

Notice and Agenda of the Annual General Meeting

NOTICE is hereby given to all shareholders of MGI - Media and Games Invest SE that the company will be holding an annual general meeting on 30 June 2023 at 09.30 (CEST) at Elite Hotel Stockholm Plaza, Birger Jarlsgatan 29, Stockholm, Sweden. Entry and registration begins at 09.00 (CEST).

The board of directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and the company's articles of association, decided that shareholders shall have the right to exercise their voting rights by postal voting prior to the annual general meeting. Accordingly, shareholders may choose to participate at the annual general meeting in person, by proxy or through postal voting.

Please note that shareholders, in order to be eligible to attend and vote at the annual general meeting, may be subject to different registration dates depending on the CSD affiliation of the shares held by the shareholder. See more under the heading "*Right to participate and notice of attendance*".

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on 21 June 2023 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on 26 June 2023; and
- give notice of attendance in accordance with the instructions set out under the heading "*Notification of attendance in person or by proxy*" not later than on 26 June 2023 or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for postal voting*" not later than on 26 June 2023.

Shareholders whose shares are held through Clearstream Banking AG (or any other CSD than Euroclear Sweden AB) should, well in advance of the record date, consult their custodian or nominee about the process they must follow in order to be entered as a shareholder in the share register kept by Euroclear Sweden AB on 21 June 2023.

NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY

Shareholders who wish to attend the annual general meeting in person or by proxy shall give notice of attendance to the company not later than on 26 June 2023 either:

- electronically on the company's website (www.mgi-se.com);
- by email to proxy@computershare.se;
- by mail to Computershare AB, "MGI – Media and Games Invest SE AGM", P.O. Box 5267, 102 46 Stockholm, Sweden; or
- by telephone on +46 (0)771 24 64 00 on weekdays between 09.00 and 16.00 (CEST).

The notification shall state the shareholder's name or company name, personal identification number or corporate identification number, address, phone number and, where applicable, the number of accompanying assistants (not more than two).

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of

attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the registration at the annual general meeting, power of attorneys, certificates of registration and other authorisation documents should be submitted per email to proxy@computershare.se or by mail to Computershare AB, "MGI – Media and Games Invest SE AGM", P.O. Box 5267, 102 46 Stockholm, Sweden not later than on 26 June 2023. Please note that a notification of attendance at the annual general meeting must be made even if the shareholder wishes to exercise its voting rights at the annual general meeting through a proxy. A submitted power of attorney is not considered as a notification of attendance at the annual general meeting. A form of power of attorney is available on the company's website (www.mgi-se.com). The form can also be obtained from Computershare or be ordered by email to proxy@computershare.se.

INSTRUCTIONS FOR POSTAL VOTING

Shareholders who wish to exercise their voting rights through postal voting must use the postal voting form and follow the instructions that are available on the company's website (www.mgi-se.com). The postal voting form may also be obtained from Computershare or be ordered by email to proxy@computershare.se. The postal voting form must be received by the company or Computershare not later than on 26 June 2023. The postal voting form must either:

- be sent by email to proxy@computershare.se;
- be submitted electronically in accordance with the instructions on the company's website (www.mgi-se.com); or
- be sent by mail to Computershare AB, "MGI – Media and Games Invest SE AGM", P.O. Box 5267, 102 46 Stockholm, Sweden.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the annual general meeting.

If the shareholder votes by proxy, a written, signed and dated power of attorney shall be enclosed with the voting form. A proxy form is available upon request and on the company's website (www.mgi-se.com). If the shareholder is a legal entity, a certificate of registration or other authorisation document shall be enclosed with the voting form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such postal voting forms become invalid. Further information and conditions can be found in the voting form.

PROPOSED AGENDA

1. Election of chairman of the meeting
2. Preparation and approval of voting register
3. Approval of agenda
4. Election of one or two persons to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Presentation of the income statement, balance sheet and auditor's report of the company and the group
7. Resolutions:
 - (a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - (b) on the disposition of the company's profit or loss as shown in the adopted balance sheet
 - (c) on discharge from liability of members of the board and the managing director
8. Determination of the fees to be paid to the board of directors and the auditor

9. Determination of the number of directors of the board and auditors
10. Election of board of directors, chairman of the board and auditor
11. Resolution to adopt the principles and instructions for the nomination committee
12. Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles
13. Closing of the meeting

Item 1: Election of chairman of the meeting

The nomination committee proposes that Mikael Borg, member of the Swedish Bar Association, or, in his absence, the person nominated by a representative of the nomination committee shall be appointed as chairman of the annual general meeting.

Item 7 (b): Resolution on the disposition of the company's profit or loss as shown in the adopted balance sheet

The board of directors proposes, in accordance with the proposal included in the annual report, that no dividend is paid for the financial year 2022 and that the residue of this year's result shall be carried forward.

Items 8–11: Determination of the fees to be paid to the board of directors and the auditor, determination of the number of directors of the board and auditors, election of board of directors, chairman of the board and auditor and resolution to adopt the principles and instructions for the nomination committee

The nomination committee proposes:

- That board fees shall be paid with an unchanged amount of EUR 50,000 to each board member that is not employed by the company and EUR 100,000 to the chairman of the board. In addition, the nomination committee proposes that a total fee of EUR 25,000 shall be allotted to the chairman of the audit committee as well as to the chairman of the remuneration committee. This means that the fees amount to, in total, EUR 350,000 (item 8).
- That fees to the auditor shall be paid in accordance with approved invoice (item 8).
- That the board of directors shall comprise six (6) directors (item 9).
- That the company shall have one (1) auditor (item 9).
- Re-election of the board members Elizabeth Para, Mary Ann Halford, Remco Westermann, Franca Ruhwedel and Johan Roslund as well as re-election of Tobias M. Weitzel as chairman of the board of directors for the period until the close of the annual general meeting 2024 (item 10).
- Re-election of the company's auditor Deloitte Sweden AB for the period until the close of the annual general meeting 2024. Deloitte Sweden AB has informed the nomination committee that the auditor Christian Lundin will continue as auditor-in-charge if Deloitte Sweden AB is re-elected as auditor (item 10).
- To adopt, until further notice, the same principles and instructions that were adopted at the extraordinary general meeting on 1 November 2022 (item 11).

The nomination committee's complete proposals, including a presentation of the proposed members of the board of directors and an assessment of their independence in relation to the company, the executive management and the company's major shareholders, are available on the company's website (www.mgi-se.com).

Item 12: Resolution on an authorisation for the board of directors to resolve on issuance of shares, warrants and convertibles

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, at one or several occasions and for the time period until the next annual general meeting, issue shares, warrants

and convertibles within the limits of the company's articles of association. The authorisation shall be limited so that the board of directors may not resolve upon issues of shares, warrants and convertibles that entail that the total number of shares that are issued, issued through conversion of convertibles or issued through exercise of warrants exceeds 35 per cent of the total number of shares in the company at the time the board of directors exercises the authorisation for the first time.

Issues of shares, warrants and convertibles may be made with or without deviation from the shareholders' preferential rights and with or without provisions for payment in kind, set-off or other conditions. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights shall be to finance acquisitions, raise capital to facilitate growth and development of the company or to hedge, facilitate or settle the company's incentive programs.

The board of directors, the CEO or such person as the board of directors authorise, shall be authorised to make such minor amendments and clarifications of the annual general meeting's decision that is required in connection with the registration of this authorisation with the Swedish Companies Registration Office.

A resolution in accordance with this item 12 is only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances that may affect the assessment of the company's financial position. The duty to provide information shall also apply to the company's relationship with another group company, the consolidated accounts and such circumstances regarding subsidiaries that are referred to in the preceding sentence.

AVAILABLE DOCUMENTS

Complete proposals and other documentation that shall be kept available before the annual general meeting according to the Swedish Companies Act and the Swedish Corporate Governance Code will be kept available at the company at address Stureplan 6, 114 35 Stockholm, Sweden, and on the company's website (www.mgi-se.com) not later than three weeks before the annual general meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to MGI – Media and Games Invest SE, "Annual General Meeting", Stureplan 6, 114 35 Stockholm, Sweden, or by e-mail to info@mgi-se.com.

PERSONAL DATA

Personal data obtained from the share register, notifications of attendance at the annual general meeting and information regarding proxies will be used for registration, preparation of the voting register for the annual general meeting and, where applicable, the minutes of the annual general meeting. For more information on how personal data is processed in connection with the annual general meeting, please refer to Euroclear's privacy notice that is available on Euroclear's website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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May 2023

MGI – Media and Games Invest SE

The board of directors