

Media and Games Invest considers issuance of new senior secured bonds and announces partial buy-back offer regarding outstanding senior secured bonds

THIS ANNOUNCEMENT IS NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, WITHIN OR TO THE UNITED STATES, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND, SINGAPORE, SOUTH AFRICA, SOUTH KOREA, SWITZERLAND OR IN ANY OTHER JURISDICTION WHERE SUCH RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OR ANY OTHER MEASURES IN ACCORDANCE WITH APPLICABLE LAW.

8 June 2022 – Media and Games Invest SE (“MGI” or the “Company”, ISIN: MT0000580101; Ticker M8G; Nasdaq First North Premier Growth Market and Scale Segment Frankfurt Stock Exchange, OTCQX: MDGIF), has mandated Pareto Securities AB (“Pareto Securities”) as sole bookrunner to investigate the possibility of issuing new senior secured floating rate bonds in an approximate amount of EUR 125,000,000 with a tenor of 4 years (the “New Bonds”). Subject to inter alia market conditions, a transaction may follow. Without having any particular liquidity need in the near future MGI is considering the issuance of New Bonds in order to ensure availability of additional capital for potential M&A opportunities and to diversify maturities of its senior secured bonds.

In connection with the issue of New Bonds, the Company will offer a partial buy-back to the holders of the Company’s outstanding senior secured floating rate bonds maturing on 27 November 2024 with ISIN SE0015194527 (the “**Buy-Back**”). Investors participating in the issuance of New Bonds will be offered priority in the Buy-Back allocation and the purchase price for the Buy-Back will be determined by way of a book building process.

Pareto Securities has been retained as financial advisor in connection with the issuance of New Bonds and Buy-Back. Interested investors should contact Pareto Securities, contact details below. Gernandt & Danielsson Advokatbyrå and Baker McKenzie have been retained as legal advisors.

Responsible parties

This information is such information Media and Games Invest plc is obliged to make public in accordance with the (EU) Market Abuse Regulation 596/2014. The information in this release has been made public through the agency of the responsible persons at MGI set out below for publication at the time stated by MGI's news distributor EQS Newswire at the publication of this release. The responsible persons below may be contacted for further information.

For further information, please contact:

Pareto Securities:

Caroline Nytvedt

DCM Syndicate

+47 22 87 88 17

caroline.nytvedt@paretosec.com

Media and Games Invest SE:

Remco Westermann

Chairman of the Board and CEO

+49 40 411 885206

Sören Barz
Head of Investor Relations
+49 170 376 9571
soeren.barz@mgi-se.com, info@mgi-se.com
www.mgi-se.com

Jenny Rosberg, ROPA, IR contact Stockholm
+46707472741
Jenny.rosberg@ropa.se

Axel Mühlhaus / Dr. Sönke Knop, edicto GmbH, IR contact Frankfurt
+49 69 9055 05 51
mgi@edicto.de

About Media and Games Invest SE

Media and Games Invest SE ("MGI") is an advertising software platform with strong first party games content. MGI's main operational presence is in North America and Europe. The company combines organic growth with value-generating synergetic acquisitions, which has demonstrated continuous strong profitable growth with a revenue CAGR of 77% (2018 –2021). Next to strong organic growth, the MGI Group has successfully acquired more than 35 companies and assets in the past 6 years. The acquired assets and companies have been integrated and amongst others cloud technology is actively used to achieve efficiency gains and competitive advantages. MGI is registered as Societas Europaea in Malta (registration number SE 15) and its shares are listed on Nasdaq First North Premier Growth Market in Stockholm and in the Scale segment of the Frankfurt Stock Exchange. The Company has a secured bond that is listed on Nasdaq Stockholm and on the Frankfurt Stock Exchange Open Market.

The Company's certified advisor on Nasdaq First North Premier Growth Market is FNCA Sweden AB; info@fnca.se, +46-8-528 00 399.

Important information

This release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in MGI in any jurisdiction, neither from MGI nor from someone else.

This release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, South Korea, Switzerland or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures

than what is required under applicable EU law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in MGI have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in MGI may decline and investors could lose all or part of their investment; the shares in MGI offer no guaranteed income and no capital protection; and an investment in the shares in MGI is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Directed Share Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in MGI.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in MGI and determining appropriate distribution channels.