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Disclosure of inside information according to Article 17 MAR of the Regulation (EU) No 596/2014

April 28, 2022

## **Media and Games Invest announces intention to carry out a directed share issue**

**Media and Games Invest SE (Scale Segment Frankfurt Stock Exchange: M8G), (Nasdaq First North Premier Growth Market: M8G) (“MGI” or the “Company”) hereby announces its intention to carry out an issue of approximately 9 million new ordinary A shares (approximately 6 percent of outstanding share capital) directed to institutional investors through an accelerated book-building procedure pursuant to the authorisation set out in the articles of association of the Company (adopted by the extraordinary general meeting held on April 15, 2021) (the “Directed Share Issue”). The Directed Share Issue is carried out in connection with the acquisition of AxesInMotion S.L. (the “Acquisition”) announced by the Company earlier today to maintain the Company’s desired capital structure with a mid-term pro forma Net Leverage ratio of 2-3x. MGI has engaged Swedbank in cooperation with Kepler Cheuvreux to explore the conditions for the Directed Share Issue.**

The subscription price will be determined through an accelerated book-building procedure, which will commence immediately after publication of this announcement and end before the commencement of trading on Nasdaq First North Premier Growth Market on April 29, 2022. The book-building procedure may, at the discretion of the Company, close earlier or later and may be cancelled at any time.

The Company intends to use the net proceeds from the Directed Share Issue in order to maintain the Company’s desired capital structure following the financing of the Acquisition, which is expected to be closed in May 2022, and to further strengthen the Company’s financial position in line with already announced targets of the Company.

The Company has considered the possibility to raise the required equity through a rights issue. However, the Board of Directors of the Company has concluded that the Directed Share Issue would be significantly more time-effective, which is essential in order to maintain the Company’s desired capital structure following the financing of the Acquisition. Also, a rights issue would entail significantly higher costs and increased exposure to potential market volatility compared to the Directed Share Issue. Unlike a rights issue, the Directed Share Issue is also expected to broaden the shareholder base and provide the Company with new qualified and institutional investors, which the Board of Directors considers to be of benefit to the

Company and the general liquidity in the share. Considering the above reasons, the Board of Directors has made the assessment that a Directed Share Issue with deviation from the shareholders' preferential rights, as authorized in the articles of association of the Company (adopted by the extraordinary general meeting held on April 15, 2021), is the most favourable alternative for the Company and in the best interest of the Company's shareholders. As the subscription price in the Directed Share Issue will be determined through a book-building procedure, the Board of Directors assesses that the subscription price will reflect current market conditions and demand.

In connection with the Directed Share Issue, the Company has agreed, with customary exceptions, not to issue additional shares for a period of 90 calendar days after the first settlement date (unless for M&A financing). In addition, Remco Westermann (CEO and Chairman) as well as the Board and Executive Management have committed to not sell any shares in MGI for the same period of 90 calendar days after the first settlement date.

## **ADVISERS**

Swedbank in cooperation with Kepler Cheuvreux have been appointed Global Coordinators and Bookrunners (jointly referred to as the "**Managers**"). Baker McKenzie acts as legal counsel to the Company and Gernandt & Danielsson Advokatbyrå acts as legal counsel to the Managers in connection with the Directed Share Issue.

## **RESPONSIBLE PARTIES**

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

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## ABOUT MGI:

Media and Games Invest SE ('MGI') is an advertising software platform with strong first party games content. MGI's main operational presence is in Europe and North America. The company combines organic growth with value-generating synergetic acquisitions, demonstrating 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 are integrated and amongst others cloud technology is actively used to achieve efficiency gains and competitive advantages. MGI's 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](mailto:info@fnca.se), +46-8-528 00 399.

For more information, please visit: <https://mgi-se.com/>

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This press 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 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 U.S. Securities Act of 1933, as amended (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

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This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision to acquire or subscribe for shares in connection with the Directed Share Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Managers. The Managers are acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

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This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the Directed Share Issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

### **Forward-looking statements**

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking

statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is not required by law or Nasdaq First North Growth Market's Rulebook for issuers.

### **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 the Company 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 "EU Target Market Assessment"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the "UK Target Market Assessment" and, together with the EU Target Market Assessment, the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company 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. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 UK MiFIR; 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 the Company.

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