

MEDIA AND GAMES INVEST SE (SE 15)

168, St Christopher Street, Valletta VLT1467, Malta

Notice and Agenda of an Annual General Meeting

NOTICE is hereby given to all members of Media and Games Invest SE (the “**Company**” or “**MGI**”) in terms of Article 31 of the Company’s Articles of Association that an **ANNUAL GENERAL MEETING** of the Company shall be held on 15, September 2022 at 10:00 (CEST) at 168, St Christopher Street, Valletta, VLT 1467, Malta (the “**Meeting**”)

General Instructions and Record Date

- As the Company’s shares (“**Shares**”) are listed on Nasdaq First North Growth Market Premier in Sweden and the Scale segment of the Frankfurt Stock Exchange in Germany, which markets are affiliated with different central securities depositories (“**CSDs**”), namely Euroclear Sweden AB (“**Euroclear**”) and Clearstream Banking AG (“**Clearstream**”) respectively, shareholders are required to follow different procedures to participate at the Meeting (whether in person or by proxy). Shareholders whose Shares are held through Euroclear are required to follow instructions marked in **RED**, while shareholders whose Shares are held through Clearstream or through any other CSD are required to follow the instructions marked in **BLUE**. Instructions not marked in any colour apply to all Shareholders, irrespective of the CSD through which the relevant Shares are held. Shareholders who hold Shares through multiple CSDs will need to follow the relevant instructions in respect of the relevant CSD through which each particular block of Shares is held. Shareholders who are unsure as to the procedures to be followed should seek the advice of their custodian/s or nominee/s.
- To be entitled to attend and vote at the Meeting (in person or by proxy) and for the Company to be able to determine the number of votes that may be cast, a shareholder must be entered in the Company’s register of members maintained by Euroclear, or must otherwise be indicated as a holder of Shares in the register or records maintained by Clearstream (or any other relevant CSD), as applicable, as at **16, August 2022 (the “Record Date”)**.
- Shareholders whose Shares are registered in the name of a custodian or nominee may be required by their respective custodian/s or nominee/s to temporarily re-register their Shares in their own name in the relevant register of members in order to be entitled to attend and vote (in person or by proxy) at the Meeting. Any such re-registration would need to be effected by the Record Date. Shareholders should therefore liaise with and instruct their custodian/s or nominee/s well in advance.

Instructions for Attendance (In-Person or by Proxy) and Voting

- To attend and vote at the Meeting in person, shareholders are required to complete the “*Shareholder Details*” AND “*Section 1 – Attendance Form*” sections of Attendance / Proxy Form, which form is available on the Company’s website at: <https://mgi-se.com/annual-general-meeting-2022/>
- A shareholder is also entitled to appoint one or more proxies to attend the Meeting (i.e. in person attendance by the proxy) and vote on the shareholder’s behalf by completing the “*Shareholder Details*” AND “*Section 2 – Proxy Form*” sections of Attendance / Proxy Form (available on the Company’s website at: <https://mgi-se.com/annual-general-meeting-2022/>). A proxy need not be a shareholder of the Company. Where the shareholder is an individual, the form must be signed by her/him. Where the shareholder is a corporation, the form must be signed by a duly authorised officer of the corporation and a certified copy of a certificate of registration (or similar document evidencing the signatory right of the officer signing the form) must be submitted together with the signed form. Shareholders appointing a proxy must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the

voting instructions sheet attached to the Attendance / Proxy Form.

- Shareholders whose Shares are held through Euroclear must submit their signed Attendance / Proxy Form (and, if applicable certified copies of certificates of registration or similar), **by no later than the Record Date**, to Euroclear by mail to: Media and Games Invest SE, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com
- Shareholders whose Shares are held through Clearstream (or any other CSD) should consult their custodian or nominee about the process they must follow in order to submit their signed Attendance / Proxy Form (and, if applicable certified copies of certificates of registration or similar) and should, in any case, ensure that their Attendance / Proxy Form is submitted to the relevant CSD **by no later than the Record Date** for processing and onward transmission to the Malta Stock Exchange (as 'issuer CD').
- **DUE TO UNPREDICTABLE COVID-19 TRAVEL AND OTHER RESTRICTIONS THAT MAY BE IN PLACE ON OR AROUND THE DATE OF THE MEETING, SHAREHOLDERS OR THEIR PROXIES MAY FIND THEMSELVES UNABLE TO TRAVEL AND ATTEND THE MEETING IN PERSON. ACCORDINGLY, SHAREHOLDERS ARE STRONGLY ENCOURAGED NOT TO ATTEND THE MEETING IN PERSON BUT TO, INSTEAD, VOTE ON ALL PROPOSED RESOLUTIONS IN ADVANCE BY APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY AND COMPLETING THE VOTING INSTRUCTIONS SHEET ATTACHED TO THE ATTENDANCE / PROXY FORM.**
- The Company will be broadcasting the Meeting on its website at: <https://mgi-se.com/annual-general-meeting-2022/>. It is important to note that Shareholders who choose to follow the Meeting on the Company's website will not be deemed to be present at the Meeting and, accordingly, will NOT be able to vote and/or speak at the Meeting and will not be counted towards the quorum. Accordingly, any Shareholder who wishes to attend and/or vote at the Meeting must follow the instructions set out above]
- Shareholders must follow the Attendance / Proxy Form submission instructions and the deadline set out above. Note for CSDs only: Aggregated proxy data processed by Euroclear, Clearstream or any other CSD must be sent by the relevant CSD and received by the Malta Stock Exchange (as 'issuer CSD') by no later than 08, September 2022. The Company must receive aggregated proxy data processed by the Malta Stock Exchange by e-mail at AGMregistration@mgi-se.com before the time appointed for the Meeting and any proxy data which is not received in time shall not be treated as valid.

Right to Ask Questions

Each shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of the Meeting to the Company by e-mail to questions@mgi-se.com by no later than one-hundred (100) hours before the start time appointed for the Meeting. Any questions sent to the Company must be accompanied by adequate proof that the sender is indeed a shareholder of the Company. The Company shall provide an answer to such questions (1) at the Meeting, unless the Company is unable to provide an immediate reply at short notice or answering such question would interfere unduly with the preparation for the meeting OR, if the questions are not answered at the Meeting, (2) on its website within forty-eight (48) hours from the Meeting. The Company may choose to provide an overall answer to questions having the same content. This right to ask questions shall be subject to any reasonable measures (to be determined by the Company in its sole discretion) that the Company may take to ensure the identification of the relevant shareholder/s who have submitted questions to the Company.

Personal Data

All information submitted by shareholders in connection with attendance notifications and proxies and asking questions will be computerised and used exclusively for the Meeting. For those Shareholders whose Shares are held through Euroclear, more information on how your personal data is processed can be found in Euroclear's privacy notice at: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Agenda

General

1. Opening of the Meeting
2. Appointment of the Chairman for the meeting
3. Drawing up and approval of voting list
4. Determination of quorum and whether the Meeting has been duly convened
5. Approval of the agenda
6. Presentation by the Chairman of the Board
7. Presentation of Annual Report and the Auditor's report for the group
8. Response to Questions from Shareholders (if any)

Ordinary resolutions

9. Consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2021
10. Resolution not to declare any dividend, as recommended by the board of directors (the "**Board of Directors**") on the basis of the Audited Financial Statements for the financial year ended 31 December 2021 (and in accordance with the directors' recommendation as set forth in the Directors' Report)
11. Confirm and re-appoint RSM Malta as Auditors of the Company for the year 2022, until the earlier of the Company's registration as a Swedish company (pursuant to agenda item 18 below) or the Company's next annual general meeting in 2023, and to authorize the Board of Directors to fix their remuneration
12. Resolution to adopt the principles and instructions for the nomination committee
13. Resolution on the number of members of the Board of Directors
14. Election of the Board of Directors and Chairman of the Board of Directors
15. Resolution on the remuneration to the Board of Directors
16. Resolution on the ESOP

Extraordinary Resolutions

17. Extraordinary Resolution to approve the change in name of the Company from Media and Games Invest SE to 'MGI - Media and Games Invest SE' and to approve the new Memorandum and Articles of Association of the Company to effect this change.
18. Extraordinary Resolution to approve a transfer proposal for the re-domiciliation of the Company from Malta to Sweden and to approve the new statutes of the Company to be adopted following its re-domiciliation and upon its registration as a Swedish company
19. Extraordinary Resolution to authorize the Board of Directors to issue shares, options, warrants and convertibles in the Company

Information on Certain Proposed Resolutions

Agenda item 12; Resolution to adopt principles and instructions for the nomination committee

It is proposed that the following principles for the appointment of the nomination committee and the following instruction for the nomination committee are adopted.

i) Principles for the appointment of the nomination committee

The nomination committee shall prior to an annual general meeting be composed of (i) representatives of the three largest shareholders of the Company in terms of voting rights, who are registered in the share register maintained by Euroclear Sweden AB, or when applicable, other central securities depositories or other evidence of such shareholding which is acceptable to the Company, as of the last trading day in August each year, and (ii) the chairman of the Board of Directors, who shall also convene the nomination committee to its first meeting. If the chairman of the Board of Directors is the CEO or another member of the Company's management, he or she may not be a part of the nomination committee. In such cases, another director shall replace the chairman of the Board of Directors in the nomination committee.

The nomination committee shall meet the requirements of composition set out in the Swedish Code of Corporate Governance (the "**Code**"). If the larger shareholders who have the right to appoint members of the nomination committee wish to appoint persons with the consequence that the requirements of composition provided in the Code are not met, the first choice of the larger shareholder shall have precedence over a smaller shareholder. When appointing a new member, the shareholder who shall appoint the new member shall consider the composition of the current nomination committee in terms of the Code.

Should any of the three largest shareholders abstain from their right to appoint a member of the nomination committee, the right to appoint a member shall pass to the next shareholder in line that does not already have the right to appoint a member of the nomination committee. However, the procedure shall only continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

The names of the members of the nomination committee and of the shareholders they represent shall normally be made public on the Company's website at the latest six months prior to the annual general meeting. At this convening, the nomination committee shall appoint a chair amongst its members. The mandate period of the nomination committee shall extend until the next nomination committee is appointed. Changes in the composition of the nomination committee shall be made public on the website of the Company as soon as they have occurred.

If a change in the Company's ownership structure occurs after the last trading day in August but before the date which occurs six months ahead of the forthcoming annual general meeting, and if a shareholder, due to or after this change, becomes one of the three largest shareholders in terms of voting rights, who are registered in the share register of the Company or when applicable, other central securities depositories or other evidence of such shareholding which is acceptable to the nomination committee, makes a request to the chair of the nomination committee to be part of the nomination committee, the shareholder shall have the right, in the discretion of the nomination committee, either to appoint an additional member of the nomination committee or to appoint a member who shall replace the member appointed by the shareholder representing the least number of votes in the nomination committee following the changes in the Company's ownership structure.

A shareholder who has appointed a member of the nomination committee has the right to dismiss the member and appoint a new member. If such an exchange takes place, the shareholder shall without delay give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who shall be exchanged, to the chairman of the Board of Directors). The notification shall contain the name of the dismissed member and the person who shall replace him as member of the nomination committee.

A member who prematurely resigns from his task shall give notice of this to the chair of the nomination committee (or, if it is the chair of the nomination committee who resigns, to the chairman of the Board of Directors). In such case, the nomination committee shall without delay call upon the shareholder who has appointed the member to

appoint a new member. If a new member is not appointed by the shareholder, the nomination committee shall offer other larger shareholders with respect to votes, to appoint members of the nomination committee. Such offer shall be made in order of priority to the largest shareholders with respect to voting rights (that is, first to the largest shareholder with respect to voting rights who has not already appointed a member of the nomination committee or previously abstained from the right to do so, thereafter to the second largest shareholder with respect to voting rights who has not already appointed a member of the nomination committee or previously abstained from the right to do so etc.). The procedure shall continue until the earlier of (i) five additional shareholders have been asked or (ii) the nomination committee is complete.

No remuneration is to be paid to members of the nomination committee. The company shall, however, defray all reasonable expenses that are required for the work of the nomination committee.

ii) Instructions for the nomination committee

The members of the nomination committee are to promote the common interests of all the shareholders of the Company and are not to reveal the content or details of any discussion held during the nomination committee meetings unduly. Each member of the nomination committee is to consider carefully whether there are any conflicts of interest or other circumstances that make their service on the nomination committee inappropriate before accepting the assignment to form part of the nomination committee.

The nomination committee shall fulfil the tasks set out in the Code and shall, when applicable, present proposals to an upcoming general meeting for:

- (a) the election of the chairman of the meeting;
- (b) the number of directors elected by the general meeting;
- (c) the election of the chairman and members of the Board of Directors;
- (d) the fees and other remuneration of elected members of the Board of Directors and of the members of the committees of the Board of Directors;
- (e) the election of the auditor(s);
- (f) the remuneration of the auditor(s); and
- (g) principles for the composition of the nomination committee including any changes to the instructions to the nomination committee.

The nomination committee shall apply item 4.1 in the Code regarding the diversity policy, whereby the nomination committee shall take into account that the Board of Directors, with regard to the Company's operations, development stage and other conditions, shall have an appropriate composition, characterised by versatility in respect to the competence, experience, geographic coverage and background of the members elected a general meeting. Furthermore, the nomination committee shall work with the goal of achieving an even gender distribution on the Board of Directors.

The nomination committee has the right, at the Company's reasonable expense, to engage external consultants whom the nomination committee considers necessary to fulfil its task.

Agenda item 13; Resolution on the number of members of the Board of Directors

The nomination committee proposes that the Meeting resolves that the board of directors shall consist of six (6) directors and no deputy directors.

Agenda item 14; Election of the Board of Directors and Chairman of the Board of Directors

The nomination committee proposes that the Meeting resolves on the election/re-election (as applicable) of:

- Members of the Board of Directors:

- (i) Remco Westermann (re-election) for a period until the end of the first annual general meeting after the resolution,
 - (ii) Tobias M. Weitzel (re-election) for a period until the end of the first annual general meeting after the resolution,
 - (iii) Elizabeth Para (re-election) for a period until the end of the first annual general meeting after the resolution,
 - (iv) Franca Ruhwedel (new election) for a period until the end of the first annual general meeting after the resolution,
 - (v) Johan Roslund (new election) for a period until the end of the first annual general meeting after the resolution, and
 - (vi) Mary Ann Halford (new election) for a period until the end of the first annual general meeting after the resolution.
- Chairman of the Board of Directors:
 - (vii) Tobias M. Weitzel (election) for a period until the end of the first annual general meeting after the resolution.

Franca Ruhwedel

Franca Ruhwedel is an experienced board member and has chaired several audit committees including currently, among others, at thyssenkrupp nucera. She has broad sector knowledge and a strong background in finance and accounting. Franca looks back on extensive practical experience in the corporate, banking and university environment, including in the Corporate Mergers & Acquisitions department of former DAX company thyssenkrupp. She has extensive experience as a board member in listed and non-listed companies from various industries with international boards (like thyssenkrupp nucera, National Bank AG and VTG AG) and fulfills the requirements of Section 100 (5) of the German Stock Corporation Act (AktG) as a so-called "financial expert" due to her experience and position as a professor of finance and accounting. While serving as a member of the Board, she also has many years of experience as a member and chairman of various audit committees. In addition to a strong background in finance and accounting, Franca brings to the MGI Board proven experience in corporate governance and compliance, as well as extensive experience with the requirements of a stock exchange listing in Germany and with private equity investors. Franca Ruhwedel is independent of the Company and its major shareholders.

Johan Roslund

Johan Roslund has broad experience in the Swedish capital market, both as a board member as well as Chairman of listed and non-listed companies such as Paydrive AB and Nordic Asia Investment Group as well as a fund manager at GP Bullhound and as Chairman of the Asset Management Committee at Aktiesparna. Johan Roslund thus has a unique profile that brings together the needs of companies as well as institutional and private shareholders and combines this with a deep knowledge of the Swedish capital market and Swedish governance structures. Additionally, Johan brings a wealth of experience and a broad network in the international and specifically the Swedish games market. Against the background of the Swedish listing and the planned relocation to Sweden, Johan thus fulfills an important profile requirement for MGI. Johan Roslund is independent of the Company and its major shareholders.

Mary Ann Halford

Mary Ann Halford is a true industry veteran with over 25 years of experience in actively building businesses in the media and entertainment industry in the US and internationally. Mary Ann has worked as both an operator and a consultant/advisor globally. As an operator, some of her significant accomplishments include; launching the digital business for ITN Networks and establishing the Fox International Channels Group, from its initial platform of channels in Latin America to a global operation with channels in Europe, Latin America and Asia. As a consultant, she is a

Partner at the TMT consulting firm Altman Solon focused on building their media practice in the US and internationally. Independently she advised media and entertainment organizations, like FIFA, Eleven Sports, RCN Television (Colombia), 24i and Pearl TV. Mary Ann brings a wealth of experience and a broad network in the international and especially the North American media market, the core market of MGI's ad software platform, and thus brings valuable experience and knowledge of the media sector and the US market to the board. Mary Ann has vast experience as a board member in companies in the Media space (Triton Media Group, Celeritas Management, Edison Nation). Mary Ann Halford is independent of the Company and its major shareholders.

A presentation of the board members that are proposed to be re-elected can be found on the company's website, www.mgi-se.com.

Agenda item 15; Resolution on the remuneration to the Board of Directors

The nomination committee proposes that the Meeting resolves on remuneration to the board of directors, for the time until the next annual general meeting, as follows:

1. EUR 100,000 shall be paid to the chairman of the board;
2. EUR 50,000 shall be paid to the other board members elected by the annual general meeting that are not employed by the company;
3. An additional EUR 25,000 shall be paid to the chairman of the audit committee; and
4. An additional EUR 25,000 shall be paid to the chairman of the remuneration committee.

Agenda item 16; Resolution to approve MGI's ESOP program

The ESOP program in short

MGI has, through resolutions by the Board of Directors, in April 2020, January 2021 and February 2022 adopted an employee stock option program directed to approximately 50 key employees of MGI ("**ESOP**"). In order to facilitate the ESOP, MGI has resolved to grant to Bodhivas GmbH, which is owned by the largest shareholder of MGI ("**Bodhivas**") the right to subscribe for up to 15 million Ordinary A Shares. Under the ESOP, Bodhivas has corresponding obligations towards the participants to deliver Ordinary A Shares in accordance with the terms of the ESOP (the right to receive Ordinary A Shares from Bodhivas is referred to as "phantom stock"). Bodhivas has further (i) undertaken towards the participants to pay out the upside value between strike price and exercise value at the moment of exercise and to deliver this value either in Ordinary A Shares or in cash and (ii) undertaken towards MGI to manage the ESOP program and (iii) formally agreed that in relation to this ESOP program, any profit by Bodhivas is for the benefit of MGI and any loss incurred by Bodhivas is to be borne by MGI (*i.e.*, Bodhivas only facilitates the implementation of the ESOP program but does not have any economic interest in the ESOP program).

Options under the ESOP can be exercised from May 1, 2024, at the earliest, until December 31, 2030. There are currently two different programs which differ primarily in terms of start date and strike price. The first started on May 1, 2020 and has a strike price of EUR 1.30 (in total approx. 9.2m options). The second started on January 2021 and has a strike price of EUR 2.60 (approx. 3.3m options). For employees participating in the second program but starting at a later date, the strike price is at a premium of 20% above the average share price of 10 trading days prior to the grant date, however always with a minimum of EUR 2.60 (please see below for a proposed amendment of the strike price). Both programs under the ESOP have an end date of December 31, 2030.

No employee has been granted more than 2,550,000 options under the ESOP. The options under the ESOP are subject to vesting periods, meaning that participants who leave their employment during the programs will lose any unvested shares. The vesting period to become entitled to 100% of the options is 60 months in total and occurs in several partial steps over the entire vesting period.

If a participant in the program leaves the Company (voluntarily or due to termination by employer for breach by employee) within two years after the start date of the phantom stock program, all phantom stock is lost. If a participant in the program leaves after more than two years after the start of the phantom stock program the participant loses 50% of the two most recent years of vested phantom stock.

The ESOP does not contain any performance criteria in addition to the strike price, due to MGI wanting to incentivize participants, encourage long-term shareholding in the company and local market practice in Malta and the jurisdictions where the group is active.

The maximum cumulative amount of options which can be granted under the ESOP to existing and future participants (and consequently the maximum number of Ordinary A Shares which can be issued under the ESOP, except in the event of recalculation) is 15,000,000, of which approx. 12.5 million options have been granted. If all granted options under the ESOP were to be exercised, the dilution would be 7.85 % (based on the current number of 159,249,358 Ordinary A Shares) and if all options were to be granted and exercised, the dilution would be 9.41 % (based on the current number of 159,249,358 Ordinary A Shares).

MGI has not had, and is not expected to have, any material (cash relevant) costs for the ESOP programs. For additional information on the ESOP, please also refer to MGI's annual reports.

Following the relocation to Sweden, due to differences between Swedish and Maltese corporate law, the board of directors intends to exercise its authorization (as proposed under item 19 below) to issue warrants to Bodhivas, MGI or a group company in order to secure the delivery of shares pursuant to the ESOP. MGI may also require that Bodhivas assigns its rights and obligations under the ESOP agreements to MGI or a MGI group company.

Further, due to prevailing market conditions and the Company's share price development, for certain participants in the second program (where the strike price has been determined based on a premium (plus 20%) compared to the average share price prior to the grant date, as described above) the current strike price is too high in comparison to the current market value, which leads to a loss of the incentivizing effect of such program. The board of directors therefore proposes that the second program is adjusted so that the maximum and minimum strike price is the same for all participants (*i.e.*, EUR 2.60)

The board of directors therefore proposes that the Meeting approves (i) the ESOP, (ii) that MGI shall be entitled to grant Bodhivas or MGI or a group company of MGI the right to subscribe for warrants (which are to be exercised for Ordinary A Shares), to (iii) entitle MGI to ensure that warrants or shares or the cash value can be delivered to the participants in the ESOP program on the same terms and conditions that now apply for the ESOP contracts with Bodhivas, (iv) entitle MGI to request that Bodhivas assigns its rights and obligations under the ESOP agreements to MGI or a group company, (v) approve the adjustment of the strike price for all participants that were granted options before this AGM -in the second program to be EUR 2.60, and (vi) entitle the Board of MGI to take all steps required to execute measures (i) – (v).

Approval of transfer of shares to participants in the ESOP program

The board of director proposes that the general meeting resolves to approve the intended exercise of the authorisation to issue Ordinary A shares or warrants and that not more than 15,000,000 Ordinary A Shares or warrants (which are to be exercised for Ordinary A Shares) are transferred to existing and future participants in the ESOP program in accordance with the terms and conditions of the ESOP, including the above proposed amendments of the program.

Agenda item 17 Extraordinary Resolution to approve the change in name of the Company from Media and Games Invest SE to MGI - Media and Games Invest SE and to approve the new Memorandum and Articles of Association of the Company to effect this change

While preparing the relocation from Malta to Sweden the Company was notified that the relevant Swedish rules do not permit the registration of Media and Games Invest under its current name in Sweden due to the name being too generic.

Based on that requirement, the Company wishes to change its name from Media and Games Invest SE to MGI - Media and Games Invest SE after this AGM and in advance of the Proposed Transfer (as defined and described below in under item 18), which name will also be retained after completion of the Proposed Transfer.

The change in the name of the Company will require an amendment to the current memorandum and articles of association of the Company (the “**Current M&A**”) to include the new name, which change will become effective once the amended memorandum and articles of association with the new name (the “**Interim M&A**”) are filed with and registered by the Malta Business Registry following the Meeting.

The Interim M&A (reflecting the limited amendments to the Current M&A for the purpose of the name change) are available on the Company’s website at <https://mgi-se.com/annual-general-meeting-2022/>.

The Board of Directors therefore proposes that the Meeting resolves upon the following Extraordinary Resolutions:

- i) that the Company’s name be changed from Media and Games Invest SE to MGI - Media and Games Invest SE;
- ii) that the Current M&A be replaced by the Interim M&A to be adopted following this Meeting; and
- iii) to authorize the Company Secretary and/or any one (1) Director of the Company to register a copy of the Interim M&A with the Malta Business Registry (the “**MBR**”).

Agenda item 18; Extraordinary resolution to approve a transfer proposal for the re-domiciliation of the Company from Malta to Sweden and to approve the new statutes of the Company to be adopted following its re-domiciliation and upon registration as a Swedish company

Following an evaluation by the Board of Directors and management of the Company, in light of Malta’s grey-listing by the Financial Action Task Force (FATF) in mid-2021, the Company believes that having the Company’s registered office in Malta may result in an increased risk premium on the Company’s shares and may preclude further investment from prospective investors.

Given that the Company’s core business is in North America and Continental Europe, and that its operations are not tied to Malta, the Board of Directors has chosen Sweden as the new registered office and headquarter of the Company. The Board of Director’s decision was motivated by the fact that the Company; (i) has been listed in Sweden since 2020, (ii) is already familiar with the local capital markets, and (iii) has a very strong local network on the ground, as well as several operating subsidiaries and employees in Stockholm. Furthermore, a large part of the Company’s shareholders hail from the Nordics and the Swedish regulatory framework is globally recognized. While MGI’s listing structure currently covers three jurisdictions – Malta (registered office), Germany (listing) and Sweden (listing) – the administrative complexity will be significantly reduced as a result of the relocation.

Due to the above, the Board of Directors is proposing that the general meeting resolves that the Company transfers its registered office and headquarters from Malta to Sweden (the “**Proposed Transfer**”) pursuant to Article 8 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the “**SE Regulation**”) and in terms of Article 6 (1) of Subsidiary Legislation 386.17 – Transfer of Registered Office of a European Company (SE) Regulations (the “**Subsidiary Legislation**”).

To this end and in connection with the obligation set out under Article 8 of the SE Regulation, the Board of Directors has prepared and submitted a transfer proposal (“**Transfer Proposal**”) and a transfer report (“**Transfer Report**”) to the MBR, which provide explanations of the legal and economic aspects of the Proposed Transfer, including a description of any implications for the Company’s shareholders, creditors and employees as a result of the Proposed Transfer.

Shareholders are hereby being notified of their right to examine the Transfer Proposal and the Transfer Report, copies of which are available on the Company’s website at <https://mgi-se.com/annual-general-meeting-2022/>

The Proposed Transfer will also require the substitution of the Interim M&A with new statutes of the Company (the “**New Statutes**”). The New Statutes are to enter into force following the Proposed Transfer and upon registration of MGI as a Swedish company.

The New Statutes are available on the Company’s website at <https://mgi-se.com/annual-general-meeting-2022/>.

The Board of Directors therefore proposed that the Meeting resolves on the following Extraordinary Resolutions:

- i) that the Company's transfer of its registered office and headquarters from Malta to Sweden in terms of the SE Regulation and the Subsidiary Legislation be, and hereby is, approved;
- ii) that the Transfer Proposal and Transfer Report be, and hereby are, approved; and
- iii) that the Interim M&A be replaced by the New Statutes upon the Company's registration as a Swedish company.
- iv) That the Board of MGI is entitled to do all that is required to execute the above measures and actions

Agenda item 19 Authorisation for the Board of Directors to issue shares, options, warrants and convertibles in the Company

With reference to the proposal under item 18 for the re-domiciliation of the Company's registered office from Malta to Sweden. The Board of Directors is of the opinion that it would be beneficial for the Company for the Board of Directors to be authorised to (a) issue, following the re-domiciliation, new shares, options, warrants and convertibles in the Company, with or without provisions for payment in kind, set-off or other conditions and (b) restrict or withdraw the right of pre-emption of existing shareholders in respect of any such issue.

The purpose of this authorization would 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 (including the ESOP).

Accordingly, the Board of Directors proposes that the Meeting resolves upon the following Extraordinary Resolution:

- *Without prejudice to the existing authorisation to the Board of Directors, in terms of article 3 of the Company's articles of association, to issue shares of any class, options which may be convertible into shares, and other rights and/or securities (by whatever name referred to) which may entitle the holder thereof to subscribe to shares in the Company, in each case up to the maximum value of the authorised share capital of the Company, which authorisation shall remain valid and in effect, to authorize the Board of Directors to – at one or several occasions and for the time period until the next annual general meeting of the Company – issue, following the re-domiciliation, new shares, options, warrants and convertibles in the Company, with or without provisions for payment in kind, set-off or other conditions, and with or without deviation from the shareholders' preferential rights (i.e. have the right to restrict or withdraw the right of pre-emption of existing shareholders in respect of any such issue) and in each case within the limits of the company's articles of association. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights shall be to enable the use of securities as consideration for or as financing of acquisitions of companies or businesses (including for payments of earn-outs and other deferred payments), raise capital to facilitate growth and development of the company or to hedge, facilitate or settle the Company's incentive programs (including the ESOP).*

(Swedish translation: [...] att bemyndiga styrelsen att efter bytet av bolagets registrerade säte – vid ett eller flera tillfällen intill slutet av nästkommande årsstämma – emittera nya aktier, optioner, teckningsoptioner och konvertibler i bolaget, med eller utan bestämmelser om apport, kvittning eller andra villkor, och med eller utan avvikelse från aktieägarnas företrädesrätt (dvs. en rättighet att inskränka eller begränsa företrädesrätten hos befintliga aktieägare med avseende på sådana emissioner) inom ramen för de gränser som sätts av bolagets bolagsordning. Syftet med bemyndigandet och möjligheten att avvika från aktieägarnas företrädesrätt ska vara att möjliggöra för bolaget att använda värdepapper som likvid vid eller finansiering av förvärv av företag eller rörelser (inklusive för betalning av earn-outs och andra uppskjutna betalningar), anskaffa kapital för att främja tillväxt och utveckling av bolaget eller att säkra, främja och fullfölja bolagets incitamentsprogram, inklusive ESOP-programmet.)

The Board of Directors proposes that the Meeting resolves that 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 with the Swedish Companies Registration Office.

(Swedish translation: Styrelsen, den verkställande direktören eller den person som styrelsen utser ska bemyndigas att göra sådana smärre justeringar i årsstämman beslut som kan visa sig erforderliga i samband med registrering av beslutet hos Bolagsverket.)

Other

The Company has 159,249,358 Ordinary A Shares in issue as of the date of this notice (one vote per share).

The Auditor's Report and the Audited Financial Statements for the financial year ended 31 December 2021, the Interim M&A, the Transfer Proposal, the Transfer Report, and the New Statutes, are available on the Company's website (<https://mgi-se.com/annual-general-meeting-2022/>).

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[-] 2022

MEDIA AND GAMES INVEST SE

The Board of Directors

For further information, please contact:

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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 Europe and North America. 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 two secured bonds that are listed (or will be 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.