

MGI – Media and Games Invest SE: Directed issue of warrants as part of the relocation to Sweden to cover existing obligations

January 10, 2023 – MGI – Media and Games Invest SE (“MGI” or the “Company”, ISIN: SE0018538068; Ticker M8G; Nasdaq First North Premier Growth Market and Scale Segment Frankfurt Stock Exchange, OTCQX: MDGIF) informs shareholders of the issue of warrants, a planned action following the completed relocation of the Company's registered office from the Maltese to the Swedish jurisdiction. This issue is established to fit within the now relevant Swedish legislation and regulations in order to transfer already existing obligations relating to the ongoing Employee Stock Ownership Plan (ESOP), to strengthen employee retention, as well as to a potential share-based settlement of a Deferred Payment and Earn-out Payment related to the acquisition of Dataseat, in July 2022. The issuance of these warrants is based on the authorization of the Board granted by the shareholders at the Extraordinary General Meeting on November 01, 2022 when all major MGI shareholder decisions with regards to the relocation to Sweden were finalized.

Issue of ESOP-Warrants to cover the existing ESOP-program

As communicated by way of press release on September 15th 2022, and approved by shareholders at the extraordinary general meeting 2022, the Company has adopted an employee stock option program directed to approximately 50 key employees of MGI. Due to the relocation of the Company's registered office from Malta to Sweden on January 2nd 2023 and due to differences between Swedish and Maltese corporate law, the board of directors has today, based on its authorization granted by the extraordinary general meeting on November 1st 2022, issued 15,000,000 warrants to MGI in order to secure the delivery of series A shares of the Company pursuant to the ESOP. The ESOP has a term until 2030 and both vesting and exercise of the ESOP are staggered over several years. The earliest delivery of vested ESOP-Shares can take place in April 2024. Further information and terms of the ESOP program can be found in the [Notice and Agenda for the EGM 2022](#), on the MGI website in the Shareholder Meeting section. The Company may at its sole discretion elect to pay the ESOP considerations by other means than in newly issued shares, in which case less or no warrants will be exercised.

Dataseat Warrants

As communicated by way of press release on 5 July 2022, the Company has acquired the mobile demand-side platform (DSP) Dataseat Ltd (“Dataseat”). Pursuant to the Dataseat share purchase agreement the sellers are, based on meeting certain conditions, entitled to a deferred consideration and an earn-out consideration as

part of the total consideration under the share purchase agreement. The deferred consideration and earn-out consideration towards the sellers may -at the choice of MGI- be partly or fully settled through delivery of series A shares in the Company in July and August 2025 respectively. In order to secure the potential delivery of such shares, the Company has today, based on its authorization to issue warrants granted by the extraordinary general meeting on 1 November 2022, carried out a directed issue of 3,199,990 warrants to the sellers in line with the purchase agreement. The total number of series A shares that the warrants may entitle to subscription of depend on, *inter alia*, future volume weighted average prices of the Company's shares on First North Premier Growth Market during a certain period prior to the settlement and delivery of the deferred consideration and the earn-out consideration, respectively, and with respect to the earn-out consideration, fulfillment of certain performance criteria by Dataseat. The warrants are therefore subject to provisions regarding recalculation under the terms and conditions as stated in the warrants agreement. The Company may at its sole discretion elect to pay the deferred consideration and/or the earn-out consideration by other means than in newly issued shares, in which case less or no warrants will be exercised.

Responsible parties

The information in this release has been made public through the agency of the responsible persons 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.

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About MGI - Media and Games Invest SE

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 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 Sweden (registration number 517100-0143) 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 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.