

## Media and Games Invest SE (the 'Company')

168, St Christopher Street, Valletta VLT1467, Malta

Minutes of the Annual General Meeting (the 'Meeting') of the Company held at 168, St Christopher Street, Valletta VLT1467, Malta on 15 September 2022 at 10:00am.

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Members present at the Meeting:

- The Chairman, by proxy, representing 75,721,387 Ordinary Shares

Officers present at the Meeting:

- Remco Westermann, Director and Chairman (via video call)
- Thomas Jacobsen, Company Secretary
- Roberta West Falzon, Engagement Partner at RSM Malta, Auditor

1. The Meeting was opened at 10:00am.
2. In accordance with Article 36 of the Company's Articles of Association, Remco Westermann was appointed Chairman of the Meeting.
3. Before proceeding to the business of the Meeting, the Company Secretary confirmed that a member or members in person or by proxy holding 75,721,387 Ordinary Shares were present out of a total of 159,249,358 Ordinary Shares issued.

The Company Secretary reported on the voting list for the Meeting and explained that for the purposes of the Meeting:

- i) An ordinary resolution would require the approval of 37,860,694 shares to be validly passed;
  - ii) An extraordinary resolution would require the approval of 56,791,041 shares (at least 75% in nominal value of the shares represented and entitled to vote at the meeting), and 81,217,173 shares (at least 51% in nominal value of all the shares entitled to vote at the meeting), to be validly passed.
4. The Company Secretary reported that a quorum was constituted in terms of Article 34 of the Company's Articles of Association and the Meeting was duly convened in terms of Article 31 of the Company's Articles of Association and the Meeting can therefore proceed to business
  5. The Company Secretary presented the agenda of the Meeting and briefly explained that agenda items 12 and 16 have been removed from the agenda as per the press release published prior to the Meeting. It is expected that the items will be resubmitted as revised proposals at the extraordinary general meeting (the 'EGM') to be held on 1 November 2022.

The agenda of the Meeting was unanimously approved.

6. The Chairman gave a presentation to the meeting with an update on the development of the company highlighting the key facts, the global reach, the major events, the ESG developments, the financial highlights and financial development and the company's overall performance in 2021.

7. Roberta West Falzon from RSM Malta introduced the Key Audit Matters and the Opinion. They concluded that the consolidated financial statements of Media and Games Invest SE set-out on pages 137 to 215 as at and for the year ended 31 December 2021 give a true and fair view of the financial position, financial performance, and cash flows as at and for the year ended 31 December 2021. They have not identified material misstatements in the directors' report. It has been prepared in accordance with the Companies Act (Cap. 386) and is consistent with the consolidated financial statements. The corporate governance report has been properly prepared in accordance with the requirements of the Swedish Governance Code. They have submitted our independent auditors' report which is attached in the consolidated financial statements on pages 216 to 223.

The Auditor suggested that the Meeting adopts and approves the consolidated financial statements of Media and Games Invest SE set-out on pages 137 to 215 as at and for the year ended 31 December 2021.

8. No questions to the Board of directors were received from Shareholders.

The Meeting moved to the following Ordinary Resolutions:

9. To consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2021.

The Meeting considered the auditor's report and the resolution to approve the Audited Financial Statements for the financial year ended 31 December 2021, which was unanimously approved.

10. Not to declare any dividend, as recommended by 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)

The resolution was unanimously approved.

11. To 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 or the Company's next annual general meeting in 2023, and to authorize the Board of Directors to fix their remuneration.

The resolution was unanimously approved.

12. Agenda Item 12 was removed from the Agenda in advance of the meeting, and will be resubmitted at the EGM to be held on 1 November 2022.

13. Resolution on the number of members of the Board of Directors.

That the Board of Directors shall consist of six (6) directors and no deputy directors.

The resolution was unanimously approved.

#### 14. Resolution on the election of the Board of Directors and Chairman of the Board of Directors

That:

- i) Remco Westermann is re-elected for a period until the end of the first annual general meeting after the resolution.
- ii) Tobias M. Weitzel is re-elected for a period until the end of the first annual general meeting after the resolution.
- iii) Elizabeth Para is re-elected for a period until the end of the first annual general meeting after the resolution.
- iv) Franca Ruhwedel is elected for a period until the end of the first annual general meeting after the resolution.
- v) Johan Roslund is elected for a period until the end of the first annual general meeting after the resolution.
- vi) Mary Ann Halford is elected for a period until the end of the first annual general meeting after the resolution

Tobias M. Weitzel is elected as Chairman of the Board of Directors for a period until the end of the first annual general meeting after the resolution.

The resolution was approved with 4,964 votes against and 75,716,423 votes in favour.

#### 15. Resolution on the remuneration to the Board of Directors

That the remuneration to the board of directors, for the time until the next annual general meeting, shall be as follows:

- i) EUR 100,000 shall be paid to the chairman of the board;
- ii) EUR 50,000 shall be paid to the other board members elected by the annual general meeting that are not employed by the company;
- iii) An additional EUR 25,000 shall be paid to the chairman of the audit committee; and
- iv) An additional EUR 25,000 shall be paid to the chairman of the remuneration committee.

The resolution was unanimously approved.

#### 16. Agenda Item 16 was removed from the Agenda in advance of the meeting, and will be resubmitted at the EGM to be held on 1 November 2022.

The Meeting moved to the following 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.

The Board proposed 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").

The Meeting unanimously voted in favour of the resolutions. However, since the resolutions were passed by members holding not less than 75% in nominal value of the shares represented and entitled to vote at the meeting, but not passed by members holding at least 51% in nominal value of all the shares entitled to vote at the meeting, the resolutions were not approved.

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.

The Board of Directors 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

The Meeting unanimously voted in favour of the resolutions. However, since the resolutions were passed by members holding not less than 75% in nominal value of the shares represented and entitled to vote at the meeting, but not passed by members holding at least 51% in nominal value of all the shares entitled to vote at the meeting, the resolutions were not approved.

19. Extraordinary resolution to authorise the Board of Directors to issue shares, options, warrants and convertibles in the Company.

The Board of Directors proposed 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 proposed 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 årsstämmans beslut som kan visa sig erforderliga i samband med registrering av beslutet hos Bolagsverket.)*

The Meeting voted with 436,215 votes against and 75,285,172 votes in favour. However, since the resolution was passed by members holding not less than 75% in nominal value of the shares represented and entitled to vote at the meeting, but not passed by members holding at least 51% in nominal value of all the shares entitled to vote at the meeting, the resolution was not approved.

The Company Secretary explained that since the extraordinary resolutions in agenda points 17, 18 and 19 obtained one, but not both the required voting majorities, at the Meeting, another meeting may be convened by the Company to take a fresh vote on the proposed resolutions. The voting majority requirements for the resolutions to pass at that subsequent meeting are different, as per Article 39 of the Company's Articles of Association.

The Chairman thanked all the shareholders for the confidence shown in the work of the Board and the Management of the Company and the persons involved in organising the Meeting.

There being no further business to attend to, the meeting was closed.

Signed and approved on 15 September 2022

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Remco Westermann  
Chairman of the Meeting

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Thomas Jacobsen  
Company Secretary