

**MEDIA AND GAMES INVEST PLC (C 52332)**

**168, ST CHRISTOPHER STREET, VALLETTA VLT1467, MALTA**

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### **Notice and Agenda of Extraordinary General Meeting**

**NOTICE** is hereby given to all members of Media and Games Invest plc (C 52332) (the “**Company**” or “**MGI**”), in terms of article 30 of the Company’s articles of association (the “**Articles**”) that an **EXTRAORDINARY GENERAL MEETING** of the Company shall be held on 8 April 2021 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 **9 March 2021** (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.group/egm-2021/>.
- 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.group/egm-2021/>). 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.
- All shareholders who have submitted a properly completed and valid Attendance / Proxy Form will be provided with a password to follow the meeting online at: <https://mgi.group/egm-2021-audiocast/>.

- 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 plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto: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 Record Date** for processing and onward transmission to the Malta Stock Exchange (as 'issuer CSD').
- **DUE TO COVID-19 TRAVEL AND OTHER RESTRICTIONS THAT ARE LIKELY TO BE PLACE AT THE TIME OF THE MEETING, SHAREHOLDERS OR THEIR PROXIES MAY BE UNABLE TO TRAVEL AND ATTEND THE MEETING IN PERSON AND/OR THE COMPANY MAY BE REQUIRED TO REFUSE THEM ENTRY IF THE NUMBER OF PERSONS AT THE MEETING EXCEEDS THE NUMBER PERMITTED BY THE GERMAN HEALTH AUTHORITIES. 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.**
- 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 29 March 2021. The Company must receive aggregated proxy data processed by the Malta Stock Exchange by e-mail at [EGMregistration@mgi.group](mailto:EGMregistration@mgi.group) 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.group](mailto:questions@mgi.group) by no later than forty-eight (48) hours before the 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.

#### Quorum and Adjournment

Article 33 of the Articles provides that a member/s holding at least 75% of the issued share capital carrying voting rights will constitute a quorum at the Meeting. In accordance with article 34 of the Articles, if a quorum is not present within one hour from the time appointed for the Meeting, the Meeting will be adjourned to 15 April 2021 at 10:00 (CEST) at 168, St Christopher Street, Valletta, VLT 1467, Malta. If at the adjourned meeting a quorum is not present within one hour from the time appointed for the adjourned meeting, a member/s present at the adjourned meeting in person or by proxy holding at least 25% of the issued share capital of the Company carrying voting rights shall constitute a quorum. **Any Attendance / Proxy Form submitted by shareholders in respect of the Meeting shall be valid for any adjournment thereof.**

#### 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](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## **Agenda**

### *General*

1. Opening of the Meeting
2. Election of Chairman of 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. Response to Questions from Shareholders (if any)

### *Ordinary resolutions*

8. Election of Antonius Reiner Fromme as a director of the Company

### *Extraordinary resolutions*

9. Extraordinary resolution to increase and re-classify the Company's authorised share capital, including the creation of a new class of shares (and consequent amendment to article 5 of the Memorandum of Association)
10. Extraordinary resolution to authorise the Board to issue shares and withdraw pre-emption rights (and consequent amendments to article 3 and article 4 of the Articles)
11. Extraordinary resolution to approve the conversion of the Company to a *Societas Europaea* and consequential amendments to the Articles

## **Information on Proposed Resolutions**

### **Agenda Item 2; Resolution on the election of Chairman of the Meeting**

In terms of article 35 of the Articles the Chairman of the Board of Directors shall preside as Chairman of the Meeting. Should the Chairman of the Board not be present within 15 minutes of the appointed time for the Meeting, the Chairman of the Meeting shall be elected by the directors present.

### **Agenda Item 8; Election of New Director**

The Company proposes that Antonius Reiner Fromme be elected as a new member of the Board of Directors from the date of the Meeting until the end of the Company's 2022 Annual General Meeting.

Further information regarding the new proposed director

Name: Antonius Reiner Fromme

Education and background: Mr. Fromme is a graduate business engineer from the University of Karlsruhe and has been employed with the freenet Group since 2009.

Born in Paderborn (05/20/1974), he commenced his career in mobile communications in 2001 with debitel AG in Stuttgart, and can look back on many years of experience in the telecommunications sector.

Current Assignments: Antonius Fromme has been the Chief Customer Experience Officer (CCE) of freenet AG since 1 June 2018. In his function as member of the Executive Board, he is responsible for the direct customer activities in the company's core business of mobile communications as well as all online and offline marketing

activities. He is also responsible for digitalization of all customer interactions and transactions. Furthermore, he is in charge of the development of the digital lifestyle strategy and the digital lifestyle portfolio within the freenet Group.

Year of birth: 1974

Nationality: German

Direct or related person ownership in the Company: No. The proposed director is considered independent to the Company, the management of the Company and the Company's major shareholders. The new composition of the board of directors will therefore following the election fulfill the independency requirements stipulated in the Swedish Corporate Governance Code.

**Agenda item 9; Extraordinary resolution to increase and re-classify the Company's authorised share capital, including the creation of a new class of shares (and consequent amendment to article 5 of the Memorandum of Association)**

The Company's authorised share capital is currently set at €300,000,000 divided into 300,000,000 ordinary shares having a nominal value of €1 per share. To ensure that the Company maintains a sufficient amount of authorised share capital to allow it to raise the capital required to fund the further growth of its business (including through acquisitions), the Board proposes that the Company's authorised share capital be increased by €20,000,000 to €320,000,000.

Additionally, in order to give the Company flexibility in the equity instruments which it can offer to investors, the Board is proposing that (a) that the Company's current authorised (and issued) ordinary shares be re-classified as Ordinary A Shares, retaining their current nominal value of one €1 each and (b) that the €20,000,000 increase in authorised share capital be allocated to a new class of Ordinary B Shares, divided into 200,000,000 Ordinary B Shares having a nominal value of €0.10 each;

The Board further proposes that:

(a) each Ordinary A Share shall have the right to (i) receive notice of, attend, speak, and vote at general meetings of the Company and shall have 10 votes; (ii) the right to participate in a distribution of profits or assets of the Company, including in a winding up of the Company, pro rata with all other shareholders of the Company based solely on number of shares held and irrespective of the class and nominal value of shares held; and (iii) a repayment of capital in a winding up of the Company;

(b) each Ordinary B Share shall have the right to (i) receive notice of, attend, speak, and vote at general meetings of the Company and shall have 1 vote; (ii) the right to participate in a distribution of profits or assets of the Company, including in a winding up of the Company, pro rata with all other shareholders of the Company based solely on number of shares held and irrespective of the class and nominal value of shares held; and (iii) a repayment of capital in a winding up of the Company; and

(c) save as otherwise provided above and as specifically set out in the Articles, all the shares in the Company shall rank *pari passu* in all respects including, *inter alia*, in respect of dividend distributions.

The Board therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

- (1) *That article 5.1 of the Company's memorandum of association be deleted and replaced in its entirety by the following:*

*"The authorised share capital of the Company is three hundred and twenty million Euro (€320,000,000) divided into:*

*(a) three hundred million (300,000,000) Ordinary A Shares having a nominal value of one Euro (€1) each; and*

*(b) Two hundred million (200,000,000) Ordinary B Shares having a nominal value of ten cents (€0.10) each"*

- (2) *That the Company's current ordinary shares be re-classified as Ordinary A Shares.*
- (3) *That article 5.3 of the Company's memorandum of association be deleted and replaced in its entirety by the following:*
- “(a) Each Ordinary A Share shall have the right to (i) receive notice of, attend, speak, and vote at general meetings of the Company and shall have ten (10) votes; (ii) the right to participate in a distribution of profits or assets of the Company, including in a winding up of the Company, pro rata with all other shareholders of the Company based solely on number of shares held and irrespective of the class and nominal value of shares held; and (iii) a repayment of capital in a winding up of the Company;*
- (b) Each Ordinary B Share shall have the right to (i) receive notice of, attend, speak, and vote at general meetings of the Company and shall have one (1) vote; (ii) the right to participate in a distribution of profits or assets of the Company, including in a winding up of the Company, pro rata with all other shareholders of the Company based solely on number of shares held and irrespective of the class and nominal value of shares held; and (iii) a repayment of capital in a winding up of the Company; and”*
- (4) *That article 5.4 of the Company's memorandum of association be deleted and replaced in its entirety by the following:*
- “Save as otherwise provided above and as specifically set out in the Articles of Association of the Company, all the shares in the Company shall rank pari passu in all respects including, inter alia, in respect of dividend distributions.”*
- (5) *That any one director and/or the company secretary, acting singly, be and hereby is, authorised to make the necessary amendments to the Company's memorandum and articles of association (“M&A”) in order to reflect the above; and to sign the updated M&A on the Company's behalf and do all things necessary to register the updated M&A with the Malta Business Registry and all other relevant authorities.*

**Agenda item 10; Extraordinary resolution to authorise the Board to issue shares and withdraw pre-emption rights (and consequent amendments to article 3 and article 4 of the Articles)**

Article 3 of the Articles provides that the Board may be authorised by an ordinary resolution of the Company in general meeting to issue any share and securities which are convertible into shares or which carry the right to subscribe for shares in the Company up to the limit of the authorised share capital of the Company. The Board is currently authorised, in respect of its currently authorised single class of ordinary shares, to issue shares and securities which are convertible into shares or which carry the right to subscribe for shares in the Company (pursuant to a resolution adopted at an Extraordinary General Meeting of the Company on 25 July 2019) until 25 July 2024.

In order to simplify the board authorisation process, while ensuring that the Company can continue to issue shares of any class in a quick and expeditious manner until at least 2026, the Board proposes article 3 of the Articles be amended, such that the Board be authorised directly by the Articles to issue shares (as well as 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), which authority shall be valid for 5 years and renewable by ordinary resolution.

In connection with the aforementioned proposal, the Board further proposes that article 4 of the Articles be amended such that the Board is also authorised by the Articles to restrict and/or withdraw any and all pre-emption rights of the Company's shareholders for as long as the Board remains authorised to issue and allot shares (as well as options which may be convertible into such shares, or any other rights or securities by whatever name referred to which may entitle the holder thereof to subscribe to shares in the Company).

The Board therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

- (1) *That article 3 of the Company's articles of association be deleted and replaced in its entirety by the following:*

*"Subject to the provisions of article 85 of the Act, the Board of Directors is authorised 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 (in respect of each class) at such times and on such terms as they think proper.*

*PROVIDED that the authority given under this Article shall be valid for five (5) years from 8 April 2021 and shall be renewable by ordinary resolution for further maximum periods of five (5) years each. This authority supersedes any previous authority granted by the shareholders under article 85 of the Act."*

- (2) *That article 4 of the Company's articles of association be deleted and replaced in its entirety by the following:*

*"Subject to the relevant provisions of the Act and these Articles, allotments of new Shares and securities which are convertible into Shares, or which carry the right to subscribe for Shares, for consideration in cash shall be offered on a pre-emptive basis to shareholders in the Company in proportion to the share capital held by them. Where the issued share capital of the Company, which is divided into different classes of Shares carrying different rights with regard to voting, or participation in distributions, or sharing in assets in the event of a winding up, is increased by issuing new Shares for allotment in only one of these classes, the right of pre-emption of shareholders of the other classes is to be exercised only after the exercise of this right by the shareholders of the class in which the new Shares issued are to be allotted. No such new Shares and securities which are convertible into Shares, or which carry the right to subscribe for Shares, shall be offered on a pre-emptive basis to the Company itself, notwithstanding any other provision of the Act empowering the Company to hold its own Shares.*

*PROVIDED that subject to the provisions of article 88 of the Act, the Board of Directors of the Company may restrict and/or withdraw any and all pre-emption rights of the Company's shareholders for as long as the Board of Directors remains authorised to issue and allot Shares, options which may be convertible into such Shares, or any other rights or securities by whatever name referred to which may entitle the holder thereof to subscribe to Shares in the Company, in terms of Article 3 above and article 85 of the Companies Act."*

- (3) *That any one director and/or the company secretary, acting singly, be and hereby is, authorised to make the necessary amendments to the M&A in order to reflect the above; and to sign the updated M&A on the Company's behalf and do all things necessary to register the updated M&A with the Malta Business Registry and all other relevant authorities.*

#### **Agenda item 11; Extraordinary resolution to approve the conversion of the Company to a *Societas Europaea* and consequential amendments to the Articles**

In order to make the Company more attractive to international investors, the Board proposes that the Company be converted into a *Societas Europaea* ("SE") (the "Conversion"). In the Board's view, the Conversion will consolidate the Company's European nature and will strengthen its international dimension. In addition, the Conversion will also allow the Company to benefit from a homogeneous legal framework which is generally recognised across the European Union.

To this end and in connection with the obligations set out under article 37 of Regulation (EC) No. 2157/2001 on the Statute for a European company (SE), the Board has prepared and submitted draft terms of conversion ("Draft Terms") to the Malta Business Registry ("MBR") together with reports explaining and justifying the legal

and economic aspects of the Conversion as well as to indicate the implications for the shareholders and for the employees of the adoption of the form of an SE. A copy of the Draft Terms and the aforementioned explanatory report are available on the Company's website at <https://mgi.group/egm-2021/>.

The Conversion will also require certain amendments to the M&A. Accordingly, the Board is proposing various amendments to the M&A in connection with the Conversion, together with certain other minor amendments to generally better align the M&A to the Company's status as a publicly listed company with its shares listed on two EU markets (including the lowering of the quorum threshold for general meetings which is currently unrealistically high for a public listed company). A marked up version of the M&A reflecting all of the aforementioned proposed amendments (including the various amendments proposed in agenda items 8 and 9) (the "**New M&A**") available on the Company's website at <https://mgi.group/egm-2021/>.

The Board therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

- (1) That the Company be converted to a Societas Europaea.*
- (2) That the Draft Terms as submitted to the Malta Business Registry by the Company be, and hereby are, approved.*
- (3) That the M&A be substituted in their entirety by the New M&A.*
- (4) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to make the necessary amendments to the M&A in order to reflect the above; and to sign the updated M&A on the Company's behalf and do all things necessary to register the updated M&A with the Malta Business Registry and all other relevant authorities.*

#### **Other**

The Company has 128,749,748 ordinary shares in issue as of the date of this notice (one vote per share).

The proposed New M&A as well as the Draft Terms (and accompanying explanatory report) are available on the Company's website at: <https://mgi.group/egm-2021/>.

\* \* \*

19 February 2021

**MEDIA AND GAMES INVEST PLC**

*The Board of Directors*

#### **For further information, please contact:**

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