

MEDIA AND GAMES INVEST PLC (the “Company”)

Attendance / Proxy Form for use at the Extraordinary General Meeting of the Company to be held on 8 April 2021 at 10:00 (CEST) at 168, St Christopher Street, Valletta, VLT 1467, Malta (the “Meeting”)

Initial instructions

1. ALL shareholders are kindly requested to complete the section titled “*Shareholder Details*” on page 2.
2. Those shareholders who would like to attend the Meeting in person must also complete *Section 1 – Attendance Form* on page 3.
3. Those shareholders who would like to appoint a proxy to attend and vote at the Meeting on their behalf must complete *Section 2 – Proxy Form* on page 3 and, if they would like to vote in advance, such shareholders must also complete the Voting Instructions Sheet on page 5.
4. Shareholders are kindly requested to complete either *Section 1 – Attendance Form* or *Section 2 – Proxy Form* (as appropriate) but not both.
5. The original signed Attendance / Proxy Form and, where the shareholder is a corporation, a certified copy of a certificate of registration or similar evidencing the signatory right of the officer signing the Attendance / Proxy Form, must be submitted (using the relevant instructions set out in the Meeting Notice to Euroclear or Clearstream or any other relevant CSD), as appropriate, by no later than 9 March 2021. Shareholders are encouraged to send or deliver their Attendance / Proxy Form (and, if applicable certified copies of certificates of registration or similar) as soon as possible.
6. Any Attendance / Proxy Form submitted by shareholders in respect of the Meeting shall be valid for any adjournment thereof.

Important information due to Covid-19

DUE TO COVID-19 TRAVEL AND OTHER RESTRICTIONS THAT ARE LIKELY TO BE IN PLACE AT THE TIME OF THE MEETING, SHAREHOLDERS AND PROXIES MAY BE UNABLE TO TRAVEL AND ATTEND THE MEETING IN PERSON AND/OR THE COMPANY MAY BE REQUIRED TO REFUSE ENTRY TO SHAREHOLDERS AND PROXIES IF THE NUMBER OF PERSONS AT THE MEETING EXCEEDS THE NUMBER PERMITTED BY THE GERMAN HEALTH AUTHORITIES. ACCORDINGLY, SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON ALL PROPOSED RESOLUTIONS IN ADVANCE BY APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY AND COMPLETING THE VOTING INSTRUCTIONS SHEET ON PAGE 5.

Shareholder Details

Name of shareholder: _____

Signature: _____

Date: _____

Designation (if applicable): _____

Personal identification number/company registration number of shareholder: _____

Official address: _____

Tel/Mob: _____

E-mail address: _____

Section 1 – Attendance Form

(In-person attendance)

I/we (block capitals) a shareholder of Media and Games Invest plc, holding _____ shares* in the Company would like to attend the Extraordinary General Meeting of the Company to be held on 8 April 2021 at 10:00 (CEST) at 168, St Christopher Street, Valletta, VLT 1467, Malta in person.

* Please insert number of shares covered by this attendance form.

OR

Section 2 – Proxy Form

(Attendance by proxy)

I/we (block capitals) a shareholder of Media and Games Invest plc, hereby appoint:

1. The Chairman of the Meeting

or

2. Name:

ID/Passport No:.....

Address:.....

Telephone/mobile No.:.....

E-mail address:.....

as my/our proxy to attend and vote for _____ shares* in the Company on my/our behalf at the Extraordinary General Meeting of the Company to be held on 8 April 2021 at 10:00 (CEST) at 168, St Christopher Street, Valletta, VLT 1467, Malta and at any adjournment thereof.

Unless I/we indicate on this Form of Proxy my/our voting preferences overleaf, my/our Proxy is authorized to vote as he/she thinks fit.

My/Our proxy is authorized to vote:

as he/she wishes

as indicated on the "Voting Instructions" overleaf (*in which case please refer to, complete and submit the separate 'Voting Instructions' sheet*)

* Please insert number of shares covered by this proxy form.

STRIKE OUT THE SECTION WHICH WILL NOT BE COMPLETED.

Instructions for filling in the Attendance / Proxy Form:

1. *The Attendance / Proxy Form must be submitted in writing and (a) where the shareholder is an individual, be signed by him/her or (b) where the shareholder is a corporation, be signed by a duly authorized officer of the corporation.*
2. *In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.*
3. *If you appoint a proxy (in Section 2 – Proxy Form), the person appointed as proxy shall vote as you have directed in respect of the resolutions set out in the Meeting agenda or on any other resolution that is properly put to the Meeting. If this Section 2 – Proxy Form (Attendance by proxy) is returned without any indication as to how the proxy shall vote, the proxy shall exercise their discretion as to how to vote or whether to abstain from voting*
4. *If a proxy other than the Chairman is preferred, please check the second box of Section 2 – Proxy Form and insert the details of the proxy so chosen.*

VOTING INSTRUCTIONS

(to be completed only if a proxy is appointed and the shareholder will be voting in advance)

Please indicate with an 'X' in the relevant boxes for each resolution below how you wish your votes to be cast. The 'vote withheld' option below is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

AGENDA ITEM	ORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD
8.	Resolution on the election of Antonius Reiner Fromme as a director of the Company until the end of the Company's 2022 Annual General Meeting			
AGENDA ITEM	EXTRAORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD
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 <i>Societas Europaea</i> and consequential amendments to the Articles			