

Media and Games Invest SE (the 'Company')

SE15

168, St Christopher Street, Valletta VLT1467, Malta

Minutes of the Extraordinary General Meeting (the 'Meeting') of the Company held at 168, St Christopher Street, Valletta VLT1467, Malta on 1 November 2022 at 10:00am.

Members present at the Meeting:

- The Chairman, by proxy, representing 45,917,167 Ordinary Shares

Officers present at the Meeting:

- Remco Westermann, Director (via video call)
- Tobias M. Weitzel, Director and Chairman (via video call)
- Thomas Jacobsen, Company Secretary

1. The Meeting was opened at 10:00am.
2. In accordance with Article 36 of the Company's Articles of Association, Tobias M. Weitzel was appointed Chairman of the Meeting.
3. Before proceeding to the business of the Meeting, the Company Secretary clarifies that Extraordinary Agenda Items 10, 11, and 12 have already been submitted to shareholders at the AGM in September 2022. Since the resolutions at the AGM were passed by members holding at least 75% of the nominal value of the shares represented and entitled to vote at the meeting, but not by members holding at least 51% of the nominal value of all outstanding shares entitled to vote, the resolutions were not approved. In this case, Article 39 of the Articles of Association of the Company provides that such resolutions shall be submitted to the shareholders for a fresh vote at a second meeting (as described in 3.ii. below).

Against this background the Company Secretary confirmed that a member or members in person or by proxy holding 45,917,167 Ordinary Shares were present out of a total of 159,249,358 Ordinary Shares issued. Furthermore, he 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 22,958,584 shares to be validly passed;
 - ii) An extraordinary resolution which was not passed at the AGM held on 15 September 2022, would require, in accordance with the terms of Article 39 of the Company's Articles of Association, the approval of 34,437,876 shares (at least 75% in nominal value of the shares represented and entitled to vote at the meeting) to be validly passed. Alternatively, if more than half in nominal value of all the shares having the right to vote at the meeting are represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.
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.

The agenda of the Meeting was unanimously approved.

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

The Meeting moved to the following Ordinary Resolutions:

7. Resolution to adopt principles and instructions for the nomination committee.

The resolution to adopt principles and instructions for the nomination committee was unanimously approved.

8. Resolution on the ESOP.

The Meeting approved with 45,903,616 votes in favour (99.97%) and 13,551 votes against (0.03%) (i) the continuation of current ESOP after the relocation to Sweden, (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, and (v) entitle the Board of MGI to take all steps required to execute measures (i) – (iv).

9. Approve the appointment of Deloitte Sweden AB as Auditors of the Company for FY 2023, effective from the date the Company's registration as a Swedish company (pursuant to agenda item 11), and to authorize the Board of Directors to fix their remuneration.

The resolution was unanimously approved.

The Meeting moved to the following Extraordinary Resolutions:

10. 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 resolution was unanimously approved.

11. 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 resolution was unanimously approved.

12. 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 approved the resolution with 45,704,623 votes in favour (99.54%) and 212,544 votes against (0.46%).

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 1 November 2022

Tobias M. Weitzel
Chairman of the Meeting

Thomas Jacobsen
Company Secretary