

MEDIA AND GAMES INVEST SE (the “Company”)

Attendance / Proxy Form for use at the Annual General Meeting of the Company to be held on 15 September 2022 at 10:00 (CEST) at 168, St Christopher Street, Valletta (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 16 August 2022. 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 UNPREDICTABLE COVID-19 TRAVEL AND OTHER RESTRICTIONS THAT MAY BE IN PLACE ON OR AROUND THE DATE OF THE MEETING, SHAREHOLDERS OR THEIR PROXIES MAY FIND THEMSELVES UNABLE TO TRAVEL AND ATTEND THE MEETING IN PERSON. 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.

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 SE, holding _____ shares* in the Company would like to attend the Annual General Meeting of the Company to be held on 15 September 2022 at 10:00 (CEST) at 168, St Christopher Street, Valletta 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 SE, 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 Annual General Meeting of the Company to be held on 15 September 2022 at 10:00 (CEST) at 168, St Christopher Street, Valletta 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
9.	Consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2021			
10.	Resolution not to declare any dividend, as recommended by the board of directors (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)			
11.	Resolution to confirm and re-appoint RSM Malta as Auditor of the company, and to authorise the Board of Directors to fix their remuneration			
12.	Resolution to adopt the principles and instructions for the nomination committee			
13.	Resolution on the number of members of the Board of Directors			
14.	Resolution to approve the election of the Board of Directors and Chairman of the Board of Directors			
15.	Resolution on the remuneration to the Board of Directors of the Company			
16.	Resolution on the ESOP			
AGENDA ITEM	EXTRAORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD
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.			
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 its registration as a Swedish company			
19	Extraordinary Resolution to authorize the Board of Directors to issue shares, options, warrants and convertibles in the Company			

