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08 JUL 2022

TRANSFER PROPOSAL

(in accordance with Article 8(2) of Council Regulation (EC) No. 2157/2001 of 8 October, 2001 on the Statute for a European Company (SE) and in terms of Article 6(1) of Subsidiary Legislation 386.17 – Transfer of Registered Office of a European Company (SE) Regulations

of

Media and Games Invest SE

Date: 22 June 2022

**PROPOSAL TO TRANSFER THE REGISTERED OFFICE OF A SOCIETAS
EUROPAEA ("TRANSFER PROPOSAL")**

**TRANSFER OF THE REGISTERED OFFICE OF MEDIA AND GAMES INVEST SE
FROM MALTA TO SWEDEN**

Media and Games Invest SE, a *Societas Europaea (société européenne)* registered under the laws of Malta with its registered office at 168, St Christopher Street, Valletta VLT 1467, Malta and registered with the Malta Business Registry (the "MBR") under registration number SE 15 (the "Company") makes this Transfer Proposal (this "Transfer Proposal") on the 22 June 2022 to transfer its registered office from Malta to Sweden pursuant to Article 8 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the "SE Regulation") and in terms of Article 6 (1) of Subsidiary Legislation 386.17 – Transfer of Registered Office of a European Company (SE) Regulations (the "Subsidiary Legislation").

1. PROPOSED TRANSFER OF REGISTERED OFFICE

It is proposed that the Company shall transfer its registered office from Malta to Sweden pursuant to Article 8(1) of the SE Regulation (the "Proposed Transfer").

2. NAME, REGISTERED OFFICE (CURRENT AND PROPOSED)

- 2.1. The name of the Company is currently Media and Games Invest SE and the Company is currently registered in Malta with registration number SE 15. The registered office of the Company is currently 168, St Christopher Street, Valletta VLT 1467, Malta.
- 2.2. The Company is proposing to change its name to MGI - Media and Games Invest SE, subject to obtaining the necessary shareholder approval at the Company's next annual general meeting (the "AGM") Subject to the change in name being approved at the AGM, the Company will retain this name upon the Proposed Transfer.
- 2.3. The Proposed Transfer will become effective from the date on which the Company is registered as a *Societas Europaea* subject to Swedish Law by the Swedish Companies Registration Office (Sw. *Bolagsverket*) (the "Effective Date") which is expected to occur on or around 2 January 2023
- 2.4. With effect from the Effective Date the proposed registered office of the Company shall be situated in Stockholm, Sweden.

3. PROPOSED STATUTES OF THE COMPANY

In connection with the Proposed Transfer, the Company shall adopt new statutes (the “**Statutes**”) which will meet the requirements of Swedish law and will not include provisions that were required in order to comply with any Maltese laws. The Statutes of the Company that shall apply with effect from the Effective Date are set out in **Annex A** attached to this Transfer Proposal.

4. IMPLICATIONS OF THE PROPOSED TRANSFER ON EMPLOYEES INVOLVEMENT

The Company has no employees. All of the Group’s employees are employed via the Company’s subsidiaries that – in their entirety – are not impacted by the Proposed Transfer.

5. PROPOSED TRANSFER TIMETABLE

5.1. The board of the Company proposes that the Proposed Transfer and the Statutes are approved, in accordance with Articles 8(6) and Article 59(1) of the SE Regulation, at the AGM.

5.2. It is currently expected that the AGM will be held on or about 5 September 2022.

5.3. If the Proposed Transfer is approved by the requisite majority of the shareholders (the “**Shareholders**”), being not less than seventy five percent (75%) in nominal value of the shares represented and entitled to vote at the AGM and at least fifty one (51%) in nominal value of all the shares entitled to vote at the AGM, it is expected that the Proposed Transfer will take effect on or around 2 January 2023.

5.4. A proposed timetable for the Proposed Timetable is set out below:

N°	Transfer Step	Date
1	Delivery of the Transfer Proposal to the MBR for registration.	22 June 2022
2	MBR to register + publish notice of registration in the Government Gazette or on the MBR website and in a daily newspaper circulating wholly or mainly in Malta.	On or about 6 July 2022
3	Convening notice and proxies for the AGM are sent to Shareholders to decide on the Transfer Proposal by extraordinary resolution.	On or about 7 July 2022
4	The Company shall notify its Shareholders and creditors of their right to examine the Transfer Proposal and the Transfer Report.	On or about 7 July 2022 (by not later than one month before the AGM called upon to decide on the transfer - N° 7)
5	AGM to decide on the Transfer Proposal by extraordinary resolution.	On or about 5 September 2022 (not earlier than two months from the date of publication of the notice of registration - N° 4)
6	A certified extract of the minutes of the general meeting (and necessary statutory forms) filed with the MBR for registration.	On or about 5 September 2022
7	MBR to issue a completion certificate attesting to the completion of all acts/formalities in line with the SE Regulation and the Subsidiary Legislation.	On or about 12 September 2022
8	Application for registration is made by the Company with the Swedish Companies Registration Office.	On or about 1 October 2022
9	Issue of a certificate of registration by the Swedish	On or about 2 January 2023

	Companies Registration Office.	
10	Notify the MBR of the registration of the Company with the Swedish Companies Registration Office and the MBR is to on its website or the Government Gazette, publish a notice regarding the transfer of the registered office of the SE and specify the date when the SE was struck off the register.	On or about 3 January 2023

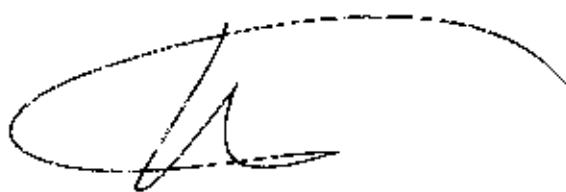
All dates are estimations based on current expectations (including but not limited to the estimations as to how long the MBR and the Swedish Companies Registration Office will take to process documents) and are subject to change. Moreover, if the required majorities necessary for the passing of the extraordinary resolution to approve the Transfer Proposal are not obtained at the AGM, an extraordinary general meeting shall be convened following the AGM in terms of Article 135(1)(b) of the Companies Act (Chapter 386 of the Laws of Malta) to take a fresh vote on the proposed resolution and, as a result, transfer steps 6 to 10 above will each be delayed by approximately six to eight weeks.

6. PROTECTION OF SHAREHOLDERS AND/OR CREDITORS

- 6.1. The Proposed Transfer cannot take place if the Shareholders of the Company do not approve the Proposed Transfer at the Company's AGM.
- 6.2. In accordance with Article 8(4) of the SE Regulation, the Shareholders and creditors (the "Creditors") shall be entitled (and will be notified in writing of such right), at least one month before the AGM, to examine at the Company's registered office the i) Transfer Proposal; and ii) the transfer report (drawn up in accordance with Article 8(3) of the SE Regulation) (the "Transfer Report") and, on request, to obtain copies of the Transfer Proposal and the Transfer Report, free of charge.

6.3. Furthermore, in order to further protect the Company's Creditors, the Company shall complete and submit with the MBR, the Declaration of Solvency as found in Schedule – Section B of the Subsidiary Legislation.

Signed.



Remco Westermann
Director
Dutch Passport No. BLJDCPLC4

Tobias M. Weitzel
Director
German Passport No. C8068LV61

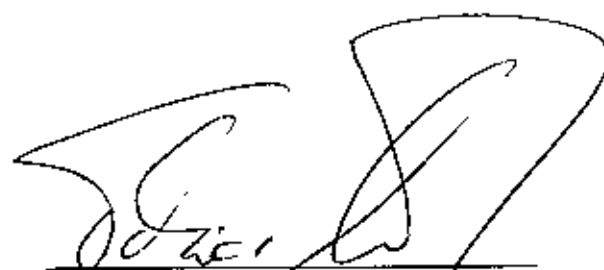
Elizabeth Para
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Annex A
New Statutes of the SE

Bolagsordning för MGI Media and Games Invest SE

Articles of Association for MGI Media and Games Invest SE

§ 1 Företagsnamn

§ 1 Name of company

Bolagets företagsnamn är MGI Media and Games Invest SE.

The name of the company is MGI Media and Games Invest SE.

§ 2 Styrelsens säte

§ 2 Registered office

Styrelsen har sitt säte i Stockholms kommun, Sverige. Bolagsstamma får även hållas i Nacka, Danderyd, Huddinge, Sollentuna, Solna eller Sundbyberg.

The company's registered office is situated in Stockholm municipality, Sweden. General meetings may also be held in Nacka, Danderyd, Huddinge, Sollentuna, Solna or Sundbyberg.

§ 3 Verksamhet

§ 3 Object of the company

Bolaget ska direkt eller indirekt genom dotterbolag

- (a) distribuera och bedriva handel med data-, konsol-, mobil- och Tv-spel såsom distributör, licensinnehavare och utvecklare till konsumenter och samarbetspartners samt tillhandahålla plattformar för sådana spel,
- (b) bedriva verksamhet inom media för annonsörer, publicerare och andra anslutna plattformar och partners för att sälja och köpa annonser samt tillhandahålla de tekniska plattformar, processer och data som är nödvändiga för detta,
- (c) förvalta och förvärva lös och fast egendom (både majoritets- och minoritetsförvärv) och bedriva därmed förenlig verksamhet, samt
- (d) bedriva annan verksamhet infattande finansiering av de ovannämnda verksamheterna.

The company shall directly or through subsidiaries conduct operations that include

- (a) distribution of and trade with computer-, console- and video- and mobile games, as distributor, licensee and developer to consumers and business partners and provide online platforms for such games,*
- (b) media activities for advertisers as well as publishers and other connected platforms and partners, to sell and buy ads and to provide the technical platforms and processes as well as data for that,*
- (c) manage and acquire tangible and intangible assets (including majority as well as minority participations) and conduct operations compatible therewith, and*
- (d) any other activities including financing of the herefore mentioned activities.*

§ 4 Aktiekapital

§ 4 Share capital

Aktiekapitalet ska vara lagst 155 000 000 euro och hogst 620 000 000 euro.
The share capital shall be not less than EUR 155,000,000 and not more than EUR 620,000,000.

§ 5 Antal aktier

§ 5 Number of shares

Antalet aktier ska vara lagst 155 000 000 och hogst 620 000 000.
The number of shares shall be not less than 155,000,000 and not more than 620,000,000.

§ 6 Aktieslag

§ 6 Share classes

Aktier kan ges ut i två serier serie A och serie B Aktie av serie A medfor tio (10) roster och aktie av serie B medfor en (1) rost
The shares may be issued in two share classes shares of series A and shares of series B. Shares of series A shall entitle to ten (10) votes each, and shares of series B shall entitle to one (1) vote each

Beslutar bolaget att genom kontantemission eller kvittningsemission ge ut nya aktier av olika slag, ska innehavare av serie A och B ha företrädesrätt att teckna nya aktier av samma aktieslag i förhållande till det antal aktier innehavaren förut äger (primär företrädesrätt) Aktier som inte tecknas med primär företrädesrätt ska erbjudas samtliga aktieägare till teckning (subsidiär företrädesrätt). Om inte sålunda erbjudna aktier räcker för den teckning som sker med subsidiär företrädesrätt, ska aktierna fördelas mellan tecknarna i förhållande till det sammanlagda antal aktier de förut äger i bolaget. I den mån detta inte kan ske vad avser viss aktie/vissa aktier, ska fördelningen ske genom lottnig.

Should the company resolve to, through a cash issue or a set-off issue, issue new shares of different classes, holders of shares of series A and B shall have pro-rata preferential rights to subscribe for new shares of the same class in relation to the number of shares the holder previously holds (primary preferential right). Shares which are not subscribed for with primary priority shall be offered for subscription to all shareholders (subsidiary preferential right). Unless such offered shares are sufficient for the subscription made with subsidiary preferential right the shares shall be allocated in relation to the aggregate number of shares the shareholder owned in the company prior to the subscription. To the extent this cannot be done regarding certain share(s), the allocation shall be decided by the drawing of lots.

Vid ökning av aktiekapitalet genom kontantemission eller kvittningsemission av endast ett aktieslag har aktieägarna företrädesrätt till de nya aktierna endast i förhållande till det antal aktier av detta slag som de förut äger.

Should the company resolve to increase the share capital through a cash issue or a set-off issue by only issuing one share class, the shareholders shall have preferential rights to subscribe for new shares only in relation to the number of shares of the same class they hold in the company prior to the issue

Beslutar bolaget att genom kontantemission eller kvittningsemission ge ut teckningsoptioner eller konvertibler äger aktieägarna företrädesrätt att teckna teckningsoptioner som om emissionen gällde de aktier som kan komma att nytecknas på grund av optionsrätten respektive företrädesrätt att teckna konvertibler som om emissionen gällde de aktier som konvertiblerna kan komma att bytas mot.

In the event that the company decides to issue new warrants or convertible debt instruments, by a cash issue or a set-off issue, the shareholders shall have preferential

rights to the subscription of the new warrants as if the issue related to the shares that may be subscribed for following an exercise of the warrants or, in case of an issue of convertible debt instruments, as if the issue related to the shares that may be subscribed for following a conversion

Vad som sagts ovan ska inte innebära någon inskränkning i möjligheterna att fatta beslut om kontantemission, kvittningsemission eller sådan emission av teckningsoptioner eller konvertibler som inte sker mot betalning med apportegendom, med avvikelse från aktieägarnas företradesrätt enligt denna § 6.

What is stipulated above shall not restrict the possibilities of resolving on a cash issue, a set-off issue, or an issue of warrants or convertibles that does not take place against payment in kind, with deviation from the shareholders' preferential right

§ 7 Omvandlingsförbehåll

§ 7 Conversion clause

En aktie av serie A ska på begäran av ägare till en sådan aktie kunna omvandlas till en aktie av serie B under förutsättning att bolaget lämnar in en ansökan om upptagande till handel till en börs avseende aktier av serie B. Framställning därom ska skriftligen göras hos bolaget, dock senast en månad efter att bolaget lämnat in ansökan om upptagandet till handel, varvid ska anges hur många aktier som önskas omvandlade. Efter det att bolagets aktier av serie B upptagits till handel till en börs får begäran om omvandling endast framställas under perioderna 1-7 januari, 1-7 april, 1-7 juli och 1-7 oktober varje år. Begäran om omvandling får inte avse färre än 100 000 aktier. Styrelsen får dock medge att omvandling sker vid andra tidpunkter och/eller med ett lägre antal aktier än vad som stadgas ovan. Omvandlingen ska efter framställan som sker enligt villkoren i denna bestämmelse utan drojsmål anmälas för registrering hos Bolagsverket och är verkställd när registrering skett och anteckning gjorts i avstamningsregistret.

One share of class A may at the request of holder of such share be converted into one share of class B, provided that an application for listing of class B shares is submitted by the company to a stock exchange. The request for conversion shall be made in writing to the company no later than one month after the application for listing was submitted. The number of shares to which the request refers shall be stated. After the company's shares of class B have been admitted to trading on a stock exchange, a request for conversion may only be submitted during the periods 1-7 January, 1-7 April, 1-7 July

and 1-7 October each year. The request for conversion may not refer to less than 100,000 shares. The board of directors may resolve on exemptions from the conditions for conversion regarding the period during which a request for conversion shall be submitted and the minimum number of shares that the request shall refer to. The conversion shall upon a valid request pursuant to this clause without delay be reported to the Swedish Companies Registration Office for registration and will be deemed to have been effected as soon as the registration is completed and it has been noted in the central securities depository register

§ 8 Styrelse

§ 8 The board of directors

Bolaget ska vara monistiskt organiserat och ha ett förvaltningsorgan (styrelsen). Styrelsen ska sammantrada minst var tredje månad.

The company shall be monistically organized and have one administrative body (the board of directors). The board shall meet at least every three months

Styrelsen ska, utöver de ledamöter som enligt lag kan komma att utses av annan än bolagsstämman, bestå av 3–6 ordinarie ledamöter.

The board of directors shall, in addition to any directors who may lawfully be appointed by another body than the general meeting, comprise 3–6 directors.

En styrelseledamots mandatperiod får avse en tid till slutet av den första, andra, tredje eller fjärde årsstämman som hålls efter det år då styrelseledamoten utsågs

A board member may be elected for a period until the end of the first, second, third or fourth annual general meeting occurring the year after the election of the board member.

§ 9 Revisor

§ 9 The auditor

För granskning av aktiebolagets årsredovisning jämte rakenskaperna samt styrelsens och verkställande direktörens förvaltning ska utses en (1) till två (2) revisorer med eller utan revisorssuppleanter eller ett registrerat revisionsbolag. Revisorns mandatperiod får avse en tid till slutet av den första, andra, tredje eller fjärde årsstämman som hålls efter det år då revisorn utsågs.

To review of the company's annual financial report and accounting records, as well as the administration of the managing director, one (1) to two (2) auditors shall be

appointed, with or without a deputy auditor, or a registered accounting firm. The auditor may be elected for a period until the end of the first, second, third or fourth annual general meeting occurring the year after the election of the auditor

§ 10 Bolagsstämma

§ 10 General meeting

Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes Tidningar och genom att kallelsen hålls tillgänglig på bolagets webbplats. Vid tidpunkten för kallelse ska information om att kallelse har skett annonseras i Dagens Industri.
Notices convening a general meeting shall be announced in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website. At the same time, it shall be announced in Dagens Industri that a notice to a general meeting has been made.

Kallelse till ordinarie bolagsstämma samt kallelse till extra bolagsstämma där fråga om bolagsordningen kommer att behandlas ska utlärkas tidigast sex veckor och senast fyra veckor före stämman. Kallelse till annan extra bolagsstämma ska utlärkas tidigast sex (6) veckor och senast två (2) veckor före stämman.
Notices convening an annual general meeting and notices convening an extraordinary general meeting in which amendment in the articles of association is proposed shall be announced not earlier than six weeks (6) and not later than four (4) weeks before the meeting. Notices to other general meetings shall be announced not earlier than six (6) and not later than two (2) weeks before the meeting.

§ 11 Rätt att delta vid bolagsstämman

§ 11 Right to participate at general meetings

En aktieägare får delta i bolagsstämman endast om aktieägaren anmaler detta till bolaget senast den dag som anges i kallelsen till stämman. Denna dag får inte vara en lördag, söndag eller en allmän helgdag och får inte infalla tidigare än fem vardagar före bolagsstämman.
A shareholder may only participate at the general meeting if the shareholder notifies the company on the day specified in the notice to the general meeting, at the latest. The latter day may not be a Saturday, Sunday or a public holiday and may not occur earlier than five business days before the general meeting.

Aktieägare får vid bolagsstämman medföra högst två biträden, dock endast om aktieägaren till bolaget anmaler antalet biträden på det sätt som anges i föregående stycke.

Shareholders may be accompanied at a general meeting by a maximum of two assistants, but only if the shareholder notifies the company of the number of assistants in the manner stated in the preceding paragraph.

Styrelsen får samla in fullmakter enligt det förfarande som anges i 7 kap. 4 § andra stycket aktiebolagslagen (2005:551)

The board of directors may collect power of attorneys in accordance with chapter 7 section 4 paragraph 2 in the Swedish companies act (2005:551)

Styrelsen får inför en bolagsstamma besluta att aktieägare ska kunna utöva sin rösträtt före bolagsstämman enligt vad som anges i 7 kap. 4 a § aktiebolagslagen (2005:551).

The board of directors may resolve that shareholders shall be able to exercise their voting rights before general meetings in accordance with chapter 7 section 4 a paragraph 2 in the Swedish companies act (2005:551).

§ 12 Årsstämma

§ 12 The annual general meeting

På årsstämma ska följande ärenden förekomma.

At the annual general meeting, the following matters shall be addressed.

Val av ordförande vid stämman

Election of a chairman of the meeting;

Upprättande och godkännande av röstlängd

Preparation and approval of the voting list;

Godkännande av dagordning

Approval of the agenda,

Val av en eller två protokolljusterare

Election of one or two persons to verify the minutes;

Provning av om stämman blivit behörigen sammankallad

Determination whether the meeting has been duly convened,

Framläggande av bolagets och koncernens resultaträkning, balansräkning och revisionsberättelse

Presentation of the income statement, balance sheet and auditor's report of the company and the group,

Beslut

Resolutions;

om fastställande av resultaträkning och balansräkning samt i förekommande fall koncernresultaträkning och koncernbalansräkning

on adoption of the income statement and balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet

om dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen

on the disposition of the company's profit or loss as shown in the adopted balance sheet

om ansvarsfrihet åt styrelseledamöter och verkställande direktör

on discharge of liability of members of the board and the managing director

Fastställande av styrelse- och revisorsarvoden

Determination of the fees to be paid to the board of directors and the auditors;

Fastställande av antalet styrelseledamöter och revisorer

Determination of the number of directors of the board and auditors;

Val av styrelse, styrelseordförande och revisor

Election of the board of directors, chairman of the board and auditor;

Annat ärende, som ankommer på stamman enligt aktiebolagslagen eller bolagsordningen

Other matters that may be brought before the meeting pursuant to the Swedish Companies Act or the Articles of Association

§ 13 Räkenskapsår

§ 13 Financial year

Bolagets räkenskapsår ska vara 1 januari – 31 december.

The company's financial year shall be 1 January – 31 December.

§ 14 Avstämningsförbehåll

§ 14 Central securities depository provision

Bolagets aktier ska vara registrerade i ett avstämningsregister enligt lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument.

The shares of the company shall be registered in a central securities depository in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act

§ 15 Redovisningsvaluta

§ 15 Accounting currency

Bolagets redovisningsvaluta ska vara euro (EUR)

The company's accounting currency is euro (EUR)

* * *