



The Nomination Committee's work, proposal and motivated statement to the Annual General Meeting on 13 June 2024 in MGI - Media and Games Invest SE

The nomination committee for the Annual General Meeting on 13 June 2024 (“AGM 2024”) in MGI - Media and Games Invest SE (“MGI” or the “Company”) consists of the following members (the “Nomination Committee”):

- Anthony Gordon, appointed by a group of shareholders acting in concert who are jointly the third largest shareholders (Chairman of the Nomination Committee);
- Hermann Dambach, appointed by Oaktree Capital Management;
- Dr. Gabriel Recnik, appointed by Bodhivas GmbH; and
- Tobias M. Weitzel, Chairman of the Board of Directors (the “Board”)

The Nomination Committee has been responsible for preparing proposals for the chairman of the AGM 2024, number of members of the Board, election of Board members, the Chairman of the Board, auditor as well as remuneration to the Board, committees of the Board and the auditor. The Nomination Committee has also been responsible for preparing any proposals for principles for the composition of the Nomination Committee.

Proposals for and remuneration of the Board

The Nomination Committee proposes to the AGM 2024 that:

- Provided that the AGM 2024 resolves to increase the maximum number of Board members, that the Board shall comprise seven directors. Should the AGM 2024 not resolve to increase the maximum number of Board members as set out in the articles of association, the Board shall comprise six directors;
- Provided that the AGM 2024 resolves to increase the maximum number of Board members as set out in the articles of association, Elizabeth Para, Franca Ruhwedel, Johan Roslund and Remco Westermann shall be re-elected as Board members until the end of the next annual general meeting and that Greg Coleman and Peter Huijboom shall be elected as new members of the Board as well as that Tobias M. Weitzel shall be re-elected as Chairman of the Board for the period until the close of the annual general meeting 2025. Should the AGM 2024 not resolve to increase the maximum number of Board members as set out in the articles of association, the Nomination Committee proposes to the AGM 2024 that Elizabeth Para, Franca Ruhwedel, Johan Roslund and Remco Westermann shall be re-elected and that Greg Coleman shall be elected as a new Board member, as well that Tobias M. Weitzel shall be re-elected as Chairman of the Board for the period until the close of the annual general meeting 2025;
- board fees shall be paid with an unchanged amount of EUR 50,000 to each Board member that is not employed by the company and EUR 100,000 to the Chairman of the Board. In addition, the Nomination Committee proposes that a total fee of EUR 25,000 shall be allotted to the chairman of the audit committee as well as to the chairman of the remuneration committee. These fees shall apply for a full period between the election and the next annual general meeting. This means that



the board fees amount to, in total, EUR 400,000, provided that the AGM 2024 resolves to increase the maximum number of Board members as set out in the articles of association and to EUR 350,000 should the AGM 2024 not resolve to increase the number of Board members.

It is noted that the existing Board member Mary Ann Halford has decided to step down from the Board after two terms and to not stand for re-election at the AGM 2024. The Nomination Committee extends its sincere appreciation to Mary Ann Halford for her invaluable contributions during her tenure on the Board.

Motivated statement regarding the proposal for and remuneration of the Board

The composition of the Board shall be characterized by versatility and breadth and reflect the various competencies, experiences and backgrounds required for the Company's operations, development stage and other conditions. The Nomination Committee also wants to ensure that the Board's work functions well regarding strategic planning, risk management, sustainability, control, and governance. It is the Nomination Committee's assessment that the proposed composition of the Board is appropriate in relation to the Company's operations, development stage and other conditions. If the AGM 2024 approves the Nomination Committee's proposal and provided that the AGM 2024 resolves to increase the maximum number of Board members, six Board members, including the Chairman, out of the Board's seven Board members, will be independent in relation to major owners and six Board members will be independent in relation to the Company and its management, which, in the Nomination Committee's opinion, complies with the requirements of independence set out in the Swedish Code of Corporate Governance's (the "Code").

The Nomination Committee has also assessed that MGI benefits of Remco Westermann, the CEO, founder and largest shareholder in the company, serving as a Board member and therefore proposes the re-election of Remco Westermann as Board member. According to the Code, a maximum of one Board member elected by the annual general meeting may be engaged in the company's management or in the management of its subsidiaries. The Nomination Committee views it as particularly important that Remco's extensive experience and unique knowledge of MGI and its operations, as well as the global media market, is ensured in the Board.

Remuneration

The remuneration levels should be competitive in order to secure that MGI can attract and retain Board members with the right competence. In the light of this, the Nomination Committee proposes that the remuneration to the Chairman of the Board and to the members of the Board remain unchanged from the previous year, as well as the remuneration to the members of the audit committee and the members of the remuneration committee.

Expansion of the Board to seven members to further increase media expertise

In recent years, MGI's media business has continued to grow in importance and now accounts for the clear majority of revenues and is the company's main growth driver. Having focused on building the technology platform, scaling the publisher direct connections and realising synergies with the owned and operated games portfolio in recent years, MGI's media business is now set to also increase its direct activities with advertisers and agencies. In order to reflect the rapid development of the past two years and to promote the strategic expansion of its business with advertisers and agencies in the coming years, the Nomination Committee proposes that the Board be expanded from six to seven members and that additional media expertise be added to the Board.

New independent Board members

The Nomination Committee proposes the election of Greg Coleman and Peter Huijboom to the Board.



Greg Coleman is a veteran of the advertising industry with ample experience in executive but also board and advisory roles. He is adjunct professor at New York University's Stern School of Business where he teaches a class on digital marketing and innovation, as well as Entrepreneur in Residence at Lerer Hippeau Ventures and sits on numerous boards at the intersection of technology, media and advertising including BuzzFeed, Cadent, Static Media, Guideline and Botify. Earlier, Greg was the President of Criteo, BuzzFeed, and Huffington Post.com. He also previously held roles as President and Chief Revenue Officer at the Huffington Post and as EVP of Global Sales at Yahoo. Greg also served as President of Platform-A at AOL and was formerly Senior Vice President of Reader's Digest Association and president of U.S. Magazine Publishing. At CBS, Inc., he spent 10 years leading advertising efforts for Woman's Day as Vice President and National Sales Manager. Coleman holds a B.S. degree in Business Administration from Georgetown University and attended the M.B.A. program at New York University. Greg Coleman's extensive background and expertise, particularly in media and ad tech, make him an extremely valuable candidate for the MGI Board. Greg Coleman is independent of the Company and its executive management as well as its major shareholders. [Greg Coleman](#) on LinkedIn.

Peter Huijboom is a distinguished senior international executive with over a decade of experience at Dentsu, a leading global advertising, marketing, and communications group with ~75,000 employees. Throughout his tenure at Dentsu, Peter has held pivotal roles, including CEO Global Media and CEO Global Clients. In the first half of 2024, he served as an Executive Advisor to the Dentsu Group CEO and COO, focusing on business-critical top-to-top global client relationships. Peter's leadership at Dentsu has been marked by his exceptional ability to drive business strategy, foster organic growth, manage P&L, build high performing teams, and cultivate strong long-term client relationships. Additionally, Peter has played a key role in successfully leading acquisitions and spearheading major organizational change projects, contributing significantly to long-term business growth and success. Prior to his tenure at Dentsu, Peter spent over a decade at Synovate, where he held roles such as global COO Geographies, regional CEO and CEO Global Client Relationships. Additionally, Peter founded Market&More, a pan-European company with over 500 employees, where he served as CEO and which he successfully sold to Aegis/Synovate. Peter studied Economics at the University of Amsterdam. Peter's extensive experience and formidable network in the media sector, particularly within the advertiser and agency realms, with focus on global client relationships, positions him as a strategic board asset for MGI. His profound understanding of their evolving needs and expectations concerning ad tech companies like MGI will play a pivotal role in amplifying MGI's footprint within the advertiser and agency spheres. Peter Huijboom is independent of the Company and its executive management as well as its major shareholders. [Peter Huijboom](#) on LinkedIn.

Further information on the proposed Board members is presented in [Appendix A](#).

Proposal and remuneration of auditor

The Nomination Committee proposes the re-election of the auditing firm Deloitte Sweden AB as the Company's auditor until the Company's next annual general meeting in 2025. Deloitte Sweden AB has informed the Nomination Committee that the auditor Christian Lundin will continue as auditor-in-charge if Deloitte Sweden AB is re-elected as auditor.

The Nomination Committee proposes that the auditor shall be paid according to approved invoice.

Proposal of chairman of the AGM 2024

The Nomination Committee proposes that Mikael Borg, member of the Swedish Bar Association, or, in his absence, the person nominated by a representative of the Nomination Committee shall be appointed as chairman of the AGM 2024.



Principles and instructions for the Nomination Committee

The annual general meeting on 30 June 2023 resolved to adopt, until further notice, the same principles and instructions for the Nomination Committee as were adopted at the extraordinary general meeting on 1 November 2022. The Nomination Committee proposes no changes to the principles and instructions for the Nomination Committee to the AGM 2024.

The Nomination Committee's work

The Nomination Committee has held two meetings where minutes have been kept to prepare proposals to the AGM 2024 and has kept in contact between meetings. The Nomination Committee has focused its work on evaluating the current composition of the Board and whether it is appropriate to the Company's business, development stage and other relevant circumstances. Based on the annual evaluation of the Board, discussions with the CEO and Board members, and feedback from the capital market, the Nomination Committee analysed the composition and size of the Board and applied Section 4.1 of the Code on diversity and breadth of qualifications, experience, and background in its nomination work. This application, together with consideration of the Company's current and future potential and challenges, resulted in the Nomination Committee's proposal to the annual general meeting for the election of Board members. Each member brings invaluable expertise that is critical to the success of MGI's business.

In terms of gender diversity, the Nomination Committee acknowledges that the proposed Board composition is with a 29% Female percentage not fully gender balanced. The Nomination Committee remains committed to promoting diversity in all its forms, including gender diversity, and will continue to actively seek ways to enhance inclusivity.

Proposals from shareholders

Shareholders have had the opportunity to leave suggestions to the Nomination Committee in accordance with the information available on MGI's website. No such suggestions have been received.

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Stockholm, May, 2024

The Nomination Committee in
MGI - Media and Games Invest SE



Appendix A

Presentation of Board members for board election

TOBIAS M. WEITZEL

- Board member and Chairman of the Board
- Born 1973, domiciled in Düsseldorf, Germany. Board member in MGI - Media and Games Invest SE since 2018.
- Other assignments: Member of the executive board of CREDION AG, General Representative of CREDION Kapitalverwaltungsgesellschaft, CREDION Komplementärgesellschaft and GlobalConnect Komplementär GmbH, CEO of BSK GmbH, member of the advisory board of enercast GmbH.
- Background: Tobias M. Weitzel (German national) has been a member of the Company's board of directors since May 2018. He is an investor (equity and debt), member of the board and Co-Founder of CREDION AG, a private debt provider and special alternative investment fund (since 2017); chief executive officer and sole shareholder of BSK Becker+Schreiner Kommunikation GmbH ("BSK"), a communications advisor specialized in investor relations, corporate communications and change communications. Since 2012, he has been a member of the board of Financial Experts Association e.V., one of the leading organizations for corporate governance and independent financial experts in supervisory boards in Germany. He holds a diploma of the Cologne Journalism School for Politics and Economics. In his career as a journalist, he has worked for daily newspapers, magazines, radio stations and in media and public relations for various international corporates. He has been active as a specialist for complex transformation situations at BSK since its founding in 1998. As chief executive officer, Tobias M. Weitzel has headed BSK since 1999 and, since 2011, has been the sole partner of BSK, which advises national and international clients on public and investor relations. With CREDION AG, he provides private debt solutions for small and medium-sized German enterprises e.g., to foster growth programs, succession, M&A, turnaround and discharging debt since 2017. Tobias M. Weitzel thus contributes a wealth of knowledge on compliance issues and board matters in general as well as extensive experience in corporate investor relations and capital markets with a focus on bonds and non-equity financings.
- Education: He holds a diploma of the Cologne Journalism School for Politics and Economics.
- Independent in relation to the Company and its management and to major shareholders. Shareholding: Tobias M. Weitzel holds 1,209,228 shares in the company. Furthermore Tobias M. Weitzel holds 500,000 phantom stocks in the Company.



REMCO WESTERMANN

- Board member and CEO
- Born 1963, domiciled in Düsseldorf, Germany, Dutch national. Board member of MGI - Media and Games Invest SE since 2018.
- Other assignments: Managing Director of Jarimovas GmbH, Bodhivas GmbH, Bodhisattva GmbH, Sarasvati GmbH, and Garudasana GmbH.
- Background: Remco Westermann is the CEO and a Board member of MGI since May 2018. Previously from 2012 onwards, he was the CEO of gamigo, which is part of MGI since 2018. Remco has over 25 years of professional business experience, including 15 years in the mobile and online entertainment industry. Before MGI, Remco a.o. founded, managed and listed mobile entertainment company Bob Mobile AG (now Cliqdigital AG) and managed mobile media company Sonera Zed Germany as it's CEO.
- Education: Remco holds a Master's degree (MSc) in Business Economics.
- Dependent in relation to the Company and its management and to major shareholders. Shareholding: Remco Westermann holds indirectly 44,071,587 shares in the company via the holding companies Bodhivas GmbH and Sarasvati KG.



ELIZABETH PARA

- Board member
- Born 1972, domiciled in London, United Kingdom. Board member in Media and Games Invest SE since 2020.
- Other assignments: None
- Background: Elizabeth Para (British and Canadian national) joined the Board of Directors of the Company in January 2020. She has a 20+ years career in financial markets, with substantial experience in public and private debt as well as equity markets, among others working for Barclays Global Investors, State Street Global Advisors and BNP Paribas. She has worked in investment and client facing roles in both the banking and the investment management industries. With her Canadian and UK citizenships and professional experience working in North America and London for a variety of UK, European and North American companies, Elizabeth Para brings an international perspective to the Board. With her extensive capital market experience, particularly in public debt and equity markets, she contributes a high level of expertise in the preparation and execution of capital market transactions and is able to factor the investor/capital market perspective into the Board's work.
- Education: Elizabeth holds a Master's degree in economics from the University of Toronto, a Bachelor's degree in economics from the University of Western Ontario, and is a Chartered Financial Analyst (CFA).
- Independent in relation to the Company and its management and to major shareholders. Shareholding: Elizabeth Para holds 1,457,847 shares in the company. Furthermore, Elizabeth Para holds 500,000 phantom stocks in the Company.



FRANCA RUHWEDDEL

- Board member
- Born 1973, domiciled in Essen, Germany
- Assignments: Professor for "Finance & Accounting" at Rhine-Waal University; Member of the Supervisory Board/Chairperson of the Audit Committee and the Related Party Committee at thyssenkrupp nucera; Member of the Supervisory Board/Chairperson of the Audit Committee at United Internet AG; Member of the Supervisory Board/Member of the Audit Committee at National-Bank AG
- Background: Franca Ruhwedel is an experienced Board member and has chaired several audit committees currently among others at United Internet and thyssenkrupp nucera. She has broad sector knowledge and a strong background in finance and accounting. Franca looks back on extensive practical experience in the corporate, banking and university environment, including in the Corporate Mergers & Acquisitions department of a DAX40 company. She has extensive experience as a Board member in listed and non-listed companies from various industries with international boards (like thyssenkrupp nucera, United Internet, National Bank AG or VTG AG) and fulfils the requirements of Section 100 (5) of the German Stock Corporation Act (AktG) as a so-called "financial expert" due to her experience and position as a professor of finance and accounting. While serving as a member of the Board, she also has many years of experience as a member and chairperson of various audit committees. In addition to a strong background in finance and accounting, Franca brings to the MGI Board proven experience in corporate governance and compliance, as well as extensive experience with the requirements of a stock exchange listing in Germany and with private equity investors. Franca is a certified sustainability manager.
- Education: Dr. oec., Business & Economics at Ruhr-Universität Bochum; Diplom (M.A.) Business Administration at Westfälische Wilhelms-Universität Münster
- Independent in relation to the Company and its management and to major shareholders. Shareholding: Franca Ruhwedel holds 4,625 shares in MGI.



JOHAN ROSLUND

- Board member
- Born 1987, domiciled in Stockholm, Sweden
- Assignments: Private Investor at Skyon Ventures; Chairman of the Board (from May 23rd) at Nordic Asia Investment Group.
- Background: Johan Roslund has broad experience in the Swedish capital market, both as a Board member of listed companies such as Nordic Asia Investment Group as well as a fund manager at GP Bullhound or as Chairman of the Asset Management Committee at Aktiespararna. Johan thus has a unique profile that brings together the needs of companies as well as institutional and private shareholders and combines this with a deep knowledge of the Swedish capital market and Swedish governance structures. Against the background of the Swedish listing and the domiciliation of the company in Sweden, Johan thus fulfils an important profile requirement for MGI.
- Education: Bachelor of Science, Finance and Accounting at Stockholm School of Economics; MBA exchange studies at Duke University; Master Science, Accounting & Financial Management at Stockholm School of Economics.
- Independent in relation to the Company and its management and to major shareholders. Shareholding: 4,900.



GREG COLEMAN

- Proposed new Board member
- Born 1954, domiciled in West Palm Beach, Florida, United States of America
- Assignments: EIR at Lerer Hippeau Ventures CS LLC, Adjunct Professor, Digital Marketing at NYU Stern School of Business, Board Member at BuzzFeed, Cadent, Static Media, Guideline and Botify.
- Background: Greg Coleman is a veteran of the advertising industry with ample experience in executive but also board and advisory roles. He is adjunct professor at New York University's Stern School of Business where he teaches a class on digital marketing and innovation, as well as Entrepreneur in Residence at Lerer Hippeau Ventures and sits on numerous boards at the intersection of technology, media and advertising including BuzzFeed, Cadent, Static Media, Guideline and Botify. Earlier, Greg was the President of Criteo, BuzzFeed, and Huffington Post.com. He also previously held roles as President and Chief Revenue Officer at the Huffington Post and as EVP of Global Sales at Yahoo. Greg also served as President of Platform-A at AOL and was formerly Senior Vice President of Reader's Digest Association and president of U.S. Magazine Publishing. At CBS, Inc., he spent 10 years leading advertising efforts for Woman's Day as Vice President and National Sales Manager. Coleman holds a B.S. degree in Business Administration from Georgetown University and attended the M.B.A. program at New York University. Greg Coleman's extensive background and expertise, particularly in media and ad tech, make him an extremely valuable candidate for the MGI Board.
- Education: Greg Coleman holds a B.S. degree in Business Administration from Georgetown University and attended the M.B.A. program at New York University.
- Independent in relation to the Company and its management and to major shareholders. Shareholding: None.



PETER HUIJBOOM

- Proposed new Board member
- Born 1963, domiciled in Amstelveen, the Netherlands.
- Assignments: In the first half of 2024, he served as an Executive Advisor to the Dentsu Group CEO and COO.
- Background: is a distinguished senior international executive with over a decade of experience at Dentsu, a leading global advertising, marketing, and communications group with ~75,000 employees. Throughout his tenure at Dentsu, Peter has held pivotal roles, including CEO Global Media and CEO Global Clients. In the first half of 2024, he served as an Executive Advisor to the Dentsu Group CEO and COO, focusing on business-critical top-to-top global client relationships. Peter's leadership at Dentsu has been marked by his exceptional ability to drive business strategy, foster organic growth, manage P&L, build high performing teams, and cultivate strong long-term client relationships. Additionally, Peter has played a key role in successfully leading acquisitions and spearheading major organizational change projects, contributing significantly to long-term business growth and success. Prior to his tenure at Dentsu, Peter spent over a decade at Synovate, where he held roles such as global COO Geographies, regional CEO and CEO Global Client Relationships. Additionally, Peter founded Market&More, a pan-European company with over 500 employees, where he served as CEO and which he successfully sold to Aegis/Synovate. Peter studied Economics at the University of Amsterdam. Peter's extensive experience and formidable network in the media sector, particularly within the advertiser and agency realms, with focus on global client relationships, positions him as a strategic board asset for MGI. His profound understanding of their evolving needs and expectations concerning ad tech companies like MGI will play a pivotal role in amplifying MGI's footprint within the advertiser and agency spheres.
- Education: Peter Huijboom studied Economics at the University of Amsterdam.
- Independent in relation to the Company and its management and to major shareholders. Shareholding: None.