The Nomination Committee's proposals and reasoned statement in respect of the annual general meeting 2026 of Embracer Group AB (publ)

In accordance with the principles for the Nomination Committee which were established at Embracer Group AB's (publ) (the "**Company**") the annual general meeting 2023, the Nomination Committee shall consist of representatives of the five largest shareholders registered in the register of shareholders held by Euroclear Sweden AB at the end of November each year, with the chair of the board as an adjunct to the Nomination Committee (the deputy chair of the board has been tasked to assume this role during the year). The Nomination Committee, in respect of the annual general meeting 2026, has been comprised of Per Fredriksson (appointed by Lars Wingefors AB), Ola Åhman (appointed by Savvy Gaming Group), Andreas Wollheim (appointed by SEB Asset Management), Erik Granström (appointed by Folksam) and Magnus Tell (appointed by Alecta). The deputy chair of the board, Kicki Wallje-Lund has been an adjunct to the Nomination Committee. Per Fredriksson served as chair of the Nomination Committee.

Work of the Nomination Committee

Ahead of the 2026 Annual General Meeting, the Nomination Committee has held five recorded meetings and has had regular contacts in between. For its work, the Nomination Committee has reviewed and considered the internal evaluation of the work that has been conducted by the Board of Directors (the Board), and the chair's statement regarding the Board's work. The Nomination Committee has also reviewed the Company's strategies and interviewed the Company auditor as well as all individual members of the Board.

The task of the Nomination Committee is to submit proposals to the annual general meeting concerning the election of the chair of the general meeting, the election of members of the Board and the chair of the Board, the election of auditor, as well as remuneration for the chair and the other members of the board, including remuneration for committee work, as well as remuneration to the company's auditor. In respect of the annual general meeting 2026, the nomination committee has unanimously resolved to submit the following proposals.

Proposal for the chair of the Annual General Meeting 2026

The Nomination Committee proposes that Ian Gulam, General Counsel at the Company, is elected as chair of the Annual General Meeting 2026.

Item 10: Proposal for determination of the number of directors and auditors

The Nomination Committee proposes the following to the 2026 Annual General Meeting:

- that the Board shall consist of six directors, without deputy directors.
- that a registered audit company is appointed as auditor until the end of the next annual general meeting.

Item 11: Proposal for determination of fees to the board of directors and auditors and other remuneration

The Nomination Committee proposes that remuneration of the Board, excluding remuneration for committee work, shall be decreased to an aggregate of SEK 6,800,000 (SEK 9,800,000). The renumeration to the chair of the board shall amount to SEK 1,900,000 (SEK 2,500,000), the remuneration to each other member of the board not employed by the company shall remain at SEK 800,000. The Nomination Committee recommends that the Board elects a deputy chair. If such deputy chair is elected, the Nomination Committee proposes that remuneration for this assignment shall amount to SEK 1,700,000 (SEK 2,200,000). Consequently the "Transformation fee" proposed ahead of the Annual General Meeting in 2024 and 2025 has been removed.

The Nomination Committee encourages Directors of the Board to hold shares in the Company.

In addition, the Nomination Committee proposes that:

- remuneration for work in the Audit and Sustainability committee shall remain at SEK 310,000 for the chair of the Audit and Sustainability committee and remain at SEK 200,000 for every other member of the Audit and Sustainability committee.
- remuneration for work in the Remuneration committee shall remain at SEK 170,000 for the chair of the Remuneration committee and remain at SEK 115,000 for every other member of the Remuneration committee.

Reasoned statement regarding Board fees
In the process of setting and proposing the board fees, the Nomination Committee has conducted a thorough benchmark of board remuneration levels based on Swedish and International peers and has also sounded with present board candidates in this effort.

Remuneration for the auditor shall be paid in accordance with approved invoices.

Item 12: Proposal for election of the board of directors and auditors and adoption of principles for the nomination committee

The Nomination Committee proposes the following to the 2026 Annual General Meeting:

- that Kicki Wallje-Lund, Lars Wingefors, Jacob Jonmyren, Yasmina Brihi, Cecilia Qvist and Brian Ward shall be re-elected.
- that Lars Wingefors is re-elected as chair of the Board.
- a recommendation that the board elects a deputy chair of the Board (currently Kicki Wallje-Lund).

Information on all proposed Board members is available on the Company's website www.embracer.com.

Reasoned statement regarding the proposed Board
In preparing its proposal for the Board, the Nomination Committee has focused on maintaining its composition and competencies paying particular attention to the future transformation of the company into two standalone publicly listed entities. Furthermore taking into account the Board's ability to supporting the company's strategic position and development, international operations, governance and financial controls.

The Nomination Committee has applied rule 4.1 of the Swedish Code of Corporate Governance (the "**Code**") as diversity policy, entailing that the Board of Directors shall, with regards to the company's business, phase of development and other relevant circumstances, have an appropriate composition of Board members elected by the general meeting that collectively display diversity and breadth in respect of skills, experience and background, and to strive for an equal gender distribution. The Board proposed by the Nomination Committee has an equal gender distribution.

In addition, the Nomination Committee has assessed the independence of the Board members. The Nomination Committees' proposal regarding the composition of the Board meets the requirements of independence as stipulated in the Code. In preparing its proposal, the Nomination Committee has considered that a majority of the proposed directors are to be regarded as independent in relation to the Company and the executive management and that at least two of the Board members who are independent of the Company and the executive management shall also be independent in relation to the Company's major shareholders (according to the Code rule 4.5 in this context, a major shareholder is defined as controlling, directly or indirectly, at least ten per cent of the shares or votes in the company). Furthermore no more than one elected member of the board may be a member of the executive management of the company or a subsidiary, in accordance with rule 4.3 of the Code.

Bernt Ingman is thanked for his contribution within the Board of Directors.

Further, the Nomination Committee proposes, in accordance with the audit and sustainability committee's recommendation, re-election of the registered audit company Öhrlings PricewaterhouseCoopers AB (PwC) as auditor in the company for the period until the end of the next annual general meeting.

PwC has informed that authorized public accountant Magnus Svensson Henryson shall remain the main responsible auditor.

Proposal for principles for appointment of the nomination committee

The Nomination Committee proposes the following amendments to the principles for appointment of the Nomination Committee:

- Amendments have been proposed to clarify that the Vice Chair of the Board may perform the duties assigned to the Chair of the Board under the Principles.