The Gearbox Entertainment Company merger
February 3rd, 2021
IMPORTANT INFORMATION – PLEASE READ THE FOLLOWING BEFORE CONTINUING READING.

This presentation (the "Presentation") has been prepared by Embracer Group AB ("Embracer" or the "Company") and is provided for information purposes only in connection with the merger of Embracer Group AB and The Gearbox Entertainment Company, Inc (the "Transaction") as disclosed in the Company's press releases dated 3 February 2021. By attending a meeting where this Presentation is presented or by accessing information contained in or obtained from the Presentation, including by reading this Presentation, you agree to be bound by the following limitations and notifications.

This Presentation may not be used for, or in connection with, any offer to, or solicitation by, any person in any jurisdiction or under any circumstances. This Presentation does not constitute or form part of, and should not be constructed as, any offer, invitation, solicitation or recommendation to purchase, sell or subscribe for any securities in the Company in any jurisdiction and does not constitute any form of commitment or recommendation on the part of the Company or anyone else. The Presentation is intended to present background information on the Transactions and is not intended to provide complete disclosure. Readers of the Presentation should not treat the contents of this Presentation as an advice relating to legal, taxation, investment or any other matters. Neither the Presentation, nor any part of it, shall form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. This presentation is not a research report. The Company and its affiliates, directors, advisors, employees and representatives disclaim any and all liability for direct and indirect consequences resulting from decisions which are wholly or partly based on information in the Presentation. The Presentation does not constitute and should not be considered as any form of financial opinion or recommendation by the Company or anyone else.

This Presentation is not a prospectus in accordance with the (EU) 1129/2019 Prospectus Regulation and has not been approved or reviewed by any governmental authority or stock exchange in any jurisdiction in the EEA. Nor has the Presentation been reviewed or approved by any other regulatory authority or stock exchange globally.

The distribution of the Presentation in certain jurisdictions may be restricted by law and persons into whose possession the Presentation comes should make themselves aware of the existence of, and observe, any such restriction. The securities of the Company have not been and will not be registered under the U.S. Securities Act, as amended (the "Securities Act"), or under any of the relevant securities laws of any state or other jurisdiction of the United States and the Company does not intend to make a public offer of its securities in the United States.

Certain information contained herein has been obtained from published sources prepared by other parties that the Company has deemed to be relevant and trustworthy. Moreover, certain information in the Presentation is based on assumptions, estimates and other factors that were available to the Company at the time of when the information was prepared. Such assumptions, estimates or other factors, either made by the Company or by third parties, may prove to be, or become, incorrect, thus rendering the information in the Presentation to be inaccurate, incomplete or incorrect. No representation or warranty, express or implied, is made by the Company or any of its affiliates, directors, advisors, employees and representatives as to the accuracy, completeness or verification of any information contained in this Presentation. The Company has not made any independent review of information based on public statistics or information from an independent third party regarding the market information that has been provided by such third party, the industry or general publications. Financial information contained in the Presentation is not necessarily directly extracted from the Company's accounting systems or records. No information in the Presentation has been independently reviewed or verified by the Company's auditors unless explicitly stated otherwise. In addition, certain financial information may be preliminary and has yet not been finalized, be forward-looking, or subject to review/audit from the Company's auditors. Accordingly, such preliminary financial information may change. Furthermore, certain financial information in this Presentation has been prepared for illustrative purposes only and is solely intended to describe the hypothetical situation of if the acquired financial companies were part of Embracer for the periods referred to in the Presentation.

Statements in this Presentation, including those regarding the Company's and its industry's possible or assumed future, the Company's business strategies, its expansion and growth of operations, future events, objectives, trend projections and expectations, or other performance of the Company or its industry, constitute forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, contingencies, uncertainties, assumptions and other factors as they relate to events and depend on circumstances that will or may occur in the future, whether or not outside the control of the Company. No assurance is given that such forward-looking statements will prove to be correct. Prospective investors should not place undue reliance on forward-looking statements and they speak only as at the date of this Presentation. Past performance does not guarantee or predict future performance. Moreover, the Company does not undertake any obligation to review, update or confirm expectations or estimates or to release any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this Presentation unless required by law or Nasdaq First North Growth Market's Rulebook for issuers. The Company and its affiliates, directors, advisors, employees and representatives expressly disclaim any liability whatsoever for such forward-looking statements.

This Presentation as well as any other information provided by or on behalf of Company in connection herewith shall be governed by Swedish law. The courts of Sweden, with the District Court of Stockholm as the first instance, shall have exclusive jurisdiction to settle any conflict or dispute arising out of or in connection with this Presentation or related matters.
Today's Speakers:

- Randy Pitchford
  CEO & Founder
- Steve Gibson
  President Publishing
- Steve Jones
  CTO
- Jenna Hardy
  CFO
- Sean Haran
  CBO
The Gearbox Entertainment Company
Award-winning developer and publisher of leading entertainment...

- Founded in 1999
- 100% founder and employee owned
- 22 years of profitability
- We value happiness, creativity, and profit

...on a mission to entertain the world
The Gearbox story

Creation

Maximization

Talent

Process

IP

Technology
Talented and experienced team

Led by a team of entertainment industry veterans

350+ Team members - 150+ Team members

Frisco
Texas, US

Quebec City
Canada
**Led by seasoned management**

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Years in Gaming</th>
</tr>
</thead>
<tbody>
<tr>
<td>Randy Pitchford</td>
<td>CEO, Founder</td>
<td>30+ years</td>
</tr>
<tr>
<td>Steve Gibson</td>
<td>President Publishing</td>
<td>25+ years</td>
</tr>
<tr>
<td>Steve Jones</td>
<td>Chief Technical Officer</td>
<td>20+ years</td>
</tr>
<tr>
<td>Jenna Hardy</td>
<td>Chief Financial Officer</td>
<td>15+ years</td>
</tr>
<tr>
<td>Sean Haran</td>
<td>Chief Business Officer</td>
<td>10+ years</td>
</tr>
</tbody>
</table>
Game development is at the heart of who we are
Borderlands – a growing IP franchise

- Borderlands
- Borderlands 2
- Borderlands: The Pre-Sequel!
- Borderlands 3

- 2009 Established
- 60M+ Franchise units sold
- $1B+ Net bookings
- 55+ Game of the Year Awards

Franchise units sold:
- 60M+

Net bookings:
- $1B+

Game of the Year Awards:
- 55+
Gearbox Publishing

We want to...

Continue as the most developer-friendly publisher in the world

Protect and promote creative visions
Ancillary and transmedia

Borderlands movie currently being shot in Budapest

Strong commitment from the studio

LIONSGATE

Director and leading stars already are signed

Partnership with Arad Productions

- Brothers in Arms television series
- Scott Rosenbaum signed as showrunner
- Always looking to leverage fully our IP
Gearbox Entertainment Finance

- A proven studio with a strong track-record and an exciting future
- Modern and scalable world-class finance function
- Committed to investing in talent, content, and infrastructure

100M+ Units sold

22 years Unbroken profitability
Gearbox Entertainment
Finance

All of this enables Gearbox to recruit and retain top talent that leads to incredible games and revenue

BORDERLANDS 3

5M+
Units sold the first five days

1M+
Concurrent players

10M+
Sold-in units worldwide
Embracer and Gearbox

- Embracer’s vision and model fit Gearbox perfectly
- Gearbox is positioned for growth and opportunity
- Incredible future together
The Transaction – maximum consideration of $1378m

UPFRONT CONSIDERATION
$363m with a corresponding Enterprise Value of $363m on a cash and debt free basis
Paid with $175m in shares¹ and $188m in cash

UP TO SIX YEARS EARNOUT
Up to $300m million over 6 years conditioned on operational targets and up to $715m over six years conditioned on financial² targets.
Paid with c.$360m in shares³ and c.$655m in cash
Randy Pitchford (CEO) and management is retained and incentivized

1) The closing consideration shares represent newly issued EMBRAC B shares priced at SEK 197.57 (20 day volume weighted average price up to and including 2 February 2021) and lock-up rights.
2) The financial earnout is payable in two installments after four and six years with a catch-up opportunity in year 6.
3) The earnout consideration shares will be issued when earned priced at 197.57 (20 day volume weighted average price up to and including 2 February 2021) and will be freely tradeable when issued.

FINANCIALS

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenue (MSEK)</th>
<th>Adjusted Operational EBIT (MSEK)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>1 052</td>
<td>317</td>
</tr>
<tr>
<td>YTDSep20</td>
<td>1 037</td>
<td>417</td>
</tr>
</tbody>
</table>

POST DEAL CORPORATE STRUCTURE

Gearbox Entertainment, Frisco, TX (USA)
HQ and Business operations

Development studios

Frisco, TX (USA) Quebec City, Quebec (CA)

Gearbox constitutes Embracer Group’s 7th Operative Group
Earnout achievement

Financial earnout Illustrative example

- Adjusted EBITDA Low End
- Adjusted EBITDA High End
- Accumulated EBITDA Low End
- Accumulated EBITDA High End

1) Adjusted EBITDA is illustrative and based on Gearbox accounting principles (US GAAP), no capitalization of development costs.
Significant organic growth expected coming six years

M&A Platform for further inorganic growth

Gearbox independent seventh operating group.

Current relationships with the industry and business partners will remain strong and unchanged

Long term synergies with other Embracer companies within distribution, publishing, development and IP utilization.