

NOTICE OF ANNUAL GENERAL MEETING IN EMBRACER GROUP AB

The shareholders of Embracer Group AB, reg. no. 556582-6558, (the "**Company**") are hereby invited to the annual general meeting on Thursday 16 September 2021 at 15.00 CET at Karlstad CCC Tage Erlanderogatan 8 in Karlstad.

Information with respect to the coronavirus

Due to the development of the coronavirus the goal is that the annual general meeting shall be swift and effective to minimize spread of disease. Shareholders should carefully consider the possibility to vote in advance, please see below, as well as the possibility of participating by way of proxy. Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. The board of directors of the Company has resolved on the following measures to minimize the risk of the spread of the coronavirus at the general meeting:

- Possibility to vote in advance and participate via video conference
- Registration for the general meeting will commence at 14.30.
- Only a few external guests will be invited, a maximum of 50 persons.

The Company follows the development and the recommendations of the authorities and will, if necessary, update the information about the annual general meeting on the Company's website, www.embracer.com.

Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- i. on the record date, which is Wednesday 8 September 2021, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the company of their participation and any assistants (no more than two) in the annual general meeting no later than Friday 10 September 2021. The notification shall be in writing to Embracer Group AB, Attn: Ian Gulam, Älvgatan 1, 652 25 Karlstad, Sweden (kindly mark the envelope "Embracer annual general meeting 2021"), or via e-mail: ian.gulam@embracer.com. The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Wednesday 8 September 2021 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Friday 10 September 2021 will be considered in preparations of the share register.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted

to the Company by mail at the address set forth above and at the Company's disposal no later than on 10 September 2021. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. Certificate of proxies are also accepted. A proxy form will be available on the Company's website, www.embracer.com, and will also be sent to shareholders who so request and inform the Company of their postal address.

Advance voting

The shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. The Company encourages the shareholders to use this opportunity in order to minimize the number of participants attending the general meeting in person and thus reduce the spread of the infection.

A special form shall be used for advance voting. The form is available on www.embracer.com. A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be at the Company's disposal no later than on Friday 10 September 2021. The completed and signed form shall be sent to the address stated under "Right to attend and notification" above. A completed form may also be submitted electronically and is to be sent to ian.gulam@embracer.com. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions is included in the form for advance voting.

Attend remotely

The shareholders might attend the general meeting either physically, in person or by proxy, or remotely (via video conference) and vote in advance. Those who are willing to attend remotely and would like to utilize their voting rights *cannot* do so by video conference and must instead participate via proxy or vote in advance to utilize their voting rights. The Company will prior to the annual general meeting announce information about attendance at the general meeting remotely.

For online participants, the following rules apply (which the participant accepts by choosing to participate online). There will be no opportunity to vote, speak, present proposals or objections or request voting. As it is not possible to verify if any external persons are attending the meeting online, the opportunity to participate online requires that the meeting resolves that also persons who are not shareholders shall have the right to attend the meeting.

Draft agenda

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of voting list
4. Election of one or two persons to certify the minutes
5. Question whether the general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the business activities in the Embracer group

8. Presentation of the annual report and the auditors' report and the group annual report and the group auditor's report
9. Resolutions regarding:
 - a. adoption of income statement and balance sheet and the group income statement and the group balance sheet,
 - b. decision regarding the profit or loss of the company in accordance with the adopted balance sheet, and
 - c. discharge from liability of the board of directors and the managing director.
10. Determination of the number of directors and auditors
11. Determination of fees to the board of directors and to the auditors
12. Election of the board of directors and auditors
13. Resolution regarding amendments of the articles of association
14. Resolution regarding share split
15. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants
16. Closing of the meeting

Proposed resolutions

Item 2: Election of chair of the meeting

The board of directors of the Company proposes that the chair of the board, Kicki Wallje-Lund, is appointed as chair of the general meeting.

Item 9.b: Resolution regarding decision regarding the profit or loss of the Company in accordance with the adopted balance sheet

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

Item 10-12: Determination of the number of directors and auditors, determination of fees to the board of directors and to the auditors, and election of the board of directors and auditors

It is proposed that the board of directors shall comprise of seven directors without deputies. The number of auditors shall be one registered audit firm.

It is further proposed that the remuneration to each director elected by the meeting and who is not employed by the Company shall be SEK 450,000 (SEK 250,000) and the chair of the board of directors is to receive SEK 1,200,000 (SEK 800,000).

It is further proposed that remuneration for members of the audit committee shall be SEK 125,000 and that remuneration to the chair of the audit committee shall be SEK 250,000. It is also proposed that remuneration for members of the remuneration committee shall be SEK 75,000 and that remuneration to the chair of the remuneration committee shall be SEK 150,000.

In total the remuneration, including remuneration for committee work, amounts to SEK 4,000,000 (1,550,000 previous year). The reason for the increase of the remuneration is because of the

Company's increased operations, greater workload for the board of directors with an increased number of board meetings and that the remuneration is at a level that secures a competitive compensation to be able to attract and retain the right competence. Furthermore, the reason for the increase compared to last year is the additional remuneration for committee work.

It is further proposed some retroactive compensation to members of the remuneration and audit committee since the committees have been active since February 2021. For this reason, a retroactive remuneration is proposed for the eight months, i.e., from 1 February 2021 until the annual general meeting on 16 September 2021 as follows:

- chair of the audit committee SEK 166,000,
- members of the audit committee SEK 83,000,
- chair of the remuneration committee SEK 100,000, and
- members of the remuneration committee SEK 50,000.

The total retroactive remuneration amounts to SEK 532,000.

Remuneration to the auditor is to be paid according to approved invoice.

It is proposed re-election of the directors David Gardner, Ulf Hjalmarsson, Jacob Jonmyren, Matthew Karch, Erik Stenberg, Kicki Wallje-Lund and Lars Wingefors. Furthermore, Kicki Wallje-Lund is proposed to be re-elected as chair of the board of directors.

Re-election of the registered audit firm Ernst & Young Aktiebolag for the period until the end of the annual general meeting 2022. Ernst & Young Aktiebolag has announced its appointment of Johan Eklund as new main responsible auditor.

Further information regarding the for re-election proposed directors is available at the Company's website www.embracer.com and will also be included in the annual report for 2020/2021.

Item 13: Resolution regarding amendments of the articles of association

The board of directors of the Company proposes that the annual meeting resolves to amend the Company's articles of association as follows:

It is proposed that the limits for the share capital in the articles of association are changed from a minimum of SEK 854,000 and a maximum of SEK 3,416,000 to a minimum of SEK 1,398,000 and a maximum of SEK 5,592,000. The articles of association § 4 will thereby have the following wording:

"The share capital shall not be less than SEK 1,398,000 and not more than SEK 5,592,000."

It is also proposed that the limits for the number of shares in the articles of association are changed from a minimum of 307,700,000 and a maximum of 1,230,800,000 to a minimum of 1,000,000,000 and a maximum of 4,000,000,000. The articles of association § 5 will thereby have the following wording:

"The number of shares shall not be less than 1,000,000,000 and not more than 4,000,000,000."

It is also proposed to introduce the possibility to collect proxies and postal voting. The articles of association will thereby have a new § 13 with the following wording (whereby the following clauses have changed numbering):

"The board of directors may collect proxies at the company's expense in compliance with the procedure set out in chapter 7 section 4 paragraph 2 of the Swedish Companies Act (2005:551).

The board of directors may resolve, ahead of a general meeting of the shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the meeting."

It is finally proposed that the board of directors or a person appointed by the board of directors be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

Changes of the articles of association in accordance with this item are conditional upon the annual general meeting resolving on the share split in accordance with item 14.

Item 14: Resolution regarding share split

The board of directors of the Company proposes that the annual general meeting resolves to increase the number of shares in the Company through a share split (1:2) whereby one (1) outstanding share, regardless of share class, is divided into two (2) new shares.

The total number of shares in the Company will through the share split increase from 503,589,913 shares to 1,007,179,826 shares¹. The proposal will lead to a quota value of approximately SEK 0.001.

The board of directors is authorized to decide the record date for the share split. The record date may not occur prior to the date when the share split is registered with the Swedish Companies Registration Office. In connection with the determination of the record date for the share split, the board of directors shall announce further information regarding the share split including the record date, which is estimated to occur during September 2021.

The board of directors or a person appointed by the board of directors be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office or in connection with the registration of the share split with Euroclear Sweden AB

A resolution in accordance with this item requires a change of the articles of association and is conditional upon that the general meeting resolves to change the articles of association in accordance with item 13.

Item 15: Resolution regarding authorization for the board to issue shares, convertibles and/or warrants

The board of directors of the Company proposes that the annual general meeting resolves authorize the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue B shares, convertibles and/or warrants with right to convert into and subscribe for B shares respectively, with or without preferential rights for the shareholders, in the amount not exceeding ten (10) percent of the total number of shares in the Company at the time when the authorization is used the first time (based on the number of shares after completion of the share split in accordance with item 14), to be paid in cash, in kind and/or by way of set-off. The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to raise new capital to increase flexibility of the Company or in connection with acquisitions. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

In connection with issuances in accordance with the above, the board of directors shall, when determining the number of shares, warrants or convertibles that may be issued pursuant to the authorization, consider and deduct the number of shares the Company holds itself at every given time after any possible reclaim of shares that have been issued in connection with acquisitions.

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

¹ Based on the number of shares registered with the Swedish Companies Registration Office on 18 August 2021.

Majority requirements

A resolution in accordance with item 13 and 15 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 503,589,913, of which 33,399,137 are A shares representing 333,991,370 votes and 470,190,776 are B shares representing 470,190,776 votes, whereby the total number of votes comprise 804,182,146. The Company holds no own shares.

Other

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act, including the complete proposed articles of association, are available at least two weeks in advance of the meeting. All documents are available at the Company at Älvgatan 1 in Karlstad and at the Company's website www.embracer.com in accordance with the above and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

Karlstad August 2021
Embracer Group AB
The board of directors

For additional information, please contact:

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About Embracer Group

Embracer Group is the parent company of businesses developing and publishing PC, console and mobile games for the global games market. The Group has an extensive catalogue of over 240 owned franchises, such as Saints Row, Goat Simulator, Dead Island, Darksiders, Metro, MX vs ATV, Kingdoms of Amalur, TimeSplitters, Satisfactory, Wreckfest, Insurgency, World War Z and Borderlands, amongst many others.

With its head office based in Karlstad, Sweden, Embracer Group has a global presence through its eight operative groups: THQ Nordic GmbH, Koch Media Publishing, Coffee Stain AB, Amplifier Game Invest, Saber Interactive, DECA Games, Gearbox Entertainment and Easybrain. The Group has 77 internal game development studios and is engaging more than 8,000 employees and contracted employees in more than 40 countries.

Embracer Group's shares are publicly listed on Nasdaq First North Growth Market Stockholm under the ticker EMBRAC B with FNCA Sweden AB as its Certified Adviser; info@fnca.se +46-8-528 00 399.

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