

*Press release*

*Karlstad, Sweden, 9 February 2021*

## **Notice of Extra General Meeting in Embracer Group AB**

**The shareholders of Embracer Group AB, reg. no. 556582-6558, (the "Company") are hereby invited to the extra general meeting on Friday 26 February 2021 at 10.00 CET at Baker McKenzie's premises at Vasagatan 7 in Stockholm.**

### **Information with respect to the coronavirus**

Due to the development of the coronavirus the goal is that the extra 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 or video conference. 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 09.45.
- External guests will not be invited.
- No food or refreshments will be served.
- No presentation will be held.

The Company follows the development and the recommendations of the authorities and will, if necessary, update the information about the extra general meeting on the Company's website, [www.embracer.com](http://www.embracer.com).

### **Right to attend and notification**

Shareholders who wish to attend the general meeting must:

- i. on the record date, which is Thursday 18 February 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 general meeting no later than Monday 22 February 2021. The notification shall be in writing to Baker & McKenzie Advokatbyrå KB, Attn: Ian Gulam, Box 180, 101 23 Stockholm (kindly mark the envelope "Embracer general meeting"), or via e-mail: [ian.gulam@bakermckenzie.com](mailto:ian.gulam@bakermckenzie.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 Thursday 18 February 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 Monday 22 February 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 22 February 2021. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. A proxy form will be available on the Company's website, [www.embracer.com](http://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](http://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 Monday 22 February 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@bakermckenzie.com](mailto:ian.gulam@bakermckenzie.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 can do so by participating in person, via video conference, via proxy or vote in advance. The Company will distribute the video conference details to the shareholders that have notified the Company of their intention to attend the general meeting remotely, no later than on Thursday 25 February 2021.

For online participants, the following rules apply (which the participant accepts by choosing to participate online). There will be no opportunity to speak, present proposals or objections or request voting. As it is not possible to verify if any external persons are following 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 follow the meeting.

It will be possible to ask questions online during the meeting. The ambition is that all questions shall be presented and answered, but the number, as well as the type of questions, may entail that not all questions are presented and answered in the meeting.

In order to participate and vote online, you must have a steady network connection throughout the meeting. The Company has prepared to enable participation and voting online. However, it cannot be ruled out that any technical complication entails functional deficiencies. If this happens, or if the participation online otherwise did not work as intended, the meeting will be held disregarding online votes that would otherwise have been casted. Therefore, it is important to note that if you want to be certain of being able to vote, you should vote in advance.

### **Proposed agenda**

1. Opening of the meeting

2. Election of chairman 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. Resolution regarding authorization for the board to issue shares
8. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants
9. Closing of the meeting

#### **Proposed resolutions**

##### **Item 2: Election of chairman of the meeting**

The board of directors proposes that Ian Gulam, LL.M., Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.

##### **Item 7: Resolution regarding authorization for the board to issue shares**

The board of directors of the Company proposes that the extra general meeting resolves authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve to issue B shares, without preferential rights for the shareholders to be paid in cash, in kind and/or by way of set-off.

The board of directors may only resolve on a share issue in accordance with the above in connection with the completion of the acquisition announced through press releases on 3 February 2021, and the number of shares issued may amount to a maximum of 41,658,306.

In connection with issuances in accordance with the above, the board of directors shall, when determining the number of shares 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.

**Item 8: Resolution regarding authorization for the board to issue shares, convertibles and/or warrants**

In accordance with the Company's strategy to enable payment with shares in connection with acquisitions or otherwise raise capital to the Company a new authorization of 10 percent is proposed by the board of directors. The authorization corresponds to the authorization resolved on by the extra general meeting held on 16 November 2020. The authorization will also replace the same, whereby the remaining shares under the authorization from the extra general meeting will not be utilized.

The board of directors of the Company therefore proposes that the extra 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, 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. This authorization will, following registration at the Swedish Companies Registration Office, replace the authorization resolved upon by the extra general meeting held on 16 November 2020, under which there are still 39,453,954 B shares left to issue.

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.

**Majority requirements**

A resolution in accordance with item 7 and 8 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 in the Company on the date of this notice are 423,799,677, of which 33,399,137 are A shares representing 333,991,370 votes and 390,400,540 are B

shares representing 390,400,540 votes, whereby the total number of votes comprise 724,391,910. The Company holds no own shares.

## **Other**

Proxy form and form for advance voting are available at least two weeks in advance of the general meeting. The complete proposals are included in the notice. The documents set out above are available at the Company at Älvgatan 1 in Karlstad and at the Company's website [www.embracer.com](http://www.embracer.com) 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 extra 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>.

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Karlstad February 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. Embracer Group has an extensive catalogue of over 200 owned franchises, such as Saints Row, Goat Simulator, Dead Island, Darksiders, Metro, MX vs ATV, Kingdoms of Amalur, TimeSplitters, Satisfactory, Wreckfest, Insurgency and World War Z, amongst many others.

With its head office based in Karlstad, Sweden, Embracer Group has a global presence through its six operative groups: THQ Nordic GmbH, Koch Media GmbH/Deep Silver, Coffee Stain AB, Amplifier Game Invest, Saber Interactive and DECA Games. Embracer Group has 57 internal game development studios and is engaging more than 5,500 employees and contracted employees in more than 40 countries.

# EMBRACER<sup>+</sup> GROUP

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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