

Org. nr/Reg. no. 556582-6558

Protokoll från årsstämma med aktieägarna i
Embracer Group AB den 19 september 2024 kl.
15.00 på Värmlands Museum, Västra Torggatan
31 i Karlstad

*Minutes from the annual general meeting of the
shareholders of Embracer Group AB on 19
September 2024 at 15.00 Värmlands Museum,
Västra Torggatan 31 in Karlstad.*

Deltagande aktieägare:

Participating Shareholders:

Enligt bifogad röstlängd, Bilaga A

According to the enclosed voting list, Exhibit A

§ 1

Kicki Wallje-Lund höll ett inledningsanförande.
Kicki Wallje-Lund held an introduction speech.

Kicki Wallje-Lund, styrelseordförande, hälsade på styrelsens vägnar alla välkomna till årsstämman och förklarade därefter årsstämman öppnad.
Kicki Wallje-Lund, chair of the board, welcomed everybody on behalf of the board of directors and thereafter declared the annual general meeting open.

Kicki Wallje-Lund föreslog, på styrelsens vägnar, att årsstämman skulle hållas på engelska för att alla deltagare vid årsstämman, och de som deltar via webcast, ska förstå vad som sägs vid årsstämman. Det beslutades enhälligt att hålla årsstämman på engelska.
Kicki Wallje-Lund proposed, on behalf of the board of directors, that the annual general meeting should be held in English in order for all participants at the meeting, and those who participate by webcast, shall understand what is said at the annual general meeting. It was unanimously resolved to hold the annual general meeting in English.

§ 2

Kicki Wallje-Lund utsågs till ordförande på stämman i enlighet med styrelsens förslag. Stämмоordföranden meddelade att hon utsett Ian Gulam, Chief of Staff, Legal & Governance, till protokollförare.

Kicki Wallje-Lund was elected chair of the meeting in accordance with the boards' proposal. The chair announced that she had appointed Ian Gulam, Chief of Staff, Legal & Governance, to keep the minutes.

Årsstämman godkände att ett antal icke anmälda aktieägare och gäster med flera deltog i stämman som åhörare. Det noterades vidare att bild- eller ljudupptagning inte var tillåtet vid stämman, förutom bolagets inspelning i samband med webcasten.

The annual general meeting approved that a number of shareholders who had not duly notified the company of their intention to attend, guests and others, participated in the meeting without voting rights. It was further noted that sound or visual recording was not allowed, with the exception of the company's recording in connection with the webcast.

Det noterades att styrelseledamöterna Jacob Jonmyren, Yasmina Brihi, Bernt Ingman, Cecilia Qvist, Kicki Wallje-Lund och Lars Wingefors, tillika verkställande direktör, närvarade vid årsstämman. Vidare noterades att bolagets revisor Öhrlings PricewaterhouseCoopers AB med huvudansvarig revisor Magnus Svensson Henryson var närvarande vid stämman. Vidare noterades att valberedningens ordförande Per Fredriksson var närvarande tillsammans med Henrik Olsson, Magnus Tell och Anna Henricsson från valberedningen.

DE

It was noted that the directors Jacob Jonmyren, Yasmina Brihi, Bernt Ingman, Cecilia Qvist, Kicki Wallje-Lund and Lars Wingefors, also CEO, attended the annual general meeting. It was further noted that the company's auditor Öhrlings PricewaterhouseCoopers AB with the main responsible auditor Magnus Svensson Henryson, was present at the meeting. It was also noted that the nomination committee's chair, Per Fredriksson, was present together with Henrik Olsson, Magnus Tell and Anna Henricsson from the nomination committee.

§ 3

810 475 305 aktier var representerade vid stämman, av vilka 52 260 204 var A-aktier och 758 215 101 var B-aktier, vilket utgör cirka 60,06 procent av antalet aktier och cirka 69,79 procent av rösterna i bolaget.

810,475,305 shares were represented at the meeting, where 52,260,204 were A shares and 758,215,101 were B shares, constituting approximately 60.06 percent of the total number of shares in the company and approximately 69.79 percent of the total number of votes in the company.

Röstlängden lades fram och stämman godkände densamma, Bilaga A.

The voting list was presented and the meeting approved the same, Exhibit A.

§ 4

Det beslutades att utse en justeringsperson. Stämman utsåg Erik Sprinchorn, från TIN fonder, att tillsammans med stämмоordföranden justera dagens protokoll.

It was resolved to appoint one person to certify the minutes. The general meeting appointed Erik Sprinchorn, from TIN fonder, to certify the minutes together with the chair of the general meeting.

§ 5

Protokollföraren redogjorde för att kallelse till dagens stämma har, i enlighet med bolagsordningen, publicerats på bolagets hemsida den 19 augusti 2024 och i Post- och Inrikes Tidningar den 22 augusti 2024. Upplysning om att kallelse skett har även publicerats i Svenska Dagbladet den 22 augusti 2024. The keeper of the minutes stated that the notice has, in accordance with the articles of association, been published on the company's website on 19 August 2023 and in the Swedish Official Gazette on 22 August 2024. Information that the notice has been published has also been printed in Svenska Dagbladet on 22 August 2024.

Stämman förklarades därmed behörigen sammankallad.

It was therefore declared that the general meeting had been duly convened.

§ 6

Stämman godkände den föreslagna dagordningen som intagits i kallelsen till stämman.

The agenda for the meeting in accordance with the notice of the meeting was approved.

§ 7

Verkställande direktören, Lars Wingefors, redogjorde för bolagets och koncernens verksamhet och utveckling under det gångna räkenskapsåret. Bolagets CFO, Müge Bouillon, redogjorde för bolagets räkenskaper. Bolagets Group Sustainability Manager, Karin Edner Karlsson, redogjorde för koncernens hållbarhetsarbete. Chris Stanton Jones presenterade en översikt av den globala spel- och underhållningsmarknaden. Vice verkställande direktören, Phil Rogers, redogjorde för koncernens fokus kring passion för videospel, förbättringsåtgärder inom verksamhetssegmentet PC/ konsol, styrkan hos bolagets IP portfölj samt dess utveckling och även kommande lanseringar. Lars Wingefors presenterade ett urval av bolag inom koncernen. Lars Wingefors höll slutligen ett avslutningsanförande. Aktieägarna och övriga stämmodeltagare bereddes tillfälle att ställa frågor efter redogörelserna, vilka även besvarades.

The CEO, Lars Wingefors, presented the company's and the group's operations and development during the past financial year. The company's CFO, Müge Bouillon, presented the company's

accounts. The company's Group Sustainability Manager, Karin Edner Karlsson, presented the sustainability work in the group. Chris Stanton Jones presented an overview of the global gaming and entertainment market. Deputy CEO, Phil Rogers, presented the group's focus on passion for gaming, improvement measures within the PC/console business segment, the strength and development of the company's IP portfolio as well as upcoming releases. Lars Wingefors presented a few selected companies within the group. Lars Wingefors finally also held closing remarks. The shareholders and other participants at the meeting were invited to ask questions after the presentation, which were also answered.

§ 8

Årsredovisning och revisionsberättelse samt koncernredovisning och tillhörande revisionsberättelse för räkenskapsåret 2023/2024 framlades.

The annual report and auditor's report as well as the consolidated accounts and associated auditor's report for the financial year 2023/2024 were presented.

Det noterades att årsredovisningshandlingarna för 2023/2024 har funnits tillgängliga på bolagets hemsida från och med den 20 juni 2024 och har dessutom funnits tillgängliga på bolagets kontor samt på stämman. De har därmed gjorts tillgängliga för aktieägarna och presenterats i sammandrag för stämmodeltagarna. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälades.

It was noted that the annual report for 2023/2024 has been available on the company's website since 20 June 2024 and has also been available at the company's office and at the meeting. The annual report has consequently been available for the shareholders and presented in brief for the participants of the meeting. The shareholders were invited to ask questions, were none were given.

Bolagets huvudansvarige revisor, Magnus Svensson Henryson, föredrog revisionsberättelsen i sammandrag. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälades.

The company's main responsible auditor, Magnus Svensson Henryson, from presented the audit report in brief. The shareholders were invited to ask questions, were none were given.

Årsredovisning och revisionsberättelse samt koncernredovisning och tillhörande revisionsberättelse för räkenskapsåret 2023/2024 konstaterades därmed framlagda.

The annual report and the audit report as well as the consolidated financial statements and the corresponding audit report for the fiscal year 2023/2024 were thereby presented.

§ 9

a) Det beslutades att fastställa resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen.

a) The income statement and balance sheet as well as the group income statement and group balance sheet were adopted.

b) Beslutades att disponera resultatet i enlighet med styrelsens förslag i årsredovisningen, det vill säga att resultatet förs över i ny räkning.

b) It was resolved to treat the result in accordance with the proposal of the board of directors in the annual report, i.e., the result shall be carried forward.

c) Det beslutades vidare att bevilja styrelsens ledamöter och verkställande direktören ansvarsfrihet gentemot bolaget. Det noterades även att närvarande styrelseledamöter och verkställande direktör representerande egna eller andras aktier inte deltog i beslutet avseende ansvarsfrihet såvitt avsåg dem själva. Det noterades att beslutet biträdades med erforderlig majoritet.

c) It was further resolved to discharge the directors of the board and the CEO from liability in relation to the company. It was noted that the present directors and the CEO representing their own or others' shares did not participate in the resolution regarding the discharge of the directors of the board from liability. It was noted that the resolution was supported by the required majority.

§ 10-12

Stämмоordföranden presenterade kortfattat styrelsens arbete under det gångna räkenskapsåret. Per Fredriksson presenterade valberedningens arbete samt motiverade yttrande och samtliga förslag enligt punkterna 10-12 i den i kallelsen intagna dagordningen, Bilaga 1. Den styrelseledamot som föreslogs för nyval presenterade sig själv och de som föreslogs för omval presenterades kort av Per Fredriksson. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälde.

The chair of the meeting briefly presented the work of the board during the previous financial year. Per Fredriksson presented the nomination committee's work as well as the motivated opinion and all proposals in accordance with items 10-12 of the agenda included in the notice, Exhibit 1. The director who was proposed for new election presented himself and the directors proposed for re-election were briefly presented by Per Fredriksson.

The shareholders were invited to ask questions, were none were given.

Det beslutades att styrelsen ska bestå av sju styrelseledamöter utan styrelsesuppleanter.
It was resolved that the board of directors shall consist of seven directors without any deputies.

Vidare beslutades att antalet revisorer ska vara ett registrerat revisionsbolag.
Further, it was resolved that the number of auditors shall be one registered audit firm.

Det beslutades vidare att arvudet till styrelsens ledamöter ska uppgå till totalt 7 625 000 kronor, inklusive arvode för utskottsarbete (6 300 000 kronor föregående år), och utgå med 700 000 kronor (600 000 kronor föregående år) till var och en av de stämмоvalda ledamöterna som inte är anställda i bolaget eller koncernen och med 2 200 000 kronor (2 100 000 kronor föregående år) till styrelsens ordförande.

It was resolved that the remuneration to the board shall be in total SEK 7,625,000 (SEK 6,300,000 the previous year), including remuneration for committee work, and for each director elected by the meeting and who is not employed by the company or group the remuneration shall be SEK 700,000 (SEK 600,000 the previous year) and the chair of the board of directors is to receive SEK 2,200,000 (SEK 2,100,000 the previous year).

Det beslutades vidare, mot bakgrund av den ytterligare arbetsbelastning som följer i och med avsikten att transformeras till tre fristående noterade bolag, att ytterligare arvode om 200 000 kronor ska utgå till styrelseordföranden och med 150 000 kronor för övriga styrelseledamot som inte är anställd av Bolaget ("Transformationsarvudet").

It was further resolved, given the additional board work required with regards to the intention to transform into three standalone publicly listed entities, to pay an additional fee of SEK 200,000 to the Chairman and SEK 150,000 to board members who are not employed by the company (the "Transformation fee").

Vidare ska arvudet för medlemmar i revision- och hållbarhetsutskottet utgå med 175 000 kronor (175 000 kronor föregående år) samt med 275,000 kronor (275 000 kronor föregående år) till revisions- och hållbarhetsutskottets ordförande och arvode för medlemmar i ersättningsutskottet ska utgå med 100 000 kronor (100 000 kronor föregående år) och med 150 000 kronor (150 000 kronor föregående år) till ersättningsutskottets ordförande.

Furthermore, remuneration for members of the audit and sustainability committee shall be SEK 175,000 (SEK 175,000 the previous year) and the remuneration to the chair of the audit and sustainability committee shall be SEK 275,000 (SEK 275,000 the previous year) and remuneration for members of the remuneration committee shall be SEK 100,000 (SEK 100,000 the previous year) and remuneration to the chair of the remuneration committee shall be SEK 150,000 (SEK 150,000 the previous year).

Vidare beslutades det att arvode till revisorn skulle utgå enligt godkänd räkning.
It was further resolved that remuneration to the auditor shall be paid according to approved invoice.

43

Det beslutades att omvälja Jacob Jonmyren, Kicki Wallje-Lund, Lars Wingefors, Yasmina Brihi, Bernt Ingman och Cecilia Qvist till styrelseledamöter. Brian Ward valdes till ny styrelseledamot. Kicki Wallje-Lund omvaldes som styrelsens ordförande. Cecilia Driving och David Gardner ställde inte upp för omval.

Jacob Jonmyren, Kicki Wallje-Lund, Lars Wingefors, Yasmina Brihi, Bernt Ingman and Cecilia Qvist were re-elected as directors. Brian Ward was elected as new director. Kicki Wallje-Lund was re-elected as chair of the board of directors. Cecilia Driving and David Gardner did not run for re-election.

Det beslutades vidare att omvälja det registrerade revisionsbolaget Öhrlings PricewaterhouseCoopers AB som bolagets revisor för perioden till slutet av nästa årsstämma. Det noterades att Öhrlings PricewaterhouseCoopers AB har meddelat att auktoriserade revisorn Magnus Svensson Henryryson fortsatt ska vara huvudansvarig revisor.

It was further resolved to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the next annual general meeting. It was noted that Öhrlings PricewaterhouseCoopers AB has announced that authorized auditor Magnus Svensson Henryryson remains as main responsible auditor.

Stämмоordföranden tackade av Cecilia Driving och David Gardner.
The chair of the meeting thanked Cecilia Driving and David Gardner.

§ 13

Styrelsens förslag till beslut om godkännande av ersättningsrapport presenterades kortfattat av stämмоordföranden, varefter ersättningsrapporten framlades Bilaga 2. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälades.

The board of directors' proposal for approval of the remuneration report was briefly presented by the chair of the meeting, whereby the remuneration report was presented Exhibit 2. The shareholders were invited to ask questions, were none were given.

Det noterades även att revisorsyttrande avseende riktlinjer för ersättning till ledande befattningshavare finns tillgängliga vid stämman. Vidare noterades att de vid årsstämman 2022 antagna riktlinjerna kvarstår oförändrade och gäller till 2026 om inte ändrade dessförinnan.

It was also noted that the auditor statement regarding guidelines for remuneration to senior executives was available at the meeting. It was further noted that the guidelines adopted at the annual general meeting 2022 remain unchanged and in force until 2026 unless changed before.

Det beslutade i enlighet med styrelsens förslag.
It was resolved in accordance with the board of directors' proposal.

§ 14

Styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om nyemissioner av aktier, konvertibler och/eller teckningsoptioner presenterades kortfattat av stämмоordföranden, Bilaga 3. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälades.

The board of directors' proposal for resolution regarding authorization for the board to issue shares, convertibles and/or warrants was briefly presented by the chair of the meeting, Exhibit 3. The shareholders were invited to ask questions, were none were given.

Det beslutades i enlighet med styrelsens förslag.
It was resolved in accordance with the boards' proposal.

Det noterades att beslutet biträts av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som de aktier som är företrädda vid bolagstämman.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

§ 15

Styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om förvärv av B-aktier presenterades kortfattat av stämмоordföranden, Bilaga 4. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälde.

The board of directors' proposal for resolution regarding authorization for the board to purchase B shares was briefly presented by the chair of the meeting, Exhibit 4. The shareholders were invited to ask questions, were none were given.

Det beslutades i enlighet med styrelsens förslag.

It was resolved in accordance with the boards' proposal.

Det noterades att beslutet biträtts av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som de aktier som är företrädda vid bolagstämman.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

§ 16

Styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om överlåtelse av bolagets aktier presenterades kortfattat av stämмоordföranden, Bilaga 5. Aktieägarna bereddes möjlighet att ställa frågor, varpå inga anmälde.

The board of directors' proposal for resolution regarding authorization for the board to transfer the company's shares was briefly presented by the chair of the meeting, Exhibit 5. The shareholders were invited to ask questions, were none were given.

Det beslutades i enlighet med styrelsens förslag.

It was resolved in accordance with the boards' proposal.

Det noterades att beslutet biträtts av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som de aktier som är företrädda vid bolagstämman.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

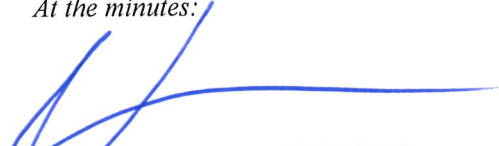
§ 17

Eftersom inga ytterligare ärenden hade hänskjutits till stämman avslutades stämman.

As no additional matters had been referred to the general meeting of the shareholders, the general meeting was closed.

[Signatursida följer/ Signature page follows]

Vid protokollet:
At the minutes:



Ian Gulam

Justeras:
Certified:



Kicki Wallje-Lund



Erik Sprinchorn

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 19 September 2024 at 15.00 CET at Värmlands Museum, Västra Torggatan 31 in Karlstad. Shareholders are welcome for registration from 14:30 CET.

The board of directors have, in accordance with the Company’s articles of association, resolved that the shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting. Shareholders may therefore choose to exercise their voting rights at the annual general meeting by physical participation, by proxy or by advance voting. The board of directors proposes that the annual general meeting is broadcasted over video conference. Link for participation in the video conference will be available on the Company’s website, www.embracer.com/governance/general-meetings. Additional information regarding participation via video conference is found below under “Attend via video conference”.

Right to attend and notification

Physical participation by presence at the general meeting

Shareholders who wish to attend the annual general meeting by physical presence in person or through a proxy must:

- i. on the record date, which is Wednesday 11 September 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify their participation and any assistants (no more than two) in the annual general meeting no later than Friday 13 September 2024 at 23.59 CET in accordance with the instructions below. This means that registration only by advance voting is not sufficient for those who wish to physically attend the meeting.

The notification for participating by presence at the general meeting shall be made to the Company in accordance with the following:

- In writing to Embracer Group AB, Attn: Atieh Jardenäs, Tullhusgatan 1B, 652 09 Karlstad, Sweden (kindly mark the envelope “Embracer annual general meeting 2024”),
- Via e-mail: atieh.jardenas-riazi@embracer.com,
- Electronically via verification through BankID on www.embracer.com/governance/general-meetings.

The notification shall 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 power of attorneys, registration certificates and other authorization documents, should be appended to the notification (see further information under “Proxy etc.” below).

Participation through advance voting

Shareholders wishing to attend the annual general meeting by advance voting, personally or by a proxy must:

- i. on the record date, which is Wednesday 11 September 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. give notice by casting their advance vote in accordance with the instructions below so that the advance vote is received by the Company no later than Friday 13 September 2024 at 23.59 CET.

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 does 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 and signed form shall be sent to the Company in accordance with the following:

- In writing to Embracer Group AB, Attn: Atieh Jardenäs, Tullhusgatan 1B, 652 09 Karlstad, Sweden (kindly mark the envelope “Embracer annual general meeting 2024”),
- Via e-mail: atieh.jardenas-riazi@embracer.com,
- Electronically via verification through BankID on www.embracer.com/governance/general-meetings.

If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. Authorization documents shall also be attached 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 are included in the form for advance voting.

Please note that anyone who wants to attend the meeting, physically or by proxy, must report this in accordance with the instructions under the heading “Physical participation by presence at the general meeting” above. This means that a registration only by advance vote is not sufficient for those who want to physically attend the annual general meeting.

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 11 September 2024 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 13 September 2024 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 in accordance with the instructions above and be at the Company's disposal no later than on Friday 13 September 2024. 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.

Attend via video conference

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. Link for participation in the video conference will be available on the Company's website, www.embracer.com/governance/general-meetings.

For online participants via video conference, 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.

Remote access to the general meeting will be provided Inderes Oyj's virtual general meeting service on the Videosync platform, which includes video and audio access to the general meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

For more information on the general meeting service, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://inderes.notion.site/Ohjeita-et-n-osallistuvilla-osakeomistajille-Inderes-Yhti-kokousratkaisut-ae488811332e49c2b4c990ab62148d53>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://inderes.notion.site/Compatibility-testing-fc3db1a6a2684f1abdea90087cf6745d>. It is recommended that you read the detailed participation instructions before 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 CEO.
 - i. Yasmina Brihi (board member)
 - ii. Cecilia Driving (board member)
 - iii. David Gardner (board member)
 - iv. Bernt Ingman (board member)
 - v. Jacob Jonmyren (board member)
 - vi. Cecilia Qvist (board member)
 - vii. Kicki Wallje-Lund (chair of the board)
 - viii. Lars Wingefors (board member and CEO)
 - ix. Erik Stenberg (former board member)
 - x. Matthew Karch (former board member)
10. Determination of the number of directors and auditors

- a. Number of directors
 - b. Number of auditors
11. Determination of fees to:
- a. the board of directors
 - b. the auditors
12. Election of the board of directors and auditors
- a. Yasmina Brihi, board member (re-election)
 - b. Bernt Ingman, board member (re-election)
 - c. Jacob Jonmyren, board member (re-election)
 - d. Cecilia Qvist, board member (re-election)
 - e. Kicki Wallje-Lund, chair of the board (re-election)
 - f. Lars Wingefors, board member (re-election)
 - g. Brian Ward, board member (new election)
 - h. PwC, auditor (re-election)
13. Presentation and approval of the board of directors' remuneration report
14. Resolution regarding authorization for the board to issue shares, convertibles and/or warrants
15. Resolution regarding authorization for the board to resolve on repurchase of own shares
16. Resolution regarding authorization for the board to resolve on transfer of own shares
17. Closing of the meeting

Proposed resolutions

Item 2: Election of chair of the meeting

The nomination committee 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

The nomination committee proposes the following:

- That the board of directors shall comprise of seven directors without deputies.
- That the remuneration to each director elected by the meeting and who is not employed by the Company or group shall be SEK 700,000 (SEK 600,000 previous year) and the chair of the board of directors is to receive SEK 2,200,000 (SEK 2,100,000 previous year).
- Moreover, given the additional board work required with regards to the intention to transform into three standalone publicly listed entities additional board remuneration is warranted until the listings have been completed. Thus, the nomination committee proposes an additional fee of SEK 200,000 to the Chairman and SEK 150,000 to board members who are not employed by the company (the "**Transformation fee**"). The board members are expected to use at least the part of the compensation that corresponds to the increased board remuneration and the Transformation fee after any tax that burdens such part of the remuneration and Transformation fee has been paid, to acquire shares in the company. The nomination committee recommends that the acquisition of the shares should be carried out as soon as possible after receipt of the remuneration from the company.

- That remuneration for members of the audit and sustainability committee shall be SEK 175,000 (SEK 175,000 previous year) and the remuneration to the chair of the audit and sustainability committee shall be SEK 275,000 (SEK 275,000 previous year).

That remuneration for members of the remuneration committee shall be SEK 100,000 (SEK 100,000 previous year) and the remuneration to the chair of the remuneration committee shall be SEK 150,000 (SEK 150,000 previous year).

- Re-election of the directors Yasmina Brihi, Bernt Ingman, Jacob Jonmyren, Cecilia Qvist, Kicki Wallje Lund and Lars Wingefors. Furthermore, Kicki Wallje-Lund is proposed to be re-elected as chair of the board of directors. Election of Brian Ward as new director.

In total the remuneration, excluding remuneration for committee work, amounts to SEK 7,500,000 (SEK 6,300,000 previous year).

The nomination committee proposes, in accordance with the audit and sustainability committee's recommendation, the following with respect to the auditor:

- The number of auditors shall be one registered audit firm.
- Remuneration to the auditor is to be paid according to approved invoice.
- Re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor for the period until the end of the annual general meeting 2025. PwC has announced that Magnus Svensson Henryson remains as main responsible auditor.

Further information regarding the for election proposed directors is available at the Company's website www.embracer.com, in the nomination committee's complete proposal and in the annual report for 2023/2024.

Item 13: Presentation and approval of the board of directors' remuneration report

The board of directors proposes that the annual general meeting approves the remuneration report for the financial year 2023/2024.

Item 14: 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 to 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.

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 15: Resolution regarding authorization for the board to resolve on repurchase of own shares

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve on repurchase of own B shares on principally the following terms and conditions:

Purchases may be effected on Nasdaq Stockholm.

Purchases may be made up to a maximum number of B shares that the Company's holding of own shares corresponds to no more than one tenth of all shares in the Company.

Purchases of B shares may only be effected on Nasdaq Stockholm within the registered price interval at any given time, i.e., the range between the highest bid price and the lowest offer price. In the event that the acquisitions are effected by a member of the stock exchange as assigned by the Company, the price of own B shares may, however, correspond to the volume weighted average price during the time period within which the B shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range. Payment for the B shares shall be made in cash.

The main reason for possible purchases is to give the Company flexibility regarding its equity and thereby optimize the capital structure of the Company. Possible purchases may also enable own shares to be used as payment for, or financing of, acquisitions of companies or assets. In the board of directors' assessment, the authorization provides increased flexibility and may contribute to increased shareholder value.

The board of directors shall have the right to determine other conditions for purchases in accordance with the authorization.

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 execution of the resolution.

Item 16: Resolution regarding authorization for the board to resolve on transfer of own shares

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve on transfers of own shares up to the number of shares which, at any time, are held by the Company.

Transfer of own shares may be carried out to be used as payment for, or financing of, acquisitions of companies or assets. Transfer of own shares may be effected otherwise than on Nasdaq Stockholm at an estimated market value or according to agreement with sellers in connection with acquisitions and may deviate from the shareholders' preferential rights. Payment for transferred shares may be made in cash, in kind or through set-off. Transfer of own shares may also be carried out on Nasdaq Stockholm at a price within the registered price range at any given time or otherwise in accordance with applicable regulations.

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 execution of the resolution.

Majority requirements

A resolution in accordance with items 14, 15 and 16 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 1,349,944,863, of which 54,000,000 are A shares representing 540,000,000 votes and 1,295,944,863 are B shares

representing 1,295,944,863 votes, whereby the total number of votes comprise 1,835,944,863. The Company holds no own shares.

Other

Copies of the annual report, auditor statement, proxy form and advance voting form are available at least three weeks in advance of the annual general meeting. The remuneration report and the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the meeting. The nomination committee's complete proposal regarding election of directors and auditor including the statement on the nomination committee's proposal regarding the board of directors are available as from today. All documents are available at the Company at Tullhusgatan 1B in Karlstad and at the Company's website www.embracer.com and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and CEO according to Ch. 7 § 32 of the Swedish Companies Act. Shareholders who wish to send in questions in advance can do so in writing to Embracer Group AB, Attn: Legal, Tullhusgatan 1B, 652 09 Karlstad, Sweden, by e-mail to Ian Gulam to ian.gulam@embracer.com, or in connection with the electronic registration.

Processing of personal data

The Company is the controller of the processing of personal data performed by the Company or its service providers in connection with the meeting. For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf.

Karlstad August 2024
Embracer Group AB
The board of directors

The Nomination Committee's proposals and reasoned statement in respect of the annual general meeting 2024 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 chairman of the board as an adjunct to the Nomination Committee. The Nomination Committee, in respect of the annual general meeting 2024, has been comprised of Per Fredriksson (appointed by Lars Wingefors AB), Ola Åhman (appointed by Savvy Gaming Group), Anna Henricsson (appointed by Handelsbanken Fonder), Henrik Olsson (appointed by Canada Pension Plan Investment Board) and Magnus Tell (appointed by Alecta). The chairman of the board, Kicki Wallje Lund has been an adjunct to the Nomination Committee. Per Fredriksson served as chairman of the Nomination Committee.

Work of the Nomination Committee

Ahead of the 2024 Annual General Meeting, the Nomination Committee has held eight 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 Chairman'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 chairman of the general meeting, the election of members of the Board and the chairman of the Board, the election of auditor, as well as remuneration for the chairman 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 2024, the nomination committee has unanimously resolved to submit the following proposals.

Item 2: Proposal for chair of the Annual General Meeting 2024

The Nomination Committee proposes that Kicki Wallje Lund is elected as chair of the Annual General Meeting 2024.

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

The Nomination Committee proposes the following to the 2024 Annual General Meeting:

- that the Board shall consist of seven 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 increased to an aggregate of SEK 7,500,000 (SEK 6,300,000). The remuneration to the chairman of the board shall amount to SEK 2,200,000 (SEK 2,100,000) the remuneration to each other member of the board not employed by the company shall amount to SEK 700,000 (SEK 600,000). Moreover, given the additional board work required with regards to the intention to transform into three standalone publicly listed entities additional board remuneration is warranted until the listings have been completed. Thus, the Nomination committee proposes an additional fee of SEK 200,000 to the Chairman and SEK 150,000 to board members who are not employed by the company (the “**Transformation fee**”). The board members are expected to use at least the part of the compensation that corresponds to the increased board remuneration and the Transformation fee after any tax that burdens such part of the remuneration and Transformation fee has been paid, to acquire shares in the company. The Nomination Committee recommends that the acquisition of the shares should be carried out as soon as possible after receipt of the remuneration from the company.

In addition, the Nomination Committee proposes that:

- remuneration for work in the Audit committee shall remain unchanged and be paid with SEK 275,000 to the chairman of the Audit committee and SEK 175,000 to every other member of the Audit committee.
- remuneration for work in the Remuneration committee shall remain unchanged and be paid with SEK 150,000 to the chairman of the Remuneration committee and SEK 100,000 to 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 former, present as well as potential new board candidates in this effort. With respect to the temporary current and anticipated extra workload of the Board associated with the transformation of the company into three standalone publicly listed entities, the Nomination Committee considers it reasonable to propose the Transformation fee on top of the ordinary remuneration up until the completion of the company’s transformation.

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

Item 12: Proposal for election of the board of directors and auditors

The Nomination Committee proposes:

- that Yasmina Brihi, Bernt Ingman, Jacob Jonmyren, Cecilia Qvist, Kicki Wallje Lund and Lars Wingefors shall be re-elected and that Brian Ward shall be elected as new Board member.
- that Kicki Wallje Lund is re-elected as Chair of the Board.

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 transformation of the company into three 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. 43 % of the proposed Board members are women.

In addition, the Nomination Committee has assessed the independence of the Board members. The Nomination Committee's 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.

With respect to the temporary current and anticipated extra workload of the Board associated with the transformation of the company into three standalone publicly listed entities the Nomination Committee would like to underline the importance of video game experience, industrial knowledge and active ownership added by Brian Ward's candidacy.

David Gardner and Cecilia Driving are thanked for their contributions within the Board of Directors.

Board members proposed for new election:

Brian Ward

Born: 1957

Education/background: Brian Ward holds both business and law degrees, and practiced law for several years. He has nearly 30 years of studio and operations video game experience, including senior positions at Electronic Arts, Microsoft (Xbox), and Activision Blizzard. Brian led Worldwide Studios at Activision, managing all game development and a dozen studio acquisitions, quadrupling revenue and posting industry-leading margins. He has since led several more successful mergers, acquisitions and company reorganizations.

Current assignments: CEO of Savvy Games Group

Holdings in the Company: Brian Ward has no holding of shares in the Company.

Position of dependency: He is to be regarded as independent in relation to major shareholders¹, the company and company management.

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.

¹ 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



Kicki Wallje-Lund

Chairman of the Board

Proposed for re-election

Biography

Born: 1953

Chairman of the board, elected 2016

Member of the board's audit and sustainability committee.

Education/background: Kicki Wallje-Lund has experience in business development from a variety of international companies, especially in the IT sector, primarily for the banking and finance industry as well as board assignments for listed companies on Nasdaq Stockholm, Large and Small cap. She has held leading global positions in companies like NCR, Digital Equipment, AT & T, Philips, ICL and Unisys.

Current assignments: Kicki Wallje-Lund has no other current assignments.

Holdings in Embracer Group: Kicki Wallje-Lund holds 96,200 class B shares in Embracer Group AB (publ).

Position of dependency: Independent in relation to major shareholders, independent in relation to the company and management.



Lars Wingefors

Co-founder & CEO

Proposed for re-election

Biography

Born: 1977

Co-founder and CEO of Embracer Group

Board member, elected 2011

Education/background: Lars Wingefors is founder and CEO of Embracer Group. Lars Wingefors started his first video games company at the age of sixteen. He has a broad and long experience in entrepreneurship and business management.

Current relevant assignments: Lars Wingefors is a board member and CEO of Lars Wingefors AB.

Holdings in Embracer Group: Lars Wingefors holds 80.26% of the shares and 96.42% of the votes of Lars Wingefors AB which in turn holds 52,260,204 class A shares and 210,238,330 class B shares in Embracer Group AB (publ).

Position of dependency: Dependent in relation to major shareholders, dependent in relation to the company and management.



Jacob Jonmyren

Board member

Proposed for re-election

Biography

Born: 1980

Board member, elected 2018

Member of the board's audit and sustainability committee.

Education/background: Jacob Jonmyren holds a M.Sc in Accounting and Financial Management from Stockholm School of Economics and has studied Finance at University of Wisconsin and Media & Communication Studies (Master level) at Stockholm University. Jacob Jonmyren has long experience from the financial markets.

Current assignments: Jacob Jonmyren is CEO and board member of Jacob Jonmyren Kapital AB, Chairman of the Board of Lars Wingefors AB, Chairman of the board of Consilio International AB and board member of Tiwaz Advisory Holding AB.

Holdings in Embracer Group: Jacob Jonmyren holds 1.13% of the shares and 0.21% of the votes of Lars Wingefors AB which in turn holds 52,260,204 class A shares and 210,238,330. Jacob Jonmyren also holds 92,000 class B shares in Embracer Group AB (publ) privately.

Position of dependency: Dependent in relation to major shareholders, independent in relation to the company and management.



Yasmina Brihi

Board member

Proposed for re-election

Biography

Born: 1975

Board member, elected 2023

Member of the board's remuneration committee.

Education/background: Yasmina Brihi holds an MBA from Harvard Business School. Yasmina has held several senior management positions within Google, including Senior Director Marketing and Senior Product Manager. She is well experienced in building and scaling businesses in multiple industries such as devices, music, gaming and e-Commerce. This includes vast experience in leading and growing large organizations, shaping and transforming team culture across geographies.

Current assignments: No other current assignments.

Holdings in Embracer Group: Yasmina Brihi has no holding of shares in Embracer Group AB (publ).

Position of dependency: Independent in relation to major shareholders, independent in relation to the company and management.



Bernt Ingman

Board member

Proposed for re-election

Biography

Born: 1954

Board member, elected 2023

Member of the board's audit and sustainability committee. Chair of the board's audit and sustainability committee.

Education/background: Bernt Ingman holds a Bachelor of Economics from Uppsala University. Bernt has broad competence in strategic and operational business development, divestments and restructuring from different industries and service businesses. He has held senior management positions within international companies, both within business-to-business and business-to-consumer companies, such as Alimak, Gunnebo, Husqvarna and Munters. Bernt has more than 25 years broad experience from board work in listed as well as private companies.

Current assignments: Chairman of the board of TagMaster, chairman of the board of Pricer and board member of SolTech Energy Sweden AB (Nasdaq First North).

Holdings in Embracer Group: Bernt Ingman has no holding of shares in Embracer Group AB (publ).

Position of dependency: Independent in relation to major shareholders, independent in relation to the company and management.



Cecilia Qvist

Board member

Proposed for re-election

Biography

Born: 1972

Board member, elected 2023

Education/background: Cecilia Qvist holds an MBA from the University of Edinburgh. Cecilia has extensive leadership experience in fast-paced, technology-driven companies undergoing transformational growth, including Leia Inc., Spotify, LEGO Ventures, and NASDAQ. For more than 20 years, she has worked with companies around the world on building dynamic, scalable business.

Current assignments: Board member of Kinnevik and board member of Polarium.

Holdings in Embracer Group: Cecilia Qvist has no holding of shares in Embracer Group AB (publ).

Position of dependency: Independent in relation to major shareholders, independent in relation to the company and management.



Brian Ward
Board member

Proposed to be newly elected

Biography
Born: 1957

Education/background: Brian Ward holds both business and law degrees, and practiced law for several years. He has nearly 30 years of studio and operations video game experience, including senior positions at Electronic Arts, Microsoft (Xbox), and Activision Blizzard. Brian led Worldwide Studios at Activision, managing all game development and a dozen studio acquisitions, quadrupling revenue and posting industry-leading margins. He has since led several more successful mergers, acquisitions and company reorganizations.

Current assignments: CEO of Savvy Games Group

Holdings in Embracer Group: Brian Ward has no holding of shares in Embracer Group AB (publ).

Position of dependency: Independent in relation to major shareholders, independent in relation to the company and management.

Exhibit 1

Proposal for principles for appointment of the nomination committee

The nomination committee proposes no change to the principles for appointment of the nomination committee which were adopted to apply until further notice at the annual general meeting 2023.

Principles for appointment of nomination committee

The annual general meeting of Embracer Group AB, reg. no. 556582-6558, (the "Company") held on 21 September 2023 resolved that the following principles and instructions shall apply to the appointment of the nomination committee.

Election of members etc.

The chair of the board shall - at the latest at the end of the third quarter of each financial year - ensure that each of the Company's five largest shareholders in terms of votes (i) in the share register maintained by Euroclear Sweden AB on the last business day of November each year, and based on other reliable shareholder information which has been provided to the Company at such time, are offered to nominate a member to be included in the nomination committee. The chair of the board shall convene the first meeting of the nomination committee and shall also be adjunct to the nomination committee, except when the nomination committee shall address to the matter of chair of the board.

The ownership statistics used to determine who has the right to appoint a member of the nomination committee shall be sorted by voting power (group of shareholders) and include the 25 largest owner registered shareholders. An owner registered shareholder is a shareholder who has an account with Euroclear Sweden AB in its own name or a shareholder who hold an account with a nominee and has its identity reported to Euroclear Sweden AB. When determining which the largest shareholders are in terms of votes a group of shareholders shall be considered as one owner if they (i) have been organized as a group in the Euroclear system (or other reliable shareholder information) or (ii) have made public and notified the Company that they have made a written agreement to take - through the coordinated exercise of voting rights - a common long-term view on the management of the Company.

If one or more shareholders refrain from appointing a member of the nomination committee, the next shareholders in terms of ownership will be contacted with instructions to appoint a member of the nomination committee. In the case that several shareholders abstain their right to appoint a member of the nomination committee, the chair of the board shall not be required to contact more than 12 shareholders, unless it is necessary to obtain a nomination committee consisting of a minimum of four members (including the chair of the board).

The chair of the nomination committee shall, unless the members agree otherwise, be the member who has been appointed by the largest shareholder in terms of votes. No director of the board may be a member of the nomination committee.

A member shall leave the nomination committee if the shareholder who has appointed that member is no longer one of the five largest shareholders, after which new shareholders in terms of ownership will be offered to appoint a member. If there are no special reasons, however, no changes shall be made to the composition of the nomination committee if only minor changes in the number of votes have taken place or the change occurs later than three months before the annual general meeting. A shareholder who has appointed a member of the nomination committee has the right to, dismiss such member and appoint a new member of the nomination committee. If a member of the nomination committee resigns before the nomination committee has completed its assignment, for reasons other than set out above, the shareholder who has appointed the member shall be entitled to appoint a replacement member.

The nomination committee shall hold its mandate until a new nomination committee is appointed. No fees shall be paid to the members of the nomination committee.

The composition of the nomination committee or any changes thereof shall be published immediately.

The tasks of the nomination committee

The nomination committee is to promote the interests of all shareholders of the Company with respect to question within the tasks for the committee as set out in the Swedish Corporate Governance Code, including that the nomination committee shall prepare and propose decisions to shareholders' meetings on electoral and remuneration issues, and where applicable, procedural issues for the appointment of the subsequent nomination committee. The nomination committee shall propose:

- chair of the annual general meeting;
- candidates for the post of chair and other directors of the board;
- fees and other remuneration for board work to each director;
- fees to members of committees within the board;
- election and remuneration of the Company auditor; and
- principles for appointment of the nomination committee.

The chair of the board of directors shall, as part of the work of the nomination committee, keep the nomination committee informed about the work of the board of directors, the need for particular qualifications and competences, etc., which may be of importance for the work of the nomination committee.

The chair of the board shall ensure that the names of the members of the nomination committee, together with the names of the shareholders they have been nominated by, are published on the Company's website no later than six months before the annual general meeting.

If a member leaves the nomination committee during the year, or if a new member is appointed, the nomination committee shall ensure that such information, including information set out in the Swedish Corporate Governance Code about the new nomination committee member, is published on the website.

The nomination committee shall provide the Company with its proposals for board members or auditors in such time that the Company can present the proposals in the notice to the shareholders' meeting where an election is to take place.

The company shall, at the request of the nomination committee, provide personal resources to facilitate the work of the nomination committee. If necessary, the company shall also be responsible for reasonable costs for external consultants who are deemed necessary by the nomination committee for the nomination committee to fulfill its mandate.

The nomination committee's motivated opinion and a statement of the work of the nomination committee must be published on the Company's website in connection with convening the general meeting where director and/or auditor election shall take place.

The nomination committee shall ensure that the information set out in the Swedish Corporate Governance Code regarding candidates nominated for election or re-election to the board of directors is posted on the Company's website at the latest when the notice to the shareholders' meeting is issued.

Meetings etc.

The nomination committee shall meet when required to fulfill its duties, however at least once a year. Notice of a meeting is issued by the chair of the nomination committee (with the exception of the first meeting convened by the chair of the board). A member of the committee may request that the committee be convened.

The nomination committee has a quorum if at least half of the members participate. However, decisions on matters may not be made unless, as far as possible, all members have been given the opportunity to participate in the matter. As the nomination committee's decision, the opinion for which more than half of the members present is valid or, in the case of equal voting rights, the opinion supported by the chair of the nomination committee.

A member of the nomination committee may not unduly reveal to anyone what he/she has learned during the discharge of his/her assignment as a nomination committee member. The duty of confidentiality applies to oral as well as written information and applies also after the assignment has terminated.

Proposals to the nomination committee.

Shareholders shall be entitled to propose board members for consideration by the nomination committee. The nomination committee shall provide the Company with information on how shareholders may submit recommendations to the nomination committee. Such information shall be announced on the Company's website.

Changes to these principles and instructions

These principles and instructions shall apply until the general meeting resolves to change them after proposal from the nomination committee. The nomination committee shall continuously evaluate these principles and instructions as well as the work of the committee and submit proposals to the annual general meeting for such amendments to this instruction as the nomination committee deems appropriate.

* * * * *

Item 13: Presentation and approval of the board of directors' remuneration report

The board of directors proposes that the annual general meeting approves the remuneration report for the financial year 2023/2024.

The board of directors' remuneration report for 2023/2024

Introduction

This report describes how the guidelines for remuneration to senior executives of Embracer Group AB, adopted by the annual general meeting 2022 to be applicable until changed, however no longer that up until the annual general meeting 2026, were implemented in 2023/2024. The report also provides information on remuneration during 2023/2024 to the CEO, deputy CEO and remuneration to board members in addition to the ordinary board fee resolved by the annual general meeting. Embracer Group AB has no outstanding share-related and share price-related incentive plans, whereby information on such plans is not included. Embracer Group AB has not received any comments on previous remuneration reports to be considered in this report.

The report has been prepared in accordance with the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programs issued by the Stock Market Self-Regulation Committee.

Developments during 2023/2024

The CEO summarizes the company's overall performance in his statement on page 6 in the annual report 2023/2024.

The company's remuneration guidelines: scope, purpose and deviations

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer executives a competitive total remuneration. Under the remuneration guidelines, executive remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to financial or nonfinancial criteria. They may be individualized, quantitative or qualitative objectives. The criteria shall be designed to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The guidelines are found on pages 99-102 in the annual report 2023/2024. During 2023/2024, the company has complied with the applicable remuneration guidelines adopted by the general meeting 2022. No deviations from the guidelines have been decided and no derogations from the procedure for implementation of the guidelines have been made.

In addition to remuneration covered by the remuneration guidelines, the annual general meetings of the company can resolve on long-term share-related incentive plans and remuneration to the board of directors.

Total remuneration to the CEO, deputy CEO and relevant board members during 2023/2024

The table below describes the total remuneration (SEK) during 2023/2024 paid to the CEO, deputy CEO and board members who have received remuneration in addition to the remuneration resolved by the annual general meeting.

SEK	Fixed remuneration		Variable remuneration			Pension expense	Total remuneration	Proportion of fixed and variable remuneration
	Base salary	Other benefits	One-year	Multi-year	Extraordinary items			
Name of executive (position)								
Lars Wingefors (CEO)	975 536					197 888	1 173 424	100/0
Johan Ekström (Deputy CEO)	4 016 770					624 658	4 641 428	100/0
Kicki Wallje-Lund (chair of the board)*			850 000				850 000	73/27

* Base salary refers to remuneration of board fee and one-year refers to consultancy assignment

Application of performance criteria

None of the persons covered by this report receive any variable remuneration whereby performance criteria are not applicable.

Share-based remuneration

The company has no outstanding share related or share price related incentive programs.

Comparative information on the change of remuneration and company performance

Change of remuneration and company performance over the last five reported financial years (RFY) (kSEK)

tSEK	22/23 vs 23/24*	21/22 vs 22/23*	20/21 vs 21/22*	19/20 vs 20/21**	18/19 (15mån) vs 19/20	2017 vs 18/19***
CEO remuneration	0	0	0	0	-200	200
Deputy CEO remuneration	-900	2 200	2 400	300	600	0
Remuneration to the chair of the board****	-250	100	0	0	300	700
Group operating profit	-20 694 000	1 320 000	-3 184 000	1 712 600	-229 200	386 400
Average remuneration on a full time equivalent basis of employees***** of the parent company	302	216	-287	180	50	619
* Johan Ekström deputy CEO						
** Erik Stenberg deputy CEO						
*** No deputy CEO						
**** Information here concerns remuneration outside of board fee for consultancy assignment						
***** Excluding members of the group executive management						

Additional information is available in the annual report 2023/2024 or on Embracer Group AB's website.

Embracer Group AB's remuneration guidelines, which were adopted by the annual general meeting 2022, are available on www.embracer.com/governance/remuneration/. The auditor's statement regarding the company's compliance with the guidelines is available on www.embracer.com/governance/general-meetings/. No remuneration has been reclaimed.

Further information on remuneration to senior executives and other employees as well as agreements on severance pay is available in note 7 (Employees and Personnel Expenses) on pages 117-119 in the annual report 2023/2024. Additional information on remuneration to board members in addition to remuneration resolved by the annual general meeting is available in note 7 (Employees and Personnel Expenses) on pages 117-119 in the annual report 2023/2024.

Information on the work of the remuneration committee in 2023/2024 is set out in the corporate governance report available on pages 57-77 in the annual report 2023/2024.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 7 (Employees and Personnel Expenses) on page 117-119 in the annual report 2023/2024.

Karlstad 19 August 2024
Embracer Group AB
The board of directors



This is an literal translation of the Swedish original document

Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551) regarding whether the guidelines for remuneration to senior executives adopted by the annual general meeting of shareholders have been complied with

To the annual general meeting of shareholders in Embracer Group AB (publ), CIN 556582-6558

We have performed procedures to determine whether the Board of Directors and the Managing Director of Embracer Group AB (publ) have, for the financial year 2023-04-01–2024-03-31, complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on 21 September 2022 and 21 September 2023, respectively.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for compliance with the guidelines and for such internal control as the Board of Directors and the Managing Director determine is necessary to ensure compliance with the guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our procedures, to the annual general meeting of shareholders regarding as to whether the guidelines for remuneration to senior executives have been complied with. We conducted our procedures in accordance with FAR's recommendation, RevR 8 *Examination of remuneration to senior executives of some listed companies*. This recommendation requires that we comply with ethical requirements and have planned and performed the procedures to obtain reasonable assurance that the guidelines adopted by the annual general meeting of shareholders have, in all material aspects, been complied with. The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Embracer Group AB in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The procedures have involved the company's organisation for and documentation of matters pertaining to remuneration to senior executives, recent resolutions regarding remuneration and a selection of payments made to senior executives during the financial year. The procedures selected depend on the auditor's judgment, including the assessment of the risk that the guidelines have not, in all material aspects, been complied with. In making this risk assessment, the auditor considers the aspects of internal control relevant to compliance with the guidelines, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control

We believe that the procedures performed provide a reasonable basis for our opinion below.

Opinion

In our opinion, the Board of Directors and the Managing Director of Embracer Group AB (publ) have, for the year financial year 2023-04-01–2024-03-31, complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on 21 September 2022 and 21 September 2023, respectively.

Stockholm, 19 August 2024

Öhrlings Pricewaterhouse Coopers AB

Magnus Svensson Henryson
Authorised Public Accountant

Item 14: 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 to 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.

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 15: Resolution regarding authorization for the board to resolve on repurchase of own shares

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve on repurchase of own B shares on principally the following terms and conditions:

Purchases may be effected on Nasdaq Stockholm.

Purchases may be made up to a maximum number of B shares that the Company's holding of own shares corresponds to no more than one tenth of all shares in the Company.

Purchases of B shares may only be effected on Nasdaq Stockholm within the registered price interval at any given time, i.e., the range between the highest bid price and the lowest offer price. In the event that the acquisitions are effected by a member of the stock exchange as assigned by the Company, the price of own B shares may, however, correspond to the volume weighted average price during the time period within which the B shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range. Payment for the B shares shall be made in cash.

The main reason for possible purchases is to give the Company flexibility regarding its equity and thereby optimize the capital structure of the Company. Possible purchases may also enable own shares to be used as payment for, or financing of, acquisitions of companies or assets. In the board of directors' assessment, the authorization provides increased flexibility and may contribute to increased shareholder value.

The board of directors shall have the right to determine other conditions for purchases in accordance with the authorization.

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 execution of the resolution.

Item 16: Resolution regarding authorization for the board to resolve on transfer of own shares

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve on transfers of own shares up to the number of shares which, at any time, are held by the Company.

Transfer of own shares may be carried out to be used as payment for, or financing of, acquisitions of companies or assets. Transfer of own shares may be effected otherwise than on Nasdaq Stockholm at an estimated market value or according to agreement with sellers in connection with acquisitions and may deviate from the shareholders' preferential rights. Payment for transferred shares may be made in cash, in kind or through set-off. Transfer of own shares may also be carried out on Nasdaq Stockholm at a price within the registered price range at any given time or otherwise in accordance with applicable regulations.

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 execution of the resolution.