

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

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.