



Welcome to attend MAG Interactive AB (publ)'s Annual General Meeting

Stockholm, Sweden - 14 December 2020

MAG Interactive AB (publ) hereby gives notice of its annual general meeting to be held on Wednesday 20 January 2021. Due to the development of the COVID-19 pandemic, the annual general meeting will be held by way of a so-called postal voting procedure, meaning that no shareholders will attend the general meeting by physical presence, in person or by proxy. Instead, shareholders may participate in the annual general meeting by voting and asking questions in advance in accordance with the instructions below.

Participation

Any person is entitled to participate in the annual general meeting if they

are either entered in the share register maintained by Euroclear Sweden AB on Tuesday, 12 January 2021 or, if the shares are registered in the name of a nominee, temporarily have registered the shares on the record date for voting rights registrations which is on Thursday 14 January 2021;

and have notified the company at the latest on Tuesday, 19 January 2021. The exercising of voting rights in accordance with the postal voting procedure will be considered as a notice to attend the annual general meeting by the shareholder.

The personal data obtained from the share register maintained by Euroclear Sweden AB, the notification of participation at the annual general meeting and the information regarding proxies will be used for preparation of the voting register for the annual general meeting and, where applicable, minutes from the annual general meeting. The personal data will only be used for the annual general meeting 2021.

Nominee registered shares

In order to be entitled to participate at the annual general meeting, shareholders whose shares are registered in the name of a nominee through a bank or other nominee must re-register their shares in their own names. Such voting registration, which may be temporary, must be duly effectuated no later than four banking days before the general meeting, i.e. on Thursday 14 January 2021 to be considered in preparations of the share register. Shareholders should inform their nominees well in advance of this date.

Proxies, etc.

Shareholders who are represented by proxy, i.e. where the representative submits the postal vote or questions on behalf of the shareholder, must issue a proxy form for their proxy. If the proxy form has been issued by a legal entity, an attested copy of the certificate of registration of the legal entity evidencing its authority to issue the proxy form must be attached to the form. The proxy should be submitted together with the postal voting form.

Postal voting

The shareholders exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for postal voting. The form is available on www.maginteractive.com. A separate notification of attendance should not be made, as the postal voting form is considered as the notification of attendance to the general meeting.

The filled out and signed postal voting form, proxy form (if applicable) as well as any necessary authorisation documents, should be sent to Roschier Advokatbyrå, Att. Tilda Rosengren, Box 7358, 103 90, Stockholm, Sweden. The filled out and signed postal voting form may also be submitted electronically and shall in that case, together with the proxy form (if applicable) as well as any necessary authorisation documents, be sent to tilda.rosengren@roschier.com.

Further instructions and conditions are included in the form for postal voting.

Agenda

1. Opening of the meeting and election of the chairman of the annual general meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the parent company's annual report and auditor's report, as well as the consolidated financial statements and the auditor's report.

7. Resolutions to adopt the parent company's income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet.
8. Resolutions to allocate the company's profit or loss in accordance with the approved balance sheet.
9. Resolution to discharge the board members and the CEO from liability.
10. Determination of:
 - A. The number of board members to be appointed by the annual general meeting.
 - B. The number of auditors and alternate auditors to be appointed by the annual general meeting.
11. Determination of:
 - A. The fees to be paid to the board members.
 - B. The fees to be paid to the auditors.
12. Election of chairman of the board of directors and other board members.
13. Election of auditors.
14. Resolution to adopt guidelines for remuneration for the CEO and executive management.
15. Resolution to grant the board of directors the authority to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders.
16. Resolution regarding (a) a long-term employee stock option program; (b) issue of warrants; and (c) transfer of shares and/or warrants.
17. Resolution regarding a long-term warrant program and issue of warrants.
18. Resolution to change the articles of association.
19. Closing of the annual general meeting.

Resolutions proposed by the board of directors

Item 2 - Preparation and approval of the voting register

The voting list which is proposed to be approved under item 2 shall be the voting list drawn up by Roschier Advokatbyrå at the request of the MAG Interactive based on the meeting's share register and postal votes received. The list shall be controlled by the persons verifying the minutes.

Item 4- Election of one or two persons to verify the minutes.

It is proposed that the following persons be elected to verify the minutes:

- A. Henrik Sandell, representing Didner & Gerge Fonder.
- B. Ulrik Grönvall, representing Swedbank Robur Fonder.

Item 8 – Resolutions to allocate the company's loss in accordance with the approved balance sheet

The board of directors proposes that no dividend is paid and that the loss for the year is carried forward.

Item 14 – Resolution to adopt guidelines for remuneration for the CEO and executive management

The board of directors proposes that guidelines for remuneration for the CEO and executive management should entail that remuneration to the executive management team shall be in accordance with market standards to secure the company's ability to attract and maintain competent leaders. The total remuneration for the executive management team shall consist of a fixed salary, long term incentives, variable salary and other benefits, such as non-monetary benefits, as well as pensions and insurances.

Item 15 – Resolution to grant the board of directors the authority to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders

The board of directors proposes that the shareholders adopt a resolution at the annual general meeting granting the board of directors the authority, on one or more occasions, for the period until the next annual general meeting, to issue new shares, either applying or disapplying shareholders' pre-emption rights.

If the board of directors resolves to issue new shares disapplying the shareholders' pre-emption rights, the reason for this must be to implement an acquisition agreement, or, alternatively, to procure capital for such acquisition.

The number of shares issued by virtue of the authority may not exceed an increase of ten (10) per cent of the share capital based on the share capital of the company on the date of the annual general meeting.

Item 16 – Resolution regarding a long-term employee stock option program, issue of warrants and transfer of shares and/or warrants

The board of directors proposes that the annual general meeting resolves on (A) a long-term employee stock option program (the "**Employee Stock Option Program 2021/2024**"), (B) issuance of warrants and (C) transfer of shares and/or warrants, in accordance with the below.

Background and rationale

The board of directors considers it to be in the interest of the company and the shareholders that the employees of the company are made part of the company's development by being offered employee stock options in a new incentive program. The reasons for the proposal are to contribute to the possibilities to retain and attract qualified personnel and to increase motivation of the employees of the company by being involved in and working for a positive value increase of the company's shares during the period covered by the Employee Stock Option Program 2021/2024.

In light of the terms and conditions, size of allotment and other circumstances, the board of directors considers the Employee Stock Option Program 2021/2024, in accordance with the below, to be reasonable and advantageous for the company and its shareholders.

A. The board of directors' proposal for implementation of the Employee Stock Option Program 2021/2024

The board of directors proposes that the annual general meeting of the company resolves to implement the Employee Stock Option Program 2021/2024 mainly in accordance with the following terms:

In total, the Employee Stock Option Program 2021/2024 shall consist of no more than 264,947 employee stock options, entitling to subscription for an equal number of shares, in accordance with the below.

Each employee stock option entitles the holder to

- a. acquire one (1) new share in the company against cash consideration ("**Cash Exercise**"). The acquisition of shares by way of Cash Exercise shall be done at an exercise price per share corresponding to 150 per cent of the volume-weighted average trading price of MAG Interactive AB (publ)'s share on Nasdaq First North during the period from 21 January 2021 up to and including 29 January 2021 (whereby the calculated exercise price shall be rounded to the nearest even hundredth of a krona, whereupon 0.005 krona will be rounded up), or
- b. acquire shares in the company by way of so-called cashless exercise ("**Cashless Exercise**") whereby the holder, by payment of the quota value of the shares, acquires such number of shares whose value corresponds to the market value of the total number of shares that employee stock options held entitle to, increased by the paid quota value and decreased by the total exercise price for the corresponding number of shares according to the employee stock options.

Market value per share in the above mentioned formula in (b) shall correspond to the volume-weighted average trading price of the shares of MAG Interactive AB (publ) on Nasdaq First North during the 10 days of trading preceding the day of exercising the options.

The exercise price and the number of shares that each employee stock option entitles to may be subject to recalculation in the event of a bonus issue, split, rights issue, etc., wherein the recalculation terms in the complete terms and conditions of the warrants shall be applied.

The Employee Stock Option Program 2021/2024 shall, in accordance with the below, be offered to: (i) all employees of the company (including employees in MAG Games Ltd) as of 31 January 2021 (approximately 85 persons), excluding the company's executive management.

Participants	Total maximum number of employee stock options
Employees (excluding executive management)	264,947

Notice of participation in the Employee Stock Option Program 2021/2024 shall have been received by the company on 26 February 2021 at the latest, and the board of directors shall be entitled to extend this time period. The allotment of employee stock options to participants shall be made promptly after the expiration of the notification period. Allotment requires that the participant or the company has not terminated the employment at the time of the allotment.

The allotted employee stock options will be vested over a three-year period in accordance with the following:

- a. 1/3 of the allotted employee stock options will be vested on 1 March 2022;
- b. 1/3 of the allotted employee stock options will be vested on 1 March 2023; and
- c. 1/3 of the allotted employee stock options will be vested on 1 March 2024.

Vesting is accelerated, under certain conditions, in case of a merger in which the company is

absorbed by another company or in case of a public offer for all shares in the company whereby the offeror acquires more than 2/3 of the shares in the company, including shares that the offeror or a closely related party to the offeror acquire outside, but in connection with, the offer.

Vesting requires that the participant is still employed by the company and that the employee has not terminated the employment as of the date when the relevant vesting occurs. If a participant ceases to be employed or terminates the employment before a vesting date, the already vested employee stock options can be exercised on the ordinary date of exercise in accordance with the below, but further vesting will not take place. However, if the employee's employment expires due to termination by the company for any other reason than scarcity of work (Sw. *arbetsbrist*) or termination by the company without a valid reason (Sw. *utan saklig grund*), also vested options will expire.

The employee stock options shall not constitute securities and shall not be transferable or pledgeable. However, the rights under the employee stock options are transferred to the estate in connection with the death of a participant.

The employee stock options shall be allotted without consideration.

The holders can exercise allotted and vested employee stock options during the period from and including 1 April 2024 up to and including 1 May 2024. The board of directors may, in individual cases, extend the exercise period to no later than 3 June 2024 if the holder, due to applicable rules, cannot exercise the options during the initial exercise period.

Regarding employees resident outside of Sweden, participation requires that such participation is in accordance with applicable laws, and that the board of directors, in its sole discretion, consider it to be possible with reasonable administrative and economic efforts.

The employee stock options shall be governed by separate agreements with each participant. The board of directors shall be responsible for the preparation and management of the Employee Stock Option Program 2021/2024 within the above mentioned substantial terms.

B. The board of directors' proposal for an issue of warrants

In order to enable the company's delivery of shares under the Employee Stock Option Program 2021/2024 as well as to enable the participants' choice between Cash Exercise and Cashless Exercise, the board of directors proposes that the annual general meeting resolves to issue warrants in two series in accordance with the following:

- i. issuance of not more than 264,947 warrants of series 2021/2024:1, free of charge, to a wholly owned subsidiary of MAG Interactive AB (publ) (the "**Subsidiary**"), as well as
- ii. issuance of not more than 264,947 warrants of series 2021/2024:2, free of charge, to the Subsidiary.

Each warrant of series 2021/2024:1 and series 2021/2024:2 entitles the holder to subscription for one (1) share in MAG Interactive AB (publ) during the period from 1 February 2021, or the later date on which the warrants are registered, up to and including 22 July 2024. Subscription for new shares by way of exercising warrants of series 2021/2024:1 shall be made at a price per share corresponding to 150 per cent of the volume-weighted average trading price of MAG Interactive AB (publ)'s share on Nasdaq First North during the period from 21 January 2021 up to and including 29 January 2021 (whereby the calculated subscription price shall be rounded to the nearest even hundredth of a krona, whereupon 0.005 krona will be rounded up). The subscription price may not be less than the quota value of the shares. Subscription for new shares by way of exercising warrants of series 2021/2024:2 shall be made at a price per share of SEK 0.025974, which corresponds to the quota value of the shares. The exercise price and the number of shares that each warrant of series 2021/2024:1 and series 2021/2024:2 entitles may be subject to recalculation in the event of a bonus issue, share split, rights issue, etc., wherein the recalculation terms in the complete terms and conditions of the warrants shall be applied. The subscription of warrants of series 2021/2024:1 and series 2021/2024:2 shall be made no later than on 9 April 2021. However, the board of directors shall be entitled to extend the subscription period. There can be no over-subscription.

If the warrants of series 2021/2024:1 and series 2021/2024:2 are exercised in full, the share capital will increase by SEK 13,763.480520. However, since the warrants are intended to secure delivery of shares in the Employee Stock Option Program 2021/2024 as well as enable the participants' choice between Cash Exercise or Cashless Exercise, the Subsidiary will not exercise more than 264,947 warrants (of either series), which corresponds to the maximum number of employee stock options in the Employee Stock Option Program 2021/2024, entailing that the company's share capital will not increase by more than SEK 6,881.740260 if the Employee Stock Option Program 2021/2024 is exercised in full.

C. The board of directors' proposal for approval of transfer of shares and/or warrants

The board of directors proposes that the annual general meeting resolves to approve that the Subsidiary may transfer shares and/or warrants of series 2021/2024:1 and series 2021/2024:2 to the participants in the Employee Stock Option Program 2021/2024 in connection with the exercising of the employee stock options in accordance with the terms set out in section A.

Dilution effect, market value, costs, etc.

The board of directors' proposal to resolve on issuance of warrants entails a dilution effect corresponding to a maximum of approximately 2 per cent of the shares and votes in the company if the proposed warrants are exercised in full. However, since the warrants are intended to secure delivery of shares in the Employee Stock Option Program 2021/2024 as well as enable the participants' choice between Cash Exercise or Cashless Exercise, the Subsidiary will not exercise more than 264,947 warrants (of either series), which corresponds to the maximum number of employee stock options in the Employee Stock Option Program 2021/2024, entailing a maximum dilution effect of approximately 1 per cent. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. As presented above, in section B, the maximum number of warrants will not have to be exercised in order to enable the company to deliver the shares in the Employee Stock Option Program 2021/2024. Residual warrants will be cancelled and as such not result in any dilution effect for the shareholders.

The Employee Stock Option Program 2021/2024 is expected to have only marginal effects on the company's key ratios.

The board of directors' assessment is that the Employee Stock Option Program 2021/2024 will trigger costs mainly related to administration, accounting salary costs and social security contributions.

The total costs for administration are estimated to amount to approximately SEK 200,000.

The employee stock options do not have a market value since they are not transferable. However, the board of directors have calculated a

theoretical value of the employee stock options in accordance with the Black & Scholes valuation formula. Based on an, from the time of the board of directors' proposal, unchanged share price of SEK 24.39, an assumed exercise price of SEK 36.585, an assumed volatility of 40 per cent, risk free interest of -0.3 per cent, dividend yield of 0 per cent and illiquidity discount of 20 per cent, the value of the employee stock options in the Employee Stock Option Program 2021/2024 is according to this formula approximately SEK 2.72 per employee stock option. The transfer restrictions have not been taken into consideration in this valuation. Assuming that 100 per cent of the employee stock options in the Employee Stock Option Program 2021/2024 will be vested, the accounting costs for the options are calculated to amount to approximately SEK 720,656 during the period 2021-2024, based on the option's actual value at the start of the program.

The total costs for social security contributions during the vesting period will depend on the number of employee stock options that will be vested and the value of the benefit that the participant will receive. When assuming that 100 per cent of the employee stock options will be vested and with an assumed exercise price of SEK 36.585 and an assumed share price of SEK 48.78 when the options are exercised, the total costs for social security contributions will amount to approximately SEK 783,054. The costs for social security contributions will be recognised during the vesting period based on the value changes of the stock options.

All of the above calculations are preliminary and aim only to present an example of the potential costs that the Employee Stock Option Program 2021/2024 may incur. Actual costs may therefore deviate from the above calculations.

Previous incentive programs in MAG Interactive AB (publ)

The company currently has one ongoing warrant program and two ongoing employee stock option programs for key employees and other employees. These previously approved incentive programs are, together with the Warrant Program 2021/2024 (item 17), and Employee Stock Option Program 2021/2024, expected to entail a dilution of approximately 5.94 per cent of the total number of outstanding shares if all outstanding and proposed warrants are exercised in full. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. The costs of the incentive programs are expected to amount to approximately SEK one million in total. For a more detailed description of the company's other share related incentive programs, reference is made to the annual report for the financial year 2019/2020.

Preparation of the proposal

The proposal has been prepared by the board of directors together with external advisors.

Item 17 – Resolution regarding a long-term warrant program and issue of warrants

The board of directors proposes that the annual general meeting resolves on a long-term warrant program ("**Warrant Program 2021/2024**") and issuance of warrants, in accordance with the below.

Background and rationale

The board of directors considers it to be in the interest of the company and the shareholders that certain members of the executive management of the company are made part of the company's development by being offered warrants in a new incentive program. The reasons for the proposal are to contribute to the possibilities to retain and attract qualified personnel and to increase motivation for the executive management of the company by being involved in and working for a positive value increase of the company's shares during the period covered by the Warrant Program 2021/2024.

In light of the terms and conditions, size of allotment and other circumstances, the board of directors considers the Warrant Program 2021/2024, in accordance with the below, to be reasonable and advantageous for the company and its shareholders.

It is the board of directors' intention to, at the time of exercise of the warrants, resolve to offer the participants of the Warrant Program 2021/2024 a cashless exercise by way of a buy-back of warrants.

The board of directors' proposal for implementation of the Warrant Program 2021/2024 and issue of warrants

The board of directors proposes that the annual general meeting of the company resolves to issue warrants and implement the Warrant Program 2021/2024 mainly in accordance with the following terms:

In total, the Warrant Program 2021/2024 shall consist of no more than 264,947 warrants. Therefore, the board of directors proposes that the annual general meeting resolves to issue no more than 264,947 warrants of series 2021/2024:3.

The right to subscribe to no more than 264,947 warrants in Warrant Program 2021/2024 shall, in accordance with the below and with deviation from the shareholders' pre-emption rights, be granted to the participants in the Warrant Program 2021/2024, which comprises of the company's executive management and certain members of the executive management in the company's subsidiary Sventertainment AB, however excluding the founders of MAG Interactive AB (publ) (Daniel Hasselberg, Kaj Nygren and Johan Persson).

Each warrant of series 2021/2024:3 entitles to subscription for one (1) share in MAG Interactive AB (publ) during the period from 1 April 2024 up to and including 3 June 2024. Subscription for new shares by way of exercising warrants of series 2021/2024:3 shall be made at a price per share corresponding to 150 per cent of the volume-weighted average trading price of MAG Interactive AB (publ)'s share on Nasdaq First North during the period from 21 January 2021 up to and including 29 January 2021 (whereby the calculated exercise price shall be rounded to the nearest even hundredth of a krona, whereupon 0.005 krona will be rounded up). The subscription price may not be less than the quota value of the shares. The subscription price and the number of shares that each warrant of series 2021/2024:3 entitles may be subject to recalculation in the event of a bonus issue, split, rights issue, etc., wherein the recalculation terms in the complete terms and conditions of the warrants shall be applied. If the warrants of series 2021/2024:3 are exercised in full the share capital will increase by SEK 6,881.740260. Subscription and payment of the warrants shall take place on 12 February 2021. However, the board of directors shall be entitled to extend the subscription and payment period. There can be no over-subscription.

The warrants of series 2021/2024:3 shall be issued at a subscription price corresponding to the market value, calculated in accordance

with the Black & Scholes valuation formula by an independent valuation firm appointed by the company, Svalner Skatt & Transaktion, immediately after the expiration of the measurement period on 29 January 2021. An example calculation according to the Black & Scholes formula based on an unchanged share price of SEK 24.39 result in a value of SEK 2.72 per warrant, whereby the following input have been used in the Black & Scholes calculation:

Exercise price:	SEK 36.585 (150% of the share price of SEK 24.39)
Risk-free interest:	-0.3%
Volatility:	40%
Duration (years):	3
Dividend yield:	0%
Illiquidity discount:	20%

The above calculation is only an example and the warrant value according to the final calculation that will be carried out by Svalner Skatt & Transaktion immediately after the expiration of the measurement period on 29 January 2021 may deviate from the above.

The warrants shall be governed by separate agreements between each participant and the company (or a subsidiary designated by the company). In the agreement, the participant undertakes to only exercise held warrants during the period from 1 April 2024 up to and including 1 May 2024 whereby the board of directors may, in individual cases, extend the exercise period up to and including 3 June 2024 if the participant, due to applicable rules, cannot exercise the warrants during the initial exercise period. In the agreement, the company also reserves the right to, under certain conditions, purchase the warrants from the participant if the participant's employment or assignment within the company terminates or if the participant wishes to transfer the warrants. Such purchase shall be made at the lower of the cost of acquisition of the warrants or the market value of the warrants. With the exception of purchases in connection with dismissal from employment (Sw. *avskedande*) or termination due to personal reasons (Sw. *uppsägning av personliga skäl*), the right of the company to purchase the warrants expires on 31 March 2024, or, under certain conditions, at an earlier date in case of a merger where the company is absorbed by another company or in case of a public offer for all shares in the company. The agreements will otherwise contain customary terms wherein some minor differences may occur due to national legal requirements.

The board of directors shall be responsible for the preparation and management of the Warrant Program 2021/2024 within the above mentioned substantial terms.

Dilution effect and costs, etc.

The board of directors' proposal to resolve on issuance of warrants entails a dilution effect corresponding to a maximum of approximately 1 per cent of the shares and votes in the company if the proposed warrants are exercised in full. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. The Warrant Program 2021/2024 is expected to have only marginal effects on the company's key ratios.

The board of directors' assessment is that the Warrant Program 2021/2024 will trigger costs mainly related to administration. The board of directors' assessment is that the Warrant Program 2021/2024 will not trigger any costs related to social security.

The total costs for administration are estimated to amount to approximately SEK 200,000.

Previous incentive programs in MAG Interactive AB (publ)

The company currently has one ongoing warrant program and two ongoing employee stock option programs for key employees and other employees. These previously approved incentive programs are, together with the Employee Stock Option Program 2021/2024 (item 16), and the Warrant Program 2021/2024, expected to entail a dilution of approximately 5.94 per cent of the total number of outstanding shares if all outstanding and proposed warrants are exercised in full. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. The costs of the incentive programs are expected to amount to approximately SEK one million in total. For a more detailed description of the company's other share related incentive programs, reference is made to the annual report for the financial year 2019/2020.

Preparation of the proposal

The proposal has been prepared by the board of directors together with external advisors.

Item 18 – Resolution to change the articles of association

The board of directors propose that the general meeting resolves to change the Swedish version of § 1 of the articles of association as follows:

Current wording:

Bolagets firma är MAG Interactive AB (publ).

Proposed wording:

Bolagets företagsnamn är MAG Interactive AB (publ).

The board of directors also propose that the general meeting resolves to change § 9 of the article of association as follows:

Current wording:

Shareholders wishing to participate in the proceedings of the general meeting shall both be included in the print-out or other presentation of the full share register reflecting the circumstances five working days prior to the general meeting and shall give notice of their attendance to the company by the date specified in the notice convening the meeting. The latter day shall not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be more than five working days before the meeting.

At a general meeting shareholders may be accompanied by one or two assistants, although only if the shareholder has given notification of this as specified in the previous paragraph.

Proposed wording:

Shareholders wishing to participate in the proceedings of the general meeting shall give notice of their attendance to the company by the date specified in the notice convening the meeting. The latter day shall not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be more than five working days before the meeting.

At a general meeting shareholders may be accompanied by one or two assistants, although only if the shareholder has given notification of this as specified in the previous paragraph.

Resolutions proposed by the Nomination Committee

MAG Interactive AB (publ)'s nomination committee, which consists of the chairman of the nomination committee Kaj Nygren (NMO Invest AB and Playful Days AB), Johan Persson (RSUV AB, Fredrik Stenh and Anders Larsson), Joachim Spetz (Swedbank Robur Fonder) and Henrik Sandell (Didner & Gerge Fonder), who together represent approximately 59.5 per cent of the voting rights in respect of all shares in the company, and the chairman of the board of directors, Birgitta Stymne Göransson, proposes the following.

Item 1 – Chairman of the annual general meeting

Birgitta Stymne Göransson is proposed as chairman of the annual general meeting 2021.

Item 10A – Number of board members

The nomination committee proposes that the number of board members elected at the annual general meeting shall be six and that no deputy board members shall be appointed.

Item 10B – Number of auditors and alternate auditors

The nomination committee proposes that a registered auditing firm shall be appointed as auditor and that no deputy auditors shall be appointed.

Item 11A – Fees to the board of directors

It is proposed that the following fees shall be paid to the board of directors:

- Chairman of the board of directors: SEK 400,000.
- Other board members not employed by the company: SEK 200,000.

Item 11B – Fees to the auditor

It is proposed that fees are paid to the company's auditors upon approval of their invoices.

Item 12 – Election of chairman of the board of directors and other board members

The nomination committee proposes that the following board members are elected for the period until the end of the next annual general meeting:

Re-election of each of the board members Daniel Hasselberg, Teemu Huhtanen, Andras Vajlok, Taina Malén and Asbjørn Søndergaard, and election of Jonas Eriksson as new board member. Birgitta Stymne Göransson has informed the committee that she will not be available for re-election.

It is proposed that Jonas Eriksson is elected as chairman of the board of directors.

Item 13 – Election of auditors

Based on the audit committee's recommendation it is proposed that PricewaterhouseCoopers AB is elected as auditor for the period until the end of the next annual general meeting. Subject to the approval by the general meeting of the nomination committee's proposal, PricewaterhouseCoopers AB has informed that authorised public accountant Niklas Renström will continue as auditor-in-charge.

Other information

Shares and voting rights

MAG Interactive AB (publ)'s share capital amounts to SEK 688,172.805219 divided into 26,494,653 shares. All shares are of the same class and one (1) share entitles the holder to one (1) vote at general meetings.

Majority rules

The resolution proposed by the board of directors in item 15 and 18 on the agenda will only be validly adopted if shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the meeting vote in favour of the resolution. A resolution pursuant to item 16 and 17 on the agenda will only be validly adopted if shareholders holding no less than nine tenths (9/10) of both the votes cast and the shares represented at the meeting vote in favour of the resolution.

Questions for the board of directors and CEO

The board of directors and the CEO shall, if any shareholder so requests, and the board considers that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda or the company's financial situation, both with regard to the company's relationship with another group company, or with regard to the consolidated accounts. A request for such information shall be made in writing to the company no later than ten days before the annual general meeting, i.e. no later than 10 January 2021, to Roschier Advokatbyrå, Attention: Tilda Rosengren, Box 7358, 103 90, Stockholm, Sweden, or by email to tilda.rosengren@roschier.com. The information will be provided by the company by being available on the company's website and at the company no later than 5 January 2021. The information will also be sent to the shareholders who have requested it and stated their address.

Further information

Information about all of the individuals proposed as members of MAG Interactive AB (publ)'s board of directors, information about the proposed auditor, the justified statements by the nomination committee regarding the proposed board members, and the nomination committee's complete proposals can be found on the company's website, www.maginteractive.com, and will be sent free of charge to shareholders who request the company to do so.

Complete proposals and related documents regarding items 14, 15, 16, 17 and 18 on the agenda, concerning guidelines for remuneration to the CEO and executive management, authority for the board of directors to issue new shares, Employee Stock Option Program 2021/2024, Warrant Program 2021/2024 as well as change of the articles of association are available at the company and on the company's website, www.maginteractive.com, and will be sent free of charge to shareholders who request the company to do so.

Accounting documents and the auditor's report will be made available at the company and on the company's website, www.maginteractive.com, no later than on 30 December 2020, and will be sent free of charge to shareholders who request the company to do so.

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About MAG Interactive

MAG Interactive is a leading mobile game developer focused on casual social games. With passionate, creative teams and a data-driven business model, MAG delivers world-class gaming experiences to millions of players worldwide. MAG's expertise in word games and trivia, has created a catalog of games, including Ruzzle, Word Domination, WordBrain and QuizDuel, that have been downloaded over 250 million times. MAG has offices in Stockholm and Brighton and was listed in 2017 on the Nasdaq First North Premier Growth Market with the ticker MAGI. FNCA Sweden AB is appointed Certified Advisor to MAG Interactive. Email: info@fnca.se. Telephone: +46 (0)8-528 00 399. For more information visit www.maginteractive.com