

PRESS RELEASE

02 May 2023 23:21:00 CEST

Notice to attend the annual general meeting in Zordix AB (publ)

The shareholders of Zordix AB (publ), reg.no 556778-7691 (the "Company"), are hereby convened to the annual general meeting on 8 June 2023 15.00 CEST at Convendum, Kungsgatan 9, 111 43, Stockholm, Sweden. Registration begins at 14.45 CEST.

RIGHT TO PARTICIPATE AND REGISTRATION

Shareholders who wish to attend the general meeting shall

- be entered in the share register maintained by Euroclear Sweden AB on 30 May 2023, and;
- notify the Company of their attendance at the general meeting by 1 June 2023 at the latest, by e-mail to ir@zordix.com. In the notification, the shareholder must state his/her name, personal or registration number, address, and telephone number and, if applicable, the name of an assistant (maximum 2).

INFORMATION ON POSTAL VOTING

The Company has, relying on § 10 in the Articles of Association, resolved that shareholders, prior to the general meeting, shall be able to exercise their voting right by postal voting. The digital form for postal voting will be available on the Company's website (www.zordix.com) no later than three weeks before the general meeting. The complete form must be received by the Company no later than 1 June 2023. Further instructions can be found in the form. Please note that registration of shares in your own name (if the shares are nominee-registered) and notification to the meeting must have been made even if the shareholder chooses to vote by post or by proxy.

NOMINEE REGISTERED SHARES

Shareholders who have had their shares registered by a nominee through a bank or investment institution must have their shares registered in their own name in order to be entitled to attend the general meeting. Such registration may be temporary (so-called voting registration) and is requested from the trustee in accordance with the trustee's procedures. Registrations of voting rights made (registered with Euroclear Sweden AB) no later than 1 June 2023 will be taken into account in the preparation of the share register.

PROXY

Shareholders represented by proxy must issue a written power of attorney for the proxy, signed and dated by the shareholder. The period of validity of the proxy may not exceed five years if specifically stated. If no period of validity is indicated, the proxy shall be valid for a maximum of one year. If the proxy is issued by a legal person, a copy of the certificate of registration or equivalent of the legal person must be attached. The original proxy and any certificate of registration should be sent to the Company in good time before the general meeting. The proxy form will be available on the Company's website (www.zordix.com) at least three weeks before the general meeting.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements
8. Resolution on:
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
 - b) allocation of the Company's profit or loss according to the adopted balance sheet
 - c) discharge from liability for the members of the board of directors and the CEO
9. Determination of the remuneration to the board of directors and auditors
10. Election of the board of directors, chairman of the board of directors and auditor
11. Resolution to amend the articles of association
12. Resolution to change the name of the Company
13. Resolution to amend the articles of association
14. Resolution to approve the board of directors' resolution to issue new shares to the sellers of Merge Games
15. Resolution approve the board of directors' resolution to issue new shares to the sellers of Maximum Games and MG Team Inc
16. Resolution to approve the board of directors' resolution to issue new shares to the sellers of Just For Games
17. Proposal for guidelines for the composition of the nomination committee and instructions to the nomination committee
18. Resolution on an authorisation for the board of directors to decide on an issue of

shares, warrants, and convertibles

19. Resolution to authorise the board of directors to make minor adjustments to the resolutions passed at the general meeting

20. Closure of the meeting

PROPOSED RESOLUTIONS

Item 2 – Election of the chairman of the meeting

The nomination committee proposes that Stefan Lindeberg, is elected as chairman at the meeting.

Item 8b – Resolution on allocation of the Company's profit or loss according to the adopted balance sheet

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

Item 9 – Determination of remuneration to the board of directors and auditors

The nomination committee proposes that that remuneration to each of the board members shall be paid with SEK 234,000 per year. Furthermore, it is proposed that remuneration to the chairman of the board of directors shall be paid with SEK 468,000 per year. The total remuneration to the board of directors shall not be more than SEK 2 million. Board members that are operative within the Company shall not receive any remuneration.

The auditor's fee is proposed to be paid according to approved invoice.

Item 10 – Election of the board of directors, chairman of the board of directors and auditor

The nomination committee proposes the re-election of Stefan Lindeberg, Stefan Lampinen, and David Eriksson. Matti Larsson rejects re-election.

The nomination committee proposes election of Christina Seelye, Karla Martin and Petter Hjertstedt as new members of the board of directors.

Stefan Lindeberg is proposed as chairman of the board.

Christina Seelye

Christina Seelye is the CEO of Zordix AB (publ) and founder of Maximum Games. She has more than 20 years experience from various leading positions in the software and gaming industry.

Karla Martin

Karla Martin is a seasoned operational executive, strategist and business advisor. She has held executive leadership roles across large organizations (Google, Booz Allen Hamilton), entrepreneurial ventures (Shopkick, Inspired Luxe), venture capital (Whitespace Partners), and early and mid stage startups. She holds a law degree from Harvard University.

Petter Hjertstedt

Petter Hjertstedt is the Chief Financial Officer of Tethys Oil AB since September 2020. He holds a Msc in Business Administration from Linköping University and has more than 15 years' experience in banking and finance.

The nomination committee further proposes that the registered accounting firm Öhrlings PricewaterhouseCoopers AB ("**PwC**") is re-elected as auditor for the period until the end of the next annual general meeting with Nicklas Renström as auditor in charge.

No remuneration for committee work is proposed.

Item 11 – Resolution to amend the articles of association

The board of directors proposes that the general meeting resolves to amend the articles of association for the purpose of (i) change the registered office of the Company from Västerbottens län, Umeå kommun to Stockholms kommun, Stockholms län, and (ii) include the possibility to re-classify shares of Series A to shares of Serie B in accordance with the below.

Current wording

§ 2 Registered office of the board of directors

The registered office of the board of directors shall be in the county of Västerbotten, the municipality of Umeå.

Proposed wording

§ 2 Registered office of the board of directors

The registered office of the board of directors shall be in the county of Stockholm, the municipality of Stockholm.

§ 8 Notice of general meeting

Notice convening an annual general meeting as well as notice convening an extraordinary general meeting for which amendments of the articles of association have been proposed shall be published no earlier than six weeks and no later than four weeks before the meeting. Notice convening other general meetings shall be published no earlier than six weeks and no later than two weeks before the meeting. Notice convening a general meeting shall be issued through announcement in the Swedish Official Gazette as well as on the Company's website. An announcement to the effect that notices convening a general meeting has been issued shall be made in Dagens Industri. General meetings are held where the Company has its registered office or in Stockholm County, Stockholm Municipality.

§ 8 Notice of general meeting

Notice convening an annual general meeting as well as notice convening an extraordinary general meeting for which amendments of the articles of association have been proposed shall be published no earlier than six weeks and no later than four weeks before the meeting. Notice convening other general meetings shall be published no earlier than six weeks and no later than two weeks before the meeting. Notice convening a general meeting shall be issued through announcement in the Swedish Official Gazette as well as on the Company's website. An announcement to the effect that notices convening a general meeting has been issued shall be made in Dagens Industri.

New Item

§ 15 Conversion Shares of series A may be converted to shares of series B. A request for conversion must be made in writing to the company's board of directors and must indicate the number of shares requested to be converted and, where the conversion does not apply to the owner's entire holding of shares series A, which of these shares are subject to the conversion. The conversion shall be reported for registration without delay and the conversion is affected when it has been registered and noted in the share register.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting

Item 12 – Resolution to change the name of the Company

The board of directors proposes that the general meeting change the Company name in accordance with the following suggestions.

1. Maximum Entertainment AB
2. MaxEnt AB
3. Maximum Ent. AB
4. MaximumEnt AB

In the event that first suggestion is not possible to register with the Swedish Company Registration Office, the next name in order shall be filed for registration as the new Company name, and so on.

Resolutions under this item are subject to and conditional upon the general meeting also resolving to approve the new articles of association under Item 13.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

Item 13 – Resolution to amend the articles of association

The board of directors proposes that the general meeting resolves to amend the articles of association for the purpose of fulfilling the resolution by the general meeting to change the name of the Company, in accordance with Item 12 above.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

Item 14 – Resolution to approve the board of directors' resolution to issue new shares to the sellers of Merge Games

The board of directors proposes that the annual general meeting resolves to approve the board of directors' resolution from the 12 January 2023 on a private placement in respect of not more than 1,946,948 Class B shares, entailing an increase in the share capital of not more than SEK 194,694.80. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall vest in Luke Keighran and Joanne Keighran. The reason for not applying the shareholders' pre-emption rights is to allow for payment of Earn-out in accordance with the terms of the Company's Sale and Purchase Agreement for the acquisition of Merge Games Ltd.

2. A subscription price of SEK 8.96 shall be paid for each share subscribed for. The subscription price corresponds to the volume-weighted average price of the Company's share during the last 20 trading days prior to the date of the board's resolution and is deemed to be fair market value. Payment shall be made by set-off of a claim.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription for the newly-issued shares shall take place on the date of the resolution to issue new shares. Payment for the shares subscribed for shall be made at the time of subscription by signing the subscription list.
5. The board of directors shall be entitled to extend the subscription period and the time for payment.
6. The new shares entitle the holder to a dividend as from the date on which the shares are entered in the share register.
7. The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 15 – Resolution to approve the board of directors' resolution to issue new shares to the sellers of Maximum Games and MG Team Inc

The board of directors proposes that the annual general meeting resolves to approve the board of directors' resolution from the 2 May 2023 on a private placement in respect of not more than 3,216,802 Class B shares, entailing an increase in the share capital of not more than SEK 321,680.20. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall vest in Christina Seelye and Thierry Bonnefoi. The reason for the deviation from the shareholders' preemptive right is to allow for payment of Earn-out in accordance with the terms of the Company's Share Purchase Agreement for the acquisition of Maximum Games, Inc and MG Team, Inc.
2. A subscription price of SEK 14.43 shall be paid for each share subscribed for. The subscription price corresponds to the volume-weighted average price of the Company's share during the last ten (10) trading days prior to the date of the issue and is deemed to be fair market value. Payment shall be made by set-off of a claim.

3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription for the newly-issued shares shall take place on the date of the resolution to issue new shares. Payment for the shares subscribed for shall be made at the time of subscription by signing the subscription list.
5. The board of directors shall be entitled to extend the subscription period and the time for payment.
6. The new shares entitle the holder to a dividend as from the date on which the shares are entered in the share register.
7. The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 16 – Resolution to approve the board of directors’ resolution to issue new shares to the sellers of Just For Games

The board of directors proposes that the annual general meeting resolves to approve the board of directors’ resolution from the 2 May 2023 on a private placement in respect of not more than 3,080,171 Class B shares, entailing an increase in the share capital of not more than SEK 308,017.10. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall vest in Philippe Cohen and C.W.P. Invest BV. The reason for not applying the shareholders’ pre-emption rights is to allow for payment of Earn-out in accordance with the terms of the Company’s Sale and Purchase Agreement for the acquisition of Just For Games SAS.
2. A subscription price of SEK 14.57 shall be paid for each share subscribed for. The subscription price corresponds to the volume-weighted average price of the Company’s share during the last 20 trading days prior to the date of the issue and is deemed to be fair market value. Payment shall be made by set-off of a claim.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription for the newly-issued shares shall take place on the date of the resolution to issue new shares. Payment for the shares subscribed for shall be made at the time of subscription by signing the subscription list.

5. The board of directors shall be entitled to extend the subscription period and the time for payment.

6. The new shares entitle the holder to a dividend as from the date on which the shares are entered in the share register.

7. The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 17 – Proposal for guidelines for the composition of the nomination committee and instructions to the nomination committee

The nomination committee proposes that the meeting resolves on the following principles for the nomination committee.

The nomination committee shall consist of representatives of the four (4) largest shareholders in terms of votes as of 30 September 2023. In the event that any of the four (4) largest shareholders waive their right to appoint a representative, the fifth largest shareholder shall be offered to appoint a representative and so on until the Nomination Committee consists of four members.

The nomination committee shall submit the following resolution proposals to the Annual General Meeting 2024.

- a. Proposal for Chairman of the meeting
- b. Proposal for the Board of Directors
- c. Proposal for Chairman of the Board
- d. Proposal for the remuneration of the members of the Board of Directors and the Chair of the Board.
- e. Proposal for remuneration for committee work
- f. Proposal for auditors
- g. Proposal for fees for the Company's auditors
- h. Proposal for principles for the composition of the nomination committee and instructions to the nomination committee.

A member of the nomination committee shall make his or her seat available if the shareholder who appointed this member is no longer one of the four largest shareholders, after which a new shareholder shall be offered the opportunity to appoint a member in order of size. However, unless there are special reasons, 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 2024. Changes in the composition of the nomination committee shall be announced through a separate press release as soon as possible.

The chairman of the board of the Company is responsible for contacting the largest shareholders and managing the formation of the nomination committee in accordance with the procedure described below. The chairman of the Company is also responsible for convening the nomination committee, once all members have been appointed, for their first meeting. The nomination committee shall appoint the chairman of the nomination committee. The members of the nomination committee and the shareholders they represent shall be published on the Company's website as soon as possible and no later than six (6) months before the annual general meeting 2024, www.zordix.com.

The largest shareholders, who have the right to appoint a representative to the nomination committee, shall receive a written request from the chairman of the board of directors of the Company inviting them to appoint a representative to the nomination committee, and they shall respond as to whether or not they wish to appoint a representative to the nomination committee no later than seven days from the date on which the request was sent to the shareholder. The response of the major shareholders shall be: (i) unconditional (i.e. the acceptance of the appointment shall not be subject to the fulfilment of certain conditions, events or similar); (ii) final and binding; and (iii) irrevocable (i.e. a shareholder who decides not to appoint a representative may not change such a decision later even if the change is made prior to the disclosure to the market of the members of the nomination committee).

If the response is not provided within the time limit set out above, the shareholder shall be deemed to have unconditionally and irrevocably decided not to appoint a representative to the nomination committee, and a response containing a condition shall also be treated as a decision not to appoint a representative. Where (a) a shareholder responds that it does not wish to appoint a representative; (b) provides a conditional response; or (c) responds after the expiry of the specified time limit, such shareholder has unconditionally and irrevocably waived its right to appoint a representative to the nomination committee. The chairman of the board shall then contact the fifth largest shareholder, etc. using the same method to appoint a representative as above.

Requests and responses in accordance with the above shall be made in writing (e-mail shall be considered written), filed and the board of directors of the Company shall receive a copy of the documents through the chairman of the board of directors. If an application is sent by ordinary mail, the registered address for shareholders in the register administered by Euroclear Sweden AB will be used.

The nomination committee's term of office runs until a new nomination committee has been appointed. The company is responsible for costs related to the work of the nomination committee. The members of the nomination committee are not entitled to any remuneration from the Company.

If a member of the nomination committee voluntarily resigns from the assignment before his or her work is completed, the shareholder who appointed the resigning member shall appoint a successor, provided that the shareholder is still one of the four largest shareholders in terms of votes represented in the nomination committee. This shall be done in accordance with the notice, response and deadline procedures set out above, including without limitation reasonable time limits, irrevocable and unconditional responses and such other reasonable procedures as the chair of the committee may decide. Notice shall be given and documents shall be kept as above.

In addition to what is stated above, the Swedish Corporate Governance Code shall be applicable to the nomination committee and its work.

Item 18 – Resolution on an authorisation for the board of directors to decide on issues of shares, warrants and convertibles

The board of directors proposes that the annual general meeting authorises the board of directors to decide, on one or more occasions until the next annual general meeting, to issue new shares, convertibles and/or warrants, with or without deviation from the shareholders' preferential rights. The increase of the share capital, which includes issuance of, conversion to or subscription for new shares, may correspond to a dilution of not more than 20 percent of the share capital at the time the authorisation is first exercised to issue shares, convertibles and/or warrants with conditions to pay in kind or through set-off, or other conditions.

A resolution under this item requires for its validity that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

Item 19 – Resolution to authorise the board of directors to make minor adjustments to the resolutions passed at the general meeting

The board of directors proposes that the general meeting authorises the board of directors, the CEO, or the person otherwise appointed by the board of directors to make such minor adjustments and clarifications of the resolutions passed at the general meeting to the extent required for registration of the resolutions.

OTHER INFORMATION

Shareholders' right to receive information

Shareholders have the right under Chapter 7, Section 32 of the Companies Act to request information from the board of directors and the chief executive officer regarding circumstances that may affect the assessment of an item on the agenda or of the Company's financial situation. The board of directors and the chief executive officer shall disclose such information if the board of directors considers that this can be done without material harm to the Company.

Processing of personal data

For information on how your personal data is processed in connection with the General Meeting, please refer to the privacy policy on the Euroclear AB website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Documents

The accounting documents with accompanying audit report will be available at the Company's office and on the Company's website, www.zordix.com, for at least three weeks before the annual general meeting. The board of directors' complete proposals for resolutions, postal voting forms and other required documents will be made available to shareholders at the Company's office no later than three weeks before the meeting and will be sent free of charge to shareholders who so request and provide their postal address or e-mail address. Copies of the said documents will also be sent to shareholders who so request and state their postal address or e-mail address.

Number of shares and votes

At the time of issuance of this notice, the total number of shares in the Company is 42,866,231, consisting of 2,000,000 shares of series A and 40,866,231 shares of series B. The number of votes in the Company amounts to 60,866,231, with 20,000,000 votes from shares of series A and 40,866,231 votes from shares of series B. The Company does not hold any own shares.

Umeå in May 2023

Zordix AB (publ)

Board of Directors

02 May 2023 23:21:00 CEST

ZORDIX

Attachments

[Notice to attend the annual general meeting in Zordix AB \(publ\)](#)
[ENG Zordix AB \(publ\) Notice To The AGM](#)