

## **Notice of annual general meeting in Enad Global 7 AB (publ)**

The shareholders of Enad Global 7 AB (publ), reg. no. 556923-2837, (the "**Company**") are hereby invited to the annual general meeting on Wednesday 26 May 2021.

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

The Company is mindful of the health and well-being of its shareholders and employees. It's important for the Company to take a social responsibility and contribute to reduce the risk of transmission of the Covid-19. Due to the extraordinary situation the annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the annual general meeting.

Information on the decisions of the annual general meeting will be published as soon as the outcome of the postal voting is finally compiled on 26 May 2021.

### **Right to attend the general meeting**

Shareholders who wish to participate through advance voting in the general meeting must:

- on the record date, which is Tuesday 18 May 2021, be registered in the share register maintained by Euroclear Sweden AB; and
- notify the Company of their intention to participate in the general meeting by casting their advance votes in accordance with the instructions under the heading "Advance voting" below so that the advance voting form is received by the Company no later than on Tuesday 25 May 2021.

### **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 Tuesday 18 May 2021 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Thursday 20 May 2021 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on 25 May 2021. A proxy form will be available on the Company's website, [www.enadglobal7.com](http://www.enadglobal7.com), and will also be sent to shareholders who so request and inform the Company of their postal address.

### **Advance voting**

In view of the recent developments of the spread of the corona virus (Covid-19), the Company has taken certain precautionary measures in relation to the annual general meeting. The shareholders may exercise their voting rights at the general meeting only 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 must be used for advance voting. The form is available at [www.enadglobal7.com](http://www.enadglobal7.com). The advance voting form is valid as a notification to the annual general meeting.

In the advanced voting form, the shareholders may request that resolution in one or more of the matters raised in the proposed agenda be postponed to a so-called continued general meeting, which may not be held solely by advanced voting. Such a continued meeting for a decision in a specific matter shall take place if the meeting decides on it or if the owners of at least one tenth of all shares in the Company so requests.

The completed voting form must be received by the Company no later than on Tuesday 25 May 2021. The completed form shall be sent to Baker & McKenzie Advokatbyrå KB, Att: Ian Gulam, Box 180, 101 23 Stockholm (please mark the envelope with "Enad Global 7 AGM"). The completed form may alternatively be submitted electronically and is then to be sent to [ian.gulam@bakermckenzie.com](mailto:ian.gulam@bakermckenzie.com). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid.

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

### **Draft agenda**

1. Opening of the meeting and election of chairman of the meeting and appointment of the keeper of the minutes.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one person to certify the minutes.
5. Examination of whether the meeting has been properly convened.
6. Presentation of the annual report and the auditors' report and the group annual report and the group auditor's report.
7. Resolution regarding:
  - a. adoption of income statement and balance sheet and the group income statement and the group balance sheet,
  - b. 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 managing director.
8. Determination of the number of directors and auditors.
9. Determination of fees to the board of directors and to the auditors.
10. Election of the board of directors and auditors.
11. Resolution regarding adoption of principles for the nomination committee
12. Resolution to amend the Company's articles of association.
13. Resolution to authorize the board of directors to resolve on issuances.
14. Closing of the meeting.

### **Proposed resolutions**

#### **Item 1: Opening of the meeting and election of chairman of the meeting and appointment of the keeper of the minutes**

The board of directors proposes that Ian Gulam, LL.M., at Baker & McKenzie Advokatbyrå is appointed as chairman of the general meeting and keeper of the minutes or, in his absence, the person appointed by him.

#### **Item 2: Preparation and approval of voting list**

The voting list proposed for approval by the general meeting is the voting list prepared by the Company, based on the Company's share register received by Euroclear Sweden AB and the advance votes received, and as verified by the person elected to approve the minutes.

#### **Item 3: Approval of the agenda**

The board of directors proposes that the general meeting approves the proposed agenda as set forth above.

**Item 4: Election of one person to certify the minutes**

The board of directors proposes that Carl Isaksson, LL.M., at Baker & McKenzie Advokatbyrå or, in his absence, the person or persons instead appointed by him, to be elected to certify the minutes of the general meeting. The task of certifying the minutes of the general meeting also includes verifying the voting list and that the advance votes received are correctly reflected in the minutes of the general meeting.

**Item 7.c: Resolution 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 8: Determination of the number of directors and auditors**

The board of directors proposes that the board of directors shall consist of [number] directors without deputies.

The board of directors further proposes that the Company shall have one registered auditing firm as auditor.

**Item 9: Determination of fees to the board of directors and to the auditors**

It is proposed that the remuneration is to be SEK 1,650,000 in total, including remuneration for committee work (SEK 840,000 previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:

SEK 250,000 (SEK 120,000) for the proposed directors Erik Nielsen, Gunnar Lind and Marie-Louise Gefwert and SEK 600,000 (SEK 240,000) to the chairman provided that the chair is not an employee. No remuneration shall be paid to the proposed directors Georgy Chumbridze and Jason Epstein.

It is further proposed that a total of SEK 300,000 shall be paid for remuneration to members of the remuneration and audit committee.

Remuneration to the auditor is to be paid according to approved invoice.

**Item 10: Election of the board of directors and auditors**

It is proposed that Alexander Albedj, Erik Nielsen, Gunnar Lind and Marie-Louise Gefwert are re-elected as directors. It is proposed that Georgy Chumbridze and Jason Epstein are elected as new directors. Robin Flodin and Sven Folkesson have declined re-election to the board of directors. Robin Flodin remains as CEO.

It is further proposed that Alexander Albedj is re-elected as chairman of the board of directors.

It is also proposed re-election of the registered auditing firm Ernst & Young Aktiebolag for the period until the end of the annual general meeting 2022. Ernst & Young Aktiebolag has announced that the authorized auditor Beata Lihammar continues as main responsible auditor.

**Name:** Georgy Chumbridze

**Current assignments:** AMG Partners Limited (Malta)

**Previous assignments:** Ruform LLC Russia (ended in 2019)

**Year of birth:** 1981

**Shareholding, including closely related parties:** Approximately 10.65% of the shares and votes

**Name:** Jason Epstein

**Current assignments:** Harmonix Music Systems LLC, Cold Studios LLC, Chloe's Soft Serve Group Company LLC, Remarkable LLC

**Previous assignments:** CIFIC, 300 Entertainment LLC, MapAnything, Rhapsody International, GenePeeks, Odyssey Online

**Year of birth:** 1973

**Shareholding, including closely related parties:** 7% of the shares and votes

For more information regarding the for re-election proposed directors see the Company's website.

**Item 11: Resolution regarding adoption of principles for the nomination committee**

The board of directors of the Company proposes that the following principles for the nomination committee are adopted by the annual general meeting.

**1. Role of the nomination committee**

1.1 The Company shall have a nomination committee with the task of preparing and proposing decisions to the annual, and as applicable extra, shareholders' meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the subsequent nomination committee. The nomination committee is to propose:

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

1.2 The nomination committee shall in its assessment of the evaluation of the board and in its proposal in particular take into consideration the requirement of diversity and breadth on the board and strive for equal gender distribution.

1.3 The nomination committee shall give proposal regarding election of and remuneration to the auditor.

1.4 Regardless of how they have been appointed, the members of the nomination committee are to promote the interests of all shareholders of the Company.

**2. Members of the nomination committee**

2.1 The nomination committee shall consist of four members, of whom three shall be nominated by the Company's three largest shareholders by voting power and the fourth shall be the chairman of the board. The chairman of the board shall as soon as reasonably practicable after the end of the third quarter, in an adequate manner, contact the three owner-registered largest shareholders, by voting power, according to the share register maintained by Euroclear Sweden AB at that time and request that they, taken into consideration the circumstances, within reasonable time which cannot exceed 30 days, in writing to the nomination committee nominate that person whom the shareholder wishes to appoint as member of the nomination committee. If any of the three largest shareholders wish not to exercise their right to appoint a member of the nomination committee, the next shareholder in consecutive order shall be entitled 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 chairman of the board shall not be required to contact more than eight shareholders, unless it is necessary in order to obtain a nomination committee consisting of a minimum of three members.

- 2.2 Unless otherwise agreed between the members, the chairman of the nomination committee shall be nominated by the largest shareholder by voting power. The chairman of the board shall never be the chairman of the nomination committee.
- 2.3 If a member nominated by a shareholder, during the year ceases to be one of the Company's three largest shareholders by voting powers, the member nominated by such shareholder shall resign from the nomination committee. Instead, a new shareholder among the three largest shareholders shall be entitled to independently and in its sole discretion appoint a member of the nomination committee. However, no marginal changes in shareholding and no changes in shareholding which occur later than three months prior to the annual general meeting shall lead to a change in the composition of the nomination committee, unless there are exceptional reasons.
- 2.4 If a member of the nomination committee resigns before the nomination committee has completed its assignment, for reasons other than set out in item 2.3 the shareholder who nominated such member shall be entitled to independently and in its sole discretion appoint a replacement member. If the chairman of the board resigns from the board, his/her successor shall replace the chairman of the board also on the nomination committee.

### **3. Announcement of the nomination committee members**

- 3.1 The chairman of the board shall ensure that the names of the members of the nomination committee, together with the names of the shareholders of whom they have been nominated, are published on the Company's website no later than six months before the annual general meeting.
- 3.2 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 the corresponding information about the new nomination committee member, is published on the website.
- 3.3 A change in the composition of the nomination committee shall be published immediately.

### **4. Proposals to the nomination committee**

- 4.1 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 will be announced on the Company's website.
- 4.2 The chairman 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.

### **5. Proposals by the nomination committee**

- 5.1 When preparing its proposals, the nomination committee shall take into account that the board of directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The directors shall collectively exhibit diversity and breadth of qualifications, experience and background. The nomination committee shall further strive for equal gender distribution.
- 5.2 The nomination committee shall provide the Company with its proposals for board members in such time that the Company can present the proposals in the notice of the shareholders' meeting where an election is to take place.
- 5.3 When the notice of the shareholders' meeting is issued, the nomination committee shall issue a statement on the Company's website explaining its proposals regarding the composition of the

board of directors. The nomination committee shall in particular explain its proposal against the background of the requirement to strive for an equal gender distribution. The statement is also to include an account of how the nomination committee has conducted its work. In case a resigning managing director is nominated for the position of chairman of the board of directors, the nomination committee shall specifically explain the reasons for such proposal.

5.4 The nomination committee shall ensure that the following information on 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:

- year of birth, principal education and work experience;
- any work performed for the Company and other significant professional commitments;
- any holdings of shares and other financial instruments in the Company owned by the candidate or the candidate's related natural or legal persons;
- whether the nomination committee deems the candidate to be independent from the Company and its executive management, as well as of the major shareholders in the Company. If the committee considers a candidate independent regardless of the existence of such circumstances which, according to the criteria of the Swedish Code of Corporate Governance, may give cause to consider the candidate not independent, the nomination committee shall explain its proposal; and
- in the case of re-election, the year that the person was first elected to the board.

## **6. Account of the work of the nomination committee**

6.1 All members of the nomination committee, where possible, and as a minimum one of the members, shall be present at the annual general meeting.

6.2 The nomination committee shall at the annual general meeting, or other shareholders' meetings where an election is to be held, give an account of how it has conducted its work and explain its proposals against the background of what is provided about the composition of the board in 5.1 The nomination committee shall in particular explain its proposal against the background of the requirement in 5.1 to strive for an equal gender distribution.

## **7. Fees and Costs**

7.1 No fee shall be payable by the Company to any member of the nomination committee.

7.2 The Company shall bear all reasonable costs associated with the work of the nomination committee. Where necessary, the nomination committee may engage external consultants to assist in finding candidates with the relevant experience, and the Company shall bear the costs for such consultants. The Company shall also provide the nomination committee with the human resources needed to support the nomination committee's work.

## **8. Confidentiality**

8.1 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.

8.2 A nomination committee member shall store all confidential materials that he/she receives by reason of the nomination committee assignment in a manner so that the materials are not accessible to third parties. After the assignment has terminated, a nomination committee member shall hand over to the chairman of the board all confidential materials that the nomination committee member has received in his/her capacity as nomination committee member and still has in his/her possession, including any copies of the materials, to the extent reasonably possible taking into account inter alia technical aspects.

8.3 The chairman of the nomination committee may make public statements about the work of the nomination committee. No other nomination committee member may make statements to the press or otherwise make public statements regarding the Company and the Company group unless the chairman of the board has given permission thereto.

**Item 12: Resolution to amend the Company's articles of association**

The board of directors of the Company proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed that the limits for the share capital in the articles of association are changed from a minimum of SEK 1,240,000 and a maximum of SEK 4,960,000 to a minimum of SEK 3,470,000 and a maximum of SEK 13,880,000. The articles of association § 4 will thereby have the following wording:

*"The share capital shall not be less than SEK 3,470,000 and not more than SEK 13,880,000."*

It is also proposed that the limits for the number of shares in the articles of association are changed from a minimum of 31,000,000 and a maximum of 124,000,000 to a minimum of SEK 86,700,000 and a maximum of 346,800,000. The articles of association § 5 will thereby have the following wording:

*"The number of shares shall not be less than 86,700,000 and not more than 346,800,000."*

It is also proposed to introduce the possibility to collect proxies and postal voting. The articles of association will thereby have a new § 9 with the following wording (subsequent provisions are thus renumbered):

*"The board of directors may collect proxies at the company's expense in compliance with the procedure set out in chapter 7 section 4 paragraph 2 of the Swedish Companies Act (2005:551).*

*The board of directors may resolve, ahead of a general meeting of the shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the meeting."*

It is proposed that the clause regarding attendance at general meetings is amended due to changes in law. The articles of association, § 1, will thereby have the following wording:

*"A shareholder that wishes to participate in a general meeting must be recorded in a printout or other transcript of the share register on the date as specified on the Swedish Companies Act, and notify the company of his/her, and any advisors (no more than two), intention to attend the meeting no later than on the date stated in the notice of the meeting. Such a date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting."*

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 13: Resolution to authorize the board of directors to resolve on issuances**

The board of directors of the Company proposes that the annual general meeting of the shareholders resolves to authorize the board of directors until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, warrants and/or convertibles, with the right to subscribe for and convert into shares in the Company, respectively, corresponding to a maximum of 20 percent of the Company's share capital after dilution based on the

number of shares in the Company at the time of the annual general meeting, to be paid in cash, through set-off or in kind.

The primary purpose of the authorization is for the board of directors to be able to resolve to issue new shares, without preferential rights, in order to raise new capital which will increase the Company's flexibility or in connection with acquisitions or as payment for additional considerations in regards to already finalized acquisitions.

2.50 percent of the authorization shall mainly be used for issuances in connection with payment of earn-out payments.

Issuance of new shares, pursuant of the authorization, shall be carried out in accordance with acquisition agreements or customary terms and conditions under prevailing market conditions. The allocation of shares can, if the board of directors finds it appropriate, be with a subscription price corresponding to the share's quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.

### **Majority requirements**

Resolutions in accordance with items 12 and 13 are valid where supported by shareholders representing at least two thirds of the votes cast and the shares represented at the general meeting.

### **Number of shares and votes**

The total number of shares in the Company as of the date of the notice amounts to 86,760,452 shares and votes. The Company does not own any of its own shares.

### **Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals, including the proposed articles of association, and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company and at the Company's website [www.enadglobal7.com](http://www.enadglobal7.com) and will be sent to shareholders who request it and provide their e-mail or postal address.

The board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the Company, provide information at the general meeting on matters that may affect the assessment of an item on the agenda or the Company's financial information. Such duty to provide information applies also to the Company's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries as specified in the foregoing sentence. A request for such information shall be received by the Company in writing no later than ten calendar days prior to the meeting, i.e., 16 May 2021 by post to the Company's address Ringvägen 100, 6tr, 118 60 Stockholm or by e-mail to [ir@enadglobal7.com](mailto:ir@enadglobal7.com). The information will be made available at the Company's website, [www.enadglobal7.com](http://www.enadglobal7.com) and at the head office no later than on 21 May 2021. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its e-mail or postal address.

### **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: [https://www.euroclear.com/dam/ESw/Legal/Privacy-notice\\_bolagsstammorengelska.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy-notice_bolagsstammorengelska.pdf).

\* \* \* \* \*

Stockholm in April 2021  
**Enad Global 7 AB (publ)**  
The board of directors

**FOR MORE INFORMATION, PLEASE CONTACT:**

Robin Flodin, CEO

Phone: +46 70 477 06 34

robin@enadglobal7.com

**ABOUT EG7**

EG7 is a group of companies within the gaming industry that develops, markets, publishes and distributes PC, console and mobile games to the global gaming market. The company employs 470+ game developers and develops its own original IP:s, as well as act as consultants to other publishers around the world through its game development divisions Daybreak Games, Piranha Games, Toadman Studios, Big Blue Bubble and Antimatter Games. In addition, the group's marketing department Petrol has contributed to the release of 1,500+ titles, of which many are world famous brands such as Call of Duty, Destiny, Dark Souls and Rage. The group's publishing and distribution departments Innova and Sold Out hold expertise in both physical and digital publishing. EG7 is headquartered in Stockholm with approximately 835 employees in 15 offices worldwide.

Nasdaq First North Growth Market Ticker Symbol: EG7

Certified Adviser: Eminova Fondkommission AB, Phone: +46 8 684 211 00

*The information was submitted for publication on April 27, 2021 at 12:15 PM CEST, care of above contact person.*