



JUMP GATE

Notice of Annual General Meeting of Jumpgate AB

The shareholders of Jumpgate AB are hereby given notice to attend the Annual General Meeting on Tuesday 18 June 2024 at 1.00 pm at the office of the company on S:t Hansgatan 35, 621 56 Visby. Entry and registration for the general meeting starts at 12.30.

Right to participate and notice of participation

Shareholders who wish to attend the meeting shall be entered in the share register kept by Euroclear Sweden AB no later than 10 June 2024, and no later than 12 June 2024 give notice of participation submitted by e-mail to info@jumpgategames.se. When giving notice of participation, please state name, personal identification number or corporate registration number, address, telephone number, e-mail address and assistants.

Proxy

Shareholders who are represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. A power of attorney is valid for one year from issuance or the longer validity period stated in the power of attorney, but no more than five years. In order to facilitate registration at the meeting, power of attorney as well as registration certificate and other authorization documents should be available to the company at the above address no later than 12 June 2024. Proxy forms for shareholders who wish to participate in the meeting by proxy will be kept available on the company's website www.jumpgategames.se.

Nominee-registered shares

To be entitled to attend the Annual General Meeting, a shareholder who has allowed nominee registration of their shares must, in addition to registering participation at the Annual General Meeting temporarily register the shares in their own name with Euroclear Sweden AB so that the shareholder is included in the production of the share register as of 10 June 2024. Such registration can be temporary (so-called voting rights registration) and is requested from the trustee according to the trustee's routines at such a time in advance as the trustee determines. Voting rights registrations made by the administrator no later than 12 June 2024 will be taken into account when preparing the share register.

Proposed agenda

1. Opening of the meeting and election of the Chair of the general meeting
2. Establishment and approval of the voting list
3. Election of one or two adjusters
4. Determination of whether the general meeting has been duly convened
5. Approval of the agenda

6. Resolution on
 - a. the adoption of the income statement and balance sheet
 - b. appropriations with regard the Company' profit or loss according to the approved balance sheet
 - c. the discharge from liability for the board members and the CEO.
7. Resolution on the number of board members and auditors
8. Resolution on the fees to the Board of Directors and the auditor
9. Election to the Board of Directors and of auditor
10. Resolution on principles for the appointment of the Nomination Committee prior to the 2025 Annual General Meeting
11. Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles
12. Approval of Related Party Transaction
13. Decision on
 - a. Amendment of articles of association and
 - b. Consolidation of shares.
14. Closing of the meeting

Proposed resolutions

Election of the Chair of the general meeting, resolution on the number of board members and auditors, resolution on the fees to the Board of Directors and the auditor and election to the Board of Directors and of auditor (Item 1, 7 - 10)

Jumpgate AB:s Nomination Committee ahead of the 2024 Annual General Meeting, consisting of Daniel Svärd (chairman), Viktor Modigh and Florian Staudlbauer (as representative of Kirk Lenke), propose following:

- to elect Viktor Modigh be appointed Chair of the meeting
- to elect five ordinary members without a deputy
- to re-elect Martin Ekdal, Marcus Jacobs, Viktor Modigh, Andras Vajlok and Markus Windelen as ordinary board members, for the time until the end of the next annual general meeting
- to re-elect Viktor Modigh as chairman
- that annual board fees shall be paid with SEK 100,000 for members (except the CEO) and with SEK 200,000 for the chairman. No fee is paid for possible Nomination Committee work. Board members must also have the right to invoice the company to the extent that they perform services outside of the board assignment. It should be noted that Viktor Modigh did not participate in the decision on proposals for fees for the chairman of the board and other board members. The proposed fee is unchanged in relation to the previous year.
- to re-elect Göteborgs Revision Kommanditbolag as auditor with Stefan Kylebäck as chief accountant.
- that the fee to the auditor shall be paid according to an approved invoice

Appropriation with regard the Company's profit or loss according to the approved balance sheet (Item 6b)

The Board of Directors proposes no dividend payment for the fiscal year 2023.

Resolution on principles for the appointment of the Nomination Committee prior to the 2025 Annual General Meeting (Item 10)

Prior to the 2025 Annual General Meeting, the Nomination Committee shall consist of members appointed by the f three our largest shareholders as of 30 September 2024, in accordance with the share register kept by Euroclear Sweden, as well as the Chair of the Board, constitute the nomination committee for the time until the next annual general meeting has been held or, where applicable, until a new the Nomination Committee is appointed. If

the chairman of the board, directly or through the company, would be one of the just-mentioned largest shareholders, the Nomination Committee shall only consist of three members (the chairman of the board and the two representatives appointed by the other two largest shareholders).

If a member of the Nomination Committee resigns their charge before the Nomination Committee's work is completed, if the Nomination Committee deems this necessary, a replacement is appointed by the same shareholder who appointed the outgoing member or, if this shareholder no longer belongs to the largest shareholders in terms of votes, a replacement must be sought from among the larger shareholders.

The Nomination Committee appoints a chairman from within. The composition of the Nomination Committee must be published on the company's website as soon as it is appointed and no later than six months before the annual general meeting. In the event that a change in the ownership structure occurs after the Nomination Committee has been assembled in such a way that one or more of the shareholders who have appointed members of the Nomination Committee no longer belong to the largest shareholders in terms of the number of votes, the composition of the Nomination Committee can also be changed accordingly if the Nomination Committee deems this to be the case required.

The Nomination Committee mission shall be to present proposals before the general meeting regarding the number of board members to be elected by the general meeting, remuneration for the chairman of the board and other members and for the auditor, possible remuneration for committee work, composition of the board, chairman of the board, decision on the process for the selection committee 2025 chairman at the general meeting, as well as the election of accountants. The company must be responsible for reasonable costs that the nomination committee deems necessary for the nomination committee to be able to fulfill its mission.

Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles (Item 11)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or more occasions during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, decide on the new issue of shares and/or issue of subscription warrants and/or convertibles. The authorization includes the right to decide on an issue with the condition that payment can be made in cash, in issue in kind or by set-off or otherwise be accompanied by conditions. The company's share capital and number of shares may, with the support of the authorization, be increased in total by an amount or number that fits within the limits of the articles of association. Deviation from the shareholders' preferential right must be possible in order to strengthen the company's financial position if necessary, or to enable acquisitions or investments. In case of deviation from the shareholders' pre-emptive right and in case of payment in kind, the issue price shall correspond to the share's market value with - where applicable - a market issue discount. The board, the executive director, or whoever the board appoints, shall have the right to make the minor adjustments in the decision that may prove necessary in connection with registration.

Approval of Related Party Transaction (Item 12)

Jumpgate has entered into a project financing agreement with Susana Meza Graham and Andras Vajlok (board member of Jumpgate) ("MGV") for a total of approximately SEK 14 million (EUR 1.2 million) for an as yet unannounced game project, which will be published by THQ Nordic. According to the agreement, MGV funds the development budget for the game and the net proceeds from sales are then distributed between MGV and the publisher until MGV has reached an agreed level of return on investment. After that, Jumpgate also takes part in the upside of the sale. The funding will be paid continuously during the project period starting at the end of April 2024.

The game project is a remaster of a very successful classic game with an established brand in a popular genre and is planned for launch in 2025. The project will be made public later in

consultation with the publisher.

It is now the board's assessment that the financing agreement is beneficial for Jumpgate.

Suggestions

The board proposes that the AGM approves the financing agreement.

Decision on amendment of articles of association and consolidation of shares (Item 13 a and b)

The decisions of the general meeting in accordance with points a) - b) below are conditional on each other and the decision of the general meeting must therefore be adopted as a decision.

a. amendment of articles of association

In order to enable the pooling of shares proposed in accordance with point b) below, the board proposes that the general meeting decide to change the provision of the articles of association regarding the number of shares as follows.

Current wording:

"5. Number of shares

The number of shares must be a minimum of 358,177,430 shares and a maximum of 1,432,709,720 shares."

Suggested wording:

"5. Number of shares

The number of shares must be a minimum of 3,581,774 shares and a maximum of 14,327,097 shares."

b. consolidation of shares

The board proposes that the general meeting decides to carry out a 100:1 merger of shares by combining 100 shares into 1 share. If a shareholder's current holding of shares does not correspond to a full number of new shares, this shareholder will receive from one of the Company's major shareholders free of charge as many shares (1-99) that his holding becomes evenly divisible by 100, so-called rounding up. The reason for the merger is that the board wants to achieve an appropriate number of shares for the Company.

Other information

For a valid resolution, according to the present proposals for items 11 and 13, it is required that the resolution is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

Shareholders' right to receive information

The shareholders are reminded of their right to receive information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Documentation

The reporting documentation, auditor's report and complete proposals will be kept available at the company's office, no later than May 28, 2024, and will be sent free of charge to the shareholder who requests it and states his postal address. The documentations are available on the company's website, www.jumpgategames.se and presented at the meeting.

Shares and votes

On the day of this notice, Jumpgate AB has a total of 481,277,445 shares and votes.

Processing of personal information

For information on how the company processes your personal information, please refer to the privacy policy which is available on Euroclear's website *(in Swedish)*

www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf

For additional information

Harald Riegler CEO, Jumpgate AB Phone: +46 (0)705 - 54 73 33 E-mail:

harald@jumpgategames.se.

About the Company

Jumpgate AB is an independent group of game development companies founded in 2011, comprising five game studios: Nukklear (Hannover), Tivola Games (Hamburg), gameXcite (Hamburg), Funatics (Düsseldorf) and Tableflip Entertainment (Visby). The group develops and publishes its own games as well as developing games and other digital products for external companies. The companies in the group have established collaborations with strong industry partners and exciting product portfolios with large potential. The group is engaged in the global market, distributing games on a worldwide basis and has a large international network. For more information: www.jumpgategames.se.