# NOTICE OF EXTRAORDINARY GENERAL MEETING IN WICKET GAMING AB

The shareholders of Wicket Gaming AB (publ), org.nr 559015-1360 ("Wicket Gaming" or the "Company"), are hereby summoned to the Extraordinary General Meeting to be held on Monday 4 September 2023 at 14.00 CET at Advokatfirman Nerpin's office, Birger Jarlsgatan 2, 3rd floor in Stockholm.

## A. Right to participate and notification

Shareholders who wish to participate in the Extraordinary General Meeting must be entered in the share register maintained by Euroclear Sweden AB ("Euroclear") as of Friday 25 August 2023, and must notify the company of their participation no later than Tuesday 29 August 2023. Notification can be made in writing by mail to Wicket Gaming AB, Fyrislundsgatan 68, 754 50 Uppsala or by e-mail ir@wicketgaming.com. The notification should include the following information: name, personal identity number or corporate identity number, address and telephone number and number of any accompanying assistants (but not more than two).

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the meeting, temporarily register the shares in their own name in the share register with Euroclear (so-called voting rights registration). Voting rights registrations made no later than the second banking day after the record date on 25 August 2023 will be taken into account in the preparation of the shareholders' register of shareholders. Shareholders must, in accordance with the respective nominee's routines, request well in advance that the nominee to carry out such voting rights registration.

If shareholders are to be represented by a proxy, the proxy must have a written, dated and signed power of attorney. The power of attorney and other authorization documents, such as registration certificates, must be available at the meeting. However, the power of attorney and other authorization documents should also be attached to the notification to the meeting. A power of attorney form is available for download from the company's website, <a href="https://www.wicketgaming.com">www.wicketgaming.com</a>.

#### B. Shareholders' right to information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material damage to the company, provide information about circumstances that may affect the assessment of an item on the agenda.

#### C. Matters at the meeting

Draft agenda

- 1. Opening of the meeting
- 2. Election of Chairman of the Extraordinary General Meeting.
- 3. Preparation and approval of the voting list.
- 4. Approval of the agenda.
- 5. Election of one or two persons to verify the minutes.
- 6. Determination of whether the meeting has been duly convened.
- 7. Resolution to amend the Articles of Association.

- 8. Resolution on reduction of share capital.
- 9. Resolution on approval of the Board of Directors' resolution on a new issue of shares.
- 10. Resolution on new issue of shares
- 11. Resolution on election of a member of the Board of Directors and resolution on remuneration to the Board of Directors.
- 12. Closing of the meeting

#### D. Proposal for a decision

Further information about the Share Issue (hereinafter referred to as the Share Issue) can be found in the company's press release on August 1.

#### Item 7 – Resolution to amend the Articles of Association

According to the current Articles of Association, the share capital shall be not less than SEK 16,000,000 and not more than SEK 64,000,000. The Board of Directors proposes that the Extraordinary General Meeting resolves that the share capital shall be not less than SEK 12,800,000 and not more than SEK 51,2000,000. The change in the capital limits is a prerequisite for the decision to reduce the share capital.

#### Item 8 – Resolution to reduce the share capital

The Board of Directors proposes that the Extraordinary General Meeting resolves to reduce the company's share capital by SEK 3,329,421.80. The reduction shall be carried out without cancellation of shares by reducing the quotient value of the share from one (1) SEK to 0.80 SEK. The reduction amount shall be used for allocation to unrestricted equity to be used in accordance with a decision by the general meeting. The reduction is carried out in order to reduce the quota value of the shares and thereby enable the Share Issue. After the reduction, the company's share capital will amount to SEK 12,485,331.75 divided into 16,647,109 shares (before the Share Issue), each share with a quotient value of SEK 0.80.

The decision to reduce the share capital can be implemented without obtaining the Swedish Companies Registration Office's permission, provided that at least 4,161,778 shares are subscribed for in the Share Issue. In such a case, the share capital increases by SEK 3,329,422.40, which means that neither the Company's restricted equity nor share capital decreases.

The resolution pursuant to this item 8 is conditional upon the Extraordinary General Meeting resolving on item 7 and items 9 and 10 in accordance with the Board's proposal and that these resolutions are registered with the Swedish Companies Registration Office.

# Item 9 – Resolution on approval of the Board of Directors' resolution on a new issue of shares

The Board of Directors proposes that the Extraordinary General Meeting approve the Board of Directors' resolution of 1 August 2023 on a directed issue of new shares on the following terms.

- 1. The company's share capital shall be increased by a maximum of SEK 9,000,000 (following a decision to reduce the share capital) through a new issue of not more than 11,250,000 new shares.
- 2. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, accrue to a small group of investors and creditors in the company.

- 3. The subscription price shall be SEK 0.80 per share.
- 4. The premium shall be added to the free share premium fund.
- 5. Subscription of new shares shall be made on a special subscription list no later than August 8, 2023. The Board of Directors is authorized to extend the subscription period.
- 6. Subscribed shares shall be paid in cash no later than 24 August 2023. Payment may also be made by set-off if the conditions according to Chapter 13, Section 41 of the Swedish Companies Act are met. The Board of Directors is authorized to extend the time for payment.
- 7. The new shares shall entitle to dividend for the first time on the record date for dividend that falls immediately after the new share issue has been registered with the Swedish Companies Registration Office.

#### Item 10 – Resolution on new issue of shares

The Board of Directors proposes that the Extraordinary General Meeting resolves on a directed issue of shares on the following terms.

- 1. The company's share capital shall be increased by a maximum of SEK 1,000,000 through a new issue of not more than 1,250,000 new shares.
- 2. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, accrue to the Chairman of the Board Erik Nerpin and the CEO Eric De Basso.
- 3. The subscription price shall be SEK 0.80 per share.
- 4. The premium shall be added to the free share premium fund.
- 5. Subscription of new shares shall be made on a special subscription list no later than September 6, 2023.
- 6. Subscribed shares shall be paid in cash no later than 8 September 2023.
- 7. The new shares shall entitle to dividend for the first time on the record date for dividend that falls immediately after the new share issue has been registered with the Swedish Companies Registration Office.

The volume-weighted average price for the Company's shares on Spotlight Stock Market during the last 10 trading days prior to the Share Issue was approximately SEK 0.77. The closing price the day before the Share Issue was SEK 0.76. The issue price is thus slightly above the share price in relation to both the closing price the day before the issue decision and the weighted average price during the ten days before the issue decision. The Board therefore considers that the issue price is on market terms.

The new share issue is carried out without preferential rights for the shareholders. The Board of Directors has investigated the conditions and carefully considered the possibility of implementing the financing as a rights issue instead. The Board of Directors has made the assessment that the structure of the Share Issue is the most advantageous alternative for the Company and thus in the best interest of the existing shareholders (see further press release on August 1).

## Item 11 – Election of new Board member and resolution on Board fees

Wicket Gaming's Board of Directors currently consists of three members - Erik Nerpin (Chairman), Eric De Basso and Benn Harradine. Spotlight Stock Market's regulations

stipulate that the Board of Directors shall consist of at least four members and Wicket Gaming has therefore applied for and received an exemption.

A group of shareholders proposes the election of Christopher Lagerqvist Nerpin to the Board of Directors. Christopher Lagerqvist Nerpin is currently studying at the Stockholm School of Economics. He is the son of Chairman Erik Nerpin. With regard to Board fees, propose that the Board fee (SEK 150,000 to the Chairman and SEK 75,000 to other Board members who are not employed by the company) be increased by an annual fee of SEK 75,000.

#### E. Other information

#### Number of shares and votes

At the time this notice is issued, the total number of shares and votes in the company amounts to 16,647,109. The company holds no own shares.

#### **Majority requirement**

Resolutions pursuant to items 7-9 on the agenda require, for their validity, that they be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting. Resolutions pursuant to item 10 on the agenda require, for their validity, that they be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting. Decisions on the other items on the agenda are taken by simple majority.

#### **Available documents**

The Board's complete resolutions and proposals in accordance with items 7-10, as well as other documents that must be made available in accordance with the Swedish Companies Act, will be made available at Wicket Gaming's office (address Fyrislundsgatan 68, 754 50 Uppsala) no later than two weeks before the meeting. The documents can be ordered by e-mail to ir@wicketgaming.com.

#### Processing of personal data

For information on how your personal data is processed, see https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

WICKET GAMING AB (publ)

Stockholm, August 2023

Board of Directors