



# Notice of Annual General Meeting of Wicket Gaming AB

**The shareholders of Wicket Gaming AB (publ), corp. ID no. 559015-1360, (“Wicket Gaming” or the “Company”), are hereby invited to participate in the Annual General Meeting on Wednesday, 25 May 2022.**

Due to the prevailing situation concerning the spread of the coronavirus, the Board of Directors of Wicket Gaming has decided, in accordance with the Swedish Act on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Associations (2022:121), that the Annual General Meeting will be conducted under a postal voting procedure. Consequently, the Annual General Meeting will be held without any opportunity for shareholders to attend in person or by proxy. Instead, shareholders can participate in the Annual General Meeting by voting and submitting questions in advance in accordance with the instructions set out below.

Information about the resolutions that have been adopted by the Annual General Meeting will be published on Wednesday, 25 May 2022 as soon as the final outcome of the postal voting has been compiled.

Shareholders may use the postal voting form to request that resolutions in relation to a certain item or items on the proposed agenda below shall be postponed to a continued general meeting, which may not be a general meeting based solely on advance voting. Such a continued general meeting shall be held if so resolved by the Annual General Meeting or if so requested by holders of at least one tenth of all shares in the Company.

## **NOTIFICATION AND REGISTRATION**

In order for a person to be entitled to participate in the Annual General Meeting via advance voting, such person

- must be registered in the share register maintained by Euroclear Sweden AB as of Tuesday, 17 May 2022, and
- must have provided notification of their participation no later than Tuesday, 24 May 2022 by submitting their postal vote in accordance with the instructions set out in the section entitled “*POSTAL VOTING*” below, so that the postal vote has been received by Wicket Gaming no later than Tuesday, 24 May 2022.

## **NOMINEE-REGISTERED SHARES**

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation in the Annual General Meeting by submitting their postal vote, ensure that the shares are registered in their own name so that the shareholder is listed in the share register as of 17 May 2022. Such registration may be temporary (voting right registration), and a request for such registration shall be made to the nominee in

accordance with the nominee's routines and with the advance notice decided by the nominee. Voting right registrations that have been made no later than 19 May 2022 will be taken into account in the presentation of the share register.

## **POSTAL VOTING**

The Company's shareholders may only exercise their right to vote at the Annual General Meeting by voting in advance via postal voting in accordance with section 22 of the Swedish Act on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Associations (2022:121).

Shareholders who wish to submit a postal vote must use the postal voting form that is available on the Company's website, [www.wicketgaming.com](http://www.wicketgaming.com). The completed postal voting form and, where applicable, relevant authorisation documents must have been received by the Company no later than 24 May 2022. Shareholders may not attach special instructions or conditions to their postal vote; if they do, the vote (i.e. the postal vote in its entirety) shall be deemed invalid. The completed form shall be sent to Wicket Gaming AB (publ), Fyrislundsgatan 68, 754 50 Uppsala, Sweden. The completed form may also be submitted via email to [ir@wicketgaming.com](mailto:ir@wicketgaming.com). Additional instructions and conditions are set out on the postal voting form.

Shareholders who wish to submit a postal vote by proxy must issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the registration certificate (or equivalent) for the legal entity must be attached. A power of attorney form is available on Wicket Gaming's website, [www.wicketgaming.com](http://www.wicketgaming.com), and must be attached to the postal voting form.

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination of whether the Meeting has been duly convened
7. Presentation of the annual report and auditor's report
8. Resolution on adoption of the income statement and balance sheet
9. Resolution on appropriations of the Company's profit or loss according to the adopted balance sheet
10. Resolution on discharge from liability for the members of the Board of Directors and the Managing Director
11. Resolution on number of board members
12. Resolution on fees to the members of the Board of Directors
13. Resolution on fees to the auditors
14. Election of board members and Chairman of the Board
15. Election of auditors
16. Resolution on principles for appointment of Nomination Committee
17. Resolution on authorisation to resolve on new issue of shares and warrants
18. Resolution on amendment of the Articles of Association
19. Resolution on adoption of an incentive programme in the form of employee stock options
20. Issue of warrants and approval of transfer of warrants
21. Closure of the Meeting

## **PROPOSED RESOLUTIONS**

### **Item 2 – Election of Chairman of the Meeting**

The Board of Directors proposes that Erik Nerpin, Chairman of the Board, be elected Chairman of the Meeting.

### **Item 3 – Election of one or two persons to verify the minutes**

The Board of Directors proposes that Eric De Basso, board member and CEO, be elected to verify the minutes of the Meeting.

### **Item 4 – Preparation and approval of the voting list**

The voting list that is proposed for approval is the voting list that has been prepared by the Chairman of the Meeting, based on the share register presented at the Meeting and postal votes received, as checked and verified by the person(s) elected to verify the minutes.

### **Item 5 – Approval of the agenda**

The proposed agenda as set out in this Notice of Annual General Meeting is proposed for approval as the agenda for the Meeting.

#### **Item 6 – Determination of whether the Meeting has been duly convened**

In accordance with Wicket Gaming's Articles of Association and the Swedish Companies Act, this Notice of Annual General Meeting is published in Post och Inrikes Tidningar and on Wicket Gaming's website, [www.wicketgaming.com](http://www.wicketgaming.com), four weeks prior to the date of the Meeting. In addition, and at the same time, an advertisement is placed in Svenska Dagbladet regarding this Notice of Annual General Meeting. Based on this information, it is proposed that the Meeting resolve that the Meeting has been duly convened.

#### **Item 7 – Presentation of the annual report and auditor's report**

Wicket Gaming's annual report, including the auditor's report, will be made available on Wicket Gaming's website, [www.wicketgaming.com](http://www.wicketgaming.com), at least three weeks prior to the date of the Meeting, and will also be made available at Wicket Gaming's office. It is proposed that the Meeting resolve that the annual report has been duly presented at the Meeting.

#### **Item 8 – Resolution on adoption of the income statement and balance sheet**

It is proposed that the Meeting resolve to adopt the income statement and balance sheet included in the annual report. The Company's auditor will endorse this proposal in the auditor's report.

#### **Item 9 – Resolution on appropriations of the Company's profit or loss according to the adopted balance sheet**

The Board of Directors proposes that the Company's available earnings be carried forward and that no dividend be paid. The Company's auditor will endorse this proposal in the auditor's report.

#### **Item 10 – Resolution on discharge from liability for the members of the Board of Directors and the Managing Director**

The auditor will recommend in the auditor's report that the Meeting resolve to discharge the members of the Board of Directors and the Managing Director from liability. A separate resolution will be recorded for each member of the Board of Directors and the Managing Director.

#### **Item 11 – Resolution on number of board members**

Wicket Gaming does not have any formal Nomination Committee. A group of shareholders, who together represent around 27 percent of the share capital in Wicket Gaming, has submitted the proposals set out under items 11–16.

The proposal according to the above is that four board members shall be elected without deputies.

#### **Item 12 – Resolution on fees to the members of the Board of Directors**

A total annual fee of SEK 225,000, of which the Chairman of the Board shall receive SEK 150,000, and other board members who are not employees of the Company shall receive SEK 75,000 each.

#### **Item 13 – Resolution on fees to the auditors**

It is proposed that fees be paid to the auditors according to approved invoices.

#### **Item 14 – Election of board members and Chairman of the Board**

It is proposed that all current board members be re-elected as board members for a mandate period until the end of the Annual General Meeting in 2023: Erik Nerpin, Eric De Basso, Markus Söderlund and Benn Harradine.

It is proposed that Erik Nerpin be re-elected Chairman of the Board.

#### **Item 15 – Election of auditors**

It is proposed that the registered audit firm Öhrlings PricewaterhouseCoopers AB be re-elected for a mandate period of one year, until the end of the Annual General Meeting in 2023.

Öhrlings PricewaterhouseCoopers AB has provided notification that the Authorised Public Accountant Robert Nyholm will continue as Auditor-in-Charge.

#### **Item 16 – Resolution on principles for appointment of Nomination Committee**

The aforementioned group of shareholders proposes that the Meeting shall resolve on the constitution of a Nomination Committee prior to the Annual General Meeting in 2023, in accordance with the following. The Chairman of the Board shall contact the three largest shareholders at the end of the third quarter of the year. These shareholders shall be invited to each appoint one representative on the Nomination Committee. The Chairman of the Board shall also be on the Nomination Committee. If one of these shareholders refrains from this right to appoint a representative, the right of appointment shall pass to the shareholder who has the next-largest shareholding, i.e. the largest shareholding after these shareholders.

The Nomination Committee shall elect a chairman from among its members to lead the work of the Nomination Committee.

If a shareholder that has appointed a member of the Nomination Committee sells a not insignificant part of their shareholding during the Nomination Committee's mandate period, or for some other reason ceases to be a shareholder of the magnitude that carries entitlement to appoint a member of the Nomination Committee in accordance with the above, the member of the Nomination Committee appointed by such shareholder should resign from the Nomination Committee. This member of the Nomination Committee shall then be replaced by a new member appointed by the shareholder who, based on the number of votes after the aforementioned sale of shares, has instead become one of the three largest shareholders in the Company. If this shareholder refrains from the right to appoint the new member of the Nomination Committee, the procedure described above shall apply.

If a member of the Nomination Committee no longer represents the shareholder who appointed him or her, or otherwise leaves the Nomination Committee before its work is completed, the shareholder in question shall be given an opportunity to appoint a new member of the Nomination Committee.

The Nomination Committee shall perform the tasks that are incumbent on a nomination committee pursuant to the Swedish Code of Corporate Governance. Such tasks include, inter alia, submitting proposals regarding election of board members and the Chairman of the Board, election of auditors, fees to the members of the Board of Directors and fees to the auditors, election of the Chairman of the Annual General Meeting, and principles for the appointment of the Nomination Committee.

#### **Item 17 – Resolution on authorisation to resolve on new issue of shares and warrants**

The Board of Directors proposes that the Meeting grant authorisation to the Board of Directors to resolve, on one or several occasions during the period until the next Annual General Meeting, on the new issue of shares and/or warrants as a cash issue and/or as a non-cash or offset issue, and to thereby be able to deviate from the shareholders' right of pre-emption. The purpose of this authorisation, and the reason for enabling deviation from the shareholders' right of pre-emption, is to facilitate the Company's ability to raise working capital. If this authorisation is used in relation to a new issue without right of pre-emption for shareholders in the form of a cash issue or an offset issue, the total number of shares issued shall not exceed 20 percent of the number of shares in the Company at the time of the Meeting.

#### **Item 18 – Resolution on amendment of the Articles of Association**

The Board of Directors proposes that the Meeting resolve to amend the limits specified in the Company's Articles of Association with regard to the Company's share capital and outstanding shares. The provisions currently specified in the Articles of Association state that the share capital shall be at least SEK 2,500,000 and no more than SEK 10,000,000. The number of shares shall be at least 2,500,000 and no more than 10,000,000. It is proposed that the provisions currently specified in the Articles of Association be amended as follows: the share capital shall be at least SEK 6,000,000 and no more than SEK 24,000,000, and the number of shares shall be at least 6,000,000 and no more than 24,000,000.

#### **Item 19 – Resolution on adoption of an incentive programme in the form of employee stock options**

The Board of Directors proposes that the Meeting resolve to adopt an incentive programme in the form of employee stock options for the Company's employees in accordance with item 19 and item 20 below, which are proposed to be conditional on each other.

The purpose of the employee stock option programme is to create conditions that enable the Company to motivate and retain competent employees within the Company, and to increase the level of accord between the objectives of the Company, the Company's employees and the Company's shareholders.

Each employee stock option shall entitle the optionholder to acquire one share in the Company in accordance with the following main terms and conditions:

1. The number of employee stock options shall be no more than 280,000 which shall be allocated evenly to the Company's five current employees (i.e. 56,000 employee stock options each).
2. Each employee stock option shall entitle the optionholder to acquire one share in the Company at a price corresponding to 140 percent of the volume-weighted average share price on Spotlight during the period 26 May – 10 June 2022.
3. The employee stock options shall be allocated free of charge.
4. The right to exercise the employee stock options shall be conditional on the optionholder continuing to be employed by/active in the Company during the qualifying period, which is 25 May 2022 – 30 June 2025.
5. The employee stock options may be exercised for acquisition of shares in the Company during the period 1 July – 15 September 2025.

6. The employee stock options do not constitute securities and may not be transferred, assigned or pledged.

## **Item 20 – Issue of warrants and approval of transfer of warrants**

The Board of Directors proposes that the Meeting resolve to issue a maximum of 368,000 warrants, of which 280,000 warrants shall be issued to secure delivery of shares to the participants in the employee stock option programme, and 88,000 warrants shall be issued to cover, where applicable, the Company's exposure to costs for social security contributions which may arise in connection with exercise of employee stock options.

The following main terms and conditions shall otherwise apply to this resolution.

1. The right to subscribe for the warrants shall belong, with deviation from the shareholders' right of pre-emption, to Wicket Gaming AB.
2. The transfer of 280,000 warrants to the participants in the employee stock option programme shall be able to take place on one or several occasions. The transfer of 88,000 warrants to third parties shall be able to take place for the purpose of raising capital to cover the cost of any social security contributions in connection with exercise of employee stock options.
3. The reason for the deviation from the shareholders' right of pre-emption is the implementation of the employee stock option programme.
4. The warrants shall be issued free of charge.
5. Subscription for the warrants must take place no later than 30 June 2022.
6. Each warrant entitles the warrant holder to subscribe for one (1) share in the Company. New issue of shares based on the warrants may take place from the date of registration of the warrants with the Swedish Companies Registration Office until 30 September 2025.
7. The subscription price for the shares that are subscribed based on the warrants shall correspond to the share's quota value.
8. The new shares issued following subscription based on the warrants shall entail entitlement to dividends for the first time on the first dividend record date that occurs after the new shares have been registered and entered in the share register maintained by Euroclear Sweden AB.

At the time of this Notice of Annual General Meeting, the Company's share capital amounts to SEK 6,263,316 divided into 6,263,316 shares. If all 368,000 warrants are exercised for subscription for shares within the framework of the employee stock option programme, the 368,000 newly issued shares will represent approximately 5.55 percent of the Company's share capital, provided that no shares have been issued during the term of the employee stock option programme.

A resolution in accordance with item 19 requires approval of the resolution by shareholders representing more than half of the votes cast. A resolution in accordance with item 20 is only valid if it has been approved by shareholders representing at least nine-tenths of the votes cast and nine-tenths of the shares represented at the Meeting.

## **NUMBER OF SHARES AND VOTES**

As of the date of this Notice of Annual General Meeting, the total number of shares in Wicket Gaming amounts to 6,263,316. Each share entitles its holder to one vote. The Company does not hold any own shares.

## **SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION**

At the Annual General Meeting, provided that the Board of Directors believes that such information can be disclosed without material harm to the Company, the Company's shareholders have the right to receive information regarding circumstances that could affect the assessment of an item on the agenda or of the Company's financial situation (i.e. the right of request as prescribed in chapter 7, sections 32 and 57 of the Swedish Companies Act). Requests for such information must be submitted in writing to the Company at the following address: Wicket Gaming AB, Fyrislundsgatan 68, 754 50 Uppsala, Sweden, or via email to [ir@wicketgaming.com](mailto:ir@wicketgaming.com), and must have been received by the Company no later than ten days prior to the date of the Annual General Meeting.

The information will be available on the Company's website, [www.wicketgaming.com](http://www.wicketgaming.com), no later than five days prior to the date of the Annual General Meeting, at which time the information will also be available at the Company's office at the above address. The information will also be sent to the shareholder who requested it, provided that they have included their address in the request.

## **DOCUMENTS PRIOR TO THE ANNUAL GENERAL MEETING**

No later than three weeks prior to the date of the Annual General Meeting, Wicket Gaming's annual report will be published on Wicket Gaming's website, [www.wicketgaming.com](http://www.wicketgaming.com). The postal voting form and the

power of attorney form are available on the same website and will be sent to shareholders who request them and provide their email or postal address. The Board of Directors' complete proposals will otherwise be made available on the Company's website at least two weeks prior to the date of the Annual General Meeting.

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Wicket Gaming AB (publ)  
Stockholm, April 2022  
The Board of Directors