

PRESS RELEASE

WELCOME TO ATTEND MAG INTERACTIVE AB (PUBL)'S ANNUAL GENERAL MEETING

MAG Interactive AB (publ) hereby gives notice of its Annual General Meeting to be held at 10:00 am, Tuesday 18 December 2018 at 7A Odenplan, address Norrtullsgatan 6, Stockholm, Sweden. The convention hall opens for registration to the Annual General Meeting at 09:30 am.

Participation

Any person is entitled to participate at the Annual General Meeting if they

are entered in the share register maintained by Euroclear Sweden AB on Wednesday, 12 December 2018;

and have notified the company of their intention to participate at the latest on Wednesday, 12 December 2018 in one of the following ways:

- by email to ir@maginteractive.com
- by telephone: +46 8-553 190 75
- in writing to address: Roschier Advokatbyrå, Att. Tilda Rosengren, Box 7358, 103 90 Stockholm, Sweden

The notification must include the shareholder's name, personal ID number or company registration number, address, telephone number, and any potential assistants. Shareholders represented by proxy should submit proxy forms well in advance of the meeting.

The personal data obtained from the share register maintained by Euroclear Sweden, the notification of participation at the Annual General Meeting and the information regarding proxies and assistants will be used for registration, preparation of the voting register for the Annual General Meeting and, where applicable, minutes from the Annual General Meeting. The personal data will only be used for the Annual General Meeting 2018.

Nominee registered shares

In order to be entitled to participate at the Annual General Meeting, shareholders whose shares are registered in the name of a nominee through a bank or other nominee must request that they are entered in the share register maintained by Euroclear Sweden AB on Wednesday 12 December 2018. Shareholders should inform their nominees well in advance of this date.

Proxies, etc.

Shareholders who are represented by proxy must issue a proxy form for their proxy. If the proxy form has been issued by a legal entity, an attested copy of the certificate of registration of the legal entity evidencing its authority to issue the proxy form must be attached to the form. The original proxy form and the certificate of registration, where applicable, should be sent to Roschier Advokatbyrå, Att. Tilda Rosengren, Box 7358, 103 90 Stockholm, Sweden, well in advance of the Annual General Meeting. Proxy forms are available at MAG Interactive's website, www.maginteractive.com.

Agenda

1. Opening of the meeting and election of the Chairman of the Annual General Meeting.

2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation by the CEO.
7. Presentation of the parent company's annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for MAG Interactive.
8. Resolutions to adopt the parent company's income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet for MAG Interactive.
9. Resolutions to allocate the company's profit or loss in accordance with the approved balance sheet.
10. Resolution to discharge the Board Members and the CEO from liability.
11. Determination of:
 - A. The number of Board Members to be appointed by the Annual General Meeting.
 - B. The number of auditors and alternate auditors to be appointed by the Annual General Meeting.
12. Determination of:
 - A. The fees to be paid to the Board Members.
 - B. The fees to be paid to the auditors.
13. Election of Chairman of the Board of Directors and other Board Members.
14. Election of auditors.
15. Resolution to adopt guidelines for remuneration for the CEO and executive management.
16. Resolution to grant the Board of Directors the authority to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders.
17. Resolution regarding (a) a long-term incentive program; (b) issue of warrants and (c) transfer of share and/or warrants.
18. Closing of the Annual General Meeting.

Resolutions proposed by the Board of Directors

Item 9 - Resolutions to allocate the company's loss in accordance with the approved balance sheet

The Board of Directors proposes that no dividend is paid and that the loss for the year is carried forward.

Item 15 - Resolution to adopt guidelines for remuneration for the CEO and executive management

The Board of Directors proposes that guidelines for remuneration for the CEO and executive management should entail that remuneration to the executive management team shall be in accordance with markets standards to secure the Company's ability to attract and maintain competent leaders. The total remuneration for the executive management team shall consist of a fixed salary, long term incentives and other benefits, such as non-monetary benefits, as well as pensions and insurances.

Item 16 - Resolution to grant the Board of Directors the authority to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders

The Board of Directors proposes that the shareholders adopt a resolution at the Annual General Meeting granting the Board of Directors the authority, on one or more occasions, for the period until the end of the next Annual General Meeting, to issue new shares, either applying or disapplying shareholders' pre-emption rights.

If the Board of Directors resolves to issue new shares disapplying the shareholders' pre-emption rights, the reason for this must be to implement an acquisition agreement, or, alternatively, to procure capital for such acquisition.

The number of shares issued by virtue of the authority may not exceed an increase of ten (10) percent of the share capital based on the share capital of the company on the date of the Annual General Meeting 2018.

Item 17 - Resolution regarding a long-term incentive program, issue of warrants and transfer of share and/or warrants.

The board of directors of MAG Interactive AB (publ) proposes that the annual general meeting resolves on (A) a long-term incentive program (the "**LTIP 2018**"), (B) issuance of warrants and (C) transfer of shares and/or warrants, in accordance with the below.

Background and rationale

The board of directors considers it to be in the interest of the company and the shareholders that the executive management and other employees of the company are made part of the company's development by being offered employee stock options in a new incentive program. The reasons for the proposal are to contribute to the possibilities to retain and attract qualified personnel and to increase motivation for the executive management and other employees of the company by being involved in and working for a positive value increase of the company's shares during the period covered by the LTIP 2018. After implementation, the board of directors will evaluate the LTIP 2018 and if deemed beneficial for the company and the shareholders the board of directors intends to propose that the annual general meetings to be held in 2019 and 2020, respectively, resolve upon additional incentive programs, mainly in accordance with the proposal below.

In light of the terms and conditions, size of allotment and other circumstances, the board of directors considers the LTIP 2018, in accordance with the below, to be reasonable and advantageous for the company and its shareholders.

A. The Board of Director's proposal for implementation of the LTIP 2018

The board of directors proposes that the annual general meeting of the company resolves to implement the LTIP 2018 in accordance with the following substantial guidelines:

In total, the LTIP 2018 shall consist of no more than 526,428 employee stock options, entitling to subscription for an equal number of shares, in accordance with the below.

Each employee stock option entitles the holder to acquire one (1) new share in the company against cash consideration at an exercise price of SEK 30. The exercise price and the number of shares that each employee stock option entitles to may be subject to recalculation in the event of a bonus issue, split, rights issue, etc., wherein the recalculation terms in the complete terms and conditions of the warrants shall be applied.

The LTIP 2018 shall be offered to the executive management and other employees in the company.

Notice of participation in the LTIP 2018 shall have been received by the company on 28 February 2019 at the latest, and the board of directors shall be entitled to extend this time period. The allotment of employee stock options to participants shall be made promptly after the expiration of the notification period.

The allotted employee stock options will be vested over a three-year period in accordance with the following:

- a) 1/3 of the allotted employee stock options will be vested on 1 March 2020;
- b) 1/3 of the allotted employee stock options will be vested on 1 March 2021; and
- c) 1/3 of the allotted employee stock options will be vested on 1 March 2022.

Vesting is accelerated, under certain conditions, in case of a merger in which the company is absorbed by another company or in case of a public offer for all shares in the company.

Vesting requires that the participant is still employed by the company and that the employee has not terminated the employment as of the date when the relevant vesting occurs. If a participant ceases to be employed or terminates the employment before a vesting date, the already vested employee stock options can be exercised on the ordinary date of exercise in accordance with the below, but further vesting will not take place. However, if the employee's employment expires due to termination by the company for any other reason than scarcity of work (Sw. *arbetsbrist*) or termination by the company without a valid reason (Sw. *utan saklig grund*), also vested options will expire.

The employee stock options shall not constitute securities and shall not be able transferable or pledged.

The employee stock options shall be allotted without consideration.

The holders can exercise allotted and vested employee stock options during the period from and including 2 March 2022 up to and including 2 April 2022.

Regarding employees resident outside of Sweden, participation requires that such participation is in accordance with applicable laws, and that the board of directors, in its sole discretion, consider it to be possible with reasonable administrative and economic efforts.

The employee stock options shall be governed by separate agreements with each participant. The board of directors shall be responsible for the preparation and management of the LTIP 2018 within the above mentioned substantial terms.

B. The Board of Director's proposal for an issue of warrants

In order to enable the company's delivery of shares under the LTIP 2018, the board of directors proposes that the annual general meeting resolves to issue not more than 526,428 warrants, free of charge, to a wholly owned subsidiary of MAG Interactive AB (publ) (the "**Subsidiary**"). Each warrant entitles to subscription for one (1) share in MAG Interactive AB (publ) during the period from the registration of the warrants with the Swedish Companies Registration Office up to and including 15 May 2022 at an exercise price of SEK 30. If the warrants are exercised in full the share capital will increase by SEK 13,673.454636. The subscription for warrants shall be made no later than 15 March 2019. However, the board of directors shall be entitled to extend the subscription period. There can be no over-subscription.

C. The Board of Director's proposal for approval of transfer of shares and/or warrants

The board of directors proposes that the annual general meeting resolves to approve that the Subsidiary may transfer shares to the participants in the LTIP 2018 in connection with exercise of the employee stock options in accordance with the terms set out in section A.

Dilution effect, market value, costs, etc.

The Board of Director's proposal to resolve on issuance of warrants entails a dilution effect corresponding to a maximum of approximately 1.96 percent of the shares and votes in the company if the proposed warrants are exercised in full. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. The LTIP 2018 is expected to have only marginal effects on the company's key ratios.

The employee stock options do not have a market value since they are not transferable. However, the board of directors has calculated a theoretical value of the employee stock options in accordance with the Black-Scholes formula. In accordance with this valuation, the value of the employee stock options in the LTIP 2018 is approximately SEK 3 per employee stock option.

The board of directors' opinion is that the LTIP 2018/2022 will trigger costs mainly related to administration and social security contributions.

The total costs for administration are estimated to amount to approximately SEK 200,000.

The total costs for social security contributions during the vesting period will depend on the number of employee stock options that will be vested and the value of the benefit that the participant will receive. When assuming that 100 percent of the employee stock options in the LTIP 2018 will be

vested and with an assumed share price of SEK 60 when the options are exercised, the total preliminary costs for social security contributions will amount to approximately SEK 5 million.

Previous incentive programs in MAG Interactive AB (publ)

The company currently has two ongoing warrant programs to key employees and other employees. These previously approved warrant programs are, together with the LTIP 2018, expected to entail a dilution of approximately 3.64 percent of the total number of shares outstanding if all outstanding and proposed warrants are exercised in full. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. The costs of the warrant programs are expected to amount to approximately SEK 600,000 in total. For a more detailed description of the company's other share related incentive programs, reference is made to the annual report for 2017/2018.

Preparation of the proposal

The proposal has been prepared by the board of directors together with external advisors.

Resolutions proposed by the Nomination Committee

MAG Interactive AB (publ)'s Nomination Committee, which consists of Chairman Kaj Nygren, (NMO Invest AB and Playful Days AB), Helen Fasth Gillstedt (Handelsbanken Fonder), Joachim Spetz (Swedbank Robur Fonder) and Henrik Sandell (Didner & Gerge Fonder), who together represents approximately 47 percent of the voting rights in respect of all shares in the company, and the Chairman of the Board of Directors, Walter Masalin, proposes the following.

Item 1 - Chairman of the Annual General Meeting

Pontus Enquist, Roschier Advokatbyrå, is proposed as Chairman of the Annual General Meeting 2018.

Item 11A - Number of Board Members

The Nomination Committee proposes that the number of Board Members elected at the Annual General Meeting shall be six and that no deputy Board Members shall be appointed.

Item 11B - Number of auditors and alternate auditors

The Nomination Committee proposes that a registered auditing firm shall be appointed as auditor and that no deputy auditors shall be appointed.

Item 12A - Fees to the Board of Directors

It is proposed that the following fees shall be paid to the Board of Directors:

- Chairman of the Board of Directors: SEK 400,000
- Other Board Members not employed by the company: SEK 200,000

Item 12A – Fees to the auditors

It is proposed that fees shall be paid to the company's auditors upon approval of their invoices.

Item 13 - Election of Chairman of the Board of Directors and other Board Members

The Nomination Committee proposes that the following Board Members are elected for the period until the end of the next Annual General Meeting:

Re-election of each of the Board Members Daniel Hasselberg, Michael Hjorth and Teemu Huuhtanen and election of Birgitta Stymne Göransson, Andras Vajlok and Taina Malén as new Board Members. The Board Members Walter Masalin (chairman of the board), Kaj Nygren and Johan Persson have announced that they will not be available for re-election.

It is proposed that Birgitta Stymne Göransson is elected as Chairman of the Board of Directors.

Item 14 - Election of auditors

It is proposed that PricewaterhouseCoopers AB is re-elected as auditor for the period until the end of the Annual General Meeting 2019. Subject to the approval by the shareholders of the Nomination Committee's proposal at the Annual General Meeting, PricewaterhouseCoopers AB has stated that authorised public accountant Niklas Renström will continue as auditor-in-charge.

Other information

Shares and voting rights

MAG Interactive AB (publ)'s share capital amounts to SEK 683,672.55 divided into 26,321,393 shares. All shares are of the same class and one (1) share entitles the holder to one (1) vote at general meetings.

Majority rules

The resolution proposed by the Board of Directors in item 16 on the agenda will only be validly adopted if shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the meeting vote in favour of the resolution. A resolution pursuant to item 17 on the agenda will only be validly adopted if shareholders holding no less than nine tenths (9/10) of both the votes cast and the shares represented at the meeting vote in favour of the resolution.

Further information

Information about all of the individuals proposed as members of MAG Interactive AB (publ)'s Board of Directors, information about the proposed auditor, the justified statements by the Nomination Committee regarding the proposed Board Members, and the Nomination Committee's complete proposals can be found on the company's website, www.maginteractive.com, and will be sent free of charge to shareholders who request the company to do so.

Complete proposals and related documents regarding items 15, 16 and 17 on the agenda, concerning guidelines for remuneration the CEO and executive management, authority for the Board of Directors to issue new shares, and long-term incentive program, will be made available by the company and on the company's website, www.maginteractive.com, and will be sent free of charge to shareholders who request the company to do so.

Accounting documents and the auditor's report will be made available at the company and on the company's website, www.maginteractive.com, no later than on 27 November 2018, and will be sent free of charge to shareholders who request the company to do so.