

REFERAT AF EKSTRAORDINÆR GENERALFORSAMLING

Den 7. september 2021 afholdtes ekstraordinær generalforsamling i:

5TH PLANET GAMES A/S
CVR-no. 33 59 71 42
("Selskabet")

Bestyrelsen valgte Peter Ekman som dirigent, der med de mødendes enstemmige tilslutning konstaterede, at 18,72% af selskabskapitalen var repræsenteret, og at generalforsamlingen var lovligt indkaldt og beslutningsdygtig.

1. Kapitalforhøjelse uden fortegningsret for selskabets aktionærer (Tranche 1)
2. Kapitalforhøjelse uden fortegningsret for selskabets aktionærer (Tranche 2)
3. Kapitalforhøjelse uden fortegningsret for selskabets aktionærer (Tranche 3)
4. Forslag om udstedelse af visse warrants (Investment Warrants)
5. Forslag om udstedelse af visse warrants (Milestone Warrants)
6. Forslag om udstedelse af visse warrants (Indemnification Warrants)
7. Forslag om at bemyndige bestyrelsen til at udstede visse warrants
8. Valg af medlemmer til bestyrelsen
9. Revidering af vedtægter

MINUTES OF EXTRAORDINARY GENERAL MEETING

On 7 September 2021, an extraordinary general meeting was held in:

5TH PLANET GAMES A/S
CVR-no. 33 59 71 42
(the "Company")

The board of directors appointed Mr. Peter Ekman as chairman of the meeting and established, with the unanimous consent of the attendees, that 18.72 percent of the share capital were represented, and that due notice of the general meeting had been given and that it formed a quorum in every respect.

1. Capital increase by directed issue of shares (Tranche 1)
2. Capital increase by directed issue of shares (Tranche 2)
3. Capital increase by directed issue of shares (Tranche 3)
4. Proposal to issue certain warrants (Investment Warrants)
5. Proposal to issue certain warrants (Milestone Warrants)
6. Proposal to issue certain warrants (Indemnification Warrants)
7. Proposal to authorise the board of directors to issue certain warrants
8. Election of members to the Board of Directors
9. Amendment of articles of association

**Ad 1. Kapitalforhøjelse uden for-
tegningsret for selskabets aktionærer
(Tranche 1)**

Der forelå forslag om at forhøje sel-
skabskapitalen ved kontant indskud.

Dirigenten oplyste, at de i selskabslo-
vens § 156, stk. 2 nævnte dokumenter
var behørigt fremlagt.

Den foreslåede kapitalforhøjelse sker til
en pris på NOK 0,60968 per kapitalandel
á nominelt DKK 0,05. Ved anmeldelsen
af kapitalforhøjelsen til Erhvervsstyrel-
sen fastsættes tegningskursen i DKK i
overensstemmelse med Danmarks Nati-
onalbanks valutakurs på dagen før teg-
ningsdagen.

Den foreslåede kapitalforhøjelse inde-
bar følgende vilkår:

at det beløb hvormed selskabska-
pitalen skal kunne forhøjes,
udgør nominelt DKK
1.083.888,25 (svarende til
21.677.765 kapitalandele á no-
minelt DKK 0,05);

at der ikke kan ske delvis indbeta-
ling;

at kapitalandelens pålydende
værdi skal være DKK 0,05 eller
multipla heraf;

at de nye kapitalandele har ret til
udbytte og andre rettigheder i
Selskabet fra tidspunktet for
registrering af kapitalforhøjel-
sen hos Erhvervsstyrelsen;

**Re 1. Capital increase by directed
issue of shares (Tranche 1)**

A resolution was proposed to increase
the share capital of the Company by
contribution of cash.

The chairman informed that the docu-
ments required under section 156 (2) of
the Companies Act had been duly pre-
sented.

The proposed capital increase is sub-
scribed at a price of NOK 0.60968 per
share of nominally DKK 0.05. In the offi-
cial filing with Danish Business Authori-
ties, the subscription price in DKK will be
determined on the basis of the Danish
central bank's (Danmarks Nationalbank)
exchange rate as of the day before the
subscription date.

The proposal for an increase of the
share capital was subject to the follow-
ing terms:

That the amount by which the share
capital may be increased shall
be DKK 1,083,888.25 (corre-
sponding to 21,677,765 shares
each of nominally DKK 0.05);

that the shares cannot be paid in
part payment;

that that the nominal value of the
shares shall be DKK 0.05 or
multiples hereof;

that the new shares carry the right
to dividends and other rights
from the time when the capital
increase is registered with the
Danish Business Agency;

<u>at</u>	Selskabet afholder omkostningerne ved kapitalforhøjelsen på anslået DKK 55.000 ekskl. moms;	<u>that</u>	the costs to be borne by the Company in connection with the capital increase are estimated to amount to DKK 55,000 ex. VAT;
<u>at</u>	kapitalforhøjelsen er en rettet kapitalforhøjelse uden fortegningsret for Selskabets kapital ejere, til fordel for Skybound Game Studios Inc.;	<u>that</u>	the capital increase shall be a directed capital increase in favour of Skybound Game Studios Inc. without pre-emptive right of subscription for the Company's shareholders;
<u>at</u>	at tegningen sker på en separat tegningsliste;	<u>that</u>	that the subscription takes place on a separate subscription list;
<u>at</u>	tegningsperioden påbegynder den 7. september 2021 kl. 09:00 (CEST) og slutter den 10. november 2021 kl. 16:30 (CEST);	<u>that</u>	the subscription period of the shares commences 7 September 2021 at 09:00 hours (CEST) and the subscription period ends 10 November 2021 at 16:30 hours (CEST);
<u>at</u>	betalingen af det kontante indskud skal ske senest samtidig med tegningen af kapitalandelen;	<u>that</u>	the cash payment will be contributed no later than on the last day of the subscription period;
<u>at</u>	de nye kapitalandele skal have samme kapitalklasse som de eksisterende kapitalandele;	<u>that</u>	the new shares shall be in the same share class as the existing shares;
<u>at</u>	der ikke gælder indskrænkninger i de nye kapitalandele's omsættelighed;	<u>that</u>	there are no restrictions on the transferability of the new shares;
<u>at</u>	kapitalandelene er omsætningspapirer; og	<u>that</u>	the shares are negotiable instruments; and
<u>at</u>	kapitalandelene skal lyde på navn og noteres i Selskabets ejerbog.	<u>that</u>	the shares shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders.

Forslaget blev vedtaget enstemmigt og med alle stemmer.

The proposal was adopted unanimously and with all votes.

Som følge af kapitalforhøjelsen ændres ordlyden af vedtægternes punkt 2.1, således at denne reflekterer den forhøjede selskabskapital i overensstemmelse med det vedtagne forslag.

As a consequence of the capital increase, article 2.1 of the articles of association was amended to reflect the increased share capital in accordance with this resolution.

Ad 2. Kapitalforhøjelse uden for-tegningsret for selskabets aktionærer (Tranche 2)

Re 2. Capital increase by directed issue of shares (Tranche 2)

Der forelå forslag om at forhøje selskabskapitalen ved kontant indskud.

A resolution was proposed to increase the share capital of the Company by contribution of cash.

Dirigenten oplyste, at de i selskabslovens § 156, stk. 2 nævnte dokumenter var behørigt fremlagt.

The chairman informed that the documents required under section 156 (2) of the Companies Act had been duly presented.

Den foreslåede kapitalforhøjelse sker til en pris på NOK 0,60968 per kapitalandel á nominelt DKK 0,05. Ved anmeldelsen af kapitalforhøjelsen til Erhvervsstyrelsen fastsættes tegningskursen i DKK i overensstemmelse med Danmarks Nationalbanks valutakurs på dagen før tegningsdagen.

The proposed capital increase is subscribed at a price of NOK 0.60968 per share of nominally DKK 0.05. In the official filing with Danish Business Authorities, the subscription price in DKK will be determined on the basis of the Danish central bank's (Danmarks Nationalbank) exchange rate as of the day before the subscription date.

Den foreslåede kapitalforhøjelse indelbar følgende vilkår:

The proposal for an increase of the share capital was subject to the following terms:

at det beløb hvormed selskabskapitalen skal kunne forhøjes, udgør nominelt DKK 1.806.480,40 (svarende til 36.129.608 kapitalandele á nominelt DKK 0,05);

that the amount by which the share capital may be increased shall be DKK 1,806,480.40 (corresponding to 36,129,608 shares each of nominally DKK 0.05);

at der ikke kan ske delvis indbetaling;

that the shares cannot be paid in part payment;

<u>at</u>	kapitalandelenes pålydende værdi skal være DKK 0,05 eller multipla heraf;	<u>that</u>	that the nominal value of the shares shall be DKK 0.05 or multiples hereof;
<u>at</u>	de nye kapitalandele har ret til udbytte og andre rettigheder i Selskabet fra tidspunktet for registrering af kapitalforhøjelsen hos Erhvervsstyrelsen;	<u>that</u>	the new shares carry the right to dividends and other rights from the time when the capital increase is registered with the Danish Business Agency;
<u>at</u>	Selskabet afholder omkostningerne ved kapitalforhøjelsen på anslået DKK 55.000 ekskl. moms;	<u>that</u>	the costs to be borne by the Company in connection with the capital increase are estimated to amount to DKK 55,000 ex. VAT;
<u>at</u>	kapitalforhøjelsen er en rettet kapitalforhøjelse uden fortegningsret for Selskabets kapital ejere, til fordel for Skybound Game Studios Inc.;	<u>that</u>	the capital increase shall be a directed capital increase in favour of Skybound Game Studios Inc. without pre-emptive right of subscription for the Company's shareholders;
<u>at</u>	at tegningen sker på en separat tegningsliste;	<u>that</u>	that the subscription takes place on a separate subscription list;
<u>at</u>	tegningsperioden påbegynder den 7. september 2021 kl. 09:00 (CEST) og slutter den 12. maj 2022 kl. 16:30 (CEST);	<u>that</u>	the subscription period of the shares commences 7 September 2021 at 09:00 hours (CEST) and the subscription period ends 12 May 2022 at 16:30 hours (CEST);
<u>at</u>	betalingen af det kontante indskud skal ske senest samtidig med tegningen af kapitalandelen;	<u>that</u>	the cash payment will be contributed no later than on the last day of the subscription period;
<u>at</u>	de nye kapitalandele skal have samme kapitalklasse som de eksisterende kapitalandele;	<u>that</u>	the new shares shall be in the same share class as the existing shares;
<u>at</u>	der ikke gælder indskrænkninger i de nye kapitalandales om sættelighed;	<u>that</u>	there are no restrictions on the transferability of the new shares;

at kapitalandelene er omsætningspapirer; og

that the shares are negotiable instruments; and

at kapitalandelene skal lyde på navn og noteres i Selskabets ejerbog.

that the shares shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders.

Forslaget blev vedtaget enstemmigt og med alle stemmer.

The proposal was adopted unanimously and with all votes.

Som følge af kapitalforhøjelsen ændres ordlyden af vedtægternes punkt 2.1, således at denne reflekterer den forhøjede selskabskapital i overensstemmelse med det vedtagne forslag.

As a consequence of the capital increase, article 2.1 of the articles of association was amended to reflect the increased share capital in accordance with this resolution.

Ad 3. Kapitalforhøjelse uden for-tegningsret for selskabets aktionærer (Tranche 3)

Re 3. Capital increase by directed issue of shares (Tranche 3)

Der forelå forslag om at forhøje selskabskapitalen ved kontant indskud.

A resolution was proposed to increase the share capital of the Company by contribution of cash.

Dirigenten oplyste, at de i selskabslovens § 156, stk. 2 nævnte dokumenter var behørigt fremlagt.

The chairman informed that the documents required under section 156 (2) of the Companies Act had been duly presented.

Den foreslåede kapitalforhøjelse sker til en pris på NOK 0,60968 per kapitalandel á nominelt DKK 0,05. Ved anmeldelsen af kapitalforhøjelsen til Erhvervsstyrelsen fastsættes tegningskursen i DKK i overensstemmelse med Danmarks Nationalbanks valutakurs på dagen før tegningsdagen.

The proposed capital increase is subscribed at a price of NOK 0.60968 per share of nominally DKK 0.05. In the official filing with Danish Business Authorities, the subscription price in DKK will be determined on the basis of the Danish central bank's (Danmarks Nationalbank) exchange rate as of the day before the subscription date.

Den foreslåede kapitalforhøjelse indebar følgende vilkår:

The proposal for an increase of the share capital was subject to the following terms:

<u>at</u>	det beløb hvormed selskabskapitalen skal kunne forhøjes, udgør nominelt DKK 2.167.776,50 (svarende til 43.355.530 kapitalandele á nominelt DKK 0,05);	<u>that</u>	the amount by which the share capital may be increased shall be DKK 2,167,776.50 (corresponding to 43,355,530 shares each of nominally DKK 0.05);
<u>at</u>	der ikke kan ske delvis indbetaling;	<u>that</u>	the shares cannot be paid in part payment;
<u>at</u>	kapitalandelenes pålydende værdi skal være DKK 0,05 eller multipla heraf;	<u>that</u>	that the nominal value of the shares shall be DKK 0.05 or multiples hereof;
<u>at</u>	de nye kapitalandele har ret til udbytte og andre rettigheder i Selskabet fra tidspunktet for registrering af kapitalforhøjelsen hos Erhvervsstyrelsen;	<u>that</u>	the new shares carry the right to dividends and other rights from the time when the capital increase is registered with the Danish Business Agency;
<u>at</u>	Selskabet afholder omkostningerne ved kapitalforhøjelsen på anslået DKK 55.000 ekskl. moms;	<u>that</u>	the costs to be borne by the Company in connection with the capital increase are estimated to amount to DKK 55,000 ex. VAT;
<u>at</u>	kapitalforhøjelsen er en rettet kapitalforhøjelse uden fortegningsret for Selskabets kapital ejere, til fordel for Skybound Game Studios Inc.;	<u>that</u>	the capital increase shall be a directed capital increase in favour of Skybound Game Studios Inc. without pre-emptive right of subscription for the Company's shareholders;
<u>at</u>	at tegningen sker på en separat tegningsliste;	<u>that</u>	that the subscription takes place on a separate subscription list;
<u>at</u>	tegningsperioden påbegynder den 7. september 2021 kl. 09:00 (CEST) og slutter den 30. august 2022 kl. 16:30 (CEST);	<u>that</u>	the subscription period of the shares commences 7 September 2021 at 09:00 hours (CEST) and the subscription period ends 30 August 2022 at 16:30 hours (CEST);
<u>at</u>	Indbetaling af det kontante indskud skal ske senest samtidig med tegningen af kapitalandelene;	<u>that</u>	the cash payment will be contributed no later than on the last day of the subscription period;

at de nye kapitalandele skal have samme kapitalklasse som de eksisterende kapitalandele;

at der ikke gælder indskrænkninger i de nye kapitalandele's omsættelighed;

at kapitalandelene er omsætningspapirer; og

at kapitalandelene skal lyde på navn og noteres i Selskabets ejerbog.

that the new shares shall be in the same share class as the existing shares;

that there are no restrictions on the transferability of the new shares;

that the shares are negotiable instruments; and

that the shares shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders.

Forslaget blev vedtaget enstemmigt og med alle stemmer.

The proposal was adopted unanimously and with all votes.

Som følge af kapitalforhøjelsen ændres ordlyden af vedtægternes punkt 2.1, således at denne reflekterer den forhøjede selskabskapital i overensstemmelse med det vedtagne forslag.

As a consequence of the capital increase, article 2.1 of the articles of association was amended to reflect the increased share capital in accordance with this resolution.

Ad 4. Forslag om udstedelse af visse warrants (Investment Warrants)

Re 4. Proposal to issue certain warrants (Investment Warrants)

Der var fremsat forslag om at udstede 50.581.452 warrants til fordel for Skybound Game Studios Inc., svarende til nominelt DKK 2.529.072,60.

It was proposed to issue 50,581,452 warrants in favour of Skybound Game Studios Inc., equivalent to nominally DKK 2,529,072.60.

Dirigenten oplyste, at de i selskabslovens § 156, stk. 2 nævnte dokumenter var behørigt fremlagt.

The chairman informed that the documents required under section 156 (2) of the Companies Act had been duly presented.

For bestemmelser om warrantindehaverens retsstilling i tilfælde af kapitalforhøjelse, kapitalnedsættelse, udstedelse af nye warrants, udstedelse af nye konvertible gældsbreve eller opløsning, herun-

der provisions af de warrant holders statutory rights in the event of: a capital increase, reduction of the share capital, issue of new warrants, issue of convertible loans or by dissolution including

der fusion og spaltning forinden warrantudnyttelse finder sted, og for betingelser for udnyttelse, henvises til bilag 2.3 til udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

Hver warrant giver ret til at tegne én kapitalandel á nominelt DKK 0,05, til en tegningspris på NOK 0,60968. Ved anmeldelsen af kapitalforhøjelsen til Erhvervsstyrelsen fastsættes tegningskursen i DKK i overensstemmelse med Danmarks Nationalbanks valutakurs på dagen før udnyttelsesdagen.

For Selskabets udstedelse af warrants og den dertilhørende kapitalforhøjelse, jf. selskabslovens § 167, jf. § 158 skal i øvrigt gælde,

1. at det beløb hvormed selskabskapitalen skal kunne forhøjes udgør nominelt DKK 2.529.072,60,
2. at tegningen sker på en separat tegningsliste,
3. tegningsperioden påbegynder den 7. september 2021 kl. 09:00 (CEST) og slutter den 10. november 2021 kl. 16:30 (CEST),
4. at beløbet for kapitalandelene erlægges kontant og indbetales senest 10 hverdage efter Selskabets modtagelse af udnyttelsesmeddelelse af de pågældende warrants,
5. at kapitalandelene skal give Indehaveren ret til udbytte og andre rettigheder i Selskabet fra tidspunktet for registrering hos

mergers and demergers before the warrant exercise take place, and for terms of exercise, reference is made to appendix 2.3 to the draft of the Company's amended articles of association see clause 9.

Each warrant entitles the holder to subscribe for one share of nominally DKK 0.05, at a subscription price of NOK 0.60968 per share. In the official filing with Danish Business Authorities, the subscription price in DKK will be determined on the basis of the Danish central bank's (Danmarks Nationalbank) exchange rate as of the day before the exercise date.

As to the issuance of warrants and the appertaining capital increase see the Danish Companies Act section 167 see section 158, the following shall apply,

1. that the amount by which the share capital may be increased is nominally DKK 2,529,072.60,
2. that the subscription takes place on a separate subscription list,
3. the subscription period of the shares commences 7 September 2021 at 09:00 hours (CEST) and the subscription period ends 10 November 2021 at 16:30 hours (CEST);
4. that the amount for the shares shall be paid in no later than 10 business days after the Company has received notice of the exercise of the warrants in question,
5. that the shares shall entitle the shareholder to dividends and other rights in the Company from the

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| <p>Erhvervsstyrelsen af den kapitalforhøjelse, som sker ved kapitalandelens udstedelse,</p> | <p>time of registration of the capital increase with the Danish Business Authority,</p> |
| <p>6. at hver warrant giver ret til tegning af én kapitalandel á nominelt DKK 0,05,</p> | <p>6. that each warrant entitles the holder to subscribe for one share of nominally DKK 0.05,</p> |
| <p>7. at Selskabets anslåede omkostninger forbundet med kapitalforhøjelsen ved udnyttelse af de hermed tildelte warrants udgør DKK 55.000 ekskl. moms</p> | <p>7. that the Company's estimated costs in connection with the capital increase in relation to the exercise of the issued warrants amount to DKK 55,000 excl. VAT</p> |
| <p>8. at warrants udstedes til fordel for Skybound Game Studios Inc. uden fortegningsret for de eksisterende kapitalejere,</p> | <p>8. that the issue of warrants be at the benefit of Skybound Game Studios Inc. without pre-emptive right for the existing shareholders,</p> |
| <p>9. at der ikke gælder indskrænkninger i kapitalandelens omsættelighed,</p> | <p>9. that there are no restrictions on the transferability of the shares</p> |
| <p>10. at kapitalandelene udstedt ved udnyttelse af warrants skal være omsætningspapirer,</p> | <p>10. that the shares issued by the holder's exercise of warrants shall be negotiable instruments,</p> |
| <p>11. at kapitalandelene udstedt ved udnyttelse af warrants skal lyde på navn og noteres i Selskabets ejerbog,</p> | <p>11. that the shares issued by the holder's exercise of warrants shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders,</p> |
| <p>12. at der for kapitalandelene skal gælde samme øvrige rettigheder og forpligtelser, som fastsat i Selskabets vedtægter for Selskabets kapitalandele, og</p> | <p>12. that the shares will be subject to the same additional rights and obligations concerning shares as laid down in the Company's articles of association, and</p> |
| <p>13. at i tilfælde af ændring af Selskabets vedtægter forud for udnyttelse af en warrant, skal sådanne eventuelle ændrede rettigheder og forpligtelser gælde for den pågældende warrant samt for samtlige kapitalandele tegnet i forbindelse med udnyttelsen af en warrant.</p> | <p>13. that in case of an amendment to the Company's articles of association prior to the exercise of a warrant, any such amended rights and obligations shall apply to the warrant and to all shares subscribed in relation to the exercise of a warrant.</p> |

Forslaget blev vedtaget enstemmigt og med alle stemmer og som følge heraf blev selskabets vedtægter opdateret i overensstemmelse med vedlagte udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

Ad 5. Forslag om udstedelse af visse warrants (Milestone Warrants)

Der var fremsat forslag om at udstede 31.103.882 warrants til fordel for Skybound Game Studios Inc., svarende til nominelt DKK 1.555.194,10.

Dirigenten oplyste, at de i selskabslovens § 156, stk. 2 nævnte dokumenter var behørigt fremlagt.

For bestemmelser om warrantindehaverens retsstilling i tilfælde af kapitalforhøjelse, kapitalnedsættelse, udstedelse af nye warrants, udstedelse af nye konvertible gældsbreve eller opløsning, herunder fusion og spaltning forinden warrantudnyttelse finder sted, og for betingelser for udnyttelse, henvises til bilag 2.4 til udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

Hver warrant giver ret til at tegne én kapitalandel á nominelt DKK 0,05, til en tegningspris på NOK 0,90. Ved anmeldelsen af kapitalforhøjelsen til Erhvervsstyrelsen fastsættes tegningskursen i DKK i overensstemmelse med Danmarks Nationalbanks valutakurs på dagen før udnyttelsesdagen.

For Selskabets udstedelse af warrants og den dertilhørende kapitalforhøjelse, jf. selskabslovens § 167, jf. § 158 skal i øvrigt gælde,

The proposal was adopted unanimously and with all votes, and as consequence hereof, the articles of association was amended in accordance with the enclosed draft for amended articles of association, see section 9.

Re 5. Proposal to issue certain warrants (Milestone Warrants)

It was proposed to issue 31,103,882 warrants in favour of Skybound Game Studios Inc., equivalent to nominally DKK 1,555,194.10.

The chairman informed that the documents required under section 156 (2) of the Companies Act had been duly presented.

For provisions of the warrant holder's statutory rights in the event of a capital increase, reduction of the share capital, issue of new warrants, issue of convertible loans or by dissolution including mergers and demergers before the warrant exercise take place, and for terms of exercise, reference is made to appendix 2.4 to the draft of the Company's amended articles of association see clause 9.

Each warrant entitles the holder to subscribe for one share of nominally DKK 0.05, at a subscription price of NOK 0.90 per share. In the official filing with Danish Business Authorities, the subscription price in DKK will be determined on the basis of the Danish central bank's (Danmarks Nationalbank) exchange rate as of the day before the exercise date.

As to the issuance of warrants and the appertaining capital increase see the Danish Companies Act section 167 see section 158, the following shall apply,

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| <p>1. at det beløb hvormed selskabskapitalen skal kunne forhøjes udgør nominelt DKK 1.555.194,10,</p> | <p>1. that the amount by which the share capital may be increased is nominally DKK 1,555,194.10,</p> |
| <p>2. at tegningen sker på en separat tegningsliste,</p> | <p>2. that the subscription takes place on a separate subscription list,</p> |
| <p>3. tegningsperioden påbegynder den 7. september 2021 kl. 09:00 (CEST) og slutter den 10. november 2021 kl. 16:30 (CEST),</p> | <p>3. the subscription period of the shares commences 7 September 2021 at 09:00 hours (CEST) and the subscription period ends 10 November 2021 at 16:30 hours (CEST);</p> |
| <p>4. at beløbet for kapitalandelene erlægges kontant og indbetales senest 10 hverdage efter Selskabets modtagelse af udnyttelsesmeddelelse af de pågældende warrants,</p> | <p>4. that the amount for the shares shall be paid in no later than 10 business days after the Company has received notice of the exercise of the warrants in question,</p> |
| <p>5. at kapitalandelene skal give Indehaveren ret til udbytte og andre rettigheder i Selskabet fra tidspunktet for registrering hos Erhvervsstyrelsen af den kapitalforhøjelse, som sker ved kapitalandelenes udstedelse,</p> | <p>5. that the shares shall entitle the shareholder to dividends and other rights in the Company from the time of registration of the capital increase with the Danish Business Authority,</p> |
| <p>6. at hver warrant giver ret til tegning af én kapitalandel á nominelt DKK 0,05,</p> | <p>6. that each warrant entitles the holder to subscribe for one share of nominally DKK 0.05,</p> |
| <p>7. at Selskabets anslåede omkostninger forbundet med kapitalforhøjelsen ved udnyttelse af de hermed tildelte warrants udgør DKK 55.000 ekskl. moms</p> | <p>7. that the Company's estimated costs in connection with the capital increase in relation to the exercise of the issued warrants amount to DKK 55,000 excl. VAT</p> |
| <p>8. at warrants udstedes til fordel for Skybound Game Studios Inc. uden fortegningsret for de eksisterende kapitalejere,</p> | <p>8. that the issue of warrants be at the benefit of Skybound Game Studios Inc. without pre-emptive right for the existing shareholders,</p> |
| <p>9. at der ikke gælder indskrænkninger i kapitalandelenes omsættelighed,</p> | <p>9. that there are no restrictions on the transferability of the shares</p> |

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| <p>10. at kapitalandelene udstedt ved udnyttelse af warrants skal være omsætningspapirer,</p> | <p>10. that the shares issued by the holder's exercise of warrants shall be negotiable instruments,</p> |
| <p>11. at kapitalandelene udstedt ved udnyttelse af warrants skal lyde på navn og noteres i Selskabets ejerbog,</p> | <p>11. that the shares issued by the holder's exercise of warrants shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders,</p> |
| <p>12. at der for kapitalandelene skal gælde samme øvrige rettigheder og forpligtelser, som fastsat i Selskabets vedtægter for Selskabets kapitalandele, og</p> | <p>12. that the shares will be subject to the same additional rights and obligations concerning shares as laid down in the Company's articles of association, and</p> |
| <p>13. at i tilfælde af ændring af Selskabets vedtægter forud for udnyttelse af en warrant, skal sådanne eventuelle ændrede rettigheder og forpligtelser gælde for den pågældende warrant samt for samtlige kapitalandele tegnet i forbindelse med udnyttelsen af en warrant.</p> | <p>13. that in case of an amendment to the Company's articles of association prior to the exercise of a warrant, any such amended rights and obligations shall apply to the warrant and to all shares subscribed in relation to the exercise of a warrant.</p> |

Forslaget blev vedtaget enstemmigt og med alle stemmer og som følge heraf blev selskabets vedtægter opdateret i overensstemmelse med vedlagte udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

The proposal was adopted unanimously and with all votes, and as consequence hereof, the articles of association was amended in accordance with the enclosed draft for amended articles of association, see section 9.

Ad 6. Forslag om udstedelse af visse warrants (Indemnification Warrants)

Der var fremsat forslag om at udstede 2.200.000 warrants til fordel for Skybound Game Studios Inc., svarende til nominelt DKK 110.000.

Re 6. Proposal to issue certain warrants (Indemnification Warrants)

It was proposed to issue 2,200,000 warrants in favour of Skybound Game Studios Inc., equivalent to nominally DKK 110,000.

Dirigenten oplyste, at de i selskabslovens § 156, stk. 2 nævnte dokumenter var behørigt fremlagt.

The chairman informed that the documents required under section 156 (2) of the Companies Act had been duly presented.

For bestemmelser om warrantindehaverens retsstilling i tilfælde af kapitalforhøjelse, kapitalnedsættelse, udstedelse af nye warrants, udstedelse af nye konvertible gældsbreve eller opløsning, herunder fusion og spaltning forinden warrantudnyttelse finder sted, og for betingelser for udnyttelse, henvises til bilag 2.5 til udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

Hver warrant giver ret til at tegne én kapitalandel á nominelt DKK 0,05, til en tegningspris på DKK 0,05.

For Selskabets udstedelse af warrants og den dertilhørende kapitalforhøjelse, jf. selskabslovens § 167, jf. § 158 skal i øvrigt gælde,

1. at det beløb hvormed selskabskapitalen skal kunne forhøjes udgør nominelt DKK 110.000,
2. at tegningen sker på en separat tegningsliste,
3. tegningsperioden påbegynder den 7. september 2021 kl. 09:00 (CEST) og slutter den 10. november 2021 kl. 16:30 (CEST),
4. at beløbet for kapitalandelene erlægges kontant og indbetales senest 10 hverdage efter Selskabets modtagelse af udnyttelsesmeddelelse af de pågældende warrants,
5. at kapitalandelene skal give Indehaveren ret til udbytte og andre rettigheder i Selskabet fra tidspunktet for registrering hos Erhvervsstyrelsen af den kapi-

For provisions of the warrant holder's statutory rights in the event of: a capital increase, reduction of the share capital, issue of new warrants, issue of convertible loans or by dissolution including mergers and demergers before the warrant exercise take place, and for terms of exercise, reference is made to appendix 2.5 to the draft of the Company's amended articles of association see clause 9.

Each warrant entitles the holder to subscribe for one share of nominally DKK 0.05, at a subscription price of DKK 0,05 per share.

As to the issuance of warrants and the appertaining capital increase see the Danish Companies Act section 167 see section 158, the following shall apply,

1. that amount by which the share capital may be increased is nominally DKK 110,000,
2. that the subscription takes place on a separate subscription list,
3. the subscription period of the shares commences 7 September 2021 at 09:00 hours (CEST) and the subscription period ends 10 November 2021 at 16:30 hours (CEST);
4. that the amount for the shares shall be paid in no later than 10 business days after the Company has received notice of the exercise of the warrants in question,
5. that the shares shall entitle the shareholder to dividends and other rights in the Company from the time of registration of the capital increase with the Danish Business Authority,

- talforhøjelse, som sker ved kapitalandelens udstedelse,
6. at hver warrant giver ret til tegning af én kapitalandel á nominelt DKK 0,05,
 7. at Selskabets anslåede omkostninger forbundet med kapitalforhøjelsen ved udnyttelse af de hermed tildelte warrants udgør DKK 55.000 ekskl. moms
 8. at warrants udstedes til fordel for Skybound Game Studios Inc. uden fortegningsret for de eksisterende kapitalejere,
 9. at der ikke gælder indskrænkninger i kapitalandelens omsættelighed,
 10. at kapitalandelene udstedt ved udnyttelse af warrants skal være omsætningspapirer,
 11. at kapitalandelene udstedt ved udnyttelse af warrants skal lyde på navn og noteres i Selskabets ejerbog,
 12. at der for kapitalandelene skal gælde samme øvrige rettigheder og forpligtelser, som fastsat i Selskabets vedtægter for Selskabets kapitalandele, og
 13. at i tilfælde af ændring af Selskabets vedtægter forud for udnyttelse af en warrant, skal sådanne eventuelle ændrede rettigheder og forpligtelser gælde for den pågældende warrant samt for samtlige kapitalandele tegnet i forbindelse med udnyttelsen af en warrant.
6. that each warrant entitles the holder to subscribe for one share of nominally DKK 0.05,
 7. that the Company's estimated costs in connection with the capital increase in relation to the exercise of the issued warrants amount to DKK 55,000 excl. VAT
 8. that the issue of warrants be at the benefit of Skybound Game Studios Inc. without pre-emptive right for the existing shareholders,
 9. that there are no restrictions on the transferability of the shares
 10. that the shares issued by the holder's exercise of warrants shall be negotiable instruments,
 11. that the shares issued by the holder's exercise of warrants shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders,
 12. that the shares will be subject to the same additional rights and obligations concerning shares as laid down in the Company's articles of association, and
 13. that in case of an amendment to the Company's articles of association prior to the exercise of a warrant, any such amended rights and obligations shall apply to the warrant and to all shares subscribed in relation to the exercise of a warrant.

Forslaget blev vedtaget enstemmigt og med alle stemmer og som følge heraf blev selskabets vedtægter opdateret i overensstemmelse med vedlagte udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

Ad 7. Forslag om at bemyndige bestyrelsen til at udstede warrants

Der var fremsat forslag om at bemyndige Selskabets bestyrelse til ad en eller flere omgange at udstede op til 22.621.005 warrants, svarende til maksimalt nominelt DKK 1.131.050,25, til Selskabets og dets datterselskabers medarbejdere, bestyrelsesmedlemmer, rådgivere og andre interessenter, i perioden til og med den 1. juli 2026 samt at bemyndige bestyrelsen til at gennemføre de(n) tilhørende kapitalforhøjelse(r). Hver warrant giver ret til at tegne en kapitalandel af nominelt kr. 0,05 i Selskabet på vilkår fastlagt af bestyrelsen.

Kursen ved udnyttelsen af warrants fastsættes af bestyrelsen, idet denne kan fastsættes til en lavere kurs end markedskursen, dog ikke lavere end markedskursen til eksisterende kapitalejere med undtagelse af medarbejdere i selskabet som led i et generelt incitamentsprogram. Kursen kan aldrig være lavere end kurs 100 (nominal value). Bestyrelsen fastsætter de øvrige betingelser for de pågældende warrants, herunder løbetid mv.

Kapitalejerne tilsluttede sig, at bestyrelsen i Selskabet kan fravige eventuelle krav til udarbejdelse og fremlæggelse af Selskabets senest godkendte årsrapport, beretning fra det centrale ledelsesorgan og revisorudtalelse i forbindelse

The proposal was adopted unanimously and with all votes, and as consequence hereof, the articles of association was amended in accordance with the enclosed draft for amended articles of association, see section 9.

Re 7. Proposal to authorise the board of directors to issue warrants

It was proposed to authorize the board of directors in the Company to one or several occasions to issue up to 22,621,005 warrants, equivalent to maximally nominally DKK 1,131,050.25, to the Company's and its subsidiaries' employees, members of the board of directors, advisors, and other stakeholders, in the period until and including 1 July 2026, and to authorize the board of directors to carry out the capital increase(s) in connection hereto. Each warrant entitles the holder to subscribe for one share of nominally DKK 0.05 in the Company on terms determined by the board of directors.

The subscription price at exercise of warrants is determined by the board of directors, and can be lower than the market price, however not lower than market price to existing shareholders except for employees of the Company as part of a general incentive program. The subscription price can never be lower than par value (nominal value). The board of directors determines the addition terms and conditions for the warrants in question, including duration etc.

The shareholders accepted that the Company's board of directors may depart from any requirements as to preparation and presentation of the Company's most recently approved annual report, report from the board of directors

med udstedelse af warrants, jf. selskabslovens § 156, stk. 3.

Vedrørende de øvrige vilkår for bemyndigelsen refereres til følgende nye pkt. 2.6 i det vedlagte udkast til reviderede vedtægter, der udgør en integreret del af nærværende protokollat og som er gengivet herunder:

På den ekstraordinære generalforsamling den 7. september 2021, blev bestyrelsen bemyndiget til og med den 1. juli 2026, i en eller flere runder at udstede op til 22.621.005 warrants, der hver giver ret til at tegne én kapitalandel af nominelt DKK 0,05 i selskabet, til Selskabets medarbejdere, bestyrelsesmedlemmer, rådgivere og andre interessenter, og til ad en eller flere omgange at foretage de(n) dertilhørende kontante forhøjelse af Selskabskapitalen med op til nominelt DKK 1.131.050,25.

Kursen ved udnyttelsen af warrants fastsættes af bestyrelsen, idet denne kan fastsættes til en lavere kurs end markedskursen, dog ikke lavere end markedskursen til eksisterende kapitalejere med undtagelse af medarbejdere i selskabet som led i et generelt incitamentsprogram. Kursen kan aldrig være lavere end kurs 100. Bestyrelsen fastsætter de øvrige betingelser for de pågældende warrants, herunder løbetid mv.

For kapitalandele tegnet som følge af udnyttelsen af warrants i medfør af dette pkt., skal i øvrigt gælde:

- 1. at kapitalandelene udstedes i kapitalandele á DKK 0,05 eller multipla heraf,*

and declaration from the Company's auditor in connection with the issuing of warrants, cf. section 156 (3) of the Companies Act.

In regard to the additional terms and conditions of the authorization reference is made to the new article 2.6 in the enclosed draft for amended articles of association which constitutes an integrated part of this resolution and which is recited hereunder:

At the extraordinary general meeting on 7 September 2021, the board of directors was authorized to until and including 1 July 2026, on one or several occasions to issue up to 22,621,005 warrants, each entitling the holder to subscribe for one share of nominally DKK 0.05 in the Company, to the Company's employees, members of the board of directors, advisors or other stakeholders, and to on one or several occasions to carry out the associated cash capital increase(s) with up to nominally DKK 1,131,050.25.

The subscription price at exercise of warrants is determined by the board of directors, and can be lower than the market price, however not lower than market price to existing shareholders except for employees of the Company as part of a general incentive program. The subscription price can never be lower than par value. The board of directors determines the addition terms and conditions for the warrants in question, including duration etc.

For shares issued as a consequence of exercise of warrants issued under this article, the following shall apply:

- 1. that the shares shall be issued in shares of DKK 0.05 or multiple hereof,*

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| <p>2. at der ikke kan ske delvis indbetaling af kapitalforhøjelsen,</p> | <p>2. that the capital increase may not be partially paid up,</p> |
| <p>3. at kapitalandelene skal være omsætningspapirer, og skal lyde på navn og noteres i selskabets ejerbog,</p> | <p>3. that the new shares shall be negotiable instruments and shall be issued in the name of the holder and shall be recorded in the Company's register of shareholders,</p> |
| <p>4. at kapitalandelene ikke skal have særlige rettigheder,</p> | <p>4. that the shares do not confer special rights on any shareholder,</p> |
| <p>5. at kapitalforhøjelsen er uden fortegningsret for Selskabets kapitalejere,</p> | <p>5. that the capital increase shall be without pre-emptive right of subscription for the Company's shareholders,</p> |
| <p>6. at kapitalandelene skal give Indehaveren ret til udbytte og andre rettigheder i Selskabet fra tidspunktet for registrering hos Erhvervsstyrelsen af den kapitalforhøjelse, som sker ved kapitalandelenes udstedelse,</p> | <p>6. that the shares shall entitle the shareholder to dividends and other rights in the Company from the time of registration of the capital increase with the Danish Business Authority</p> |
| <p>7. at der ikke skal gælde indskrænkninger i kapitalandelenes omsættelighed,</p> | <p>7. that the transferability of the shares shall not be restricted,</p> |
| <p>8. at der for kapitalandelene skal gælde samme øvrige rettigheder og forpligtelser, som fastsat i Selskabets vedtægter, og</p> | <p>8. that there for the shares shall apply the same rights and obligations, as laid down in the Company's articles of association, and</p> |
| <p>9. at i tilfælde af ændring af Selskabets vedtægter forud for udnyttelse af en warrant, skal sådanne eventuelle ændrede rettigheder og forpligtelser gælde for den pågældende warrant samt for samtlige kapitalandele tegnet i forbindelse med udnyttelsen af en warrant.</p> | <p>9. that in case of amendments of the Company's articles of association prior to the exercise of a warrant, such possible amended rights and obligations shall apply to the warrant in question as well as for all shares subscribed for in connection with the exercise of a warrant.</p> |

Bestyrelsen kan efter de til enhver tid gældende regler i selskabsloven genanvende eller genudstede eventuelle annullerede, ikke udnyttede warrants, forudsat at genanvendelsen eller genudstedelsen finder sted inden for de vilkår og tidsmæssige begrænsninger, der fremgår af ovennævnte bemyndigelse. Ved genanvendelse forstås adgangen for bestyrelsen til at lade en anden aftalepart indtræde i en allerede bestående aftale om tildeling af warrants. Ved genudstedelse forstås bestyrelsens mulighed for indenfor samme bemyndigelse at genudstede nye warrants, hvis de allerede udstedte, er bortfaldet eller annulleret. Muligheden for at genanvende eller genudstede annullerede ikke-udnyttede warrants efter dette afsnit skal finde anvendelse for den samlede bemyndigelse, dvs. uagtet hvornår og hvordan de pågældende warrants blev annulleret.

Forslaget blev vedtaget enstemmigt og med alle stemmer og som følge heraf blev selskabets vedtægter opdateret i overensstemmelse med vedlagte udkastet til reviderede vedtægter for Selskabet, jf. pkt. 9.

Ad. 8. Valg af medlemmer til bestyrelsen

Det var foreslået, at Jon Goldman og David Alpert blev valgt til bestyrelsen.

Kim Friland, Bjarke Ingemann Finlov og Peter Ekman fratrådte.

De opstillede personers ledelseshverv i andre danske og udenlandske erhvervsdrivende virksomheder, bortset fra 100% ejede datterselskaber, blev oplyst.

The Board of Directors can under due consideration of the Danish Companies Act reuse or reissue potentially cancelled, unused warrants, on the condition that the reuse or reissue is done within the terms and time limits of the abovementioned authorization. By reuse is meant the opportunity for the Board of Directors to let another party enter into an existing warrant agreement. By reissue is meant the opportunity for the Board of Directors within the same authorization to reissue new warrants if those already issued are lapsed or cancelled. The right under this paragraph to reuse or reissue cancelled warrants shall apply to the authorization in its entirety, i.e., regardless of when and how the warrants were cancelled.

The proposal was adopted unanimously and with all votes, and as consequence hereof, the articles of association was amended in accordance with the enclosed draft for amended articles of association, see section 9.

Ad. 8. Election of members to the Board of Directors

It was proposed that Jon Goldman and David Alpert should be elected to the Board of Directors.

Kim Friland, Bjarke Ingemann Finlov and Peter Ekman resigned.

The meeting was informed about the managerial posts held by the candidates in other Danish and foreign-owned enterprises, other than wholly-owned subsidiaries.

Forslaget blev vedtaget enstemmigt og med alle stemmer.

Bestyrelsen bestod herefter af følgende generalforsamlingsvalgte medlemmer: Jon Goldman, David Alpert, Henrik Nielsen og Søren Kokbøl Jensen.

Bestyrelsen meddelte, at den havde konstitueret sig med Jon Goldman som formand.

Ad 9. Revidering af vedtægter

Som en konsekvens af beslutningerne under pkt. 1-7 var der stillet forslag om at konsekvensrette vedtægterne i overensstemmelse med fremlagte udkast til reviderede vedtægter, der tillige udgør en integreret del af nærværende protokollat.

Derudover var det foreslået at lave visse tilpasninger til Selskabets vedtægter i overensstemmelse med det fremlagte udkast til reviderede vedtægter, herunder følgende:

- i) Slette pkt. 2.3 om bestyrelsens bemyndigelse til optagelse af konvertibelt lån, idet bemyndigelsen er udløbet og de konvertible lån allerede optaget er konverteret eller tilbagebetalt,
- ii) Slette pkt. 2.4 om bestyrelsens bemyndigelse til at udvide selskabets aktiekapital med i alt op til nominelt DKK 10.000.000 ved kontant indbetaling, idet bemyndigelsen er udløbet,

The proposal was adopted unanimously and with all votes.

Following the resolution, the Board of Directors consisted of the following members elected by the general meeting: Jon Goldman, David Alpert, Henrik Nielsen and Søren Kokbøl Jensen.

The Board of Directors announced that it had elected Jon Goldman as its chairman.

Re 9. Amendment of articles of association

As a consequence of the resolution under section 1-7, it was proposed to sequentially amend the articles of association in correspondence with the presented draft for updated articles of association, which also constitutes an integrated part of these minutes.

In addition, it was proposed to incorporate the certain amendments to the Company's articles of association in correspondence with the presented draft for updated articles of association, including the following:

- i) Delete clause 2.3 regarding the board of directors' authorization to obtain loans against the issue of convertible notes as the authorization has expired and the convertible notes have been converted or repaid,
- ii) Delete clause 2.4 regarding the board of directors' authorization to increase the Company's share capital by up to a total nominal amount of DKK 10,000,000 by cash payment as the authorization has expired,

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| <p>iii) Slette pkt. 2.6 om bestyrelsens bemyndigelse til at udvide selskabets aktiekapital med i alt op til nominelt DKK 10.000.000 ved udstedelse af fondsaktier, idet bemyndigelsen er udløbet,</p> | <p>iii) Delete clause 2.6 regarding the board of directors' authorization to increase the Company's share capital by up to a total nominal amount of DKK 10,000,000 by conversion of the company's reserves into share capital by the issue of bonus shares as the authorization has expired,</p> |
| <p>iv) Konsekvensrette pkt. 2.7, så den samlede bemyndigelse på op til DKK 35.000.000, som blev vedtaget den 3. april 2019 kun vedrører pkt. 2.5, da 2.4 og 2.6 er udgået,</p> | <p>iv) Consequentially amend clause 2.7 so that the total authorization to DKK 35,000,000 as incorporated on 3 April 2019 only concerns clause 2.5, as clauses 2.4 and 2.6 have been deleted,</p> |
| <p>v) Slette pkt. 2.8, 2.8a og bilag 2.8a og bilag 2.8b om bestyrelsens bemyndigelse til optagelse af konvertibelt lån, idet bemyndigelsen pr. 24. maj 2019 var fuldt ud anvendt og de konvertible lån optaget i henhold til bestemmelsen er enten konverteret og eller tilbagebetalt.</p> | <p>v) Delete clauses 2.8, 2.8a and appendices 2.8a and 2.8b regarding the authorization of the board of directors to obtain loans against issue of convertible notes as the authorization, as of 24 May 2019, was fully used and the convertible notes were either converted or repaid.</p> |

Forslaget blev vedtaget enstemmigt og med alle stemmer.

The proposal was adopted unanimously and with all votes.

Kapitalejerne bemyndigede advokat Jacob Kornerup til med substitutionsret at anmelde det vedtagne til Erhvervsstyrelsen og til at foretage sådanne ændringer i og/eller rettelser, som Erhvervsstyrelsen måtte kræve i forbindelse med registreringen.

The shareholders authorised Attorney Jacob Kornerup, with a power of delegation, to apply for registration of the resolution passed with the Danish Business Authority and to make such amendments that may be required by the Danish Business Authority for the purpose of registration.

Den danske version af protokollatet er den officielle version. I tilfælde af uoverensstemmelser mellem den danske og den engelske version, har den danske version forrang.

The Danish version of these minutes is the official version. In case of any discrepancy between the Danish and the English version, the Danish version shall prevail.

Som dirigent/*as chairman of the meeting*

Peter Ekman