

Notice of Extraordinary General Meeting in Adventure Box Technology AB (publ)

The shareholders of Adventure Box Technology AB (publ), reg. no. 556963-6599 (the '**Company**'), are hereby invited to an Extraordinary General Meeting to be held on 30 December 2024 at 10:00 a.m. CET. The meeting will be held at the Company's premises at Nybrogatan Business Centre, Nybrogatan 6, Stockholm. Registration begins at 09:45.

Notification and registration for right to participate etc.

Shareholders who intend to attend the meeting must

- be entered in the share register maintained by Euroclear Sweden AB no later than 17 December,
- notify the Company of their intention to participate no later than 23 December at 17:00 by e-mail to info@adventurebox.com or by post to Adventure Box Technology AB (publ), Box 5855, 102 40 Stockholm.

When giving notice of attendance, the shareholder must state name, personal or corporate identity number, address, telephone number, e-mail address, any advisors and information about shareholdings. A proxy form for shareholders who wish to participate by proxy is available on the Company's website, <https://corp.adventurebox.com>. Shareholders participating by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent document must be attached. The power of attorney and certificate of registration should be sent in good time before the meeting to the Company at the above address. The power of attorney is valid for one year from the date of issue, unless a longer period of validity, not exceeding five years, is stated in the power of attorney.

Shareholders whose shares are registered in the name of a bank or other nominee must re-register their shares in their own name in order to be entitled to participate in the meeting. In addition to giving notice of participation, the shareholder must be registered in the share register maintained by Euroclear Sweden AB no later than the record date of 17 December. This re-registration, which may be temporary (so-called voting rights registration), must be requested by the shareholder in accordance with the nominee's procedures. Voting rights registration requested in time for the nominee to complete the registration by 19 December will be taken into account in the preparation of the share register.

Total number of shares and votes

At the time of this notice, the total number of shares and votes in the Company amounts to 79,908,756.

Publication of the notice

This notice has been published on the Company's website, <https://corp.adventurebox.com>. A notice that the notice has been issued will be published in Svenska Dagbladet on 2 December 2024, and the notice in its entirety will also be published in Post- och Inrikes Tidningar on the same day.

Proposal for the agenda

1. Opening of the meeting
2. Election of the Chairman of the Meeting
3. Drawing up and approval of the voting list
4. Election of one or two persons to verify the minutes
5. verification of whether the meeting has been duly convened
6. approval of the agenda
7. resolution to approve the acquisition of Lion Gaming Group Inc.
8. resolution to amend the articles of association

9. Resolution on a directed new issue of consideration shares
10. determination of the number of board members
11. Determination of fees for the Board of Directors
12. Election of new Board members and any changes in the composition of the Board
13. Resolution on authorisation for the Board of Directors to resolve to issue shares, warrants and/or convertible bonds
14. The Board's proposal for a resolution on a directed issue of warrants
15. Closure of the meeting

Summary of decision points for items 7-13

7. Resolution on approval of acquisition of Lion Gaming Group Inc.

On 1 October 2024, the Company entered into a conditional Share Purchase Agreement ('SPA') to acquire all shares in Lion Gaming Group Inc. ('Lion'), a leading provider of technology platforms for iGaming. The purchase price amounts to approximately SEK 467 million and will be settled through the issuance of consideration shares ('Consideration Shares') in the Company, at a value of SEK 0.40 per share. Through the acquisition, the shareholders of Lion are expected to receive approximately 94.88 per cent of the total number of shares and votes in the Company following completion of the transaction.

The completion of the acquisition is conditional upon Lion's convertible bonds, corresponding to USD 8.8 million, being settled through repayment, conversion or extension. In addition, the warrant holders are required to accept an exchange for new warrants issued by Adventure Box, that all shareholders in Lion join the share purchase agreement (SPA) and that the auditor certifies that the value of the assets contributed in the issue in kind does not exceed the fair value.

The acquisition is conditional upon the General Meeting approving the acquisition in accordance with item 7 on the agenda and the resolutions under items 8 and 9 being adopted. The Board of Directors therefore proposes that the General Meeting resolves to approve the acquisition of Lion Gaming Group Inc.

8. Resolution on amendments to the Articles of Association

The Board of Directors proposes that the General Meeting resolves on the following amendments to the Articles of Association:

§4 Share capital

Current wording:

The share capital shall be not less than SEK 3,588,000 and not more than SEK 14,352,000.

Proposed wording:

The share capital shall be not less than SEK 120,000,000 and not more than SEK 480,000,000.

§5 Number of shares

Current wording:

The number of shares shall be not less than 35 880 000 and not more than 143 520 000.

Proposed wording:

The number of shares shall be not less than 1,200,000,000 and not more than 4,800,000,000.

The resolution requires that at least two thirds of both the votes cast and the shares represented at the meeting support the proposal. The resolution is conditional upon the approval by the General Meeting of the proposals under items 7 and 9 on the agenda. The Board of Directors, or the person appointed by the Board of Directors, is authorised to make any minor adjustments required for registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

9. Resolution on a directed new issue of consideration shares

The board of directors proposes that the general meeting resolves on a directed issue of consideration shares to complete the acquisition of Lion Gaming Group Inc. The purpose of the issue is to settle the purchase price under the share purchase agreement (SPA) entered into on 1 October 2024, which requires that shares in Adventure Box Technology AB be issued to the shareholders of Lion Gaming Group Inc.

A. Increase of share capital

The Company's share capital shall be increased by a maximum of SEK 116,627,219.40 through a new issue of a maximum of 1,166,272,194 shares, each with a quota value of SEK 0.10.

B. Determination of the subscription price

The subscription price for the new shares is set at SEK 0.40 per share. The part of the subscription price that exceeds the quota value shall be transferred to the unrestricted share premium reserve. The price has been negotiated at arm's length with the shareholders of Lion Gaming Group Inc. and is based on an estimated market value of both Adventure Box Technology AB and Lion Gaming Group Inc. The subscription price represents a premium of approximately 25.39 percent compared to the Company's closing price on 1 October 2024.

C. Right to subscribe for shares

The right to subscribe for the new shares shall be granted to the shareholders of Lion Gaming Group Inc. in accordance with the terms of the share transfer agreement.

D. Subscription period

The shares shall be subscribed for no later than 31 January 2025 on a separate subscription list. The Board of Directors shall have the right to extend the subscription period if necessary.

E. Payment

Payment for the subscribed shares shall be made by contribution in kind in the form of shares in Lion Gaming Group Inc. in accordance with the share transfer agreement. Payment shall be made no later than 31 January 2025 with the right for the Board of Directors to extend the payment period if necessary.

F. Right to dividends

The new shares shall entitle to dividends from the record date for dividends that occurs after the shares have been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.

G. Conditional resolution

The resolution is conditional upon the general meeting approving the proposals under items 7 and 8 on the agenda.

H. Amendment of the Articles of Association

The resolution is conditional upon the amendment of the Articles of Association in accordance with item 8 on the agenda.

I. Documents according to the Companies Act

The Board of Directors will prepare documents in accordance with Chapter 13. 6, 7 and 8 of the Swedish Companies Act, including the auditor's statement, showing that the value of the contribution in kind is at least equal to the subscription price of the new shares.

The Board of Directors, or the person appointed by the Board of Directors, is authorised to make such minor adjustments to the resolution and its appendices as may be required for registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

10. Determination of the number of members of the Board of Directors

Proposals on the number of members of the Board of Directors will be presented at the latest at the General Meeting.

11. Resolution on the determination of the remuneration of the Board of Directors

Proposals on the remuneration of the Board of Directors will be presented at the latest at the General Meeting.

12. Election of new Board members and resolution on changes in the composition of the Board

In light of the proposed resolutions under items 7, 8 and 9 above, the shareholders of the Company propose, subject to a resolution on the directed share issue in item 9 above, a change in the composition of the Board of Directors of the Company. Board member Staffan Eklöv has announced that he will resign from the Board at his own request in connection with the Meeting. The proposal for the composition of the Board will be presented at the latest at the Meeting. Furthermore, it is proposed that the new Board of Directors shall take office when the directed share issue under item 9 above has been registered with the Swedish Companies Registration Office.

13. Resolution on authorisation for the Board of Directors to decide on the issue of shares, warrants and/or convertibles

The Board of Directors proposes that the Meeting authorises the Board of Directors, for the period until the next Annual General Meeting, to resolve on one or more occasions to issue shares, convertible bonds and/or warrants with the right to subscribe for new shares against payment in cash and/or with provision for payment in kind or set-off. The issue may be made with or without deviation from the shareholders' preferential rights. The total number of shares that may be issued may not exceed 25 per cent of the shares after the directed issue under item 9.

The purpose is to give the Company increased financial flexibility and facilitate financing of acquisitions and strategic partnerships. The issue shall be made at market subscription price, possibly with an issue discount if the Board deems this necessary.

The Board, or the person appointed by the Board, is authorised to make such minor adjustments to the resolution of the Annual General Meeting, including appendices, as may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The resolution is conditional upon the Meeting approving the proposals under items 7, 8 and 9.

The resolution requires that at least two thirds of both the votes cast and the shares represented at the meeting support the proposal.

14. The Board of Directors' proposal for a resolution on a directed issue of warrants

Background and reasons

The purpose of the proposal for a directed issue of warrants and the reason for the deviation from the shareholders' preferential rights is to allot holders of warrants in Lion Gaming Group Inc. new warrants issued by Adventure Box in accordance with the agreement with Lion Gaming Group Inc. and the proposed resolution in item 7 regarding approval of the acquisition of Lion Gaming Group Inc.

The Board of Directors proposes that the Meeting resolves on a directed issue of warrants ('**Warrants**') of not more than 5,573,495 warrants, entailing an increase in the share capital upon full exercise of not more than SEK 557,349.5.

The resolution shall otherwise be subject to the following conditions:

1. A maximum of 5,573,495 warrants shall be issued.

2. the Company shall, with deviation from the shareholders' preferential rights, be entitled to subscribe for the warrants, with the right and obligation for the Company to transfer the warrants to the warrant holders in Lion Gaming Group Inc. (the '**Warrant Holders**'), Appendix 14.1, in accordance with what is stated below.
3. the reason for the deviation from the shareholders' preferential rights is to allot new warrants issued by Adventure Box to the Warrant Holders in accordance with the agreement entered into by the company with Lion Gaming Group Inc. and the proposed resolution on approval of the acquisition of Lion Gaming Group Inc.
4. The warrants shall be issued free of charge to the Company.
5. Subscription of warrants shall be made on a separate subscription list within six (6) months from the issue resolution.
6. Oversubscription is not possible.
7. Each warrant entitles the holder to subscribe for one (1) new share in the Company.
8. Subscription of shares by virtue of the warrants shall be possible from the registration of the resolution with the Swedish Companies Registration Office up to and including 30 December 2034, or such earlier date as set out in the complete terms and conditions of the Warrants, Appendix A.
9. The subscription price per share shall be SEK 0.4. The amount exceeding the quota value of the share shall be added to the unrestricted share premium reserve.
10. The shares subscribed for by virtue of the warrants shall entitle to dividend for the first time on the first record date for dividend occurring after the subscription of shares through the exercise of the warrants has been executed.
11. The applicable conversion terms and other terms and conditions for the warrants are set out in Appendix A.

The directed issue of warrants shall mainly be carried out in accordance with what is described below.

1. the Company shall be entitled to transfer the warrants to the Warrant Holders on one or more occasions in accordance with the guidelines set out below.
2. Transfer in accordance with the above paragraph shall be made free of charge.
3. the right to acquire Warrants from the Company shall accrue to the Warrant Holders. The number of Warrants to be acquired by the Warrant Holders is set out in Appendix 14.1.
4. the right to allotment of Warrants requires that the acquisition of the Warrants can legally take place and that, in the judgement of the Board of Directors, it can take place with reasonable administrative and financial efforts.

The Board of Directors is authorised to execute the resolution of the General Meeting and to ensure that the Company transfers the Warrants in accordance with the above. The Board of Directors, or the person appointed by the Board of Directors, is authorised to make such minor adjustments to the resolutions of the Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The Board of Directors will prepare documents in accordance with Chapter 14. 8 § of the Swedish Companies Act.

The resolution requires that at least two thirds of both the votes cast and the shares represented at the meeting support the proposal.

Personal data

Personal data is collected from the share register maintained by Euroclear Sweden AB and through notifications of participation at the meeting. The data is used to administer the meeting, prepare the voting list and, if necessary, document the minutes of the meeting.

Shareholders' right to ask questions

Shareholders are reminded of their right to request information from the Board of Directors and the CEO at the Meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Documents available before the meeting

All relevant documents and complete proposals for resolutions are available on the Company's website, <https://corp.adventurebox.com>, no later than two weeks before the meeting. The documents will also be sent free of charge to shareholders who so request and state their postal address.

Stockholm in November 2024

Adventure Box Technology AB (publ)

The Board of Directors

For more information please contact:

Mads Jørgensen, Chairman of the Board

+45 28 97 15 75

Michal Bendtsen, CEO

+45 26 355 377

About Adventure Box Technology AB (publ)

Adventure Box Technology offers KoGaMa, an online game creation platform that provides user-friendly tools for creating and sharing unique gaming experiences. With its innovative multiplayer editor and thriving user marketplace, KoGaMa empowers users to collaborate, create and customise content in a dynamic social metaverse. The company's world-leading streaming technology is patent-protected. Founded in Stockholm in 2014, the company now also has staff in Seville, Copenhagen and Madrid. Adventure Box is traded on Nasdaq First North Growth Market under the ticker ADVBOX and ISIN code SE0012955276. Berg Securities is the Company's Certified Adviser and can be reached via e-mail Rutger.ahlerup@bergssecurities.se and telephone +46 739 49 62 50.