

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING OF WICKET GAMING AB

The shareholders of Wicket Gaming AB (publ), corporate identity number 559015-1360 ("Wicket Gaming" or the "Company"), are hereby invited to attend the Annual General Meeting to be held on Monday 29 May 2023, commencing at 14.00, at the offices of Advokatfirman Nerpin AB, Birger Jarlsgatan 2, 3rd floor, in Stockholm.

A. Right to participate and notification of participation

Shareholders who wish to participate in the Annual General Meeting must be entered in the share register maintained by Euroclear Sweden AB ("Euroclear") as of Friday 19 May 2023, and must have provided the Company with notification of their participation no later than Tuesday 23 May 2023. Notification of participation can be provided in writing via the postal service to Wicket Gaming AB, Fyrislundsgatan 68, 754 50 Uppsala, or via email to ir@wicketgaming.com. The notification of participation should include the following information: name, personal or corporate identity number, address and phone number, as well as details of any attending proxies (although no more than two).

In order to be entitled to participate in the Annual General Meeting, shareholders who have had their shares registered with a nominee must temporarily register the shares in their own name in the share register maintained by Euroclear ("voting right registration"). Voting right registrations performed no later than the second banking day after the record date of 19 May 2023 will be taken into account in the preparation of the share register for the Annual General Meeting. Shareholders must request, in accordance with each nominee's procedures, and in good time prior to such date, that the nominee perform such voting right registration.

If a shareholder is to be represented by proxy, the proxy must have a written and dated power of attorney that has been signed by the shareholder. The power of attorney and any other authorisation documents, such as certificate of registration, must be available at the Annual General Meeting. Furthermore, the power of attorney and any other authorisation documents should also be attached to the notification of participation in the Annual General Meeting. A power of attorney form is available for download from the Company's website, www.wicketgaming.com.

B. Shareholders' right to information

If so requested by a shareholder, and if the Board of Directors feels that such information can be disclosed without risk of material harm to the Company, the Board of Directors and the Chief Executive Officer shall disclose information regarding circumstances that could affect the assessment of an item on the agenda and/or the Company's relationship to another group company.

C. Items to be dealt with at the Annual General Meeting

Proposed agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to attest the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Presentation of the annual report and auditor's report, and the consolidated financial statements and auditor's report regarding the consolidated financial statements.

8. Resolution on adoption of the income statement and balance sheet, and the consolidated income statement and consolidated 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 Chief Executive Officer.
11. Determination of the number of board members.
12. Determination of the number of auditors and deputy auditors.
13. Determination of fees payable to the members of the Board of Directors.
14. Determination of fees payable to the auditor.
15. Election of board members and Chairman of the Board.
16. Election of auditor and any deputy auditors.
17. Resolution on authorisation for the Board of Directors to decide on issue of shares and/or warrants.
18. Resolution on implementation of an employee stock option plan.
19. Resolution on issue of warrants and approval of transfer of warrants.
20. Resolution on principles for appointment of the Nomination Committee and instructions for the Nomination Committee.
21. Closure of the Meeting.

Proposed resolutions

Item 2 – Election of Chairman of the Meeting

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

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

The Board of Directors proposes that no dividend be paid and that available earnings be carried forward.

Item 11 – Determination of the number of board members

A group of shareholders, who together represent approximately 20 percent of the number of votes in Wicket Gaming (the "Proposal Makers"), has submitted the proposals set out under items 11–16 below.

The Proposal Makers propose that the number of board members shall be four.

Item 12 – Determination of the number of auditors and deputy auditors

The Proposal Makers propose that a registered audit firm be elected auditor, without any deputy auditors.

Item 13 – Determination of fees payable to the members of the Board of Directors

The Proposal Makers propose that an annual fee of SEK 150,000 shall be paid to the Chairman of the Board, and that a fee of SEK 75,000 shall be paid to each of the other board members elected by the Annual General Meeting who are not employees of the Company.

Item 14 – Determination of fees payable to the auditor

The Proposal Makers propose that fees shall be paid to the auditor according to approved invoices.

Item 15 – Election of board members and Chairman of the Board

The Proposal Makers propose that the existing board members Erik Nerpin, Eric De Basso and Benn Harradine be re-elected, and that Thorsten Unger be newly elected.

Markus Söderlund has declined re-election.

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

Item 16 – Election of auditor and any deputy auditors

The Proposal Makers propose that the registered audit firm Öhrlings PricewaterhouseCoopers AB be re-elected as auditor for the period until the end of the next annual general meeting. The auditor-in-charge will be the authorised public accountant Robert Nyholm.

Item 17 – Resolution on authorisation for the Board of Directors to decide on issue of shares and/or warrants

The Board of Directors proposes that the Annual General Meeting pass a resolution to authorise the Board of Directors to decide, on one or several occasions during the period until the next annual general meeting, on the issue of shares and/or warrants with or without right of pre-emption for shareholders. The Board of Directors may decide that such issue of shares and/or warrants shall take place with provision for payment in kind, payment by way of offset or cash payment.

The purpose of the authorisation, and the reason for any deviation from shareholders' right of pre-emption, is to enable the issue of shares and/or warrants in order to increase the Company's financial flexibility and make it possible for the Company to fully or partially finance any acquisitions by issuing financial instruments as means of payment, or to obtain capital for expansion of the Company's business.

The Board of Directors, or a party duly appointed by the Board of Directors, shall have the right to make minor adjustments in relation to the Annual General Meeting's resolution in circumstances where such adjustments may be shown to be necessary in connection with registration with the Swedish Companies Registration Office.

Item 18 – Resolution on implementation of an employee stock option plan

Introduction

The Board of Directors of Wicket Gaming AB proposes that the Annual General Meeting pass a resolution to implement an Employee Stock Option Plan ("ESOP 2023") for employees of and consultants to Wicket Gaming AB (including the Company's subsidiaries) in accordance with this item 18 and item 19 below. It is proposed that the resolutions regarding items 18 and 19 be conditional on each other.

ESOP 2023 is an employee stock option plan whereby the participants will be allocated, free of charge, options entitling them to acquire shares in Wicket Gaming ("**Options**"), where such Options are subject to a three-year qualification period in accordance with the provisions set out below. The Board of Directors proposes that a maximum of 750,000 Options be allocated to the participants.

Reasons for the proposal

The purpose of ESOP 2023 is to create conditions that enable the Company to motivate and retain competent employees within Wicket Gaming, and to increase the level of accord between the objectives of the Company, the Company's employees and the Company's shareholders.

By offering Options that are based on the Company's share price development, the participants are rewarded and motivated to work for the achievement of increased shareholder value. ESOP 2023 also rewards the continued loyalty of the participants and thus promotes long-term value growth in Wicket Gaming. Against this background, the Board of Directors believes that ESOP 2023 will prove to be beneficial for both the Company and its shareholders.

Terms and conditions for the Options

The following terms and conditions shall apply to the Options:

1. The Options shall be allocated to the participants free of charge.
2. The allocation of the Options is subject to the prerequisite that the acquisition of employee stock options can take place lawfully and with, in the assessment of the Board of Directors, reasonable administrative and financial measures.
3. The Board of Directors shall decide on the allocation of Options between the annual general meeting in 2023 and the annual general meeting in 2024 (where each allocation takes place on an "**Allocation Date**").
4. Each Option entitles the holder to acquire one class B share in Wicket Gaming at a pre-determined price. The price per share shall equate to 150 percent of the volume-weighted average price of Wicket Gaming's share on Nasdaq First North during the 10 trading days preceding the Allocation Date.
5. The Options shall be subject to a three-year qualification period, after which the Options shall be able to be exercised, provided that the participant, with certain exceptions, is still an employee of Wicket Gaming (or, in the case of consultants, provided that the participant still provides consulting services to Wicket Gaming).
6. Following the expiry of the three-year qualification period, the Options shall be able to be exercised during a three-month period.
7. The number of Options, and the redemption price for the Options, shall be subject to customary recalculation, for example in the event of changes to Wicket Gaming's share capital structure in connection with e.g. a bonus issue, a merger, a rights issue, a division or merger of shares, a reduction of the Company's share capital or similar events.
8. The Options may not be transferred or assigned to another party and may not be pledged.
9. The Options may be allocated by Wicket Gaming AB or by one of the Company's subsidiaries.
10. In the event of a public takeover bid, sale of the Company's business, liquidation, merger or some other such transaction that affects Wicket Gaming, qualification for all Options shall take place in connection with a change of controlling owner.

Allocation

All employees of and consultants to Wicket Gaming shall be entitled to receive Options. The Board of Directors may allocate Options, on one or several occasions, during the period from the date of the annual general meeting in 2023 until the date of the annual general meeting in 2024. The maximum number of Options that may be allocated to the participants within the scope of ESOP 2023 shall be 750,000.

The principles for allocation of Options in ESOP 2023 will be set out in the complete proposal that will be published on Wicket Gaming's website two weeks prior to the Annual General Meeting.

Structure, administration and right to amend the terms and conditions for the Options

The structure of ESOP 2023 has been determined by the Board of Directors of Wicket Gaming.

The Board of Directors is responsible for the structure and formulation of the detailed terms and conditions for ESOP 2023, within the scope of the guidelines and the terms and conditions specified above. In this context, the Board of Directors shall have the right to make adjustments in order to comply with special rules and regulations or market conditions outside of Sweden, including the right to decide on cash settlement or some other form of settlement if this is deemed to be beneficial for Wicket Gaming based on tax rules in other countries. The Board of Directors shall also have the right to make other adjustments if significant changes occur in relation to Wicket Gaming or the outside world, where such significant changes entail a situation in which the terms and conditions for ESOP 2023 no longer serve to achieve the purposes of ESOP 2023.

Dilution

With reservation for certain terms and conditions regarding grounds for recalculation, the maximum number of shares that could be issued under ESOP 2023 is 750,000 shares. In addition, Wicket Gaming will retain 250,000 warrants to cover potential social security contributions. If all 750,000 Options are exercised, Wicket Gaming will issue 750,000 shares. This would entail a dilution effect of approximately 4.3 percent based on the current number of shares in Wicket Gaming (16,647,109). If the 250,000 warrants were also to be exercised, Wicket Gaming would issue a total of 1,000,000 shares. This would equate to a dilution effect of approximately 6.0 percent.

At the annual general meeting in 2022, it was resolved to implement an incentive scheme in the form of employee stock options, and it was also resolved to issue warrants to ensure delivery of shares within the scope of this incentive scheme. Due to the fact that the development of the Company's share price has meant that the aforementioned incentive scheme involving employee stock options no longer serves to meet the purpose for which it was intended, and due to the fact that, after the annual general meeting in 2022, additional employees have been introduced into the group through the acquisition of Wegesrand, the Board of Directors proposes that the aforementioned employee stock option incentive scheme from 2022 be terminated and replaced by ESOP 2023. The 277,778 warrants that were issued in accordance with the resolution made at the annual general meeting in 2022 will not be allocated and thus cannot result in any new subscription for shares.

The dilution effect is expected to have only a marginal impact on the Company's KPI "Earnings per share".

Reporting

ESOP 2023 will be reported in accordance with “IFRS 2 – Share-based Payment”. IFRS 2 prescribes that the Options be expensed as personnel expenses over the course of the qualification period. Personnel expenses in accordance with IFRS 2 do not impact the Company’s cash flow. Social security contributions will be expensed in the income statement in accordance with UFR 7 during the course of the qualification period.

Delivery of shares according to ESOP 2023

To ensure delivery of shares according to ESOP 2023 and, if necessary, to cover costs relating to social security contributions, the Board of Directors proposes that the Annual General Meeting pass a resolution on the issue and exercise of warrants in accordance with item 19 below.

Item 19 – Resolution on issue of warrants and approval of transfer of warrants

To ensure delivery of shares according to ESOP 2023, and to cover potential exposure in relation to potential social security contributions, the Board of Directors proposes that the Annual General Meeting pass a resolution to issue a maximum of 1,000,000 warrants (which includes 250,000 warrants to cover potential exposure in relation to social security contributions), whereby the Company’s share capital could increase by a maximum of SEK 1,000,000.

The right to subscribe for the warrants shall, with deviation from shareholders’ right of pre-emption, only apply to a wholly owned subsidiary of Wicket Gaming AB. The reason for the deviation from shareholders’ right of pre-emption is the implementation of ESOP 2023.

The subsidiary company shall have the right to transfer the warrants to the participants in ESOP 2023 or a financial intermediary in connection with exercise.

The Board of Directors proposes that the Annual General Meeting pass a resolution on issue of warrants.

The following terms and conditions shall apply to the issue of warrants:

1. Wicket Gaming AB shall issue a maximum of 1,000,000 warrants, of which 750,000 warrants shall be issued to ensure delivery of shares to the participants in ESOP 2023, and 250,000 warrants shall be issued to secure the Company’s potential exposure in relation to social security contributions which could arise as a result of exercise of the Options.
2. The share capital could increase by a maximum of SEK 1,000,000.
3. Entitlement to subscribe for the warrants shall, with deviation from shareholders’ right of pre-emption, apply to a wholly owned subsidiary of Wicket Gaming AB.
4. It shall be possible, on one or several occasions, to transfer 750,000 warrants to participants in ESOP 2023, or otherwise to a third party for the purpose of delivering shares to the participants in accordance with ESOP 2023. It shall be possible to transfer 250,000 warrants to a third party with whom Wicket Gaming has entered into an agreement for the purpose of raising capital to cover the cost of any social security contributions which may arise as a result of exercise of the Options.
5. The reason for the deviation from shareholders’ right of pre-emption is the implementation of ESOP 2023.
6. The warrants shall be issued free of charge.

7. Subscription for the warrants must take place no later than 30 June 2023. The Board of Directors shall have the right to extend the subscription period.
8. Each warrant entitles the holder to subscribe for one (1) share in Wicket Gaming AB. New subscription for shares based on the warrants may take place from the date of registration of the warrants with the Swedish Companies Registration Office, up to and including 30 November 2027.
9. The subscription price for the shares that are subscribed based on the warrants shall equate to the share's quota value, i.e. one (1) SEK. Recalculation shall be able to take place in accordance with the complete terms and conditions for the warrants. Any share premium shall be allocated to the non-restricted share premium reserve.
10. 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.
11. The complete terms and conditions for the warrants are available on the Company's website, www.wicketgaming.com.

The Board of Directors, or a party duly appointed by the Board of Directors, shall have the right to make minor adjustments in relation to the above resolution in circumstances where such adjustments may be shown to be necessary in connection with registration with the Swedish Companies Registration Office.

Item 20 – Resolution on principles for appointment of the Nomination Committee and instructions for the Nomination Committee

It is proposed that the Annual General Meeting pass a resolution on principles for appointment of the Nomination Committee and instructions for the Nomination Committee in accordance with the proposal set out below.

The Company shall have a Nomination Committee consisting of one representative for each of the Company's three largest shareholders (in terms of number of votes) as of the final banking day in the month of September in the year preceding the annual general meeting. In addition, the Chairman of the Board shall also be a member of the Nomination Committee.

Unless the members of the Nomination Committee unanimously agree otherwise, the Chairman of the Nomination Committee shall be the member who represents the largest shareholder (in terms of number of votes). Unless the members of the Nomination Committee unanimously agree otherwise, the Chairman of the Board or another member of the Board of Directors shall not be the Chairman of the Nomination Committee. Members of the Board of Directors may also be members of the Nomination Committee, but they must not constitute a majority of the members of the Nomination Committee. The Chief Executive Officer or any other member of the Company's management team shall not be a member of the Nomination Committee.

The names of the members of the Nomination Committee, and the name of the shareholder who has appointed each of them, shall be published no later than six months prior to the next annual general meeting. The members of the Nomination Committee are appointed for a mandate period that lasts until a new nomination committee has been appointed.

The Nomination Committee shall perform its assignment in accordance with these instructions and applicable rules, and shall prepare proposals in relation to the following items for presentation to the Annual General Meeting for resolution:

- Chairman of the Meeting,
- the number of board members and auditors,
- election of board members and Chairman of the Board,
- fees, and other remuneration for board assignments, payable to each of the members of the Board of Directors and, where applicable, remuneration for committee work,
- election of auditor,
- fees payable to the auditor, and
- to the extent such changes may be deemed necessary, changes to the principles for appointment of the Nomination Committee and the instructions for the Nomination Committee.

Other information

Number of shares and votes

At the time of preparing this Notice to attend the Annual General Meeting, the total number of shares in the Company is 16,647,109. The total number of votes is 16,647,109. The Company does not hold any of its own shares.

Majority requirements

In order to be valid, any resolution in relation to item 17 on the proposed agenda must be supported by shareholders with at least two-thirds of the listed votes and two-thirds of the shares represented at the Annual General Meeting.

In order to be valid, any resolution in relation to item 19 on the proposed agenda must be supported by shareholders with at least nine-tenths of the listed votes and nine-tenths of the shares represented at the Annual General Meeting.

Other resolutions may be passed by way of simple majority.

Available documents

The annual report for 2022 will be made available at the Company during a period of at least three weeks prior to the Annual General Meeting. The annual report will also be available on the Company's website, www.wicketgaming.com.

Copies of the above documents will also be sent to shareholders who request such copies and provide a valid postal address.

Processing of personal data

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

WICKET GAMING AB (publ)

Stockholm, April 2023

The Board of Directors