



Corporate Governance Report



**EMBRACER⁺
GROUP**

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Embracer Group is a global Group of creative and entrepreneurial businesses in PC, console, mobile and board games and other related media. The Group has an extensive catalog of over 850 owned or controlled franchises. With its head office based in Karlstad, Sweden, Embracer Group has a global presence through its ten operative groups: THQ Nordic, Koch Media, Coffee Stain, Amplifier Game Invest, Saber Interactive, DECA Games, Gearbox Entertainment, Easybrain, Asmodee and Dark Horse. The Group has 118 internal game development studios and is engaging more than 12,750 co-workers in more than 40 countries.



LETTER FROM THE CHAIRMAN OF THE BOARD

REFINING EMBRACER'S SUSTAINABLE AND DECENTRALIZED GOVERNANCE MODEL

In an eventful year, we further evolved our strategy to expand the Group's operations and we made several strategic acquisitions in line with this updated strategy. A major initiative during the year has been our planned up-listing of the Embracer share to Nasdaq Stockholm's regulated market before the end of 2022. This has triggered a thorough readiness assessment and further refinement of our unique, decentralized governance model, risk management and commitment to sustainability. As I have said before, things move quickly here at Embracer Group.

A devastating war on European soil is creating unimaginable damage, human suffering and geopolitical insecurity whilst people in many regions are still coping with the effects of the pandemic. I extend my compassion and sympathy to all of you who have been affected in various ways. At the same time, I'm impressed and pleased with the determination and unselfish willingness to help and contribute shown by so many of you across the organization. I'm truly grateful for the way the group has come together and cared for the safety of our people.

I would like to believe that this caring mentality is part of our corporate culture. One of the core elements of the growing Embracer Group is our strong trust in the individual. This is the foundation of our decentralized model, and I think our model has yet again proved itself during these difficult times.

EFFICIENT GOVERNANCE MODEL – DECENTRALIZED DECISION MAKING

The decentralized governance model is the essence of Embracer and we have a strong conviction to never become a slow, bureaucratic organism. With that said, we have been building and enhancing our governance model for years now. During the year, we took important steps to refine it further.

As we are aiming to list the company's shares on Nasdaq Stockholm's regulated market by the end of 2022, we have to comply with even stricter requirements. This has triggered a thorough readiness assessment. We launched several new initiatives and improvements to our corporate governance such as further developed committee-work in the Board, recruitments in key positions and an increasing number of group policies, guidelines and instructions to be consistently implemented. We made improvements to our risk assessment and risk management structure, including internal control as well as to our commitment to sustainability, with group-wide objectives,

policies and training programs being rolled out in key areas. Once we are up-listed, we will be implementing the Swedish Corporate Governance Code, and a transfer of our reporting to IFRS began as of the start of the financial year 2022/2023.

In the following pages we outline the governance structure and the extended framework of policies, guidelines and instructions. The policies have been resolved by the Board of Directors to be implemented throughout the Group. The Board also decided to expand the scope of the Audit committee to also include sustainability renaming it the Audit and Sustainability Committee. Stakeholders are pushing for greater corporate transparency and they want to know how we are addressing ESG-risks and opportunities because of their potential impact on shareholder value. By adding sustainability to the audit committee's responsibilities we address this with a better governance structure.

THE M&A PROCESS - A WELL ESTABLISHED PART OF THE GOVERNANCE MODEL

This strict and highly professional governance framework is combined with creating an environment which allows for creative independence for companies that join us. Our approach to M&A is to empower entrepreneurs to remain independent and work in the way that works best for them and for us. Strategic and cultural fit are important elements, so getting to know the entrepreneurs is always an important part of the evaluation process. In the end you have to trust people, and we do.

Naturally, we have a well-established process for mergers and acquisitions and a dedicated and experienced M&A-team. They follow thorough, yet efficient procedures for financial, legal, commercial and sustainability due diligence. Of course, a failed acquisition could be a serious risk, but an equally important risk is that we lose creativity, talented employees or important skills that we



paid for. Our model has proven successful in balancing these risks and objectives.

BROADENED STRATEGIC SCOPE – TRANSFORMATIVE ACQUISITIONS

The Board resolved on a revised, updated strategy that expands the strategic scope of the Group, creating an even stronger ecosystem. With Asmodee, Dark Horse, Gearbox and Easybrain, we made sizeable, strategic and transformative M&A in line with this revised strategy.

The strategic development of the Group has been gradual but consistent and very deliberate. Remember that this was only our first full year with a substantial mobile business, alongside our well-established premium console- and PC-games business. Today we have 10 operative groups and highly diversified revenue streams.

SIGNIFICANT SHAREHOLDING AMONG KEY PEOPLE ALIGNING INTERESTS

The entrepreneurs joining us by M&A are still entrepreneurs after they have joined the Group. The difference is that after an acquisition, they become part of a greater family that empowers them to develop their business further. An important element in making this work in the long-term is the alignment of interests obtained by widespread ownership of the Embracer-share among our key people. It's a huge strength for the Group to have such a

large shareholder base of operationally active key people, because they are ambitious, skilled entrepreneurs and they share our long-term commitment to build something significant and lasting. Such a strong base of shareholding amongst entrepreneurs and co-founders is a solid foundation for our values and governance model.

I am proud that we are able to implement a sustainability framework in this dynamic and decentralized group. Creating a sustainable company is an ongoing journey and we continue to make important progress. Step by step we work towards our objectives, to create great entertainment, be a great company to work for and to do good for local communities and society.

Kicki Wallje-Lund
Chair of the Board

BOARD OF DIRECTORS, SENIOR EXECUTIVES AND AUDITOR

CORPORATE GOVERNANCE

Embracer Group is a Swedish public limited liability company. Embracer Group’s corporate governance is based on Swedish law, Embracer Group’s articles of association, internal rules and instructions, Nasdaq First North Growth Market Rulebook for Issuers and other applicable laws and regulations. Since Embracer Group is listed on Nasdaq First North Growth Market, Embracer Group does not currently apply the Swedish Corporate Governance Code.

CORPORATE GOVERNANCE AT EMBRACER GROUP

Corporate governance is a system of rules, practices and processes by which Embracer Group is operated and controlled. It provides the framework for sound corporate governance, responsible business practice and attaining the Company’s objectives and creating value in the Group. Well-functioning corporate governance principles assure shareholders and other stakeholders that the activities of Embracer Group are characterized by reliability, effective management and control, openness, clarity and good business ethics.

The Board of Directors of the Company is responsible for Embracer Group’s organization and the management of its business worldwide and is obliged to follow directives provided by the shareholders meeting. The Board of Directors may appoint committees with specific areas of responsibility and furthermore authorize such committees to decide on specific matters in accordance with instructions established by the Board of Directors. Currently, the Board of Directors has established the Audit and Sustainability Committee and the Remuneration Committee.

The Chair of the Board directs the work of the Board of Directors and monitors the Board of Directors’ fulfillment of its obligations. The Board of Directors annually adopts procedures and instructions for the work of the

Board, which set out the principles on governance of the Board and its committees.

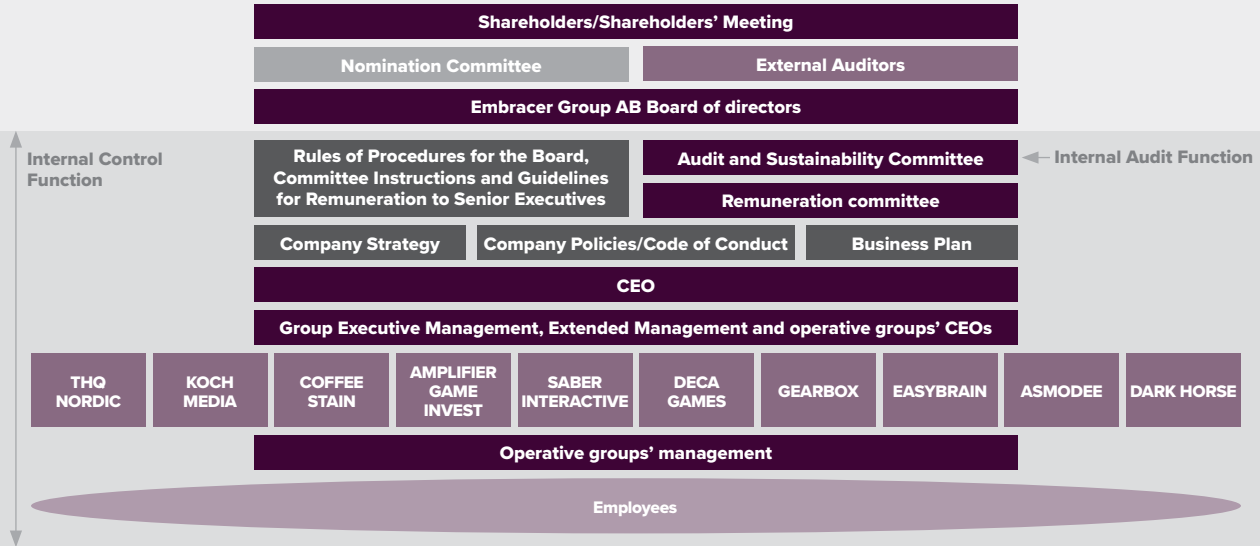
The CEO of Embracer Group is appointed by the Board of Directors to handle the Group’s day-to-day management and to lead the Group Executive Management Team, which also includes the Group CFO/Deputy CEO and the Chief of Staff, Legal & Governance.

Embracer Group has ten operative group CEOs. The Extended Management Team consists of functions such as the Group Finance Function, Group Legal, Governance and Compliance Function, Group M&A Function and other functions implemented to manage Embracer Group.

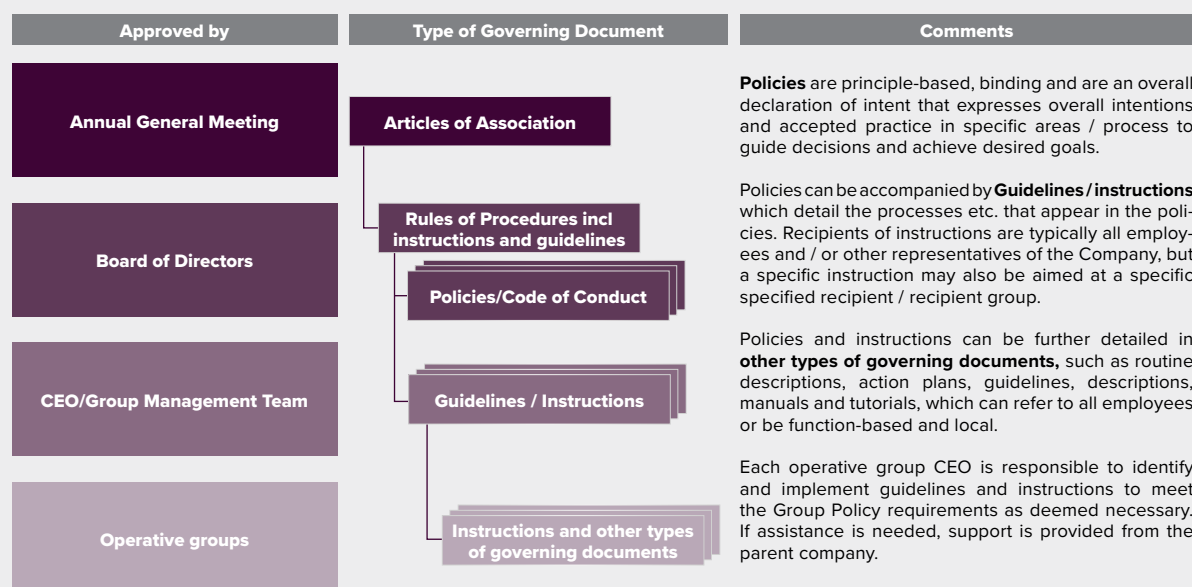
The Group CFO/Deputy CEO is responsible for leading the Extended Management Team. The Chief of Staff, Legal & Governance is responsible for managing and handling the forums where the operative group CEOs and the Extended Management Team meet. The Chief of Staff, Legal & Governance main responsibility is to assist the CEO in bridging the relationship between the operative group CEOs and the Extended Management Team.

Within Embracer Group’s decentralized business model the operative group CEOs are responsible for the day-to-day management of the operative groups, with support from the Group Executive Management Team and the Extended Management Team. While the business model is decentralized the governance model is implemented from parent company level to ensure a coherent model that aims

GOVERNANCE MODEL



GOVERNANCE FRAMEWORK



to implement Embracer Group's values and governance, including financial reporting and internal control.

The Embracer Group governance model is described in the chart on page 78.

An integral part of Embracer Group's governance model is the governance framework adopted for policies, guidelines and instructions which is briefly described in the chart above. Currently Embracer Group has 15 group policies in use:

- > Code of Conduct
- > Corporate governance policy
- > Anti-Corruption Policy
- > Trade Compliance Policy
- > Information Policy
- > Supplier Code of Conduct
- > Insider Policy
- > Treasury Policy
- > Enterprise Risk Management and Internal Control Policy
- > IT policy
- > Information Security Policy
- > Related Party Transaction Policy
- > Policy for Processing of Personal Data
- > Privacy Policy
- > Tax Policy

In addition Embracer Group's internal guidelines and instructions provide support and guidance in the integration of our group policies. At present date Embracer Group has 9 group guidelines and instructions:

- > Financial Manual
- > Enterprise Risk Management and Internal Control Guideline
- > Insider Q&A
- > Whistleblowing guidelines
- > Password Guidelines
- > Cookie Policy
- > Reporting Manual
- > Smarter Business Framework
- > Employee Handbook

General Meeting of shareholders

Pursuant to the Swedish Companies Act, the shareholder meeting is the company's highest decision-making body. At a shareholders' meeting, shareholders exercise their voting rights on key issues such as the adoption of income statements and balance sheets, appropriation of the company's profit, discharge from liability of Board members and the CEO, and election of the Board and external auditors, and changes of the articles of association. The annual general meeting (AGM) is held within six months after the end of the financial year. In addition to the AGM, extraordinary general meetings may be convened when required.

Notice of the AGM, as well as an extraordinary general meeting at which the matter of amendment to the articles of association is to be addressed, shall be issued not earlier than six weeks and not later than four weeks prior to the general meeting. Notices of other extraordinary general meetings shall be issued not earlier than six weeks and not later than two weeks prior to the extraordinary general meeting. In accordance with Embracer Group's articles of association, notices of AGMs and extraordinary general meetings are made by an announcement in the Post- och Inrikes Tidningar (the Swedish Official Gazette) and by making the notice available on Embracer Group's website. Simultaneously, an announcement with information that the notice has been issued is to be published in Svenska Dagbladet. Documents related to proposals, proxy voting, postal voting and the minutes recorded at a general meeting are published on the website. The AGM 2022 will take place on September 21, 2022.

Right to attend shareholders' meetings

All shareholders who are directly registered in the share register maintained by Euroclear Sweden AB six banking days prior to the shareholders' meeting (record date) and who have notified the Company of their intention to participate (with potential assistants) at the shareholders' meeting no later than the date stated in the notice have the right to attend the shareholders' meeting and vote for the number of shares they hold.

In addition to notifying the Company, shareholders whose shares are nominee registered through a bank or other nominee must request that their shares are temporarily registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, in order to be entitled to participate in the general meeting. Shareholders should inform their nominees well in advance of the record date. Voting registrations made by nominees not later than four banking days prior to the general meeting will be taken into account.

Shareholders may attend the shareholder meeting in person or by proxy and may also be accompanied by a maximum of two assistants. Shareholders can normally register for the shareholders' meeting in several different ways stated in the notice.

Shareholder initiatives

Any shareholder of the Company who wishes to have a matter dealt with at a general meeting must submit a written request to the Board of Directors to that effect. The matter will be dealt with at a general meeting if the request has been received by the Company no later than seven weeks prior to the general meeting, or after such date, if it still is in due time for the matter to be included in the notice of the general meeting.

Nomination Committee

The majority shareholder of the Company, Lars Wingefors AB, will propose that the AGM 2022 adopts principles for appointment of a Nomination Committee. Such proposal will be presented in the notice for the AGM 2022.

Board of Directors

The Board of Directors is the highest decision-making body after the shareholders' meeting and is ultimately responsible for Embracer Group's organization, administration, long-term development and strategy. In accordance with the Swedish Companies Act this means that the Board is responsible for establishing targets and strategies, ensuring that procedures and systems are in place for the evaluation of set targets, continuously evaluating Embracer Group's financial position and performance, and evaluating the executive management. The Board is also responsible for ensuring that the annual accounts and interim reports are prepared on time. The Board of Directors shall further ensure that the Company complies with applicable laws and regulations, Nasdaq First North Growth Market Rulebook for Issuers, the Company's articles of association and the rule of procedures for the Board.

Composition

The Board members are elected every year at the AGM for the period until the next AGM and an EGM can also elect new board members. According to the Company's articles of association, the Board must consist of at least three members and at most ten members with no deputy members. The Chair of the Board is elected by the AGM.

The Board represents a mix of both important qualifications and valuable experiences within areas of strategic importance to Embracer Group. The board also has a variety of geographical and cultural backgrounds, share the same mindset, has a firm commitment and a strong engagement. At the time of publication, the Company's Board consists of seven members who are presented in

more detail in the section "Board of Directors". The composition of the Board meets the requirements concerning the independence of Directors prescribed in the Nasdaq First North Rulebook.

Conflicts of interest

The Board members shall inform the Chair of the Board immediately if they find themselves in a conflict of interest situation. A Board member with a conflict of interest in relation to any matter to be dealt with by the Board may not participate in the discussions or decisions regarding such matter.

Board meetings

In accordance with the rules of procedure for the Board, the Board is expected to hold at least six meetings per year at venues to be agreed by the Board. The Board meets the statutory auditor at least once a year without the CEO or any other member of the Group Executive Management Team and the Extended Management Team present. The Group CFO and the Chief of Staff, Legal & Governance, who is the secretary of the Board, also attend Board meetings.

Board work and matters for the Board

The Board is responsible for the organization of Embracer Group and the management of its business worldwide. The Board continuously monitors Embracer Group's performance, evaluates Embracer Group's strategic direction and business plan as well as other aspects such as adherence to the Code of Conduct.

Sustainability is an integral part of Embracer Group's strategy and the Board and Audit and Sustainability Committee monitors Embracer Group's efforts in that area. Certain matters that have not been expressly allocated to the Board are delegated to the Board's Committees or the CEO as set out in the regulations for the work of the Board.

The Chair of the Board who is elected by the AGM and has special responsibility for the management of the Board's work and to ensure that the Board's work is well organized and effectively implemented. The Board follows written rules of procedure, which are revised annually and adopted by the inaugural Board meeting each year or another board meeting if necessary. The work procedure outlines the distribution of the Board's duties including the specific role and duties of the Chair, instructions for the division of duties between the Board and the CEO, and the reporting procedure for financial information to the Board. The Board has also adopted specific instructions for the Board's committees, which are linked to the work procedure. Certain matters that have not been expressly allocated to the Board are delegated to the Board's Committees or the CEO as set out in the procedures and instructions for the work of the Board and CEO.

The Board meets according to an annual schedule that is established in advance. Besides these meetings, additional meetings can be arranged to handle questions that cannot be submitted to an ordinary meeting.

To ensure that the Board has good visibility of the Group's operations, the CEO submits a report on the business, including reporting from the operative group's at all ordinary Board meetings. The CFO also reports on the financials and governance of Embracer Group, includ-

ing relevant matters relating to treasury, hedging, risk management, insurance, compliance, sustainability etc. as appropriate. In addition, the Board discusses specific strategic topics of relevance and the Board Committees report on their work. At each Board meeting the Board is also presented with a number of decision items for consideration and approval as set out in the rules of procedure for the Board.

Besides the Board meetings, the Chairman of the Board and the CEO continuously discuss the management of the Company.

Evaluation of the work of the Board

The Board conducts an annual survey of its work performed during the year. The survey covers areas such as the climate at Board meetings and the allocation of time spent on different topics, the work of the Board committees, the efficiency of the work of the Board, Board leadership and relations with the Group Management Team. Based on the result of the survey the Board will evaluate the performance and identify possible areas of improvement. In addition to the annual survey, the Chair of the Board conducts meetings with each individual Board member during the year.

The purpose of the evaluation is to further develop the Board's efficiency and working procedures and to determine the main focus of the Board's coming work. Areas that were covered also included issues related to strategy, sustainability, potential risks and succession planning. This gives valuable insights into the Board members' opinions about the performance of the Board. In addition, the evaluation serves as a tool for determining the competence required in the Board. The results of the evaluations of the Board as a collective and of the Chairman, were discussed by the Board.

The Board's work in 2021/22

In 2021/22, the Board held 73 recorded meetings (of which 54 per capsulam). The large number of meetings is mostly related to the number of acquisitions made during the year and the growth of the Company where the work of the Board takes place at a higher pace. The Board members' attendance at Board meetings and Committee meetings is shown in the table below. The secretary of the Board meetings until mid-August 2021 was Embracer Group's CFO Johan Ekström, whom thereafter was replaced as secretary by the Chief of Staff, Legal & Governance, Ian Gulam. The Board's regular work is performed at formal Board meetings, all included in the initial meeting plan. The Board work is also performed through meetings in committees of the Board. In addition, the Board has met on a frequent basis during the financial year, resulting in a total of 14 extraordinary Board meetings, mainly devoted to major acquisitions and one completed directed share issue, raising proceeds of approximately SEK 6 billion. A majority of time at per capsulam meetings was devoted to acquisition matters (such as issue shares, issue of promissory notes, allotment of shares) and proposed decisions at general meetings. In addition, the Chairman of the Board met with Board members separately between meetings to discuss imminent matters. An important focus for the Board during 2021 has been to follow-up and secure continued long-term organic and acquired growth. At the yearly strategy review the Board discussed to further evolve the strategy and explore

new growth areas and opportunities that would be relevant for the Company's growing ecosystem. The board decided on an extended strategic scope from gaming to transmedia, e.g. for "Embracer Group to be an evergreen owner of Entertainment businesses based on transmedia IPs". The Board has paid particular attention to the financial strategy and the M&A strategy going forward, the significant number of acquisitions made, follow-ups on prior acquisitions as well as the growing pipeline of new suitable acquisition candidates. Furthermore, the Board focused on the large investments made in game development including financial evaluations on ongoing major development projects, including impairment tests. Another important component of the work has been to follow up on the progress of onboarding and integration processes for newly acquired companies. The Board has also devoted notable time to ensure that the company has a solid governance structure and appropriate systems for following up on and controlling the company's risks. The Board has approved new policies and updates of Group policies. At regular Board meetings, reports are presented on the Group's business performance. Embracer Group's auditor also attended two Board meetings as well as one Audit Committee meeting (after the FY), during which Board members had the opportunity to pose questions to the auditor on audit reports and the efficiency of the internal control in the financial reporting process. Non-financial reports from the operative groups have been presented on a quarterly basis. The Board is also continuously updated and involved in the development of the Group's sustainability framework and initiated projects. During 2020, the Board decided to convert to the reporting standards IFRS and thereby start the process toward being listed on a regular market. The Board also closely monitored the listing change project. During February/March 2022 the Board worked extensively with issues relating to the war in Ukraine. The Board also monitored the effects of Covid-19 on the business – with the safety of employees being the highest priority.

Board Committees

The Board has established two Committees, the Audit and Sustainability Committee and the Remuneration Committee. The major tasks of these committees are of preparatory and advisory nature, but the Board of Directors may also delegate decision-making powers on specific issues to the committees. The issues considered at committee meetings shall be recorded in minutes of the meetings and continuously reported to the Board.

The members of each Committee are appointed by the Board annually at the inaugural Board meeting in connection to the AGM. The Chair of the Audit and Sustainability Committee is appointed by the Committee and the Chair of the Remuneration Committee is appointed by the inaugural Board meeting. The Committees' duties and decision-making authorities are regulated in the annually approved Committee instructions.

Members of the Audit and Sustainability Committee are elected from Board members who are not employees of the company. At least one of the members must be competent in accounting or auditing matters.

The Remuneration Committee is appointed by the Board and members of the Remuneration Committee must possess the required knowledge and experience of remuneration matters relating to senior executives.

Audit and Sustainability Committee

The Board has assigned an Audit and Sustainability Committee to oversee corporate governance, financial reporting, sustainability and risks and compliance with external and internal regulations. The Audit and Sustainability Committee is responsible for identifying and reporting relevant issues to the Board within the Audit and Sustainability Committee's areas of responsibility.

The Audit and Sustainability Committee's tasks are to monitor the integrity of Embracer Group's financial reporting system, internal controls, Internal Audit, operation procedure and the enterprise risk management framework, recommend to the Board the appointment, removal and remuneration of the statutory auditors (subject to approval at the shareholders' meeting), monitor the independence of the statutory auditors and review the effectiveness of the Internal Audit. The Internal Audit function reports directly to the Audit and Sustainability Committee. Each year, the Audit Committee adopts an Internal Audit plan which is based on risks that have been identified by the Board in the review of commercial, governance, reporting, sustainability and compliance risks. The audit plan is prepared by the Internal Audit function and discussed with the external auditors to enhance the efficiency and quality of regular audit work.

Ulf Hjalmarsson (Chair), Kicki Wallje-Lund and Jacob Jonmyren are the current members of the Audit and Sustainability Committee. The Committee complies with the Swedish Companies Act's and the Swedish Corporate Governance Code's requirements for independence as well as accounting and audit competence.

Remuneration Committee

The Board has assigned a Remuneration Committee to prepare remuneration principles for the CEO and the Group Executive Management Team members. Furthermore, the Committee supports the Board, with the approval of remuneration and benefits of the CEO and, in dialogue with the CEO, assist with or resolve on various other remuneration matters in relation to the Group Team Management.

The committee is also responsible for preparing and monitoring of global terms of strategic variable compensation programs and incentive schemes. The Remuneration Committee also sees to the outcome of these remuneration programs and submits reports and proposals to the Board for resolution.

Remuneration Committee submits proposals to the Board regarding guidelines for remuneration and other employment terms and conditions for the Group Team Management. The Remuneration Committee has recommended to the Board to propose that the Board proposes that the AGM 2022 adopts guidelines for remuneration to the Group Executive Management Team.

David Gardner (Chair), Kicki Wallje-Lund and Ulf Hjalmarsson are the current members of the Remuneration Committee. The Committee complies with the Swedish Corporate Governance Code's requirements for independence.

Compensation to the Board of Directors

The remuneration to the members of the Board is determined at the AGM. At the AGM 2021 it was decided that Board members elected at the meeting who are employed by Embracer Group shall not be entitled to any remuneration. At the AGM 2021 it was resolved that the remuneration to each director elected by the meeting and who is not employed by the Company shall be SEK 450,000 and the Chair of the Board shall receive SEK 1,200,000.

It was further resolved that remuneration for members of the Audit and Sustainability Committee shall be SEK 125,000 and that remuneration to the Chair of the Committee shall be SEK 250,000. It was also resolved that remuneration for members of the Remuneration Committee shall be SEK 75,000 and that remuneration to the Chair of the Committee shall be SEK 150,000.

In total the remuneration, including remuneration for committee work, amounted to SEK 4,000,000.

It was also resolved on a retroactive compensation to members of the Committees since these had been active since February 2021. For this reason, a retroactive remuneration was decided for the eight months, i.e., from February 1, 2021 until the AGM 2021 held on September 16, 2021 as follows:

- > chair of the audit committee SEK 166,000,
 - > members of the audit committee SEK 83,000,
 - > chair of the remuneration committee SEK 100,000, and
 - > members of the remuneration committee SEK 50,000.
- > the total retroactive remuneration amounts to SEK 532,000.

Remuneration to each Board members during 2021/2022 is specified in Note 6

BOARD OF DIRECTORS, ATTENDANCE & INDEPENDENCE

Name	Position	Member since	Attendance Board meetings ¹⁾	Independent in relation to:	
				The Company and management	Major shareholders
Kicki Wallje Lund	Board member (Chairman)	2016	19/19	Yes	Yes
Lars Wingefors	Member of the Board	2011	19/19	No	No
Erik Stenberg	Member of the Board	2011	19/19	No	No
Jacob Jonmyren	Member of the Board	2018	19/19	Yes	Yes
Ulf Hjalmarsson	Member of the Board	2018	18/19	Yes	Yes
David Gardner	Member of the Board	2020	18/19	Yes	Yes
Matthew Karch	Member of the Board	2020	18/19	No	No

¹⁾ Per capsulam not included

Internal Audit

The purpose of Internal Audit is to improve the business by enhancing risk management, governance and internal control. In 2019, Embracer Group established a Group Internal Audit function which performs risk-based reviews of corporate governance and internal control procedures within the Group. Internal Audit is an independent and objective assurance and consulting activity that aims to enhance and protect organizational value by providing risk-based and objective advice and insight. The Internal Audit function formally reports to the Audit and Sustainability Committee and findings are also reported to the Group Executive Management Team and business area management. The output of the reviews include action plans to improve risk management procedures. The Internal Audit Plan 2021 has been developed based on the risk analysis from 2020 and considers the risks identified by the organization. The Internal Audit Plan is also based on the internal auditor's experience of identifying other risk areas which may warrant attention. An Internal Audit Tracker process has been implemented and is governed by the Audit and Sustainability Committee who reports back to the Board. The Audit and Sustainability Committee receive quarterly updates with regards to open items in the Internal Audit Tracker. The Internal Audit Plan may also address some ad hoc areas which are not deemed high risk.

External Auditor

The Company's auditors are appointed by the AGM. Ernst & Young Aktiebolag were re-elected as the company auditor at the AGM 2021. EY has been the company's auditor since 2006 and Johan Eklund is the auditor in charge..

The external auditors discuss the external audit plan, audit findings and risk management with the Audit and Sustainability Committee. The results of their financial year audit and the audit of the annual report of the parent company and the consolidated financial statements are presented to the Audit and Sustainability Committee and the Board of Directors at meetings after year-end. The auditor also participated in a Audit and Sustainability Committee meeting during which the committee members had the opportunity to pose questions to the auditor without representations of the Management being present. When Ernst & Young Aktiebolag is asked to provide services other than the external audit, this is done in accordance with general independence rules.

Embracer Group ERM process and Internal Control framework

According to the Swedish Companies Act, the Board is ultimately responsible for ensuring that an effective internal control system exists within the Group.

In order to assist the Board and the Group Management Team (Group Executive Management and Extended Management) in their internal control responsibilities, the Group has appointed the new position Group Internal Control Coordinator (ICC), with the purpose of ensuring a common and consistent control environment throughout the Group. The Group ICC reports to the Audit and Sustainability Committee on a periodic basis.

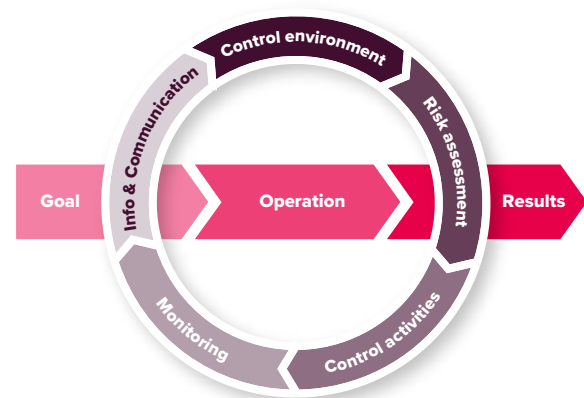
Enterprise Risk Management (ERM) is the process of consistent group wide risk management enabling continuous risk identification, mitigation, and monitoring of risk exposure (the spectrum of risks includes, strategic, operational, financial and compliance risks).

Internal Control (IC) refers to processes and systems (including risk-based control activities), effected by the Board of Directors, management, and all employees, designed to provide reasonable conditions for achievement of objectives relating to:

- > Effective and efficient operations,
- > Reliable reporting (including Financial Reporting), and
- > Compliance with applicable laws and regulations

The overall expectation is that operations within Embracer Group are conducted with sound internal control and risk management, which means, among other things, that enterprise-wide risk assessments are performed, risk based internal controls have been implemented and are followed up on an ongoing basis, and that adequate segregation of duties is established. Monitoring activities are used to assess whether the components of internal control are present and functioning.

Embracer Group has established group level processes for enterprise risk management and internal control, based on the components defined by COSO (Control environment, Risk assessment, Control activities, Information and communication, and Monitoring), aimed to ensure that efficient controls are in place to manage key risks, through a combination of risk responses and controls, such as eliminating, reducing, monitoring and/or insuring against risks. The aim of effective internal control is to achieve an efficient business that reaches its goals, ensuring reliable internal and external financial reporting, and compliance with applicable laws, rules, policies, and steering documents.



During the year Embracer Group started a process of implementing a developed structure of the group internal control framework (ICF), including control activities. Internal control over financial reporting (ICFR), which ensures identification and adequate response to company risks is included. The internal control framework serves to ensure the existence of a common and consistent control environment throughout the Group, stating what internal control measures need to be implemented, including ICFR aimed at ensuring that financial information is reliable, timely and in compliance with regulatory requirements. The Group ICF enables the Group to maintain the decentralized organization model, ensuring that the entire organization with all operative groups are carrying out internal control related tasks consistently in line with the intentions of Embracer.

The Group ICF, including group level documentation of expected ICFR controls, is compiled by the ICC.

Control Environment

The overall internal governance and control within Embracer Group is based on having a structure of governing documents, processes and defined roles and responsibilities. In addition, the Group must have a sound control environment with an overall tone that supports the benefits and overall aim of internal control. The foundation of Embracer Group's control environment is the Code of Conduct, which is the guiding principle of Embracer Group and sets the tone of the Group's policies, guidelines, and values.

Risk Assessment

The ERM risk identification is based on a definition of risk which entails to identify events that threaten the organization's ability to achieve its business goals and objectives. Risk management is part of the Board's and management's governance of the business. During 2021-22, a group wide ERM risk management process has been reviewed and updated to ensure that key risks are identified, and mitigating actions are in place to manage these risks. The purpose is to identify, analyze and evaluate any new relevant Group level risks and update the company's view on any previously identified risks and is the starting point for determining the internal control measures required. The CFO presents the top risk report to the Audit and Sustainability Committee who review and prepare for the Board to decide on the top risks.

The updated ERM risk management process includes a planned group wide ERM Risk Assessment to be performed semiannually at Group level by representatives from the Group Management team and the Board, with requested input from operative group management. The purpose is to identify any new relevant Group level risks and update the company's view on any previously identified risks. A separate, targeted ICFR risk assessment related to Financial Reporting has been performed at Group level, to identify key risks for errors and fraud, based on the Group's income statement and balance sheet. The result has been used as basis for identifying key financial reporting processes in scope for risk based internal controls over financial reporting (ICFR). The ICFR risk assessment was initiated by the Group ICC and performed by representatives from Group Finance.

Control Activities

Based on the Embracer Group Risk Assessments performed, internal controls are designed, implemented, and documented to manage key risks in business and financial reporting processes. ICFR were designed and the phase of implementation and documentation started during the year.

Control activities are the actions established through policies and procedures that help ensure mitigation of nonacceptable risks. The aim is to have a cost-effective composition of controls which are adapted to the business conditions and risk tolerance. The controls in the ICF consist of a combination of process level and transaction related key controls, enterprise-wide controls as well as controls that ensure the continuity of the IT infrastructure. Internal controls and monitoring procedures must also be

implemented to cover controls over key processes, if any, performed by a third party, i.e., outsourced processes.

Monitoring

The Group ICC is facilitating the monitoring of enterprise risk management and internal control as well as initiating monitoring of internal control status. The effectiveness of the internal control activities is monitored by a newly implemented risk based self-assessment process and, when so decided, independent testing. The Group ICC annual ICF plan is a part of a multiyear risk-based plan with different focus areas and coverage. The plan is based on the risk assessment, previous control, and monitoring activities, and to mitigate residual risks as well as to meet the risk appetite. Any gaps and action items are documented in a remediation tracker and any significant overdue items are communicated timely to representatives from the Extended Management team. The Group ICC keeps regular contact with the CFO.

Information and Communication

Regular and transparent communication between stakeholders in the ERM and IC process is the basis for conducting and ensuring sound internal governance and control. A Group ICF information campaign is communicated annually to stakeholders of the ICF including launch of the annual process, any changes to the framework, training if needed, scoping principles and ICF annual and multiyear plan regarding self-assessments and independent testing of controls.

Reporting

The Groupwide top risks are discussed and agreed upon within representatives from the Extended Management team and updated at least semiannually and reported to the Audit and Sustainability Committee and the Board of Directors, along with actions for mitigating top risks where residual risk does not align with risk appetite as determined by the Board.

CEO and Management Team

The CEO is appointed by the Board and has the foremost responsibility for the continuous management of the Company and the day-to-day operations. The division of work between the Board and the CEO is set out in the rules of procedure for the Board and in the instructions for the CEO and follows the Swedish Companies Act. The CEO is also responsible for the preparation of reports and compiling information to the Board meetings and for presenting such material at the Board meetings.

According to the instruction for financial reporting, the CEO is further responsible for Embracer Group's financial reporting and consequently must ensure that the Board receives adequate information for the Board to be able to evaluate the Group's financial condition. The CEO regularly keeps the Board informed of the developments in Embracer Group's operations, the development of sales, ongoing development projects, the Group's results and financial position, important business events and all other events, circumstances or conditions which can be assumed to be of significance to Embracer Group's shareholders.

The CEO leads the work of the operative group CEOs Forum and the Group Executive Management Team, which is responsible for the overall business development and

operations of the Group. The operative group CEOs Forum consist of ten people who each head up one of the operative groups plus the CEO, CFO/Deputy CEO and Chief of Staff. The Group Executive Management Team consists of the Group CEO, Group CFO/Deputy CEO and the Chief of Staff.

The operative group CEOs has monthly meetings addressing operational performance and strategic matters. In addition, at the meetings, the operative group CEOs discuss pre-announced topics.

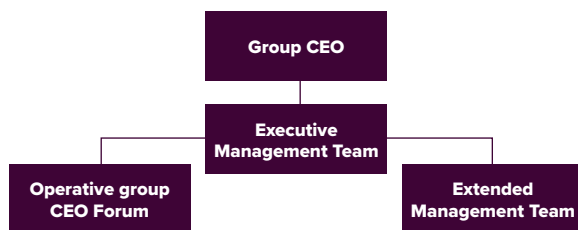
The Group Executive Management Team has monthly meetings addressing finance, strategic transformation, business performance, risk management, governance, compliance, sustainability and investor relations. In addition, at the meetings, the Group Executive Management Team discusses pre-announced topics.

The Group CFO/Deputy CEO leads the work of the members of the Extended Management Team. The Extended Management Team has monthly meetings addressing various topics within the Embracer Group, including finance, governance, compliance, sustainability, risk management, internal control, communication etc. In addition, at the meetings, the Extended Management Team discusses pre-announced topics. Depending on the specific topics to be raised at the meetings with the Extended Group Management Team, only certain members of the team might participate and other persons might be invited to participate as well.

The CEO, the operative group CEOs and the Group Executive Management Team are presented in more detail from page 90.

The Embracer Group operative group CEOs forum, Group Executive Management and Extended Management are described in the below chart.

GROUP MANAGEMENT AND OPERATIVE GROUP CEOs



Guidelines for remuneration to senior executives

The board of directors of the Company will propose that the AGM 2022 adopts the following guidelines for remuneration to senior executives.

General

The guidelines shall apply to remuneration that may be agreed upon or to changes in already agreed remunerations after the guidelines have been adopted by the annual general meeting. The guidelines do not apply to any remunerations that has specifically been resolved by the general meeting or any remuneration in the form of shares, warrants, convertibles or other share-related instruments such as synthetic options or employ stock options, which require specific approval by the general meeting.

These guidelines apply to the CEO, deputy CEO and the CFO, and Chief of Staff, Legal & Governance, as well as to any remuneration to members of the board other than approved director fees. Reference to senior executives shall therefore be considered to include such remuneration to directors. Regarding employment conditions that are governed by rules other than Swedish, appropriate adjustments may be made in order to comply with such mandatory rules or established local practice, whereby the general objectives of these guidelines shall, to the extent possible, be met.

The guidelines contribution to the Company's business strategy, long term interest and sustainability

The guidelines shall contribute to establish conditions for the Company to recruit and maintain qualified senior executives in order to successfully implement the Company's business strategy and achieve the Company's long-term interests, including sustainability. The guidelines shall also stimulate an increased interest in the business and the result as a whole as well as increase the motivation of the senior executives and increase belonging within the Company. The guidelines' purpose is further to create alignment between the Company's shareholders and the senior executives. The guidelines shall also contribute to a good ethics and culture within the Company.

In order to achieve the Company's business strategy, total annual remuneration must be market-based and competitive in the employment market where the senior executive is located, as well as take into account the individual's qualifications and experience; furthermore, exceptional performance should be reflected in the total remuneration. For more information regarding the Company's business strategy, see page 12.

Variable cash remuneration covered by these guidelines is intended to promote the Company's business strategy and long-term interests, including sustainability.

The forms of remuneration etc.

The remuneration to the senior executives in the Company shall comprise of fixed cash salary, possible variable cash salary, other customary benefits and pension payments. The total cash remuneration, including pension benefits, shall, on a yearly basis, be in line with market practice and competitive on the labor market where the senior executive is based and take into account the individual responsibilities, competences, qualifications and experiences of the senior executive as well as reflecting any notable achievements. Fixed and variable cash salary shall be related to the senior executives' responsibility and authority. The fixed cash salary shall be revised on a yearly basis.

The senior executives may receive variable cash remuneration in addition to fixed cash salaries. The variable remuneration shall be based on the outcome of actual predetermined targets based on the Company's business strategy and the long-term business plan approved by the board of directors. The targets may include share based or financial targets, on group level, operational goals and goals for sustainability and social responsibility, employee engagement. These targets are to be established and documented annually. The Company has established financial targets and KPIs in relation to strategic and business critical initiatives and projects which ensures alignment with the business plan and business

strategy for a continued sustainable business. The variable cash remuneration shall also be designed to encourage the right behavior and contribute to the achievement of increased community of interests between the executive and the Company's shareholders in order to contribute to the Company's long-term interests.

Cash based variable remuneration shall be earned and paid out pro rata based on the number of working months and days since first employment date assuming the employee starts with the Company no later than September 30. If the employee starts with the Company after September 30, any entitlement to cash based variable remuneration will commence from the following fiscal year. Any variable cash remuneration shall not exceed a maximum of 50 percent of the fixed annual cash salary. However, the variable cash remuneration may correspond to up to 100 percent of the fixed annual cash salary of a senior executive if justified by extraordinary arrangements in the individual case.

The conditions of any variable cash remuneration should be designed so that the board of directors may reduce or withhold payment of variable remuneration in the event of exceptional economic circumstances, or if the board of directors finds the payments unreasonable and incompatible with the Company's responsibility to its shareholders or stakeholders. With respect to yearly cash bonuses, it should be possible to reduce or withhold payments, if the board of directors deems it reasonable because of any other reasons. The Company shall have the possibility, under applicable law or contractual provisions, subject to the restrictions that may apply under law or contract, to in whole or in part reclaim variable remuneration paid on incorrect grounds.

Additional variable cash compensation may be payable in exceptional circumstances, provided that such arrangements are limited in time and made only on an individual basis. The purpose of such arrangements must be to recruit or retain executives, or as compensation for extraordinary work in addition to the person's ordinary duties. Such compensation shall not exceed an amount corresponding to 25 percent of the fixed annual cash salary and shall not be paid more than once per year and per individual. A decision on such remuneration shall be made by the board of directors upon proposal from the remuneration committee.

Pension benefits for the CEO and other senior executives must reflect normal market conditions, compared to what generally applies to corresponding senior executives in other companies and shall normally be based on defined contribution pension plans. Right to pension occurs normally at 65 years of age.

Employees have the right to salary exchange (i.e., instead of salary choose to receive salary as pension payments. Salary exchange shall be cost neutral for the employer). Variable cash remuneration does not qualify for any pension entitlements/contributions, unless local law provides otherwise. The pension premiums for defined contribution pensions shall amount to a maximum of 30 percent of the fixed annual cash salary.

The Company may provide other benefits to senior executives in accordance with local practice. Such other benefits may include company healthcare and education. Such benefits must be considered reasonable in relation to the practice in the market where the respective senior executives operate and may in total amount to a maximum of 5 percent of the fixed annual cash salary.

For executives who are stationed in a country other than their home country, additional remuneration and other benefits may be paid to a reasonable extent, taking into account the particular circumstances associated with such expatriation, whereby the overall purpose of these guidelines is to be met as far as possible. Such benefits may not exceed 15 percent of the fixed annual cash salary.

If a director performs services on behalf of the Company, which do not constitute board work additional consultancy fees or other additional remuneration may be paid to directors upon decision by the board of directors following recommendation by the remuneration committee. Any such remuneration shall be designed in accordance with these guidelines.

When the measurable period for fulfilment of the criteria for payment of variable cash compensation has ended, the extent to which the criteria have been met shall be determined. The board of directors, after following recommendation by the remuneration committee, is responsible for the assessment of variable cash remuneration to the CEO and the CEO is responsible for the assessment of variable cash remuneration to other senior executives. With respect to financial targets the evaluation shall be based on the Company's latest publicly available financial information.

Notice of termination and severance pay

Fixed salary during the notice period and any severance pay shall in total not exceed an amount corresponding to a maximum of two years' fixed salary. A sanctioned notice period for a senior executive may not exceed twelve months, during which time salary payment will continue. In the event of termination by the executive, the notice period may not exceed six months, without the right to severance pay.

Remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination of employment, unless otherwise provided by mandatory collective agreement provisions, and be paid during the time the non-compete undertaking applies.

No senior executives are entitled to any additional benefits during the notice period and the Company has no allocated or capitalized amounts for pensions or similar benefits in the event that a senior executive leaves his or her position.

Deviations from the guidelines

The board of directors shall be entitled to deviate from the guidelines with regards to such as the recruitment of senior executives on the global labor market to be able to offer competitive terms and conditions, in an individual case if there are special reasons for it and a deviation is necessary to ensure the Company's long-term interests and sustainability or to ensure the Company's economic viability. Such deviation shall also be approved by the remuneration committee. An arrangement deviating from the guidelines can be renewed but each such arrangement shall be limited in time and shall not exceed a period of 24 months or an amount that is twice the remuneration that the individual would have received had no additional arrangement been made.

GROUP MANAGEMENT REMUNERATION ¹⁾

Name	Position	Remuneration, TSEK
Lars Wingefors	Co-founder and CEO	993
Erik Stenberg	Co-founder and Deputy CEO	746
Johan Ekström	CFO	2,885

¹⁾ Erik Stenberg is no longer Deputy CEO and Ian Gulam has been appointed Chief of Staff after the end of the period.

Preparation, decision processes etc.

Decisions regarding salary and other remuneration to the CEO and other senior executives are prepared by the remuneration committee and resolved by the board of directors or, where applicable, the CEO.

The remuneration committee shall also prepare the board of directors' decisions on issues concerning principles for remuneration. The remuneration committee shall also monitor and evaluate programs for variable remuneration, both ongoing and those that have ended during the year, for the senior executives and monitor and evaluate the application of these guidelines for remuneration to senior executives, as well as current remuneration structures and levels in the Company.

The board of directors shall prepare proposals for new guidelines at least every four years and submit the proposal for resolution at the annual general meeting. The guidelines shall remain in force until new guidelines have been adopted by the general meeting.

The Company believes remuneration is one of several key components in attracting and retaining the right employees. The Company shall offer a total rewards package that is:

- > Fair and equitable. No employee should be discriminated in relation to gender, ethnicity, age, disability or any other factor unrelated to performance or experience. Rewards should be understood in relation to the level of responsibility and impact on the business that a certain role has.
- > In line with market. The Company strives to remunerate in accordance with market. Base and variable pay, as well as benefits and pensions should be in line with what each local market offers for similar positions.
- > Performance based. The Company recognizes people who are committed to sustainable long-term performance that drives the business and develops the company in line with our values and principles. High performance is the main differentiator for employee's rewards packages.

In preparing the board of directors' proposal for these guidelines, salary and terms of employment for the Company's employees have been taken into account, with respect to information on the employees' total remuneration, the components of the remuneration and the rate of increase and increase over time, when the remuneration committees and the boards of directors have decided on the evaluation of the reasonableness of these guidelines and the limitations that follows from the guidelines.

The board of directors considers that the guidelines on remuneration to senior executives are proportionate in relation to salary levels, remuneration levels and conditions for other employees in the group.

Compliance with the guidelines must be checked annually through, among other things, the collection of documented annual targets for short-term variable remuneration.

Remuneration to the Group Executive Management Team

The remuneration to members of Group Executive Management Team comprises fixed salary, variable salary, pension benefits and other benefits.

The table above shows the remuneration paid to the Group Executive Management Team in 2021/2022.

Notice period and severance payment

Embracer Group and its CEO and CFO must observe a notice period of 6 months¹⁾, both the CEO and CFO are entitled to termination benefits corresponding to 6 months' salary, provided Embracer Group terminated the employment contract and the CEO or CFO has not been dismissed. Other CEOs have a notice period in the Group varying from 3 to a maximum of 6 months, with remuneration paid until employment is terminated. The other senior executives are entitled to a notice period with remuneration up to 6 months. The executives must observe the same notice period.

BOARD OF DIRECTORS



KICKI WALLJE-LUND Born: 1953

Chairman of the board, elected 2016

Education/background: Kicki Wallje-Lund has experience in business development from a variety of international companies, especially in the IT sector, primarily for the banking and finance industry as well as board assignments for listed companies on Nasdaq Stockholm, Large and Small cap. She has held leading global positions in companies like NCR, Digital Equipment, AT & T, Philips, ICL and Unisys.

Current assignments: Board member of C-Rad AB (publ).

Holdings in Embracer Group: As of March 31, 2022, Kicki Wallje-Lund held 96,200 class B shares in Embracer Group AB (publ).



LARS WINGEFORS Born: 1977

Co-founder and CEO of Embracer Group

Board member, elected 2011

Education/background: Lars Wingefors is founder and CEO of Embracer Group. Lars Wingefors started his first video games company at the age of sixteen. He has a broad and long experience in entrepreneurship and business management.

Current assignments: Lars Wingefors is a board member and CEO of Lars Wingefors AB.

Holdings in Embracer Group: As of March 31, 2022, Lars Wingefors owned 81.17% of the shares and 96.62% of the votes of Lars Wingefors AB which in turn held 52,260,204 class A shares and 210,238,330 class B shares in Embracer Group AB (publ).



ERIK STENBERG Born: 1963

Co-founder of Embracer Group

Board Member, elected 2011

Education/background: Erik Stenberg has a Degree of Master of Science in Business and Economics from Högskolan Karlstad (today Karlstad University) and a long and solid experience in business management.

Current assignments: Erik Stenberg is a Board member of Xagonus AB and Zagonus AB, Fractal Gaming Group, Sting Bioeconomy and Richter Life Science Development.

Holdings in Embracer Group: As of March 31, 2022, Erik Stenberg owned 10.86% of the shares and 1.95% of the votes of Lars Wingefors AB which in turn held 52,260,204 class A shares and 210,238,330 class B shares in Embracer Group AB (publ). Erik Stenberg also held 9,000,000 B shares through a wholly owned company.



JACOB JONMYREN Born: 1980

Board member, elected 2018

Education/background: Jacob Jonmyren holds a M.Sc in Accounting and Financial Management from Stockholm School of Economics and has studied Finance at University of Wisconsin and Media & Communication Studies (Master level) at Stockholm University. Jacob Jonmyren has long experience from the financial markets.

Current assignments: Jacob Jonmyren is CEO and board member at Jacob Jonmyren Kapital AB, and a board member at Forskningsstiftelsen SSE-MBA and RAM Rational Asset Management AB.

Holdings in Embracer Group: As of March 31 2022, Jacob Jonmyren held 42 000 Class B shares in Embracer Group AB (publ).



ULF HJALMARSSON Born: 1956

Board member, elected 2018

Education/background: Ulf Hjalmarsson holds a M.Sc in Accounting and Financial Management from Lund's University and has served as an officer in the Swedish armed forces. Ulf has long experience from the financial markets. He has amongst other things been the Head of Corporate Finance Sweden at Aros Securities AB, financial analyst and portfolio manager and Head of Corporate Finance at AB Investor/Förvaltnings AB Providentia. Ulf is the founder of Hjalmarsson & Partners Corporate Finance AB.

Current assignments: Chairman of the Board in Hjalmarsson & Partners Corporate Finance AB, director of the Board Connecting Capital Holding AB and Stiftelsen Kungafonden.

Holdings in Embracer Group: As of March 31, 2022, Ulf Hjalmarsson held 5,000 class B shares in Embracer Group AB (publ).



DAVID GARDNER Born: 1965

Board member, elected 2020

Education/background: David Gardner has a solid industry background and experience. He met Electronic Arts founder Trip Hawkins in 1982, and in 1983 David became part of the founding team behind EA. He went on to establish EA's European Business Unit in 1986 and lead it as it grew to USD 1 billion in gross revenue and 1,200 employees. David later became part of EA's global management team based in California from 2004 to 2007. David became CEO of Atari S.A.

Current assignments: David is co-founder and general partner of London Venture Partners LLP, a VC-company founded in 2010.

Holdings in Embracer Group: –



MATTHEW KARCH Born: 1971

Co-founder and CEO of Saber Interactive

Board member, elected 2020

Education/Background: Matthew has a Bachelor of Arts from Washington University and a Juris Doctor from University of Pennsylvania. He has extensive experience in game design and development, business and legal affairs and is fluent in Russian.

Current assignments: Matthew Karch has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Matthew Karch owned 57,5% of S3D Media which in turn held 12,798,274 class A shares and 70,772,440 class B shares in Embracer Group AB (publ). Matthew Karch also holds 1,070,000 B shares directly.



AUDITOR

The auditor of Embracer Group is Ernst & Young AB, with Johan Eklund (born in 1975) as auditor-in-charge since the 2020 annual general meeting. Johan Eklund is an authorized public accountant and member of FAR.

PARENT COMPANY

SENIOR EXECUTIVES



LARS WINGEFORS Born: 1977

Co-founder and CEO of Embracer Group

Board member, elected 2011

Education/background: Lars Wingefors is founder and CEO of Embracer Group. Lars Wingefors started his first video games company at the age of sixteen. He has a broad and long experience in entrepreneurship and business management.

Current assignments: Lars Wingefors is a board member and CEO of Lars Wingefors AB.

Holdings in Embracer Group: As of March 31, 2022, Lars Wingefors owned 81.17% of the shares and 96.62% of the votes of Lars Wingefors AB which in turn held 52,260,204 class A shares and 210,238,330 class B shares in Embracer Group AB (publ).



JOHAN EKSTRÖM Born: 1977

CFO and Deputy CEO, employed since 2019

Education/background: Johan Ekström holds a M.Sc in business administration from Stockholm School of Economics. He has an extensive background in accounting, reporting and financial control from previous positions at Crem International, Permobil and PwC.

Current assignments: Johan Ekström has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Johan Ekström held 73,370 class B shares in Embracer Group AB (publ).



IAN GULAM Born: 1982

Chief of Staff, Legal & Governance, employed since 2021

Education/background: Ian holds a Master of Laws from Uppsala University. Ian was previously General Counsel of Embracer Group. Ian Gulam has extensive knowledge of corporate and capital markets law as well as governance topics and before joining Embracer Group he worked as a corporate and capital markets lawyer at Baker McKenzie.

Current assignments: Ian Gulam has no other relevant assignments.

Holdings in Embracer Group: As of March 31, 2022, Ian Gulam held 19,036 class B shares in Embracer Group AB (publ).

OPERATIVE GROUPS

CHIEF EXECUTIVE OFFICERS



KLEMENS KREUZER Born: 1976

Co-founder Embracer Group (founder of THQ Nordic GmbH)

CEO, THQ Nordic GmbH, employed 2011

Education/background: Klemens Kreuzer has a Masters degree in Business Administration from the Vienna University of Economics and Business. He also has experience from business management.

Current assignments: Klemens Kreuzer has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Klemens Kreuzer owned 1.62% of the shares and 0.29% of the votes of Lars Wingefors AB which in turn held 52,260,204 class A shares and 210,238,330 class B shares in Embracer Group AB (publ). Klemens Kreuzer also held 1,118,104 B shares through a wholly owned company.



ANTON WESTBERGH Born: 1985

Co-founder and CEO, Coffee Stain, employed 2013

Education/background: Anton Westbergh studied computer science at the University of Skövde, and has extensive experience in game and business development.

Current assignments: Anton Westbergh has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Anton Westbergh held, through companies 2,412,666 class B shares in Embracer Group AB (publ).



KLEMENS KUNDRATITZ Born: 1962

Co-founder and CEO, Koch Media, employed 1994

Education/background: Klemens Kundratitz holds a Doctor of Law degree from Leopold-Franzen-University in Innsbruck and has a strong track record within the gaming and entertainment industry. He is the co-founder of Koch Media and has been the company's Managing Director and CEO. Klemens Kundratitz is also the founder of Deep Silver, the games publishing label of Koch Media.

Current assignments: Klemens Kundratitz has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Koch Media Holding GmbH held 2,255,856 class B shares in Embracer Group (publ). Koch Media Holding GmbH (previously Parent Company in the Koch Media Group) is partly owned by Klemens.



MATTHEW KARCH Born: 1971

Co-founder and CEO of Saber Interactive

Board member, elected 2020

Education/Background: Matthew has a Bachelor of Arts from Washington University and a Juris Doctor from University of Pennsylvania. He has extensive experience in game design and development, business and legal affairs and is fluent in Russian.

Current assignments: Matthew Karch has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Matthew Karch owned 57,5% of S3D Media which in turn held 12,798,274 class A shares and 70,772,440 class B shares in Embracer Group AB (publ). Matthew Karch also holds 1,070,000 B shares directly.



PER-ARNE LUNDBERG Born: 1970

CEO Amplifier Game Invest AB, employed since 2018

Education/Background: Per-Arne has 16 years of experience in the games industry. As Head of The Game Incubator, he participated in and developed over 80 game companies, amongst others Coffee Stain Studios, Pieces Interactive, ACE and Flamebait Games. He has a broad experience in business development, financing, and goto-market strategies for startups and scaleups, in both Sweden and Silicon Valley, where he held a one-year Fellowship from VINNOVA at Nordic Innovation House during 2017.

Current assignments: Member of the Board, Forsway Scandinavia.

Holdings in Embracer Group: As of March 31, 2022, Per-Arne Lundberg held 33,694 class B shares in Embracer Group AB (publ).



KEN GO Born: 1980

Founder and CEO, DECA Games

Education/Background: Ken has a bachelors degree from The George Washington University. Ken is the CEO and founder of DECA games. He has spent over 14 years in the gaming industry focused on games as a service and free to play games. Ken has previously been the Executive Producer of the game Kingdoms of Camelot and the European General Manager of Kabam.

Current assignments: Ken Go has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Ken Go held 11,803,182 class B shares in Embracer Group AB (publ).



RANDY PITCHFORD Born: 1971

Founder and CEO, Gearbox Entertainment Company

Background: Randy Pitchford is a video game industry veteran of more than 30 years and founder of the Gearbox Entertainment Company, which develops and publishes award-winning and best-selling video games through its subsidiaries, Gearbox Software and Gearbox Publishing, and produces groundbreaking film and television content.

Current assignments: Randy Pitchford has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Randy Pitchford held 9,563,028 class B shares in Embracer Group AB (publ).



OLEG GRUSHEVICH Born: 1984

Co-founder and CEO Easybrain, employed 2016

Education/background: Oleg Grushevich studied accounting in foreign activities at Belarusian State Economic University and holds FCCA as a member of the Association of Chartered Certified Accountants. Before joining the gaming industry Oleg worked in different roles and locations at EY.

Current assignments: Oleg Grushevich has no other current assignments.

Holdings in Embracer Group: As of March 31, 2022, Oleg Grushevich held, through company, 10,066,554 class B shares in Embracer Group AB (publ).



STÉPHANE CARVILLE Born: 1968

CEO Asmodee Group

Education/Background: Stéphane holds a Post Graduate degree in Finance & Marketing from Paris Dauphine University. He joined Asmodee in 2009 and has been Chief Executive Officer of Asmodee Group since 2012. He has over 12 years of experience in the Games Industry. Prior to his current position, he held senior leadership roles in finance & business development within corporate groups and start-ups.

Current assignments: Stéphane Carville has no other current assignments.

Holdings in Embracer Group: –



MIKE RICHARDSON Born: 1950

CEO Dark Horse Media

Education/Background: Mike Richardson holds a Bachelor of Arts degree from Portland State University. In 1980, he founded Pegasus Fantasy Books, which later became the Things From Another World retail chain. In 1986 he founded Dark Horse Comics, an award-winning international publishing house for which he has created numerous comics and graphic novels. Richardson is also the founder and President of Dark Horse Entertainment where he has produced many projects for film and television.

Current assignments: Mike Richardson has no other current assignments.

Holdings in Embracer Group: –

