

*Certified true copy of the
downloaded document which I have
signed & refereed*

[Signature]
Dr. Noeleen Vassallo
L.L.B. (Hons) M. Adv. (Malt)
Advocate
Malta

01/05/2025
+35622766000

Org. nr / Company reg. no
559178-8871

BOLAGSORDNING **ARTICLES OF ASSOCIATION**

§ 1

Bolagets firma är European Entertainment Intressenter TopCo AB.

The name of the company is European Entertainment Intressenter TopCo AB.

§ 2

Bolaget har till föremål för sin verksamhet att direkt eller via dotterbolag äga och förvalta fast och lös egendom samt värdepapper. Bolaget ska därjämte samordna de verksamheter som bedrivs av bolagets dotterbolag och/eller av andra företag vilka står i koncern- eller annan intressegemenskap med bolaget samt bedriva annan därmed förenlig verksamhet.

The object of the company's business is to own and manage real property, chattels and securities, either directly or through subsidiaries. The company shall also coordinate the business conducted by the company's subsidiaries and/or other group or affiliated companies and conduct other ancillary activities.

§ 3

Bolagets styrelse ska ha sitt säte i Stockholms kommun.

The registered office of the company shall be in the municipality of Stockholm.

§ 4

Bolagets aktiekapital ska utgöra lägst 2 000 000 kr och högst 8 000 000 kr.

The company's share capital shall amount to not less than SEK 2,000,000 and not more than SEK 8,000,000.

§ 5

Antalet aktier i bolaget ska vara lägst 2 000 000 000 och högst 8 000 000 000.

The number of shares in the Company shall be not less than 2,000,000,000 and not more than 8,000,000,000.

§ 6

- 6.1 Aktier kan ges ut i tre serier, stamaktier, preferensaktier av serie A samt preferensaktier av serie B. Av varje aktieserie kan utges upp till 100 procent av det totala antalet aktier i bolaget.

Shares may be issued in three different classes, ordinary shares, preference shares of class A and preference shares of class B. In each class up to 100 per cent of the shares of the company may be issued.

- 6.2 Stamaktier medför en röst per aktie. Preferensaktier av serie A medför en röst per aktie. Preferensaktier av serie B medför en röst per aktie.

Ordinary shares carry one vote per share. Preference shares of class A carry one vote per share. Preference shares of class B carry one vote per share.

- 6.3.1 I denna punkt 6.3 har definierade termer följande betydelse:

Defined terms used in this Section 6.3 shall have the following meaning:

"Företrädesbeloppet" innebär, i förhållande till varje preferensaktie serie A och preferensaktie serie B, summan av (i) 1 krona; plus (ii) tidigare kapitaliserad Företrädesränta; minus (iii) Utdelningar som gjorts i enlighet med punkt 6.3.2 b) respektive 6.3.2 d) nedan;

"Preference Amount" means, with respect to each preference share of class A and preference share of class B (as applicable) and at any given point in time, an amount equal to (i) SEK 1; plus (ii) any previously compounded Preference Yield; less (iii) any proceeds paid to the holder of the relevant preference share pursuant to Clause 6.3.2 b) and 6.3.2 d) (as applicable);

"Företrädesränta" innebär ett belopp motsvarande en årlig ränta om 12 % på Företrädesbeloppet, från och med 11 februari 2019 (sådan ränta beräknas på faktiskt antal dagar under perioden / faktiskt antal dagar per år, ackumuleras dagligen och kapitaliseras årligen vid utgången av den sista kalenderdagen för varje år, första gången vid utgången av 31 december 2019);

"Preference Yield" means an amount equal to an interest of 12 percent per annum on the Preference Amount, calculated from 11 February 2019 (such interest to be calculated as "actual/actual", accrue daily and be compounded annually (at the end of the last calendar day of each year, for the first time at the end of 31 December 2019));

"Utdelning" innebär samtliga utbetalningar på aktier till aktieägare, oavsett om de sker genom vinstutdelning, inlösen eller återköp av aktier, eller i samband med likvidation, upplösning eller annan avveckling av bolaget (frivillig eller ofrivillig).

"Distribution" means any return of capital on shares in the company, whether by way of dividend, capital distribution, share buy-back, repayment, in connection with a liquidation, dissolution or winding up of the company (either voluntary or involuntary).

- 6.3.2 Stamaktier, preferensaktier av serie A samt preferensaktier av serie B har följande förhållande till varandra, vad avser företrädesrätt till utdelning från bolaget:

Ordinary shares, preference shares of class A and preference shares of class B have the following preferential rights to dividends from the company:

- a) Preferensaktier av serie A ska erhålla 100 procent av samtliga Utdelningar intill dess att varje preferensaktie av serie A erhållit Utdelning motsvarande icke-kapitaliserad Företrädesränta för preferensaktie av serie A;

Preference shares of class A shall receive 100 percent of any Distributions until all preference shares of class A have received Distributions in an amount equal to the accrued (but not compounded) Preference Yield in respect of such preference shares of class A;

- b) Därefter ska preferensaktier av serie A erhålla 100 procent av samtliga Utdelningar intill dess att varje preferensaktie av serie A erhållit Utdelning motsvarande Företrädesbeloppet för preferensaktie av serie A;

Thereafter, preference shares of class A shall receive 100 per cent of any Distributions until each preference share of class A has received Distributions in an amount equal to the Preference Amount of such preference shares of class A;

- c) Därefter ska preferensaktier av serie B erhålla 100 procent av samtliga Utdelningar intill dess att varje preferensaktie av serie B erhållit Utdelning motsvarande icke-kapitaliserad Företrädesränta för preferensaktie av serie B.

Thereafter, preference shares of class B shall receive 100 percent of any Distributions until all preference shares of class B have received Distributions in an amount equal to the accrued (but not compounded) Preference Yield in respect of such preference shares of class B;

- d) Därefter ska preferensaktier av serie B erhålla 100 procent av samtliga Utdelningar intill dess att varje preferensaktie av serie B erhållit Utdelning motsvarande Företrädesbeloppet för preferensaktie av serie B;

Thereafter, preference shares of class B shall receive 100 per cent of any Distributions until each preference share of class B have received Distributions in an amount equal to the Preference Amount of such preference shares of class B;

- e) Därefter har stamaktier erhålla 100 procent av samtliga utdelningar.

Thereafter, ordinary shares shall receive 100 per cent of any Distributions.

6.4 Stamaktier, preferensaktier av serie A samt preferensaktier av serie B kan emitteras enligt följande:

Ordinary shares, preference shares of class A and preference shares of class B may be issued in accordance with the following:

- 6.4.1 Beslutas att genom kontantemission eller kvittningsemission ge ut nya aktier, av ett eller flera aktieslag, ska företrädesrätten att teckna nya aktier inom respektive aktieslag tillkomma ägare av respektive aktieslag i förhållande till det antal aktier, av aktuellt aktieslag, innehavaren förut äger (primär företrädesrätt). Aktier som inte tecknats med primär företrädesrätt ska erbjudas samtliga aktieägare till teckning (subsidiär företrädesrätt). Om inte sålunda erbjudna aktier räcker för den teckning som sker mot subsidiär företrädesrätt, ska aktierna fördelas mellan tecknarna i förhållande till det antal aktier de förut äger och i den mån detta inte kan ske, genom lottning.

In case of a resolution to issue new ordinary shares of one or several class by way of payment in cash or by way of set-off of claims, the owners of shares of each class of shares shall be entitled to subscribe for new shares of the same class in proportion to the number of shares already held (Primary Preferential Right). Shares which have not been subscribed for with Primary Preferential Right shall be offered for subscription to all shareholders (Secondary Preferential Right). In the event that shares offered are not sufficient for subscription made by Subsidiary Preferential Right, the shares shall be distributed among the subscribers in proportion to the number of shares already held, and to the extent that this is not possible, by the drawing of lots.

- 6.4.2 Beslutar bolaget att genom kontantemission eller kvittningsemission ge ut teckningsoptioner eller konvertibler har aktieägarna företrädesrätt att teckna teckningsoptioner som om emissionen gällde de aktier som kan komma att nytecknas på grund av optionsrätten respektive företrädesrätt att teckna konvertibler som om emissionen gällde de aktier som konvertiblerna kan komma att bytas ut mot.

If the company resolves to issue warrants or convertibles by way of payment in cash or by way of set-off of claims, the shareholders' preferential right to subscribe for warrants shall be based on the number of shares which may be subscribed for in the event that all warrants are exercised, and the shareholders' preferential right to subscribe for convertibles shall be based on the number of shares which may be subscribed for in the event that all convertible are converted into shares.

- 6.4.3 Vad som ovan sagts ska inte innebära någon inskränkning i möjligheten att fatta beslut om kontantemission eller kvittningsemission med avvikelser från aktieägarnas företrädesrätt.

The above shall not limit the possibility to pass resolutions on issues of shares by way of payment in cash or by way of set-off of claims with disapplication of the shareholders' preferential rights.

- 6.4.4 Vid ökning av aktiekapitalet genom fondemission ska nya stamaktier, preferensaktier av serie A samt preferensaktier av serie B emitteras. Därvid ska ägare av stamaktier, preferensaktier av serie A samt preferensaktier av serie B ha rätt till nya aktier av samma aktieslag i förhållande till det antal aktier av respektive slag innehavaren förut äger. Vad som nu sagts ska inte innebära någon inskränkning i möjligheten att genom fondemission, efter erforderlig ändring av bolagsordningen, ge ut aktier av nytt slag.

In case of an increase of the share capital of the company by way of a bonus issue, new ordinary shares, preference shares of class A and preference shares of class B shall be issued. Whereby the holders of ordinary shares, preference shares of class A and preference shares of class B shall be entitled to new shares of the same class pro rata to their previous shareholding of the respective class. This shall not prevent the possibility to issue shares of a new class of shares by way of a bonus issue, after having made necessary amendments to the Articles of Association.

§ 7

Styrelsen ska bestå av minst en och högst tio ledamöter med högst tio suppleanter. Antalet styrelseledamöter och suppleanter bestäms av årsstämman. Utses en eller två ledamöter ska minst en suppleant utses.

The board of directors shall consist of not less than one director and not more than ten directors with not more than ten alternate directors. The number of directors and alternate directors shall be determined by the annual general meeting. In the event that only one or two directors are appointed, at least one alternate director must be appointed.

§ 8

Samtliga styrelseledamöter utses av årsstämman. Styrelsen utses årligen för tiden till slutet av nästa årsstämma.

All directors of the board shall be appointed by the annual general meeting. Directors and alternate directors shall be appointed annually for the time until the close of the next annual general meeting.

§ 9

Bolaget ska ha minst en och högst två revisorer, med eller utan revisorssuppleant, eller ett registrerat revisionsbolag.

The company shall have not less than one and not more than two auditors, with or without an alternate auditor, or one registered public audit firm.

§ 10

Årsstämma ska hållas årligen inom sex månader från utgången av det föregående räkenskapsåret.

An annual general meeting shall be held within six months of the expiry of each financial year.

Följande ärenden ska behandlas på årsstämman:

At the annual general meeting the following items shall be addressed:

1. Val av ordförande vid stämman.

Election of the chairman of the meeting.

2. Upprättande och godkännande av röstlängd.

Preparation and approval of the voting list.

3. Godkännande av dagordning.

Approval of the agenda.

4. Val av en eller två justeringsmän.

Election of one or two persons to verify the minutes.

5. Prövning av om stämman blivit behörigen sammankallad.

Determination of whether the meeting has been duly convened.

6. Framläggande av årsredovisningen och revisionsberättelsen samt, i förekommande fall, koncernredovisningen och koncernrevisionsberättelsen.

Presentation of the annual report and the auditor's report, and if applicable, the consolidated financial report and the group auditor's report.

7. Beslut om:

Resolutions regarding:

- a. fastställande av resultaträkningen och balansräkningen samt, i förekommande fall, koncernresultaträkningen och koncernbalansräkningen:

the adoption of the income statement and balance sheet, and if applicable, the consolidated income statement and consolidated balance sheet;

- b. disposition av bolagets vinst eller förlust enligt den fastställda balansräkningen;

allocation of the company's profit or loss according to the adopted balance sheet;

- c. ansvarsfrihet åt styrelseledamöterna och verkställande direktören, om sådan har utsetts.

discharge from liability for the board of directors and the managing director, if a managing director has been appointed.

8. Fastställande av arvoden åt styrelsen samt revisorena.
Resolution regarding fees for the board of directors, and fees for the auditors.
9. Val av styrelse och, i förekommande fall, styrelsesuppleanter.
Election of members of the board of directors and, as applicable, alternate directors.
10. Redovisning av vilka styrelseledamöter och suppleanter som har utsetts enligt paragraf 9 ovan.
Presentation of directors and alternate directors appointed in accordance with section 9 above.
11. Fastställande av antalet revisorer och revisorssuppleanter.
Resolution regarding the number of auditors and alternate auditors.
12. Val av revisorer och revisorssuppleanter.
Election of auditors and alternate auditors.
13. Övriga ärenden som ankommer på stämman enligt aktiebolagslagen (2005:551) eller bolagsordningen.
Any other matter on which the meeting is required to decide pursuant to the Companies Act (2005:551) or the articles of association.

§ 11

Kallelse till bolagsstämman ska ske genom brev med posten eller genom e-post till aktieägarna tidigast sex veckor och senast två veckor före stämman.

Notice of general meetings be sent by letter or e-mail not earlier than six weeks and not later than two weeks prior to the meeting.

§ 12

Aktieägare ska, för att få delta i bolagsstämman, anmäla sig hos bolaget senast den dag som anges i kallelsen till stämman. Denna dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafton eller nyårsafton och inte infalla tidigare än femte vardagen före stämman.

In order to participate in a general meeting a shareholder must notify the company no later than the day prescribed in the notice of the general meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not earlier than the fifth weekday prior to the meeting.

§ 13

Denna bestämmelse omfattar alla slags förvärv av aktie.

This provision applies to all kinds of transfer of ownership of a share.

Har ägandet av stamaktie eller preferensaktie av serie A eller B överförs ska aktien snarast hembjudas European Entertainment S.å r.l. och Klein Group AS till inlösen genom skriftlig anmälan till bolagets styrelse. Aktieövergången ska därvid styrkas. Anmälan ska innehålla uppgift om den ersättning som har lämnats för aktierna och de villkor förvärvaren ställer för inlösen.

Where ownership of an ordinary share or a preference share of class A or B has been transferred, the share shall immediately be offered to European Entertainment S.å r.l. and Klein Group AS by way of a written notice sent to the board of directors. Evidence of the transfer of the shares must be provided. Information on the consideration paid for the shares and on the terms and conditions for the offer shall be provided in the written notice.

När anmälan gjorts om aktieövergången, ska styrelsen genast skriftligen meddela detta till den lösningsberättigade med anmodan att skriftligen anmäla lösningsanspråk till bolagets styrelse inom en månad, räknat från anmälan till styrelsen om aktieövergången.

When the company has been notified of a share transfer, the board of directors shall immediately send a written notice to the party entitled to exercise the right, requesting that any wish to exercise the right of pre-emption, should be notified to the company in writing within one month from the date notice of the transfer was given to the board of directors.

Lösningsberättigad ska ha rätt att utnyttja lösningsrätten för ett mindre antal aktier än erbjudandet omfattar.

A person entitled to exercise the pre-emption right may exercise this right for only some of the shares offered.

Anmäler sig fler lösningsberättigade ska företrädesrätten dem emellan bestämmas genom lottnings, men om flera aktier hembjudits ska aktierna först, så långt det är möjligt fördelas i proportion till de lösningsberättigades tidigare aktieinnehav.

If more than one person entitled to exercise the pre-emption right wishes to exercise their rights, the order of priority between them shall be determined by the drawing of lots, but, where more than one share has been notified, the shares shall, as far as possible, first be allocated between the persons exercising the pre-emptive right, in proportion to their previous shareholdings.

I syfte att minska omsättningen av Bolagets aktier, ska lösenbeloppet utgöras av aktiernas kvotvärde.

In order to reduce the turnover of the company's shares, the pre-emption price shall be the quota value of the shares.

Betalning ska erläggas inom en månad från lösningsanspråkets framställande.

Payment shall be made within one month from when the pre-emption right was exercised.

Om inte någon lösningsberättigad inom föreskriven tid framställer lösningsanspråk eller om lösenbeloppet inte erläggs inom föreskriven tid, har den som gjort hembudet rätt att bli registrerad för aktien.

In the event that no person entitled to exercise the pre-emption right notifies the board of directors that he or she wishes to exercise this right within the stipulated period of time, or payment for the shares has not been made within the stipulated period of time, the person who acquired the share shall have the right to be entered as shareholder in the share register of the company.

Talan i tvist i fråga om inlösen ska väckas inom en månad från den dag då lösenanspråket framställdes hos bolaget. Sådan tvist ska slutligt avgöras genom skiljeförfarande enligt lagen (1999:116) om skiljeförfarande.

Proceedings in any dispute regarding a pre-emption right shall be initiated within one month from when the person entitled to a pre-emption right notified his or her wish to exercise the right. Such dispute shall be finally settled by arbitration in accordance with the Swedish Arbitration Act (1999:116).

§ 14

Bolagets räkenskapsår ska omfatta perioden 1 januari till och med 31 december.

The financial year of the company shall comprise the period from 1 January until and including 31 December.

2019123000510

COMPANY REGULATIONS

adopted at the Extraordinary General Meeting of November 2, 2022

European Entertainment Intressenter Sweden AB

Org. no. 556210-9909

§ 1

The company's name is European Entertainment Intressenter Sweden AB.

§ 2

The company's board of directors shall have its seat in the municipality of Stockholm.

§ 3

The object of the company's business is to conduct gaming, media and entertainment activities in the online gaming and betting industry through subsidiaries, to own and manage shares or participations in companies that conduct gaming, media and entertainment activities in the online gaming and betting industry, to own and/or manage real and movable property and to conduct other activities compatible therewith.

§ 4

The company's share capital shall be not less than SEK 9 000 000 and not more than SEK 36 000 000.

§ 5

The number of shares in the company shall be not less than 85 000 000 and not more than 340 000 000. Shares may be issued in two classes, Class A shares and Class B shares. Class A shares may be issued up to a maximum of 1,900,000 shares and Class B shares may be issued up to a maximum of 100 percent of the Company's share capital. Class A shares shall carry ten votes per share and Class B shares shall carry one vote per share.

Class A shares may be converted into Class B shares at the request of the shareholder in the order set out below.

Requests for conversion shall be made in writing to the Board of Directors. The request shall state the number of shares to be converted and, if the conversion is not to relate to the person's entire holding of Class A shares, which of these the conversion is to relate to. The Board of Directors of the Company shall be obliged to consider the matter at the next Board meeting following the request. The conversion shall be notified for registration with the Swedish Companies Registration Office without delay and shall be effected when it has been registered in the Companies Register and entered in the CSD register.

If the company decides to issue new shares of both series A and series B by way of a cash issue or set-off issue, holders of series A and series B shares shall have preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously held by the holder (primary preferential rights).

Shares not subscribed for with primary preferential rights shall be offered to all shareholders for subscription (subsidiary subscription right). If the shares thus offered are not sufficient for subscription with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of shares they already own and, to extent that this is not possible, by drawing lots.

If the company decides to issue only shares of a certain class by way of a cash issue or set-off issue, all shareholders, irrespective of whether their shares are Class A or Class B shares, shall have preferential rights to subscribe for new shares in proportion to the number of shares they already own.

If the company decides to issue warrants or convertible bonds through a cash issue or set-off issue, the shareholders have preferential rights to subscribe for warrants as if the issue concerned the shares that may be newly subscribed for due to the warrant right and preferential rights to subscribe for convertible bonds as if the issue concerned the shares for which the convertible bonds may be .

The above shall not restrict the possibility of deciding on a cash issue or set-off issue with deviation from the shareholders' preferential rights.

§ 6

The Management Board shall consist of a minimum of three and a maximum of nine members with a maximum of two alternates.

§ 7

The company shall have at least one and not more than two auditors, with or without deputy auditors.

§ 8

Notice of a general meeting shall be given by letter or e-mail within the time specified in the Swedish Companies Act (2005:551).

§ 9

General meetings shall be held in Gothenburg, Solna or Stockholm municipality.

§ 10

Shareholders who wish to participate in the proceedings of a general meeting must be listed as shareholders in a printout or other presentation of the entire share register as referred to in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551), regarding the circumstances five weekdays prior to the meeting, and must notify the company of this no later than the day stated in the notice of the meeting. The latter day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the meeting.

§ 11

The financial year of the company shall be the
calendar year.

§ 12

The Annual General Meeting shall be held once a year June at the latest. The following matters shall be submitted for consideration at that meeting:

1. Election of the Chairman of the General Meeting.
2. Drawing up and approval of the voting list.
3. Approval of agenda proposed by the Management Board.
4. Election of one or two scrutineers.
5. Examination of whether the meeting has been duly convened.
6. Presentation of the annual accounts and the audit report and, where applicable, the consolidated accounts and the group audit report.
7. Decision on
 - a. Adoption of the profit and loss account and balance sheet and, where appropriate, the consolidated profit and loss account and consolidated balance sheet,
 - b. Allocation of the company's result according to the adopted balance sheet,
 - c. Discharge from liability of the members of the Board of Directors and the Managing Director.

8. Determination of the number of members of the Board of Directors and any deputy members.
9. Determination of the remuneration of the Board of Directors and the auditor.
10. Election of the board of directors and any deputy board members and auditor and any deputy auditor.
11. Resolutions on other matters which the responsibility of the General Meeting under the Companies Act or the Articles of Association.

Other information

The company's organization number is 556210-9909. The Company is registered in Sweden and was registered with the Swedish Patent and Registration Office (now the Swedish Companies Registration Office) on July 7, 1981. The company operates as a private limited company and its form of association is governed by the Swedish Companies Act (2005:551).