

## **NOTICE OF EXTRAORDINARY GENERAL MEETING OF SCOUT GAMING GROUP AB**

The shareholders of Scout Gaming Group AB, org.nr 559119-1316 (the "**Company**"), are hereby invited to attend the Extraordinary General Meeting to be held on Monday, March 30, 2026 at 10:00 a.m. at Qap Legal Advisors' premises at Norrlandsgatan 7-9, 2nd floor, SE-111 43 Stockholm, Sweden.

### **Right to participate and notification**

Shareholders who wish to participate in the Meeting must:

- be entered in the share register maintained by Euroclear Sweden AB no later than Friday 20 March 2026, and
- notify the Company of their intention to attend no later than Tuesday, March 24, 2026.

Notification must be made in writing to Qap Legal Advisors AB, that. "Annual General Meeting of Scout Gaming Group", Box 5325, SE-102 47 Stockholm, Sweden or by e-mail to [info@qaplegal.com](mailto:info@qaplegal.com). The notification must state the full name, personal identity number or corporate identity number, shareholding, address, telephone number and, where applicable, information about the deputy, proxy or assistant (maximum two). The notification must be accompanied, where applicable, by powers of attorney, registration certificate and other documents of authority.

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the Annual General Meeting, re-register the shares in their own name in the share register maintained by Euroclear Sweden AB. Such re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as determined by the nominee. Voting rights registration that has been completed by the nominee no later than 24 March 2026 will be taken into account in the preparation of the share register.

### **Agents, etc.**

If a shareholder is to be represented by a proxy, the proxy must bring a written, dated and signed power of attorney to the meeting. The power of attorney may not be older than one (1) year unless the power of attorney specifically specifies a longer period of validity, which may, however, not exceed five (5) years from the date of issue. If the power of attorney has been issued by a legal entity, the representative must also bring the current certificate of registration or equivalent authorization document for the legal entity. To make it easier, a copy of the power of attorney and other authorization documents should be attached to the notification of the meeting.

### **Number of shares and votes**

The number of outstanding shares and votes in the Company at the time of this notice amounts to 225,200,470. The company does not hold any own shares.

### **Proposed agenda:**

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons to verify the minutes;
5. Determination of whether the meeting has been duly convened;

6. Resolution on approval of the sale of all shares in the Company's subsidiary Scout Holding Ltd.;
7. Closing of the meeting.

### **Proposal for a decision**

#### ***Election of Chairman of the Meeting (item 1)***

The Nomination Committee proposes that Dennis Lundquist from Qap Legal Advisors be appointed Chairman of the Meeting or, if he is prevented from attending, the person appointed by the Nomination Committee.

#### ***Resolution on approval of the sale of all shares in the Company's subsidiary Scout Holding Ltd. (item 6)***

##### *About the transaction*

The Board of Directors proposes that the Annual General Meeting resolves to approve the divestment of all shares in the subsidiary Scout Holding Ltd., Maltese org.nr C 64898 (**the "Subsidiary"**), including all shares in the subsidiaries Scout Ltd, Maltese org.nr C 64899, Scout & Co, Maltese org.nr C 81596, and Scout Fantasy LLC, org.nr 11621904 (Virginia, USA), which are held by the Subsidiary (together with the Subsidiary referred to as **the "Business"**).

On 10 March 2026, the Company entered into a share purchase agreement with ImpactWin Group AB (publ), org.nr 559065-2037 ("**ImpactWin**") regarding the divestment of all shares in the Subsidiary and indirectly the Operations (the "**Share Transfer Agreement**"). The share purchase agreement is subject to, among other things, the approval of the general meeting and other customary closing conditions. The purchase price for the shares in the Subsidiary amounts to SEK twenty-five million (25,000,000) and shall be paid by ImpactWin issuing a promissory note to the Company in connection with closing (the "**Set-off Bill**"), which shall run without interest and fall due on demand. The Company undertakes to offset the Set-off Promissory Note as payment for 10,591,102 newly issued shares in ImpactWin (**the "Consideration Shares"**). The purchase price has been determined through arm's length negotiations between the Company and ImpactWin. In the transaction, ImpactWin has been valued at one hundred and forty million (140,000,000) SEK (pre-money), based on an independent valuation performed by an external valuer. At the time of the Share Purchase Agreement, the total number of shares in ImpactWin amounts to 59,310,646, which means a subscription price of approximately SEK 2.36 per Consideration Share. Based on this valuation and the purchase price for the Subsidiary of SEK twenty-five million (25,000,000), the Consideration Shares will correspond to approximately 15.2 percent of the total number of shares and votes in ImpactWin after the completion of the set-off issue. The transaction is expected to close in April 2026 as soon as the closing conditions for the transaction have been met.

##### *Background and reasons for the transaction*

The Board of Directors has for a long time evaluated the Company's strategic position and future opportunities. In light of the significant costs associated with maintaining a listing on Nasdaq First North Growth Market (the "**Marketplace**"), including costs for regulatory compliance, auditing, legal advice and market surveillance, the Board of Directors has made the assessment that the Company in its current structure does not have the prerequisites to create long-term shareholder value. In light of this, the Board of Directors has examined a number of strategic alternatives for the Company, including potential mergers, acquisitions and divestments. After a careful evaluation of the available alternatives, the Board of Directors has come to the conclusion that divestment of the Business to ImpactWin on the terms described above constitutes the most advantageous alternative for the Company's shareholders.

##### *About ImpactWin*

ImpactWin, is the parent company of a group that is building a modern and scalable digital platform for associations and NGOs. The Group combines technology, gaming licenses, payment flows and association relationships in a cohesive ecosystem that enables professional, data-driven collection and sales operations. ImpactWin has, among other things, developed a lotto betting product where each association gets its own landing page adapted for the sale of lotto subscriptions, which creates recurring revenue for the associations. The Group's business concept is to build the leading modern platform for association financing, with Sweden as its home market and with the ambition to expand to selected

European markets. ImpactWin has established collaborations with, among others, Djurgårdens IF, Sundsvall Hockey, Hammarby Ishockey, Friends and the Heart Child Foundation. Sales for the Group amounted to approximately SEK 28.8 million with EBITDA of approximately SEK 2.3 million according to pro forma for the period January–December 2025.

#### *About the Company's continued operations*

Provided that the Annual General Meeting resolves to approve the sale of the Subsidiary and the sale is carried out in accordance with the Share Transfer Agreement, the Company will no longer have any operational activities. Following the completion of the transaction, the Company's main asset will be the Consideration Shares in ImpactWin. It is the intention of the Board of Directors to, after the transaction has been completed, convene an additional Extraordinary General Meeting to resolve on distribution in kind of the Consideration Shares to the Company's shareholders in proportion to their respective shareholdings in the Company. The distribution in kind is intended to be carried out in accordance with the provisions of Chapter 18. The Swedish Companies Act (2005:551) and assumes that there are sufficient distributable funds in the Company at the time of the dividend decision and that the dividend otherwise appears to be justifiable with regard to the requirements that the nature, scope and risks of the business place on the size of the equity as well as the Company's need for consolidation, liquidity and position in general. Furthermore, it is the intention of the Board of Directors to, after the distribution in kind has been completed and in the event that there are no other strategic alternatives for the Company at that time, apply for delisting of the Company's shares from the Marketplace and work towards a voluntary liquidation of the Company. The last day of trading in the Company's share on the Marketplace will be announced after the Company has received confirmation from the Marketplace.

#### **Request for information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company, provide information on circumstances that may affect the assessment of an item on the agenda in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551). Requests for such information shall be submitted in writing to the Company by mail to Scout Gaming Group AB, c/o Ace of Spades Finance AB, Box 3696, SE-103 59 Stockholm (mark the letter with "General Meeting Scout Gaming Group") or by e-mail to [niklas.jonsson@scoutgaminggroup.com](mailto:niklas.jonsson@scoutgaminggroup.com), no later than ten (10) days prior to the meeting. The information is provided by being made available on the Company's website, <https://www.scoutgaminggroup.com/investors/>, no later than five (5) days before the meeting. The duty of disclosure also covers the Company's relationship with other group companies, the consolidated financial statements and such matters regarding subsidiaries as referred to in the previous sentence.

#### **Provision of documents**

The notice, proxy forms, complete proposals for resolutions to the extent that they are not already included in the notice and other documents in accordance with the Swedish Companies Act (2005:551) will be available at the Company and on the Company's website, <https://www.scoutgaminggroup.com/investors/>, no later than two (2) weeks prior to the Annual General Meeting and will be sent to shareholders who so request and state their e-mail or postal address.

#### **Processing of personal data**

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