

## PRESS RELEASE

28 June 2024 14:00:00 CEST

NOT FOR RELEASE, PUBLICATION, OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR ANY JURISDICTION WHERE SUCH ACTION WOULD BE IN VIOLATION OF APPLICABLE LAWS OR REGULATIONS OF THAT JURISDICTION. THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO ACQUIRE SECURITIES IN ANY JURISDICTION.

## Fragbite Group publishes prospectus

**The board of directors of Fragbite Group AB (publ) ("Fragbite Group" or the "Company") has, in connection with the issue of units with preferential rights for existing shareholders that was announced on May 23rd, 2024 (the "Rights Issue"), prepared a EU growth prospectus (the "Prospectus") which today has been approved and registered by the Swedish Financial Supervisory Authority.**

### Publication of the Prospectus

The Prospectus has been prepared in connection with the Rights Issue and has today, on June 28th, 2024, been approved and registered by the Swedish Financial Supervisory Authority. The Prospectus, containing full terms and conditions and instructions, as well as subscription forms, are available on the Company's website ([www.fragbitegroup.com](http://www.fragbitegroup.com)) and on Carnegies website ([www.carnegie.se](http://www.carnegie.se)). The Prospectus will also be available on the Swedish Financial Supervisory Authority's website ([www.fi.se](http://www.fi.se)).

### Summary of the Rights Issue

- On the record date June 28th, 2024, one (1) existing share in the Company entitles the holder to one (1) unit right. One (1) unit right entitles the holder to subscribe for one (1) unit, consisting of thirty-three (33) newly issued shares and four (4) newly issued warrants of series TO 2
- The subscription price is SEK 0.66 per unit, equivalent to SEK 0.02 per share. The Warrants are issued free of charge
- The subscription period will take place during the period July 2 – 16, 2024
- Trading in unit rights takes place during the period July 2 – 11, 2024

The Rights Issue is secured to 84.5 percent through subscription commitments and guarantee commitments from existing shareholders as well as external parties. If the Rights Issue is fully subscribed, the Company will be provided with approximately SEK 72.1 million before transaction costs. The subscription commitments and underwriting commitments are not secured by bank guarantees, blocking of funds, pledge or similar arrangements. For more information about the Rights Issue, please refer to the Prospectus.

## Advisers

Fragbite Group has engaged Penser by Carnegie, Carnegie Investment Bank AB (publ), and Advokatfirman Schjødt as financial and legal advisors in connection with the Rights Issue.

## Important information

The information in this press release is not intended for release, publication, dissemination, or distribution, directly or indirectly, in or to the United States, Australia, Hong Kong, Canada, Japan, Singapore, Russia, Belarus, or South Africa or any other state, territory, or jurisdiction where such release, publication, dissemination, or distribution would be unlawful or would require additional prospectuses, registration, or other measures beyond those required by Swedish law.

This press release is for informational purposes only and does not constitute an offer to sell or issue, or a solicitation of an offer to purchase or subscribe for, any of the securities described herein (collectively, the "**Securities**") or any other financial instruments in Fragbite Group AB. Any offer regarding the Securities will only be made through the prospectus that Fragbite Group AB made public on 28 June 2024. No offers are being made to, and no subscription forms are being accepted from, subscribers (including shareholders) or persons acting on behalf of subscribers, in any jurisdiction where such subscriptions would be in violation of applicable laws or regulations or would require that additional prospectuses be prepared or registered or that any other actions be taken beyond what is required by Swedish law. Actions contrary to these restrictions may constitute a violation of applicable securities laws.

The Securities mentioned in this press release have not been registered and will not be registered under any applicable securities legislation in the United States, Australia, Hong Kong, Canada, Japan, Singapore, Russia, Belarus, or South Africa, and may not, with certain exceptions, be offered or sold to or within, or for the account or benefit of, any person registered in these countries. The Company has not made any offer to subscribe for or acquire the Securities mentioned in this press release to the public in any country other than Sweden.

None of the Securities have been registered or will be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of the United States (including its territories and provinces, any state of the United States, and the District of Columbia), and may not be offered, pledged, sold, delivered, or otherwise transferred, directly or indirectly, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with other applicable securities laws. No public offering of any of the Securities will be made in the United States.

In member states of the EEA other than Sweden (each such member state, a "**Relevant State**"), this press release and the information contained herein are intended solely for and directed at qualified investors as defined in the Prospectus Regulation. The Securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors, except in accordance with exceptions in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release and should not rely on it.

In the United Kingdom, this press release is directed only at and communicated solely to persons who are qualified investors as defined in Article 2(e) of the Prospectus Regulation (2017/1129) who are (i) persons falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or (ii) persons who are within Article 49(2)(a) to (d) of the Order, or (iii) persons who are existing members or creditors of Fragbite Group AB or other persons who fall within Article 43 of the Order, or (iv) persons to whom it may otherwise lawfully be communicated (all such persons referred to in

(i), (ii), (iii), and (iv) above being collectively referred to as "**Relevant Persons**"). Persons in the United Kingdom who are not Relevant Persons should not take any action based on this press release and should not rely on it.

This press release does not constitute an investment recommendation. The price of, and value of, securities, and any income derived from securities can go down as well as up and you may lose your entire investment. Past performance is not an indication of future performance. The information in this release cannot be relied upon as an indication of future performance.

This press release contains certain information that reflects Fragbite Group AB's current views on future events and financial and operational development. Words such as "intends," "assesses," "expects," "may," "plans," "estimates," and other expressions that imply indications or predictions of future developments or trends, and that are not based on historical facts, constitute forward-looking information and reflect Fragbite Group AB's beliefs and expectations and involve a number of risks, uncertainties, and assumptions that could cause actual events and results to differ materially from any expected future events or performance expressed or implied by the forward-looking statement. The information in this press release may change without prior notice and, except as required by applicable law, Fragbite Group AB does not undertake any responsibility or obligation to publicly update or review any of the forward-looking statements herein, nor does it intend to do so. You should not place undue reliance on forward-looking statements, which are only relevant as of the date of this press release. As a result of these risks, uncertainties, and assumptions, you should not place undue reliance on these forward-looking statements as a prediction of actual future events or otherwise.

**For questions, please contact:**

Erika Mattsson, Chief Communications Officer

[em@fragbitegroup.com](mailto:em@fragbitegroup.com)

Phone: +46 8 520 277 82

Redeye AB is the Company's Certified Adviser.

**About us**

Fragbite Group (publ) is a Swedish corporate group with a portfolio of established subsidiaries that develop, adapt and publish games and esports content within GAMING, ESPORTS and WEB3. Our products are developed for both traditional platforms – PC, mobile and console – and modern web3 platforms built on blockchain technology. The Group is headquartered in Stockholm and listed on Nasdaq First North Growth Market.

**Attachments**

**Fragbite Group publishes prospectus**