

*NB: This notice has been prepared in both Swedish and English language versions. In the event of any discrepancies between the versions, the Swedish version shall prevail.*

# Notice to Extraordinary General Meeting in Fragbite Group AB (publ) – Updated

**Fragbite Group AB (publ) (“Fragbite Group” or “The Company”), 556990-2777, hereby invites shareholders to an Extraordinary General Meeting on Monday 4 November 2024 at 11.00 CEST at Norrmalmstorg 14, 111 46 Stockholm. Registration for the Extraordinary General Meeting will commence at 10:45 CEST. The notice replaces the notice published by the Company on 1 October 2024. The amounts and some wording in the resolution proposal under item 6(ii) have been amended from the previous notice.**

## **RIGHT TO PARTICIPATE AND NOTICE OF PARTICIPATION**

A shareholder who wishes to participate in the Extraordinary General Meeting (“**EGM**”) must

- (i) be recorded in the share register maintained by Euroclear Sweden AB (“**Euroclear**”) relating to the circumstances on 25 October 2024, and
- (ii) no later than 29 October 2024 give notice by post to Fragbite Group AB (publ), Linnégatan 51, 114 58 29 Stockholm or by e-mail to [ir@fragbitegroup.com](mailto:ir@fragbitegroup.com). When providing such notice, the shareholder should set forth the name, address, telephone number (daytime), personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. A proxy form is available on the Company’s website, [www.fragbitegroup.com](http://www.fragbitegroup.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the EGM, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than 29 October 2024.

## **NOMINEE-REGISTERED SHARES**

A shareholder whose shares are held with a nominee must, through the nominee, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of 25 October 2024 to be entitled to participate in the EGM. Such registration may be temporary (so called voting right registration). A shareholder who wishes to register its shares in its own name must, in accordance with the nominee’s procedures, request that the nominee carries out such voting right registration. Voting right registrations completed no later than 29 October 2024 are taken into account when preparing the EGM’s register of shareholders.

## **PERSONAL DATA**

Personal data obtained from the share register, notification of attendance at the EGM and information about proxies will be used for registration, preparation of the voting list for the EGM and, where applicable, minutes of the EGM. For information on how personal data is processed in

connection with the EGM, please refer to the privacy policy available on Euroclear's website: ([www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf))

## PROPOSED AGENDA

1. Election of the Chairman of the Extraordinary General Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to validate the minutes
5. Determination of whether the meeting has been duly convened
6. Proposals for resolutions on (i) amendment of the Articles of Association, (ii) reduction of the Company's share capital, and (iii) a reverse split of shares
7. Election to the Board of Directors
8. Determination of the Board of Directors' remuneration
9. Closing of the meeting

## PROPOSALS FOR RESOLUTION

### **Item 6: Proposal for resolution on (i) amendment of the Articles of Association, (ii) reduction of the Company's share capital, and (iii) a reverse split of shares**

In order to attain a suitable number of shares and share capital in the Company, the Board of Directors proposes that the EGM resolves on (i) amendment of the articles of association, (ii) reduction of the Company's share capital, and (iii) reverse share split as set out below.

#### ***Item 6(i): Resolution on amendment of the Articles of Association***

Given the proposed reduction of the Company's share capital (item 6(ii)) and the reverse split of shares (item 6(iii)) below, the Board of Directors proposes that the EGM resolves to amend the Company's Articles of Association as set out below. Those items proposed to remain unchanged are not included in the table.

<b>Current wording</b>	<b>Proposed wording</b>
<b>§ 4 Share capital</b> The share capital shall be no less than SEK 40,000,000 and no more than SEK 160,000,000.	<b>§ 4 Share capital</b> <i>The share capital shall be no less than SEK 3,000,000 and no more than SEK 12,000,000.</i>
<b>§ 5 Number of shares</b> The number of shares shall be no less than 2,400,000,000 and no more than 9,600,000,000.	<b>§ 5 Number of shares aktier</b> <i>The number of shares shall be no less than 6,000,000 and no more than 24,000,000.</i>

The Board of Directors, or the person appointed by the Board of Directors, shall be authorised to make such minor adjustments to the above resolution as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office (sv: Bolagsverket).

#### ***Item 6(ii): Resolution on reduction of the Company's share capital***

The Board of Directors proposes that the EGM resolves to reduce the Company's share capital as follows: The Company's share capital is reduced by no less than SEK 51,257,640.691516 and no more than such amount that is required in order to obtain a quota value of SEK 0.5 for each share in the Company, without cancellation of shares, for allocation to non-restricted equity. The resolution to reduce the Company's share capital requires authorisation from the Swedish Companies Registration Office or a District Court in order to be executed.

Following the reduction of the share capital in accordance with the above, the Company's share capital will amount to no less than SEK 3,271,824 divided into a total of 6,543,648 shares (after the proposed consolidation in item 6(iii) below and subject to the same number of shares ahead of the consolidation that are registered as per the day of the notice), each share with a quota value of SEK 0.5.

The Board of Directors, or the person appointed by the Board of Directors, shall be authorised to make such minor adjustments to the above resolution as may be required in conjunction with the registration of the resolution with the Swedish Companies Registration Office and in relation to Euroclear.

***Item 6(iii): Resolution on reverse split of shares***

The Board of Directors proposes that the EGM resolves on a reverse split of shares 1:500, which means that five hundred (500) shares are consolidated into one (1) share. The Board of Directors is authorised to decide on the record date for the reverse split. Shareholders who on the record date do not hold a number of shares evenly divisible by five hundred (500) will receive shares free of charge in order for the holding to be evenly divisible by five hundred (500). Shares will be provided through Euroclear, without any further action required by shareholders.

The Board of Directors, or the person appointed by the Board of Directors, shall be authorised to make such minor adjustments to the above resolution as may be required in conjunction with the registration of the resolution with the Swedish Companies Registration Office and in relation to Euroclear.

***Terms and majority requirements***

The Board's proposals under items 6(ii)-(iii) above are conditional upon the EGM resolving to adopt new articles of association in accordance with item 6(i) above. As the various proposals are thus dependent on, and strongly linked to, each other, the Board's proposals under items 6(i)-(iii) above constitute a "package". For this reason, the EGM is proposed to make only one resolution in relation to the above proposals.

For the resolution to be valid, it must be supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the EGM.

**Item 7: Election to the Board of Directors**

Maria A. Grimaldi and Claes Kalborg have requested to resign from the Board of Directors as of 16 October 2024 and will not stand for re-election. The requirements of the Articles of Association remain fulfilled after the resignation and the Board remains able to form a quorum after 16 October 2024.

The Nomination Committee proposes the election of Mikael Pettersson and Niclas Bergkvist. Furthermore, it is proposed that Sten Wranne be elected as Chairman of the Board.

Presentation Mikael Pettersson

Mikael Pettersson is an experienced entrepreneur and professional investor with an extensive background in both building and selling businesses in various sectors. He was a key player in the creation of Humble Group AB, listed on Nasdaq Stockholm, where he also served on the Board of Directors. He has served on the nomination committee for Orrön Energy (formerly Lundin Energy), among other appointments. Mikael has actively invested in the gaming sector over the past decade,

he was one of the first investors in Fragbite Group and currently holds 254 302 392 shares in the Company. Today Mikael works exclusively with long-term investments.

#### Presentation Niclas Bergkvist

Niclas holds a Bachelor of Science from Halmstad University. He has experience as an investor and entrepreneur and was previously active in leading roles in several companies such as Getinge Sterilisation AB, Allergon, Benzlers and Stora Enso. Niclas also has experience as a management consultant. He has been involved in Fragbite Group for a long time, including as former Chairman of the Board, and currently holds 19,140,867 shares in the Company.

The Nomination Committee has consisted of representatives for the three largest shareholders: Santhe Dahl Invest AB (with Stefan Tengvall as appointed representative), Moongolde Ltd. (with Mikael Pettersson as appointed representative) and Mikael Pettersson / DITA Invest AB (with Mikael Pettersson as appointed representative).

#### **Item 8: Determination of the Board of Directors' remuneration**

The Nomination Committee intends to present a proposal of amended remuneration to the Board of Directors on the EGM at the latest.

#### **COMPLETE PROPOSALS ETC**

Complete proposals for resolutions and proxy forms will be available at the Company (address as above) and on the Company's website [www.fragbitegroup.com](http://www.fragbitegroup.com) no later than three weeks prior to the meeting. The documents will be sent free of charge to shareholders who so request and provide their postal address.

#### **INFORMATION AT THE EXTRAORDINARY GENERAL MEETING**

At the EGM meeting, the Board of Directors and the CEO are obliged, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company and without significant inconvenience to any individual, to provide information about circumstances that may affect the assessment of an item on the agenda. The duty of disclosure also relates to the Company's relationship with other Group companies, the consolidated accounts and such circumstances regarding subsidiaries as referred to in the previous sentence.

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Stockholm October 2024

**Fragbite Group AB (publ)**  
*The Board of Directors*