

PRESS RELEASE

02 May 2025 08:30:00 CEST

Notice to Annual General Meeting in Group AB (publ)

Fragbite Group AB (publ) ("Fragbite Group" or "The Company"), 556990-2777, hereby invites shareholders to the Annual General Meeting on Tuesday 3 June 2025 at 15.00 CET at Norrmalmstorg 14, 111 46 Stockholm. Registration for the Annual General Meeting will commence at 14:45 CEST.

RIGHT TO PARTICIPATE AND NOTICE OF PARTICIPATION

A shareholder who wishes to participate in the Annual General Meeting ("AGM") must

- i. be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear") relating to the circumstances on 23 May 2025, and
- ii. no later than 27 May 2025 give notice by post to Fragbite Group AB (publ), Linnégatan 51, 114 58 Stockholm or by e-mail to 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. 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 AGM, 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 27 May 2025.

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 as of 23 May 2025 to be entitled to participate in the AGM. 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 27 May 2025 are taken into account when preparing the AGM's register of shareholders.

PERSONAL DATA

Personal data obtained from the share register, notification of attendance at the AGM and information about proxies will be used for registration, preparation of the voting list for the AGM and, where applicable, minutes of the AGM. For information on how personal data is processed in connection with the AGM, please refer to the privacy policy available on Euroclear's website: (www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)

PROPOSED AGENDA

1. Opening of the AGM and election of chairperson of the AGM
2. Establishment and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination whether the AGM has been duly convened
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report
7. Resolution on:
 - a. adoption of the income statement and balance sheet, and the consolidated income statement and balance sheet,
 - b. appropriation of the Company's results according to the adopted balance sheet, and
 - c. discharge from liability for the Board of Directors and the CEO
8. Resolution on the number of board members, deputies and auditors
9. Determination on remuneration for the Board of Directors and the auditor
10. Election of Board of Directors, chairperson of the board and auditor
11. Resolution on authorisation for the Board of Directors to resolve on issues of shares, warrants and/or convertibles
12. Closing of the AGM Closing of the meeting

PROPOSALS FOR RESOLUTION

Item 1 – Opening of the AGM and election of chairperson of the AGM

The Nomination Committee for the AGM 2025 has consisted of Dawid Myslinski (appointed by Moongolde Ltd.), Niclas Bergkvist (appointed by Santhe Dahl) and Michael Lundgren (appointed by Mikael A Pettersson).

The Nomination Committee proposes that lawyer Philip Rämssell from Rämssell Advokatbyrå AB is elected as chairperson of the AGM.

Item 7b – Resolution on appropriation of the Company's results according to the adopted balance sheet

The Board of Directors proposes that the Company's results shall be carried forward and that no dividend shall be made for the financial year 2024.

Item 8: Resolution on the number of board members, deputies and auditors

The Nomination Committee proposes that the Board shall consist of 4 Board members without deputies and that the Company shall have a registered auditing firm.

Item 9: Determination of remuneration for the Board of Directors and the auditor

The Nomination Committee proposes that the remuneration to the Board of Directors shall be SEK 300,000 for the Chairman of the Board of Directors and SEK 250,000 for each of the other members who are not employed by the Company or by companies within the same Group.

The Nomination Committee proposes that the remuneration to the auditor is paid according to approved invoice.

Item 10: Election of Board of Directors, Chairman of the Board of Directors and auditor

The Nomination Committee proposes re-election of Stefan Tengvall, Niclas Bergkvist and Mikael A. Pettersson and election of Michael Lundgren for the period until the end of the next AGM. Sten Wranne has declined re-election. The Nomination Committee proposes Michael Lundgren as Chairman of the Board for the period until the end of the next AGM.

A presentation of all candidates will be made available on the Company's website.

The Nomination Committee proposes, for the period until the end of the next AGM, the re-election of Revideco AB as auditing firm, which has announced its intention to appoint Erik Emilsson as auditor in charge.

Item 11 – Resolution on authorisation for the Board of Directors to resolve on issues of shares, warrants and/or convertibles

The Board of Directors proposes that the AGM authorises the Board of Directors to, on one or more occasions until the next AGM, within the limits of the articles of association, resolve to issue new shares, warrants and/or convertibles. The Board of Directors shall be able to resolve on issue of shares, warrants and/or convertibles against cash payment, with deviation from the shareholders' preferential rights and/or with a provision for contribution in kind, or by set-off claims, or on other terms under Chapter 2, Section 5, second paragraph 1-3 and 5 of the Swedish Companies Act.

The issues, in accordance with this authorisation, shall take be made on market terms, subject to a market-based issue discount where applicable. The Board of Directors shall be authorised to determine the terms and conditions for issues under this authorisation and who shall be entitled to subscribe for shares, warrants and/or convertibles. The purpose for the Board of Directors to be able to resolve on issue of shares, warrants and/or convertibles against cash payment, with deviation from the shareholders' preferential rights and/or through payment in kind or by set-off claims, or on other terms, in accordance with above, is that the Company shall be able to resolve on issue of shares, warrants and/or convertibles in connection with acquisitions of companies or diversify the shareholder base, and be able to carry out issues for the purpose of raising capital for the Company.

The CEO, or the person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office.

For resolution in accordance with the Board of Directors' proposal, it is required that the resolution is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the AGM.

PROXY FORMS ETC

Proxy forms and other documents to be provided prior to the AGM in accordance with the Swedish Companies Act will be available at the Company (address as above) and on the Company's website www.fragbitegroup.com no later than two 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 ANNUAL GENERAL MEETING

At the AGM, 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 May 2025

Fragbite Group AB (publ)

the Board

For questions, please contact:

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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 platforms built on blockchain technology. The Group is headquartered in Stockholm and listed on Nasdaq First North Growth Market.

Attachments

[Notice to Annual General Meeting in Group AB \(publ\)](#)