

PRESS RELEASE

07 March 2025 08:39:00 CET

Notice to Extraordinary General Meeting in Group AB (publ)

Fragbite Group AB (publ) ("Fragbite Group" or "The Company"), 556990-2777, hereby invites shareholders to an Extraordinary General Meeting on Tuesday 25 March 2025 at 11.00 CET at Norrmalmstorg 14, 111 46 Stockholm. Registration for the Extraordinary General Meeting will commence at 10:45 CEST.

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 17 March 2025, and
- ii. no later than 19 March 2025 give notice by post to Fragbite Group AB (publ), Linnégatan 51, 114 58 29 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 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 19 March 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 17 March 2025 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 19 March 2025 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)

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. Resolution on the Board's decision on issuing shares
7. Closing of the meeting

PROPOSALS FOR RESOLUTION

Item 6: Resolution on the Board's decision on issuing shares

The Board of Directors proposes that the EGM resolves to approve the Board's decision of 3 March 2025 to issue a maximum of 324,757 shares on the following terms:

1. The Company's share capital shall be increased by a maximum of SEK 162,378.50 through a new issue of a maximum of 324,757 shares.
2. The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, be granted to Black Ocean Invest AB, WB Invest AB, Niclas Vilhelmsson Bergkvist and Mikael Pettersson.
3. Oversubscription is not permitted.
4. Based on the amount of the set-off receivables, the subscription price corresponds to approximately SEK 6.6973 per share. The subscription price has been determined based on arm's length negotiations with the Company's lenders. The difference between the subscription price and the quota value of the shares shall be added to the Company's unrestricted share premium reserve.
5. Subscription of the shares shall be made on a special subscription list no later than 14 days from the issue decision. The Board of Directors shall have the right to extend the subscription period
6. Subscribed shares shall be paid for in connection with the subscription by way of set-off of a claim due against the Company.
7. The new shares shall entitle to dividend for the first time on the record date for dividend that occurs immediately after the shares have been entered in the share register maintained by Euroclear and the issue has been registered with the Swedish Companies Registration Office.
8. The reason for deviating from the shareholders' preferential rights is to enable the Company to reduce its indebtedness and fulfil its contractual obligations.
9. The CEO of the Company shall be authorised to make such minor adjustments to the above resolutions as may be required in connection with registration or other formal requirements.

For a resolution to be valid, it must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

PROXY FORMS ETC

Proxy forms and other documents to be provided prior to the EGM 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 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 March 2025

Fragbite Group AB (publ)

The Board of Directors

For questions, please contact:

Erika Mattsson, Chief Communications Officer

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

Attachments

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