

PRESS RELEASE

29 May 2026 13:04:00 CEST

Bulletin from the Annual General Meeting in Fragbite Group AB (publ) on 29 May 2026

Fragbite Group AB (publ) has today, on 29 May 2026, held its Annual General Meeting ("AGM") The AGM resolved the following:

Approval of income statement and balance sheet for the financial year 2025 and discharge from liability

The AGM approved the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2025, and the Board members and the CEO were discharged from liability for the financial year 2025.

Allocation of profit or loss

The AGM resolved, in accordance with the Board of Directors' proposal, that the company's result shall be carried forward and that no dividends shall be paid to the shareholders.

Election of Board members and auditor

The AGM resolved, in accordance with the nomination committee's proposal, that the number of Board members shall be four without any deputy directors and that the Company shall have one registered accounting firm.

In accordance with the nomination committee's proposal, Stefan Tengvall, Niclas Bergkvist, Mikael A. Pettersson and Michael Lundgren were re-elected as Board members for the time until the end of the next AGM. At the statutory board meeting later today, the Board intends, in accordance with the nomination committee's proposal, to elect Niclas Bergkvist as Board Chairman for the time until the end of the next AGM. The accounting firm MK & Associates Sweden AB was elected as auditor, and it was noted that the authorised public accountant Mikael Köver will be the auditor in charge.

Authorisation for the Board of Directors to decide on the repurchase of shares

The AGM resolved, in accordance with the Board of Directors' proposal, to authorise the Board to decide on repurchase of the Company's own shares. The Board's right to exercise this authorisation is conditional upon changes made to the Companies Act as proposed by the government.

Authorisation for the Board of Directors to decide on the transfer of own shares

The AGM resolved, in accordance with the Board of Directors' proposal, to authorise the Board to, within the limits of applicable law, decide on the transfer of own shares.

Incentive Programme 2026/2029:1

The AGM resolved, in accordance with the Board of Directors' proposal, to introduce a warrant-based incentive programme for the CEO and key personnel of the Company and its subsidiaries through (A) a private placement of Series 2026/2029:1 warrants to the Company, and (B) approval of the transfer of warrants to participants ("Incentive Programme 2026/2029:1")

The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, belong to the Company with the right and obligation to transfer the warrants to key personnel employed by the Company and its subsidiaries. The warrants are issued to the Company free of charge.

Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price ("strike price") of SEK 15 per share. The warrants shall have a term of three (3) years from the date of allocation. The warrants are to be vested gradually over a three-year period, with 33 per cent of the allocated warrants being vested after one year and the remaining warrants being vested quarterly thereafter. The transfer of warrants shall be made at market value at the time of transfer, calculated in accordance with the established Black & Scholes valuation model. If all warrants are exercised in full, a maximum of 309,620 new shares may be issued, corresponding to a dilution of approximately 3.69 percent of the total number of shares and votes in the Company

Incentive Programme 2026/2029:2

The AGM resolved, in accordance with the proposal from Sante Dahl and Erik Söderberg (the "Proposal Submitters"), who together hold shares representing approximately 16.8 percent of the total number of shares and votes in the Company, to introduce a warrant-based incentive programme for the Board of Directors through (A) a private placement of Series 2026/2029:2 warrants to the Company, and (B) approval of the transfer of warrants to participants ("Incentive Programme 2026/2029:2")

The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, belong to the Company with the right and obligation to transfer the warrants to the Chairman and Board members who are not also employed by the Company. The warrants are issued to the Company free of charge. Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price ("strike price") of SEK 15 per share. The warrants shall have a term of three (3) years from the date of allocation. The warrants are to be vested gradually over a three-year period, with 33 per cent of the allocated warrants being vested after one year and the remaining warrants being vested quarterly thereafter. The transfer of warrants shall be made at market value at the time of transfer, calculated in accordance with the established Black & Scholes valuation model. If all warrants are exercised in full, a maximum of 276,927 new shares may be issued, corresponding to a dilution of approximately 3.31 percent of the total number of shares and votes in the Company.

The AGM further resolved, in accordance with the proposal from the Proposal Submitters, that Board members participating in the programme be offered a payment which, after tax, corresponds to approximately 100 percent of the price paid by participants to the Company to acquire the warrants instead of customary board remuneration.

Resolution on remuneration for the Board of Directors and the auditor

The AGM resolved, in accordance with the proposal from the Nomination Committee, that no cash remuneration shall be paid to the members of the Board for the period until the end of the next AGM. The AGM resolved, in accordance with the proposal from the Nomination Committee, that the auditor's fees be paid in accordance with the approved invoice.

Authorisation to issue new shares, warrants and/or convertibles

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors, on one or several occasions up until the next Annual General Meeting, and with or without pre-emptive rights for shareholders, to resolve on the issue of shares, warrants and/or convertibles. Such issue resolution may be made with or without provisions for contribution in kind, set-off or other conditions.

Additional information from the AGM

The complete proposals regarding the resolutions of the AGM as set out above are available on the Company's website, www.fragbitegroup.com. The minutes of the AGM will also be made available on the Company's website no later than two weeks after the AGM.

For questions, please contact:

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Redeye Nordic Growth AB is the Company's Certified Adviser.

About us

Fragbite Group AB (publ) is a Swedish corporate group based in Stockholm that creates long-term shareholder value through combining well-established business operations in Gaming and Esports with an ambitious, long-term Bitcoin Treasury strategy. Fragbite Group's oldest subsidiary was founded in 2002, while the group was formed in 2021 when the share was also listed on Nasdaq First North Growth Market under the ticker \$FRAG.

Attachments

[Bulletin from the Annual General Meeting in Fragbite Group AB \(publ\) on 29 May 2026](#)