

**PRESS RELEASE**

23 May 2024 17:30:00 CEST

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

Shareholders of Fragbite Group AB (publ) ("Fragbite Group" or "The Company") are hereby invited to an Extraordinary General Meeting on 25 June 2024 at 09:00 CEST at Advokatfirman Schjødt, Hamngatan 27, in Stockholm. Registration for the Extraordinary General Meeting will commence at 08:30 CEST.

## Right to participate and notice of participation

A shareholder who wishes to participate in the Extraordinary General Meeting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 14 June 2024 and (ii) no later than 18 June 2024 give notice by post to Fragbite Group AB (publ), Åsögatan 108, 118 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 webpage, [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 general meeting, 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 18 June 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 14 June 2024 to be entitled to participate in the Extraordinary General Meeting. 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 18 June 2024 are taken into account when preparing the meeting's register of shareholders.

## Proposed agenda

Proposed agenda at the extraordinary general meeting.

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list

5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Resolutions to amend the articles of association and on a new issue of units with preferential rights for the Company's shareholders
  - a. The board of directors' proposal to amend § 4 and § 5 of the articles of association
  - b. Approval of the board of directors' resolution on a new issue of units with preferential rights for the shareholders
8. Resolution on authorisation for the board of directors to resolve on issues of shares, warrants and/or convertibles
9. Closing of the meeting

### **Proposed resolutions:**

#### **Item 7 – Resolutions to amend the articles of association and on a new issue of units with preferential rights for the Company's shareholders**

##### *General information regarding the board of directors' proposal under item 7*

To enable the registration of the resolution on a new issuance of units under item 7 b) below, the board of directors proposes that the general meeting resolves that the limits to the share capital and the number of shares in the articles of association be amended.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

The items 7 a) – b) are one proposal to be approved together in one resolution at the general meeting.

A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting.

#### **Item 7 a) – The board of directors' proposal to amend § 4 and § 5 of the articles of association**

§ 4 in the articles of association is proposed to have the following wording.

##### *Current wording*

The share capital shall be not less than SEK 1,440,000 and not more than SEK 5,760,000.

##### *Proposed wording*

The number of shares shall be not less than SEK 40,000,000 and not more than SEK 160,000,000.

§ 5 in the articles of association is proposed to have the following wording.

##### *Current wording*

The number of shares shall be not less than 87,000,000 and not more than 348,000,000.

##### *Proposed wording*

The number of shares shall be not less than 2,400,000,000 and not more than 9,600,000,000.

### **Item 7 b) – The board of directors' proposal on a new issue of units**

The board of directors proposes that the general meeting approves the board of directors' resolution on 23 May 2024 to carry out a new issue of units consisting of shares and warrants of series TO2 with preferential rights for the Company's shareholders. Each unit consists of thirty-three (33) shares and four (4) warrants of series TO2. For the resolution, the following conditions shall otherwise apply.

- 1) A maximum of 3,603,812,718 shares may be issued, entailing an increase in the share capital of no more than SEK 60,062,507.853843. A maximum of 436,825,784 warrants of series TO2 may be issued, entailing an increase in the share capital of no more than SEK 7,280,303.982284 if all warrants are exercised.
- 2) Those who are registered as shareholders in the share register maintained by Euroclear Sweden AB on the record date 28 June 2024 shall receive one (1) unit right for each share held in the Company. One (1) unit right shall entitle to subscription for one (1) unit.
- 3) The price for each new share is SEK 0.02, the subscription price per unit thus amounts to SEK 0.66. The share premium shall be transferred to the unrestricted premium reserve.
- 4) The warrants of series TO2 are issued without consideration. The terms and conditions for the warrants of series TO2 are available at the Company's website.
- 5) The record date for participation in the issue of units with preferential rights shall be 28 June 2024.
- 6) In the event that not all units are subscribed for with the support of unit rights, the board of directors shall, within the maximum amount of the new issue of units, resolve on the allotment of units to those who have subscribed for units without the support of unit rights in accordance with the following allotment principles:
  - i. Firstly, allotment shall be made to those who have subscribed for units through unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription, in proportion to the number of unit rights each subscriber exercised for subscription and, to the extent this is not possible, by drawing lots.
  - ii. Secondly, allotment shall be made to others who have subscribed for units without the support of unit rights, and, in the event that they cannot receive full allotment, in proportion to the number of units each subscriber subscribed for and, to the extent this is not possible, by drawing lots.
  - iii. Thirdly and finally, any remaining units shall be allotted to the guarantors who have entered into guarantee commitments in proportion to the size of the guarantee commitment and, to the extent this is not possible, by drawing lots.
- 7) Subscription of units through unit rights shall take place through simultaneous cash payment during the period from 2 July 2024 to and including 16 July 2024. Subscription of units without the support of unit rights shall take place during the same period on a separate subscription list. Payment for units subscribed for without the support of unit rights must be made no later than the second banking day after the settlement note showing the allotment of units has been sent out.
- 8) The board of directors shall be entitled to extend the subscription and payment period.

9) The new shares entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new shares with the Swedish Companies Registration Office and the subsequent entry of the shares in the Company's share register kept by Euroclear Sweden AB.

10) New shares issued as a result of exercise of the warrants of series TO2 entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after subscription has been executed.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

### **Item 8 – 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 general meeting authorises the board of directors to, on one or more occasions until the next Annual General Meeting, within the limits of the at each time registered 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 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.

A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting.

### **Shareholders' right to request information**

Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (*Sw. aktiebolagslagen*).

### **Use of personal data**

For information regarding the processing of your personal data, please refer to the privacy policies of Euroclear, available on their website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **Documents**

Documents according to the Swedish Companies Act as well as other relevant documents are available at the Company's office and at the Company's website, [www.fragbitegroup.com](http://www.fragbitegroup.com). The documents will also be sent to shareholders who request this and provide their address.

Stockholm in May 2024

## **Fragbite Group AB (publ)**

*The board of directors*

### **For questions, please contact:**

Erika Mattsson, Chief Communications Officer

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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 web3 platforms built on blockchain technology. The Group is headquartered in Stockholm and listed on Nasdaq First North Growth Market.

### **Attachments**

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