

**PRESS RELEASE**

29 April 2026 09:20:00 CEST

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

**Fragbite Group AB (publ) ("Fragbite Group" or "The Company"), 556990-2777, hereby invites shareholders to the Annual General Meeting on 29 May 2026 at 12.00 CEST on Markvardsgatan 5, 113 53 Stockholm. Registration for the Annual General Meeting will commence at 11:45 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 21 May 2026, and
- ii. no later than 22 May 2026 give notice by post to Fragbite Group AB (publ), Linnégatan 51, 114 58 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, personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants.

## **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 21 May 2026 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 22 May 2026 are taken into account when preparing the AGM's register of shareholders.

## **PROXY AND PROXY FORMS**

If a shareholder is represented by proxy, a written, dated proxy form 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 AGM, the proxy and the certificate of registration and other certificates of authority should be sent to the Company as set out above so that it is received by 22 May 2026.

## 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](http://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 EGM 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. Election of Board of Directors and auditor
10. Resolution to authorise the Board of Directors to decide on the repurchase of shares (conditional)
11. Resolution to authorise the Board of Directors to decide on the transfer of shares
12. Resolution to implement Incentive Programme 2026/2029:1
13. Resolution to implement Incentive Programme 2026/2029:2
14. Determination on remuneration for the Board of Directors
15. Determination on remuneration for the auditor
16. Resolution on authorisation for the Board of Directors to resolve on issues of shares, warrants and/or convertibles
17. Closing of the AGM

## PROPOSALS FOR RESOLUTION

### Item 1: Opening of the AGM and election of chairperson of the AGM

The Nomination Committee proposes that Nils Rewik be elected chairperson of the AGM.

The Nomination Committee for the 2026 AGM has consisted of:

- Erik Söderberg for Mikael A. Pettersson / DITA Invest AB
- Patrik von Bahr for Moongolde Ltd.
- Stefan Tengvall for Santhe Dahl Invest AB

### 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 2025.

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

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

**Item 9: Election of Board of Directors and auditor**

The Nomination Committee proposes re-election of Stefan Tengvall, Niclas Bergkvist, Mikael A. Pettersson and Michael Lundgren for the period until the end of the next AGM. The Chairman of the Board is elected by the Board at its statutory board meeting. All candidates are presented on the Company's website.

The Nomination Committee proposes, for the period until the end of the next AGM, the election of MK & Associates Sweden AB as auditing firm. MK & Associates Sweden AB has announced its intention to appoint Mikael Köver as auditor in charge.

**Item 10: Resolution to authorise the Board of Directors to decide on the repurchase of shares**

The Government has proposed legislative amendments which would allow companies whose shares are listed on multilateral trading facilities to buy back their own shares. The legislative amendments are proposed to come into force in December 2026. In light of this, the Board considers it appropriate to seek authorisation from the AGM at this stage. The Board's right to exercise this authorisation is conditional upon such an amendment to the Companies Act coming into force. The Board proposes that the AGM resolve to authorise the Board to decide on the repurchase of the Company's own shares as follows:

- This authorisation may only be exercised provided that applicable legislation permits the acquisition of own shares also on unregulated markets, which includes Nasdaq First North Growth Market where the Company's shares are traded.
- Acquisitions may be carried out up to a maximum number of shares such that the Company's holding of its own shares at any time does not exceed 10 per cent of all shares in the Company.
- The authorisation is valid until the next AGM.
- Acquisitions shall be made on Nasdaq First North Growth Market or by other means in accordance with the rules in force at any given time.
- Acquisitions of own shares shall be made in cash on Nasdaq First North Growth Market in accordance with applicable regulations. Shares may not be acquired at a price higher than the higher of the price of the most recent independent trade and the highest current independent bid on the trading venue where the purchase is made. Acquisitions may not be made at a price lower than the lowest price at which an independent acquisition may take place.

*The Board's assessment*

The Board of Directors assesses that an authorisation to repurchase own shares is in the best interests of the Company and its shareholders. Granting this authorisation now, gives the Company the operational readiness and flexibility to act if and when the regulatory framework changes, without having to await a further resolution by the Annual General Meeting.

*Majority requirement*

For resolution in accordance with this proposal, the resolution must be supported by shareholders with at least two thirds (2/3) of both the votes cast and the shares represented at the AGM.

## **Item 11: Resolution to authorise the Board of Directors to decide on the transfer of own shares**

Based on the proposal under item 10, the Board of Directors is of the opinion that the possibility of transferring own shares is an important complement to a share repurchase authorisation. It provides flexibility to use own shares as a means of payment in connection with investments or to fulfil commitments under incentive programmes.

The Board of Directors proposes that the AGM resolve to authorise the Board of Directors, within the limits of applicable law, to decide on the transfer of treasury shares on the following terms:

- The transfer may not exceed the total number of own shares held by the Company at the time of the Board's decision.
- Transfers may take place:
  - on Nasdaq First North Growth Market (or another trading venue in accordance with the applicable rules), or
  - by means other than over the market (e.g. private placements).
- The transfer may take place without regard to shareholders' preferential rights.
- Payment for the shares may be made in cash, by way of a contribution in kind, by set-off or otherwise, subject to certain conditions.
- Transfers may be carried out on Nasdaq First North Growth Market at a price per share within the price range applicable at the time, meaning the range between the current highest bid price and lowest ask price as published on an ongoing basis by Nasdaq First North Growth Market. The transfer of own shares by other means shall take place at a minimum price to be determined near the share's market price at the time of the Board's decision on the transfer.
- Transfers may be carried out for the purpose of:
  - financing or implementing investments
  - facilitating incentive programmes, or
  - otherwise strengthening the Company's capital structure and financial flexibility.

### *Majority requirement*

For resolution in accordance with the Board of Director's proposal, the resolution must be supported by shareholders with at least two thirds (2/3) of both the votes cast and the shares represented at the AGM.

## **Item 12 – Resolution on the introduction of Incentive Programme 2026/2029:1**

The Board of Directors proposes that the Annual General Meeting resolve 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 purpose of Incentive Programme 2026/2029:1 is to create the conditions necessary to retain key personnel, who are deemed important to the Company's future development, and to boost employee motivation by offering a personal, long-term stake in the Company that is consistent with the interests of the shareholders.

### **A. Issue of warrants**

#### **1. Scope of the issue**

The Company shall issue a maximum of 309,620 warrants of series 2026/2029:1. Each warrant entitles the holder to subscribe for one (1) new share in the Company.

2. **Subscription rights and deviation from shareholders' preferential rights**

The right to subscribe for the warrants shall, in deviation from the shareholders' preferential subscription rights, be granted to the Company, with the right and obligation to transfer the warrants to key personnel employed by the Company and its subsidiaries, in accordance with the proposal set out in section B below. The reason for the deviation from shareholders' preferential rights is to enable the implementation of Incentive Programme 2026/2029:1, as it is deemed that the Company should promote its long-term financial interests by encouraging ownership interest in the Company.

3. **Issue price**

The warrants are issued to the Company free of charge.

4. **Subscription period**

Subscription for the warrants must be made on a separate subscription form no later than two (2) weeks from the date of the issue resolution. The Board of Directors shall be entitled to extend the subscription period.

5. **Subscription price for shares**

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 subscription price and the number of shares that may be subscribed for pursuant to the warrant may be subject to adjustment in the manner set out in the terms and conditions of the warrants. Recalculation may also take place when share subscription is made pursuant to a so-called net strike formula.

6. **Term**

The warrants shall have a term of three (3) years from the date of allocation. 'Allocation' refers to the date on which the warrants are transferred to the participants under this scheme.

7. **Exercise period**

Shares may be subscribed for under the warrants from the date on which the relevant warrant becomes vested. The Company is entitled to establish administrative procedures for exercise in the individual warrant agreements.

8. **Increase in share capital**

If the warrants are exercised in full, the share capital may increase by a maximum of SEK 154,809.88.

9. **Dividends**

Shares issued upon exercise of the warrants entitle the holder to dividends from the first record date following the date on which the shares have been registered with the Swedish Companies Registration Office and entered in the register of shareholders maintained by Euroclear Sweden AB.

10. **Other terms and conditions**

In all other respects, the warrants shall be subject to the full terms and conditions of series 2026/2029:1, including standard adjustment provisions in the event of a bonus issue, share split, reverse share split, rights issue or other similar corporate events, in accordance with applicable market practice.

The Board of Directors, or a person appointed by the Board, shall be entitled to decide on any minor amendments to the resolution that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office, Euroclear Sweden AB, or due to other formal requirements.

**B. Approval of the transfer of warrants**

### 1. **Participants**

The warrants are to be allocated to the CEO and other employees and key personnel of the Company and its subsidiaries in accordance with the allocation principles adopted by the Board of Directors. The Board proposes that 309,620 warrants be allocated to the CEO and other employees and key personnel of the Company and its subsidiaries in accordance with the allocation principles decided by the Board.

### 2. **Transfer**

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. The calculation shall be verified by the Company's auditor. As of 24 April 2026, the value of a warrant was SEK 2.59, which corresponds to the warrant's preliminary market value using an established valuation method (Black & Scholes).

### 3. **Allocation**

The allocation of warrants shall be decided by the Board of Directors within the maximum scope of the programme.

The right to acquire warrants is set out in the table below:

<i>Group</i>	<i>Category</i>	<i>Participants (max)</i>	<i>Maximum allocation (per participant)</i>
Group 1	CEO	1	86 540
Group 2	Key personnel	7	86 540

The Board of Directors determines the number of warrants that each participant in Groups 1–2 may acquire, based on objective criteria that take into account each participant's experience, expertise and other terms of employment. The Board of Directors decides on the final allocation.

Unallocated warrants may also be offered to future new employees. For such acquisitions, the terms and conditions shall be the same as, or equivalent to, those set out in this resolution. This means, among other things, that acquisitions shall be made at the prevailing market value at the time. The fact that warrants may be offered to new employees may mean that the vesting period may, in certain cases, be less than three years. However, the Company considers that this does not affect the suitability of the programme, as the objectives justifying the introduction of Incentive Programme 2026/2029:1 are not materially affected by the time of year at which the participant agrees to participate in Incentive Programme 2026/2029:1.

### 4. **Vesting**

Under the warrant agreement, the Company is entitled to repurchase the warrants from participants who cease to be employees of the Company or its subsidiaries, unless the participant becomes a member of the Board of Directors. 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 reason why the vesting period for the majority of the warrants in certain cases is less than three years is that the Company is at a stage where it is particularly important to retain and motivate key personnel. The Board considers this to be crucial for the Company's future development and value creation, and that it is in the interests of both the Company and its shareholders to provide equivalent incentives to all key personnel.

## 5. Repurchase and termination of employment or board membership

The warrant agreements shall include provisions stipulating that the Company, or a third party designated by the Company, shall be entitled to repurchase warrants upon the termination of the participant's employment or board membership. In such cases, unvested warrants shall be repurchased at market value.

## 6. Costs etc.

Overall, the Board considers that the subscription price and the term of the warrants, as well as the principles for the allocation of warrants to participants, may be regarded as reasonable in light of the long-term value creation in the Company that the programme is expected to generate, market practice and the Company's need to be able to incentivise participants' work performance by offering participation in the Incentive Programme 2026/2029:1.

## 7. Other terms and conditions

The warrants shall otherwise be subject to market terms and conditions and governed by separate warrant agreements between the Company and the respective participants.

### *Preparation of the proposal*

The proposal to the AGM has been prepared by the Board of Directors.

### *Other share-based incentive programmes*

There are currently two outstanding incentive programmes within the Company:

- TO 2023/2026 which was approved at the Annual General Meeting on 14 May 2023. Detailed information is available here: [LINK](#) Please note that since TO 2023/2026 was approved, the Company has carried out a 1:500 reverse share split.
- An incentive programme aimed at a single key individual, which was approved by the Board on 30 June 2025. Detailed information is available here: [LINK](#)

### *Promotion of the Company's long-term value creation and term*

For the programme to have financial value for participants, the share price must exceed the subscription price during the period when the warrants can be exercised. The Company considers that the share price is a good indication that participants have contributed to long-term value creation for the Company.

### *Dilution*

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.

In combination with Incentive Programme 2026/2029:2, Incentive Programme 2026/2029:1 results in a total dilution of 7.01 percent if both programmes are fully exercised.

### *Majority requirement*

For resolution in accordance with this proposal, the resolution must be supported by shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the AGM.

## **Item 13 – Resolution on the introduction of Incentive Programme 2026/2029:2**

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, propose that the AGM resolve 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 Proposal Submitters consider it important and in the interests of all shareholders that the Board members, who are deemed important to the Company's future development, have a long-term interest in the share price of the Company performing well. Greater shareholder engagement can be expected to contribute to increased interest in the Company's operations and financial performance as a whole, as well as to boost motivation.

The Proposal Submitters further propose that the Company should subsidise 100 percent of the premium payable by the members of the Board for the warrants acquired under the Incentive Scheme 2026/2029:2, based on item 14, under which the Nomination Committee proposes that no Board remuneration be paid for the period up to the next AGM. This means that the Board will receive remuneration in the form of warrants through the subsidy of the premium instead of remuneration, which the proposers consider to be beneficial for both the Company's cash flow and for shareholders in the short and long term.

## **A. Issue of warrants**

### **1. Scope of the issue**

The Company shall issue a maximum of 276,927 warrants of series 2026/2029:2. Each warrant entitles the holder to subscribe for one (1) new share in the Company.

### **2. Subscription rights and deviation from shareholders' preferential rights**

The right to subscribe for the warrants shall, in deviation from the shareholders' preferential subscription rights, be granted 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, in accordance with the proposal set out in section B below. The reason for the deviation from shareholders' preferential rights is to enable the implementation of Incentive Programme 2026/2029:1, as it is deemed that the Company should promote its long-term financial interests by encouraging ownership interest in the Company.

### **3. Issue price**

The warrants are issued to the Company free of charge.

### **4. Subscription period**

Subscription for the warrants must be made on a separate subscription form no later than two (2) weeks from the date of the issue resolution. The Board of Directors shall be entitled to extend the subscription period.

### **5. Subscription price for shares**

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.

### **6. Term**

The warrants shall have a term of three (3) years from the date of allocation. "Allocation" refers to the date on which the warrants are transferred to the participants under this programme.

### **7. Exercise period**

Shares may be subscribed for under the warrants from the date on which the relevant warrant becomes vested. The Company is entitled to establish administrative procedures for exercise in the individual warrant agreements.

### **8. Increase in share capital**

If the warrants are exercised in full, the share capital may increase by a maximum of SEK 138,463.61.

## 9. Dividends

Shares issued upon exercise of the warrants entitle the holder to dividends from the first record date following the date on which the shares have been registered with the Swedish Companies Registration Office and entered in the register of shareholders maintained by Euroclear Sweden AB.

## 10. Other terms and conditions

In all other respects, the warrants shall be subject to the full terms and conditions for series 2026/2029:2, including customary adjustment provisions in the event of a bonus issue, share split, reverse share split, rights issue or other similar corporate events in accordance with applicable market practice.

The Board of Directors, or a person appointed by the Board, shall be entitled to decide on any minor amendments to the resolution that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

## B. Approval of the transfer of warrants

### 1. Participants

The Proposal Submitters propose that 276,927 warrants be granted to the Chairman and members of the Board who are not employees of the Company.

### 2. Transfer

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. The calculation shall be verified by the Company's auditor. As of 24 April 2026, the value of a warrant was SEK 2.59, which corresponds to the warrant's preliminary market value using an established valuation method (Black & Scholes).

### 3. Allocation

The allocation of warrants shall be made within the maximum scope of the programme. The right to acquire warrants is set out in the table below:

<i>Group</i>	<i>Category</i>	<i>Participants (max)</i>	<i>Maximum allocation (per participant)</i>
Group 1	Chairman of the Board	1	103,848
Group 2	Board members who are not employed by the Company	2	86,540

The number of warrants that each participant in Groups 1–2 may acquire is proposed by the Proposal Submitters on the basis of objective guidelines that take into account each participant's experience, expertise and contribution to the work of the Board.

In the event that a board member chooses to subscribe for fewer warrants than their maximum allocation as set out above, any unallocated warrants may also be offered to future new board members in accordance with the Board's decision. For such acquisitions, the terms and conditions shall be the same as, or equivalent to, those set out in this resolution. This means, among other things, that acquisitions shall be made at the then current market value. The fact that warrants may be offered to new board members may mean that the vesting period may, in certain cases, be less

than three years. However, the Company considers that this does not affect the suitability of the programme, as the objectives justifying the introduction of Incentive Programme 2026/2029:2 are not materially affected by the time of year at which the participant agrees to participate in Incentive Programme 2026/2029:2.

#### **4. Vesting**

Under the warrant agreement, the Company is entitled to repurchase the warrants from participants who cease to be Board members. 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 reason why the vesting period for the majority of the warrants in certain cases is less than three years is that the Company is at a stage where it is particularly important to retain and motivate key people. The Proposal Submitters consider this to be crucial for the Company's future development and value creation, and that it is in the interests of both the Company and its shareholders to provide equivalent incentives to all key personnel.

#### **5. Repurchase and termination of Board membership**

The warrant agreements shall include provisions stipulating that the Company, or a third party appointed by the Company, shall be entitled to repurchase warrants upon the termination of the participant's board membership. In such cases, unvested warrants shall be repurchased at market value.

#### **6. Subsidies, costs etc.**

Instead of the customary board remuneration, it is proposed 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. This subsidy will be paid out in connection with the transfer of the warrants.

The total cost of the subsidy and of Incentive Programme 2026/2029:2, based on the aforementioned preliminary warrant value, is estimated to amount to a maximum of approximately SEK 902,806.65, including social security contributions, upon full participation. Upon full participation in the programme, the Company will receive SEK 717,267.22 when the warrants are acquired by the participants.

Overall, the Proposal Submitters consider that the subscription price, the subsidy and the term of the warrants, as well as the principles for the allocation of warrants to participants, may be regarded as reasonable in light of the long-term value creation in the Company that the programme is expected to generate, market practice and the Company's need to be able to incentivise participants' work performance by offering participation in the Incentive Programme 2026/2029:2.

#### **7. Other terms and conditions**

The warrants shall otherwise be subject to market terms and conditions and governed by separate warrant agreements between the Company and the respective participants.

##### *Preparation of the proposal*

The proposal to the AGM has been prepared by the Proposal Submitters in consultation with the Nomination Committee.

##### *Other share-based incentive programmes*

See Item 12 above for other outstanding incentive programmes within the Company:

#### *Promotion of the Company's long-term value creation and term*

For the programme to have financial value for participants, the share price must exceed the subscription price during the period when the warrants can be exercised. The Company considers that the share price is a good indication that participants have contributed to long-term value creation for the Company.

#### *Dilution*

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.

In combination with Incentive Programme 2026/2029:1, Incentive Programme 2026/2029:2 results in a total dilution of 7.01 percent if both programmes are fully exercised.

#### *Majority requirement*

For resolution in accordance with this proposal, the resolution must be supported by shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the AGM.

### **Item 14: Determination of remuneration for the Board of Directors**

The Nomination Committee proposes that Board remuneration be paid as follows:

#### **Option A (provided that the incentive programme under Item 13 is approved):**

If the AGM resolves to approve the incentive programme under Item 13, no cash remuneration shall be paid to the members of the Board for the period until the end of the next AGM.

#### **Option B (if the incentive programme under Item 13 is not approved):**

If the AGM does not resolve to approve the incentive programme under Item 13, the Nomination Committee proposes that remuneration to the Board be paid in the amount of SEK 300,000 to the Chairman of the Board and SEK 250,000 to each of the other members who are not employees of the Company.

### **Item 15: Determination of the auditor's fees**

The Nomination Committee proposes that the auditor's fees be paid in accordance with the approved invoice.

### **Item 16: 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 investments or conversion of loans or for the purpose of diversifying the shareholder base. The Company has outstanding convertible loans which entitle the lenders and the Company respectively to request conversion, provided that certain conditions are met.

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.

#### *Majority requirement*

For resolution in accordance with the Board of Directors' proposal, the resolution must be supported by shareholders with at least two thirds (2/3) of both the votes cast and the shares represented at the AGM.

#### **DOCUMENTS**

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](http://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 AGM**

At the EGM, 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, 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 and such circumstances regarding subsidiaries as referred to in the previous sentence.

\* \* \*

Stockholm in April 2026

**Fragbite Group AB (publ)**

*The Board of Directors*

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

Erika Mattsson, Chief Communications Officer

[ir@fragbitegroup.com](mailto:ir@fragbitegroup.com)

Phone: +46 8 520 277 82

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**

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