

# Bulletin from the Extraordinary General Meeting in Fragbite Group AB (publ)

Fragbite Group AB (publ) (“Fragbite Group” or “the Company”) has today, 25 June 2024, held an Extraordinary General Meeting (the “EGM”). The EGM resolved to approve the Board of Directors' proposal to amend the Articles of Association and to issue units with preferential rights for the Company's existing shareholders, as well as to grant the Board of Directors an issue authorization. Notice of the Extraordinary General Meeting and complete proposals are available on the Company's website, [www.fragbitegroup.com](http://www.fragbitegroup.com).

## Amendment of the Articles of Association

The EGM resolved in accordance with the Board of Directors' proposal to amend the limits for the share capital and the number of shares in the Articles of Association so that the share capital shall be not less than SEK 40,000,000 and not more than SEK 160,000,000 and that the number of shares shall be not less than 2,400,000,000 and not more than 9,600,000,000.

## Rights issue of units

The EGM resolved to approve 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.

### **Issue authorization**

The EGM resolved, in accordance with the Board of Directors' proposal, to authorize 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.

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

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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.