

Notice of Annual General Meeting in Fractal Gaming Group AB (publ)

The shareholders of Fractal Gaming Group AB (publ), Reg. No. 559080-2970 (“Fractal Gaming Group”), with its registered office in Stockholm, Sweden, are hereby summoned to the Annual General Meeting to be held on Thursday 19 May 2022.

The Annual General Meeting in Fractal Gaming Group will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place. As last year, there will thus be a meeting without physical presence of shareholders and without ordinary arrangements in connection with the meeting.

Fractal Gaming Group welcomes all shareholders to exercise their voting rights at the Annual General Meeting by voting in advance in accordance with the order described below. Information on the resolutions passed at the Annual General Meeting will be published on 19 May 2022, as soon as the result of the voting has been finally confirmed.

In the advance voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such continued general meeting shall take place if the Annual General Meeting so resolves or if shareholders with at least one tenth of all shares in the company so request.

Preconditions for participation in the Annual General Meeting

Shareholders who wish to participate, through advance voting, in the Annual General Meeting must

- firstly* be included in the shareholders’ register prepared by Euroclear Sweden AB as of Wednesday 11 May 2022,
- secondly* notify the company of their participation in the Annual General Meeting by casting their advance votes in accordance with the instructions under the heading “*Advance voting*” below so that the advance vote is received by the company no later than on Wednesday 18 May 2022.

Nominee registered shares

To be entitled to participate at the Annual General Meeting, in addition to providing notification of participation, shareholders whose shares are held in the name of a nominee must have their shares re-registered in their own name so that the shareholder is recorded in the share register on Wednesday 11 May 2022. Such registration may be temporary and is requested from the nominee in accordance with the nominee’s procedures and in such time in advance as the nominee determines. Voting right registrations completed not later than the second banking day after Wednesday 11 May 2022 are taken into account when preparing the register of shareholders.

Advance voting

The shareholders may exercise their voting rights at the Meeting only by voting in advance, so called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company’s website, <https://group.fractal-design.com/>. The advance voting form is considered as the notification of participation at the Annual General Meeting.

The completed voting form must be received by the company no later than on Wednesday 18 May 2022. The completed form shall be sent by e-mail to AGM@fractal-design.com. The form may also be sent by post to Fractal Gaming Group AB (publ), Victor Hasselblads Gata 16 A-B, SE-421 31 Västra Frölunda, Sweden.

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If the shareholder votes in advance by proxy, a dated power of attorney shall be issued in writing for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or similar for the legal entity shall be enclosed. A proxy form is available at <https://group.fractal-design.com/>, and is to be enclosed to the advance voting form.

Right to request information

The shareholders are reminded of their right to request information according to Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*). A request for such information shall be sent by post to Fractal Gaming Group AB (publ), Victor Hasselblads Gata 16 A-B, SE-421 31 Västra Frölunda, Sweden or by e-mail to AGM@fractal-design.com, no later than on Monday 9 May 2022. Information relating to such requests will be made available at Fractal Gaming Group's head office at Victor Hasselblads Gata 16 A-B, SE-421 31 Västra Frölunda, Sweden and at <https://group.fractal-design.com/> no later than on Saturday 14 May 2022. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

Proposed agenda

1. Opening of the Annual General Meeting
2. Appointment of chairman at the Annual General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Annual General Meeting has been duly convened
7. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group
8. Resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet
9. Resolution regarding allocation of the company's profit or loss in accordance with the adopted balance sheet
10. Resolutions regarding discharge of the members of the board of directors and the managing director from liability
11. Determination of the number of members of the board of directors and the number of auditors and deputy auditors
12. Determination of remuneration for members of the board of directors and auditors
13. Election of the members of the board of directors and auditors and deputy auditors
14. Resolution on principles for appointment of a nomination committee
15. Resolution on adoption of changes in the articles of association
16. Resolution on adoption of a long-term incentive program (LTIP 2022) and issue of warrants
17. Resolution to authorise the board of directors to issue new shares
18. Closing of the meeting

Resolution proposals

Appointment of a chairman at the Annual General Meeting (item 2)

The nomination committee, consisting of Carl Armfelt (appointed by TIN Ny Teknik), Lars Verneholt (appointed by Litorina IV L.P.), Daniel Johnsson (appointed by Långholmen Holding AB) and Magnus Yngen (chairman of the board of directors) proposes that Rikard Lindahl, member of the Swedish Bar Association, or the person proposed by the nomination committee if he has an impediment to attend, is elected chairman of the Annual General Meeting.

Preparation and approval of the voting list (item 3)

The voting list proposed for approval is the voting list prepared by the company, based on the shareholders' register for the Annual General Meeting, as verified by the persons elected to approve the minutes.

Election of one or two persons to approve the minutes (item 5)

Lars Verneholt, as a representative for Litorina, or the person or persons proposed by the board of directors if he has an impediment to attend, is proposed to be elected to approve the minutes of the Annual General Meeting together with the chairman. The task of approving the minutes of the Annual General Meeting also includes verifying the voting list.

Resolution regarding allocation of the company's profit or loss in accordance with the adopted balance sheet (item 9)

The board of directors proposes that the profit for the year is balanced in a new account and that no dividend shall be paid to the shareholders.

Determination of the number of members of the board of directors and the number of auditors and deputy auditors (item 11)

The nomination committee proposes that the number of members of the board of directors shall be seven with no deputy board members.

The nomination committee further proposes that the number of auditors shall be one registered public accounting firm with no deputy auditors.

Determination of remuneration for members of the board of directors and auditors (item 12)

The nomination committee proposes that the remuneration for the members of the board of directors are adjusted with wage inflation for officials of just over 2 per cent meaning that the remuneration for the members of the board of directors shall not exceed SEK 1,231,000 up until the end of the next Annual General Meeting, to be distributed with SEK 307,000 to the chairman and SEK 154,000 each to other members of the board of directors.

The nomination committee further proposes that the remuneration to the auditor shall be paid in accordance with the approved current account.

Election of the members of the board of directors and auditors and deputy auditors (item 13)

The nomination committee proposes re-election of Magnus Yngen, Pernilla Ekman, Ola Nilsson, Hannes Wallin, Gustav Thott and Patrick Söderlund, and new election of Erik Stenberg, as members of the board of directors, until the end of the next Annual General Meeting. Further, Magnus Yngen is proposed to be re-elected as chairman of the board of directors.

Erik Stenberg (born 1963) has a M. Sc. in International Business Administration from Karlstad University. Erik Stenberg is a current member of the board of directors of Embracer Group (where he also serves as Deputy CEO), Sting Bioeconomy AB, Richter Life Science Development AB, Coffee Stain Holding AB, Experiment 101 AB, Saber Interactive Inc, Koch Media Holding GmbH and Xagonus AB. Erik Stenberg is independent both in relation to Fractal Gaming Group and the executive management as well as in relation to Fractal Gaming Group's major shareholders. Neither Erik Stenberg nor any related party to him currently holds shares or other financial instruments in Fractal Gaming Group.

Information about the proposed re-elected members of the board of directors is included in the company's annual report as well as on the company's website, <https://group.fractal-design.com/>.

The nomination committee further proposes that the auditing firm KPMG AB is re-elected as the company's auditor for the period until the end of the next Annual General Meeting. Mathias Arvidsson is proposed by KPMG AB as auditor in charge if they are re-elected.

Resolution on principles for appointment of a nomination committee (item 14)

The nomination committee proposes that the Annual General Meeting resolves on unchanged principles for the appointment of the nomination committee for the Annual General Meeting 2023 as follows.

The nomination committee shall consist of representatives from the three largest shareholders listed in the share register maintained by Euroclear Sweden as of 30 September 2022 and the Chairman of the Board of Directors who will also convene the first meeting of the nomination committee. The member representing the largest shareholder shall be appointed as Chairman of the nomination committee unless the nomination committee unanimously appoints someone else. If one or several of the shareholders having appointed the representatives to the nomination committee earlier than three months prior to the Annual General Meeting no longer is among the three largest shareholders, representatives appointed by these shareholders shall resign, and the shareholder or shareholders who are subsequently among the three largest shareholders may appoint their representatives. If a representative resigns from the nomination committee before the work of the nomination committee is completed and the nomination committee considers it necessary to replace him or her, such replacement representative shall represent the same shareholder or, if the shareholder is no longer one of the largest

shareholders, the largest shareholder in turn. A shareholder who has appointed a representative as member of the nomination committee has the right to dismiss such member and appoint a new representative as member of the committee. Changes in the composition of the nomination committee must be announced immediately.

The composition of the nomination committee for annual general meetings must be disclosed no later than six months prior to the meeting. Remuneration shall not be paid to the members of the nomination committee. The company shall pay any necessary expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when a new nomination committee has been disclosed.

Resolution on adoption of changes in the Articles of Association (item 15)

The board of directors proposes a new 11 § of the articles of association, and, as a result thereof, the numbering of the subsequent articles is adjusted. The proposal to adopt a new 11 § is proposed to enable the board of directors to collect powers of attorneys in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act and to authorise the board of directors to decide that the shareholders shall be entitled to exercise their voting rights by post prior to a general meeting.

11 § Collecting of powers of attorneys and vote by post

The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4, second paragraph 2 of the Swedish Companies Act (2005:551).

The board of directors has the right before a shareholders' meeting to decide that shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.

Resolution on adoption of a long-term incentive program (LTIP 2022) and issue of warrants (item 16)

The board of directors proposes that the Annual General Meeting resolves to adopt an incentive program for certain senior executives through an issue of not more than 68,000 warrants with a right to subscribe for 68,000 new shares in the Company ("LTIP 2022").

The purpose of LTIP 2022

The purpose of LTIP 2022 is to connect the remuneration for certain senior executives within the Group of Fractal Gaming Group with Fractal Gaming Group and Fractal Gaming Group's long-term value creation and thus align their interests with those of the shareholders. LTIP 2022 will be a significant program for Fractal Gaming Group to motivate and keep the best talents, which is important for Fractal Gaming Group to reach long-term value creation for the shareholders.

Issue of warrants / allocation of warrants

The board of directors proposes that the Annual General Meeting resolves on an issue of not more than 68,000 warrants, entailing an increase of the share capital, at full exercise, of not more than SEK 1,167.602466. Each warrant shall entitle to subscription for one (1) share.

LTIP 2022 includes not more than 4 persons. The company's board members shall not be included in LTIP 2022. The right to subscribe for warrants shall, by way of deviation from the preferential right of the shareholders, be vested in the certain senior executives who are employed within the Group. LTIP 2022 means that participants are offered to subscribe for a maximum of 17,000 warrants each, at market value calculated in accordance with the Black & Scholes valuation model.

The reason for deviating from the shareholders' preferential right is to implement an incentive program and thereby a remuneration structure which connects the remuneration for the key employees of Fractal Gaming Group to Fractal Gaming Group and its long-term value creation and thus also align employees' interests with those of the shareholders. LTIP 2022 will be a significant program for Fractal Gaming Group to motivate and keep its key persons, which is important to Fractal Gaming Group to reach long-term value creation for the shareholders.

Subscription of warrants shall be made on a subscription list until and including 7 June 2022. Payment shall be made no later than on 10 June 2022. The board of directors have the right to extend the subscription period and the payment period. Each warrant shall entitle to subscription for one (1) share in the company. Subscription for shares in accordance with the terms of the warrants is possible during the period from and including 9 June 2025 up to and including 1 July 2025.

The subscription price per share shall correspond to 150 per cent of the volume-weighted average price for the company's share during the time period from and including 20 May 2022 up to and including 3 June 2022, rounded to the nearest full ten cents (Sw. *öre*) whereby five cents shall be rounded up. However, the subscription price shall not be less than the share's quota value.

The subscription price and number of shares in which each warrant carries an entitlement to shall be recalculated in the event of split or reversed split of shares, new issue of shares etc. in accordance with market practice.

Shares subscribed for by exercise of the warrants shall entitle to dividend for the first time on the first record date for dividend which occurs after the subscription of shares, by exercising the warrants, is executed.

The board of directors, or the person appointed by the board of directors, is proposed to be authorised to make minor adjustments to the resolution mentioned above, as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

Terms and conditions

The warrants shall be subscribed for on market terms at a price (premium) established on the basis of a market value of the warrants calculated by an independent valuation institute using the Black & Scholes valuation model. The value has preliminary been calculated to SEK 3.20 per warrant based on a subscription price per share of SEK 39.90.

In addition hereto, the terms and conditions that the board of directors has resolved upon and that are available for shareholders in accordance with what is set out in section "*Documents etc.*".

Pre-emption and termination of employment

A condition for a participant to be offered to subscribe for warrants, is that these persons have previously entered into a pre-emption agreement in which the participant shall be obligated to offer all warrants to the company, or in partial, if the employment agreement is terminated or if the warrants shall be transferred or disposed to a third party.

Dilution

Based on the number of shares in Fractal Gaming Group as of the date of the notice to the Annual General Meeting, the dilution effect due to LTIP 2022 will amount to approximately 0.23 per cent.

Impact of financial ratios and costs for the company etc.

LTIP 2022 is expected to have a marginal impact on the company's financial ratios. The costs before taxes for the company associated with LTIP 2022 includes administrative costs. The total cost of LTIP 2022, assuming full participation, is expected to amount to SEK 260,000 during a period of three years.

Preparation of the matter

The principles of LTIP 2022 have been prepared by the company's board of director's. The proposal has been prepared with the assistance of external advisors and after consultation with shareholders.

Resolution to authorise the board of directors to issue new shares (item 17)

The board of directors proposes that the Annual General Meeting resolves to authorise the board of directors, at one or several occasions and for the period until the next Annual General Meeting, to increase the company's share capital by issuing new shares. Such share issue may be carried out with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The number of shares that may be issued under the authorisation may correspond to not more than 10 per cent of the number of outstanding shares and votes at the time of the Annual General Meeting.

The purpose of the authorisation is to increase the financial flexibility of the company and the general flexibility of the board of directors. Should the board of directors resolve on a share issue with deviation from the shareholders' preferential rights, the reason for this shall be to finance acquisitions of businesses. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The board of directors or the CEO shall be authorised to make such minor adjustments to the resolution of the Annual General Meeting that are necessary to register the authorisation with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

Majority requirements

A resolution in accordance with items 15 and 17 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting. A resolution in accordance with item 16 above requires the approval of at least nine tenths (9/10) of the shares represented and votes cast at the general meeting.

Number of shares and votes

At the date of this notice there are in aggregate 29,119,500 issued shares and votes in the company. The company holds no own shares as of the date of this notice.

Documents etc.

The accounting documents, the auditor's report and other documentation will be held available at the company at the address Victor Hasselblads Gata 16 A-B, SE-421 31 Västra Frölunda, Sweden, and on the company's website, <https://group.fractal-design.com/> no later than three weeks prior to the Annual General Meeting. In addition, the motivated statement from the nomination committee will be available at the company's address and website stated above no later than four weeks prior to the Annual General Meeting. Copies of the documents will be sent to the shareholders who so requests and informs the company of their postal address.

Processing of personal data

More information regarding the processing of your personal data is available in Euroclear's privacy notice that is available at Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, April 2022
Fractal Gaming Group AB (publ)
The board of directors