

## **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 Tuesday 21 May 2024 kl 10:00 at Victor Hasselblads Gata 16A, Västra Frölunda.**

### **Right to attend and notification**

#### Participation in the meeting room

Anyone who wishes to attend the meeting in person or by proxy must (i) be listed as a shareholder in the share register prepared by Euroclear Sweden AB regarding the conditions on May 13, 2024, and (ii) register by mail to Victor Hasselblads Gata no later than May 15, 2024 16 A-B, 421 31 Västra Frölunda or via e-mail to AGM@fractal-design.com. When reporting, the shareholder must state the name, social security or organization number, address, telephone number and the number of possible assistants (two at most) and, where applicable, information about representatives.

If a shareholder is represented by proxy, a written and dated power of attorney must be issued for the proxy. Authorization form is available on the company's website, <https://group.fractal-design.com/>. If the power of attorney was issued by a legal entity, a certificate of registration or equivalent authorization document must be attached. In order to facilitate registration at the meeting, power of attorney as well as registration certificate and other authorization documents should be available to the company at the above address no later than May 20, 2024.

#### Participation by advance voting

Those who wish to participate in the annual general meeting through advance voting must (i) be listed as shareholders in the share register prepared by Euroclear Sweden AB regarding the conditions on May 13, 2024, and (ii) no later than May 15, 2024 register by casting their advance vote according to the instructions below so that the advance vote is at the disposal of Fractal Gaming Group AB (publ) by that day at the latest.

Anyone who wishes to be present in the meeting room in person or by proxy must report this in accordance with what is stated under Participation in the meeting room above. This means that a registration through advance voting alone is not enough for those who want to be present in the meeting room.

A special form must be used for advance voting. The advance voting form is available on the company's website <https://group.fractal-design.com/>. Completed and signed advance voting forms can be sent by post to Victor Hasselblads Gata 16 A-B, 421 31 Västra Frölunda or by e-mail to AGM@fractal-design.com. Completed form must be at the disposal of Fractal Gaming Group AB (publ) no later than May 15, 2024. The shareholder may not provide the advance vote with special instructions or conditions. If this happens, the advance vote is invalid in its entirety. Further instructions and conditions can be found in the advance voting form.

If a shareholder votes in advance by proxy, a written and dated power of attorney must be attached to the advance voting form. Authorization form is available on the company's website <https://group.fractal-design.com/>. If the shareholder is a legal entity, the form must be accompanied by a certificate of registration or equivalent authorization document. If a shareholder has voted in advance, and then participates in the annual general meeting in person or by proxy, the advance vote is still valid to the extent that the shareholder does not participate in a vote during the meeting or otherwise revokes the advance vote. If, during the course of the meeting, the shareholder chooses to participate in a vote, the vote cast will replace previously submitted advance votes on that point.

#### 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 13 May 2024. 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 13 May 2024 are taken into account when preparing the register of shareholders.

### **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 a long-term incentive program (LTIP 2024) and issue of warrants
16. Resolution to authorize the board of directors to issue new shares
17. Resolution on adoption of changes in the articles of association
18. Closing of the meeting

### **Resolution proposals**

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

The nomination committee, consisting of Carl-Mikael Lindholm (appointed by Herenco Holding Aktiebolag), Philip W. Tadayoni (appointed by Medium Invest), Daniel Johnsson (appointed by Långholmen Holding AB) and Magnus Yngen (chairman of the board of directors) proposes that Magnus Yngen, 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)**

Karin Ingemarson, CFO at Fractal Gaming Group AB, or the person or persons proposed by the board of directors if she 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 five with no deputy board members.

The nomination committee further proposes that the authorized auditing company KPMG AB be appointed as auditor (re-election), without deputy auditors. KPMG AB has announced that Maria Kylén will be the principal auditor in the event that an election takes place according to the proposal.

**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 cirka 4 per cent meaning that the remuneration for the members of the board of directors shall not exceed SEK 990 000 ( 1 120 000) up until the end of the next Annual General Meeting, to be distributed with SEK 330 000 (320,000) to the chairman and SEK 165,000 (160,000) 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 and Gustav Thott as members of the board of directors, until the end of the next Annual General Meeting. Further, Hannes Wallin is proposed to be elected as chairman of the board of directors.

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. Maria Kylén 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 2025 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 2024 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 a long-term incentive program (LTIP 2024) and issue of warrants (item 15)**

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 71,400 new shares in the Company ("LTIP 2024").

### *The purpose of LTIP 2024*

The purpose of LTIP 2024 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 2024 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 1,225.982589. Each warrant shall entitle to subscription for one (1) share.

LTIP 2024 includes not more than 6 persons. The company's board members shall not be included in LTIP 2024. 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 2024 means that participants are offered to subscribe for a maximum of 11,900 warrants each, at market value calculated in accordance with the Black & Scholes valuation model. In the event that participants do not subscribe for all the options that they have been offered to subscribe for, other participants have the right to subscribe for such instruments to a number corresponding to 100% of their original allocation. In the event that the issue is oversubscribed, distribution of options will take place pro rata in relation to the participant's initial allocation. Oversubscription must take place in even hundreds.

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 2024 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 10 June 2024. Payment shall be made no later than on 14 June 2024. 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 12 June 2027 up to and including 1 July 2027.

The subscription price per share shall correspond to 120 per cent of the volume-weighted average price for the company's share during the time period from and including 22 May 2024 up to and including 5 June 2024, 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 authorized 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 4.19 per warrant based on a subscription price per share of SEK 37.90.

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 2024 will amount to approximately 0.20 per cent. The dilution of LTIP 2024, including all previously outstanding warrants, is estimated to amount to approximately 0.50 percent of the total number of shares and votes in the company, assuming full subscription of the warrants and utilization of all outstanding warrants.

#### *Impact of financial ratios and costs for the company etc.*

LTIP 2024 is expected to have a marginal impact on the company's financial ratios. The costs before taxes for the company associated with LTIP 2024 include administrative costs. The total cost of LTIP 2024, assuming full participation, is expected to amount to SEK 150,000 during a period of three years.

#### *Preparation of the matter*

The principles of LTIP 2024 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 16)**

The board of directors proposes that the Annual General Meeting resolves to authorize 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 authorization may correspond to not more than 20 per cent of the number of outstanding shares and votes at the time of the Annual General Meeting.

The purpose of the authorization 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 authorized to make such minor adjustments to the resolution of the Annual General Meeting that are necessary to register the authorization with the Swedish Companies Registration Office (Sw. Bolagsverket).

### **Resolution on adoption of changes in the Articles of Association (item 17)**

The board proposes that § 12 of the articles of association be adjusted to allow annual general meetings to be held digitally. The adjustment is proposed as below, where underlined text is the proposed addition.

"Section 12 Place of general meeting

The general meeting must be held in Stockholm or Gothenburg. The general meeting can also be held digitally."

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**Special majority requirements**

For a valid decision according to point 17 above, it is required that the decision be supported by shareholders with at least two-thirds (2/3) of both the votes cast and the shares represented at the annual general meeting. For a valid decision according to points 15 and 16 above, the approval of shareholders with at least nine tenths (9/10) of the votes cast as the shares represented at the meeting is required.

**Majority requirements**

The shareholders are reminded of their right to, at the annual general meeting, receive information from the board and the managing director in accordance with ch. 7. Section 32 of the Companies Act.

**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>.

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Stockholm i April 2024  
**Fractal Gaming Group AB (publ)**

*The board of directors*