

PRESS RELEASE / FRACTAL

Gothenburg, May 21, 2024

Bulletin from Annual General Meeting in Fractal Gaming Group AB (publ) on May 21, 2024

Fractal Gaming Group AB (publ) has today, on May 21, 2024, held its Annual General Meeting. The annual general meeting was held by physical presence of shareholders and with the option for shareholders to exercise their voting rights by advance voting (postal voting). The complete proposals have previously been published and is available at the Company's website, <https://group.fractal-design.com/>. Among others, the following resolutions were passed.

Approval of the financial statements of 2023

The Annual General Meeting resolved to approve the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for 2023.

Allocation of profit or loss

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the profit for the year is balanced in a new account and that no dividend shall be paid to the shareholders.

Discharge from liability

The Annual General Meeting resolved to grant all members of the Board of Directors and the Managing Director discharge from liability for the management of the Company's affairs during 2023.

Number of board members and auditors, election of board members and auditors and fees to the board members and auditor

The Annual General Meeting resolved, in accordance with the proposal of the Nomination Committee, that the number of board members, appointed by the annual general meeting, should be five without deputies. Magnus Yngen, Pernilla Ekman, Ola Nilsson, Hannes Wallin and Gustav Thott were re-elected, in accordance with the proposal of the Nomination Committee, as members of the Board of Directors. Hannes Wallin was elected chairman of the Board of Directors.

The Annual General Meeting resolved, in accordance with the proposal of the Nomination Committee, to appoint one registered public accounting firm as auditor, without deputy auditors. The Annual General Meeting resolved to re-elect the registered auditing company KPMG AB as the Company's auditor for the period until the end of the next Annual General Meeting. The authorised public accountant Maria Kylén will be the auditor in charge.

The Annual General Meeting further resolved, in accordance with the proposal of the Nomination Committee, that the remuneration for the members of the Board of Directors are adjusted with wage inflation for officials of approximately 4 per cent meaning that the remuneration for the members of the Board of Directors shall not exceed SEK 990,000 up until the end of the next Annual General Meeting, to be distributed with SEK 330,000 to the chairman and SEK 165,000 each to other members of the Board of Directors who are not employed by the company. Remuneration to the auditor shall be paid in accordance with the approved current account.

Principles for appointment of a Nomination Committee

The Annual General Meeting resolved, in accordance with the proposal of the Nomination Committee, to adopt the proposed principles for the appointment of a Nomination Committee. This means that the principles for the appointment of a Nomination Committee that were adopted at the Annual General Meeting 2023 remain unchanged.

Long-term incentive program (LTIP 2024) and issue of warrants

The AGM resolved, in accordance with the proposal of the Board of Directors, to adopt a long-term incentive program for certain senior executives, in total six persons, and the issue of not more than 71,400 warrants with a right to subscribe for 71,400 new shares in the company.

Authorisation to issue new shares with or without deviation from the shareholders' preferential rights

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, 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 20 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.

Resolution on adoption of changes in the Articles of Association
to allow annual general meetings to be held digitally.

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The information was published for public disclosure on May 21, 2024, at 11:30 CEST through the agency of the contact person set out above.

About Fractal

Fractal Gaming Group AB is a PC gaming hardware company based in Gothenburg, Sweden. Since its inception in 2007, Fractal has built a distinct reputation among PC gamers and enthusiasts for combining Scandinavian design, user-centric innovation and premium quality. In 2021, Fractal Gaming Group AB was introduced to the Nasdaq First North Premier Growth Market. Today, Fractal offers PC gaming products through retail and distribution partners around the globe from its offices in Sweden, Taiwan, China and the US.