

Notice of Annual General Meeting of Fractal Gaming Group AB

Shareholders of Fractal Gaming Group AB, org. nr 559080-2970 ("Fractal"), with its registered office in Stockholm, Sweden, are hereby called to the Annual General Meeting on Tuesday, May 20, 2025, at 10:00 AM at Victor Hasselblads Gata 16A, Västra Frölunda.

Right to participate in the Annual General Meeting and registration

Participation in the meeting room

Anyone who wishes to attend the meeting venue in person or by proxy must (i) be registered as a shareholder in the share register maintained by Euroclear Sweden AB as of May 12, 2025, and (ii) notify their intention to participate in the meeting by mail to Victor Hasselblads Gata 16 A-B, 421 31 Västra Frölunda or by email to AGM@fractal-design.com no later than May 14, 2025. When registering, the shareholder must provide their name, personal or organization number, address, telephone number, and the number of any assistants (maximum two) and, if applicable, information about the proxy.

If a shareholder is represented by a proxy, a written and dated power of attorney must be issued for the proxy. Proxy forms are available on the company's website <https://group.fractal-design.com/>

If the power of attorney is issued by a legal entity, a registration certificate or equivalent authorization document must be attached. To facilitate registration at the meeting, the power of attorney and registration certificate and other authorization documents should be received by the company at the above addresses no later than May 20, 2025.

Participation by advance voting

Anyone who wishes to participate in the Annual General Meeting by advance voting must (i) be registered as a shareholder in the share register maintained by Euroclear Sweden AB as of May 12, 2025, and (ii) submit their advance vote according to the instructions below so that the advance vote is received by Fractal no later than May 14, 2025.

Anyone who wishes to attend the meeting venue in person or by proxy must register this according to what is stated under Participation in the meeting venue above. This means that only registration by advance voting is not sufficient for those who wish to attend the meeting venue.

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/>. The completed and signed advance voting form can be sent by mail to Victor Hasselblads Gata 16 A-B, 421 31 Västra Frölunda or by email to AGM@fractal-design.com.

The completed form must be received by Fractal no later than May 14, 2025. The shareholder must 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 are stated 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. Proxy forms are available on the company's website <https://group.fractal-design.com/>. If the shareholder is a legal entity, a registration certificate or equivalent authorization document must be attached to the form. If a shareholder has voted in advance and then participates in the Annual General Meeting in person or by proxy, the advance vote remains valid to the extent that the shareholder does not participate in a vote during the meeting or otherwise withdraws the advance vote. If the shareholder chooses to participate in a vote during the meeting, the submitted vote will replace the previously submitted advance vote on that point.

Nominee-registered holdings

To have the right to participate in the Annual General Meeting, a shareholder who has registered their shares with a nominee must, in addition to registering for the Annual General Meeting, register the shares in their own name so that the shareholder is entered in the share register as of May 12, 2025. Such registration can be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines in such time in advance as the nominee determines. Please be aware to do this in good time. Voting rights registrations made by the nominee no later than May 14, 2025, will be considered when preparing the share register.

Proposed agenda

1. Opening of the Annual General Meeting
2. Election of chairman of 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 adjust the minutes
6. Examination of whether the Annual General Meeting has been duly convened
7. Presentation of the annual report and auditor's report and, if applicable, the consolidated financial statements and consolidated auditor's report
8. Resolution on the adoption of the income statement and balance sheet and, if applicable, the consolidated income statement and consolidated balance sheet
9. Resolution on the disposition of the company's profit or loss according to the adopted balance sheet
10. Resolution on discharge from liability for board members and the CEO
11. Determination of the number of board members and the number of auditors and deputy auditors
12. Determination of fees for the board and auditors
13. Election of board members and auditors and deputy auditors
14. Resolution on nomination committee instructions and principles for the appointment of the nomination committee
15. Resolution on authorization for the board to issue new shares
16. Closing of the Annual General Meeting

Resolution proposals

Election of chairman of the Annual General Meeting (item 2)

The nomination committee, consisting of Carl-Mikael Lindholm (appointed by Herenco Holding Aktiebolag), Philip W. Tadayoni (appointed by MediumInvest A/S), Daniel Johnsson (appointed by Långholmen Holding AB), and Hannes Wallin (chairman of the board), proposes that Hannes Wallin, or the person designated by the nomination committee in his absence, be 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 share register, and has been checked and approved by the persons adjusting the minutes.

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

It is proposed that Karin Ingemarson, CFO of Fractal Gaming Group AB, or in her absence, the person designated by the board, be elected to adjust the minutes together with the chairman. The task of the person adjusting the minutes also includes checking the voting list.

Resolution on the disposition of the company's profit according to the adopted balance sheet (item 9)

The board proposes a dividend of SEK 1.25 per share and that the record date for the dividend be May 22, 2025. If the meeting resolves in accordance with the proposal, the dividend is expected to be paid on May 27, 2025.

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

The nomination committee proposes that the number of board members elected by the meeting be four, without deputy board members.

The nomination committee further proposes that the authorized auditing firm KPMG AB be elected as auditor (re-election), without deputy auditors. KPMG AB has announced that Maria Kylén will be the principal auditor if the election is made according to the proposal.

Determination of fees for the board and auditors (item 12)

The nomination committee proposes that the board fee be SEK 350,000 (SEK 330,000) to the chairman of the board and SEK 175,000 (SEK 165,000) each to the other board members who are not employed by the company.

The nomination committee further proposes that the fee to the auditor be paid continuously according to an approved invoice.

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

The nomination committee proposes the re-election of Magnus Yngen, Ola Nilsson, Hannes Wallin, and Gustav Thott as board members for the period until the end of the next Annual General Meeting. Furthermore, Hannes Wallin is proposed as chairman of the board. Pernilla Ekman has declined re-election.

Information about the persons proposed for re-election to the board is available in the company's annual report and on the company's website, <https://group.fractal-design.com/>.

The nomination committee further proposes the re-election of KPMG AB as the company's auditor for the period until the end of the next Annual General Meeting. KPMG AB has announced that if the meeting approves the proposal, authorized auditor Maria Kylén will be the principal auditor.

Resolution on nomination committee instructions and principles for the appointment of the nomination committee (item 14)

The nomination committee proposes that the Annual General Meeting resolves on changed principles for the Annual General Meeting 2025 as follows.

The nomination committee shall consist of representatives from the four largest shareholders listed in the share register maintained by Euroclear Sweden AB as of the last banking day in September. If any of the four largest shareholders should refrain from appointing a representative to the nomination committee, the right shall pass, in order, to the shareholder who, after these four shareholders, has the largest shareholding in the company. The chairman of the board calls the first meeting of the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee unless the nomination committee unanimously appoints someone else. If one or more of the shareholders who have appointed representatives to the nomination committee no longer belong to the four largest shareholders earlier than three months before the Annual General Meeting, the representatives appointed by these shareholders shall resign, and the shareholders who then belong to the four largest shareholders may appoint their representatives. If a representative resigns from the nomination committee before the nomination committee's work is completed and the nomination committee considers it necessary to replace them, such replacement representative shall represent the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in order. Shareholders who have appointed a representative to the nomination committee have the right to dismiss such a member and appoint a new representative to the nomination committee. Changes in the composition of the nomination committee must be notified to the board immediately.

The nomination committee is quorate if more than half of the members are present. However, decisions in the matter may not be made unless all members have been given the opportunity to participate in the matter's treatment. The decision of the nomination committee applies to the opinion that more than half of the present members vote for or, in the event of a tie, the opinion supported by the chairman of the nomination committee.

The composition of the nomination committee for the Annual General Meeting shall normally be announced no later than six months before the meeting. No compensation shall be paid to the representatives in the nomination committee. The company shall reimburse any costs incurred by the nomination committee in its work. The mandate period for the nomination committee ends when the composition of the following nomination committee has been announced.

Resolution on authorization for the board to issue new shares (item 15)

The board proposes that the Annual General Meeting resolves to authorize the board to, on one or more occasions and until the time of the next Annual General Meeting, decide to increase the company's share capital through the issuance of new shares. Such issuance decision may be made with or without deviation from the shareholders' preferential rights and with or without provision for non-cash or set-off or other conditions. The number of shares that can be issued under the authorization may correspond to a maximum of 10 percent 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 company's financial flexibility and the board's room for maneuver. If the board decides on an issuance of shares with deviation from the shareholders' preferential rights, the reason shall be to finance acquisitions of businesses. In such deviation from the shareholders' preferential rights, the issuance shall be carried out on market terms.

The board or the CEO shall have the right to make the minor adjustments to the Annual General Meeting's decision required for registration of the authorization with the Swedish Companies Registration Office.

Special majority requirements

For a valid decision according to item 15 above, approval by shareholders with at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting is required.

Shareholders' right to receive information

Shareholders are reminded of their right to, at the Annual General Meeting, receive information from the board and the CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Number of shares and votes

As of the date of this notice, there are a total of 29,119,500 shares and votes in the company. The company holds no own shares as of the date of this notice.

Documents etc.

Accounting documents, auditor's report, and other decision-making documents are available at the company at Victor Hasselblads Gata 16 A-B, 421 31 Västra Frölunda and on the company's website, <https://group.fractal-design.com/> no later than three weeks before the Annual General Meeting. Furthermore, the nomination committee's motivated statement is available at the above-mentioned address and website no later than four weeks before the Annual General Meeting. Copies of the documents are sent to shareholders who request them and provide their postal address.

Processing of personal data

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

For further information, please contact:
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Certified Advisor
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About Fractal

Fractal Design is a company that develops computer parts and hardware for gamers, based in Gothenburg, Sweden. Since 2007, Fractal has manufactured gaming products that combine Scandinavian design, user-centric innovation, and market-leading quality. In 2021, Fractal Gaming Group AB was listed on Nasdaq First North Premier Growth Market. Today, Fractal offers its gaming products to customers worldwide from its offices in Sweden, Taiwan, China, and the USA.