Fractal

2025-04

The Board's Reasoned Statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act

The Board of Directors has proposed that the Annual General Meeting 2025 resolves a dividend distribution of SEK 1.25 per share. The total dividend distribution thereby amounts to SEK 36,399,375. The dividend proposal has been prepared based on the company's objective to, in addition to investing in growth and business development, distribute 50–80 percent of the year's earnings to shareholders.

The Board of Directors of Fractal Gaming Group AB hereby submits the following statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act, regarding the justification for the proposed dividend in accordance with Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

Provided that the Annual General Meeting 2025 resolves in accordance with the Board's proposal on appropriation of profits, SEK 225,092,054 will be carried forward. The Board notes that, following the proposed dividend, full coverage remains for the company's restricted equity and that the liquidity position of both the company and the group will remain strong after the proposed dividend payment.

The financial position of the company and the group remains robust after the proposed dividend. It is the Board's assessment that the equity of the company and the group, after the proposed dividend, will be sufficient in relation to the nature, scope, and risks of the business. The Board has also considered the financial position of the company and the group, as well as the company's and group's ability to meet their obligations in the short and long term. The Board deems that the equity will be adequate for the company's and the group's ability to fulfill their obligations and to carry out any necessary investments. In making this assessment, the Board has considered, among other factors, the historical development of the company and the group, budgeted projections, and the current market and economic conditions. Furthermore, the Board considers that the company and the group, even after the dividend distribution, will have the capacity to assume future business risks and withstand potential losses, and that there is sufficient preparedness to manage changes in liquidity as well as unexpected events.

In addition to the aforementioned, the Board has considered other known circumstances that may be of significance to the company's and the group's financial position. No such circumstances have emerged that would suggest that the proposed dividend is not justified.

With reference to the above, the Board is of the opinion that the proposed dividend is justifiable regarding the requirements that the nature, scope, and risks of the business place on the size of the company's and the group's equity, as well as with regard to the company's and the group's consolidation needs, liquidity, and overall financial position.

Gothenburg, April 2025
The Board of Directors of Fractal Gaming Group AB