

Notice to extraordinary general meeting in FansBet Group AB

The shareholders of FansBet Group AB, reg. no. 559118-9088 ("**Company**") are hereby convened to an extraordinary general meeting on 21 October 2022. The general meeting will be held solely through postal voting.

The right to attend the general meeting etc.

Shareholders who wish to participate in the general meeting shall (i) be recorded in the share register as of the date of the meeting, which is on 21 October 2022, and (ii) submit a completed postal voting form and, when applicable, power of attorney, a certificate of registration and other equivalent authorisation documents to the Company on address c/o MOORE Ranby AB, Första Långgatan 30, Box 31028, 400 32 Göteborg or via email to sondre@fansbetgroup.com. The completed postal voting form should be received by the Company no later than on 20 October 2022.

The form for postal voting and information and instructions for how the postal voting is made is available on the Company's website fansbetgroup.se and will be sent free of charge to the shareholders who so request and who states their postal address or email address.

Postal voting information

The shareholder may not provide any other instructions other than to select one of the voting options at each item in the postal voting form. If the shareholder has included special instructions or conditions, or supplemented or amended the pre-printed text, the postal vote will be considered invalid. Further instructions can be found in the postal voting form.

Shareholders who vote by proxy shall issue a written and dated power of attorney to the proxy. If the power of attorney has been issued by a legal entity, a certificate of registration or equivalent authorisation documents, showing the authorised signatory, be attached the postal voting form. The power of attorney and, where applicable, the certificate of registration or equivalent authorisation documents should be sent together with the postal voting form to the Company to the address stated above.

Postal voting form and proxy form are available on the Company's website fansbetgroup.se and will be sent free of charge, to the shareholders who so request and who state their postal address or email address.

A postal vote may be revoked until and including 20 October 2022 by email or mail to the above addresses. If two or more forms have the same date, only the form last received will be adhered to.

Proposed agenda

1. Appointment of chairman of the meeting
2. Appointment of one or two persons to verify the minutes
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Authority of the meeting
6. Resolution on amendment of the articles of association
7. Resolution on reverse share split
8. Resolution on reduction of share capital
9. Presentation of documents referred to in the Companies Act
10. Resolution on directed issue of warrants 2022/2023/C

Principal proposals for resolutions

Appointment of the chairman for the meeting (item 1)

The board of directors proposes that Carsten Buch Sivertsen is appointed chairman of the meeting, or in his absence, such person designated by the board of directors.

Appointment of one or two persons to approve the minutes (item 2)

The board of directors proposes that Sondre Sagstuen is appointed to approve the minutes or in his absence, one or two persons designated by the board of directors. The task of the person to approve the minutes also includes reviewing the voting register and that the postal votes which have been duly submitted are correctly recorded in the minutes from the meeting.

Preparation and approval of the voting register (item 3)

The board of directors proposes that the general meeting approves the voting register prepared based on the share register and the postal votes duly received by the Company, controlled and checked by the person or persons adjusting the minutes.

Approval of the agenda (item 4)

The board of directors proposes that the general meeting approves the proposed agenda as set out in the notice.

Authority of the meeting (item 5)

The board of directors proposes that the general meeting approves that it has been duly convened.

Resolution on amendment of the articles of association (item 6)

The board of directors proposes that the general meeting resolves to adopt new articles of association according to the board of directors' proposal. The amendments in the articles of association is due to the reverse share split in the Company and the reduction of the share capital in order to obtain a more appropriate number of shares and share capital. As there are only shares of one share class in the Company, the text in item 4 stating that shares may be issued in two series is removed.

Current wording	Proposed wording
4. Aktiekapital och aktier <i>Share capital and number of shares</i>	4. Aktiekapital och aktier <i>Share capital and number of shares</i>

<p>Aktiekapitalet utgör lägst 12 822 879 kronor och högst 51 291 516 kronor. Antalet aktier ska vara lägst 6 411 439 876 stycken och högst 25 645 759 504 stycken.</p> <p><i>The share capital shall be not less than SEK 12,822,879 and not more than SEK 51,291,516. The number of shares shall be not less than 6,411,439,876 and not more than 25,645,759,504.</i></p> <p>Aktier kan utges i två serier, stamaktier och <i>preferensaktier</i>. Stamaktier kan utges till ett belopp motsvarande högst 100 procent av aktiekapitalet och preferensaktier kan utges till ett högsta antal om 1 000 aktier. Innehavare av preferensaktier ska tillsammans ha rätt att utse en styrelseledamot.</p> <p><i>Shares may be issued in two series, ordinary shares and preference shares. Ordinary shares may be issued in a maximum amount of 100 percent of the share capital and preference shares may be issued in a maximum number of 1,000 shares. Holders of preference shares shall jointly be entitled to appoint one board member.</i></p> <p>På begäran av en aktieägare ska preferensaktie (en eller flera), tillhöriga den aktieägaren, omvandlas till stamaktie. Begäran om omvandling, som ska vara skriftlig och ange det antal aktier som ska omvandlas, ska göras hos styrelsen. Omvandlingen skall därefter utan dröjsmål anmälas för registrering hos Bolagsverket och är verkställd när den registreras i aktiebolagsregistret samt antecknats i aktieboken.</p> <p><i>Upon request by a shareholder, preference shares (one or more) belonging to that shareholder shall be converted into ordinary shares. A request for conversion, which shall be in writing and state the number of shares to be converted, shall be made to the board of directors. The conversion shall thereafter without delay be reported for registration with the Swedish Companies Registration Office and is effected when it has been registered in the companies register and entered in the share register.</i></p>	<p>Aktiekapitalet utgör lägst 677 622 kronor och högst 2 710 488 kronor. Antalet aktier ska vara lägst 677 622 stycken och högst 2 710 488 stycken.</p> <p><i>The share capital shall be not less than SEK 677,622 and not more than SEK 2,710,488. The number of shares shall be not less than 677,622 and not more than 2,710,488.</i></p>
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A resolution by the general meeting is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

Resolutions according to the proposals under items 6-8 shall be conditional on the meeting's resolution on each and all of the items.

Resolution on reverse share split (item 7)

The board of directors proposes that the general meeting resolves on a reverse split of the Company's shares, whereby ten thousand (10,000) existing shares will be consolidated into one (1) share. Upon completion of the reverse share split, the number of shares will amount to 677,622.

The shareholder Laboremus Invest AS has agreed to the reverse share split and to act as underwriter for the reverse share split. Laboremus Invest AS has agreed to transfer shares to the other shareholders before the general meeting in order to obtain a holding for each shareholder that will be evenly divisible by 10,000 prior to the reverse share split. After the transfer of shares has taken place, Laboremus Invest AS will have 8,727 excess bonus shares that will not correspond to a complete number of new shares after the reverse share split, which Laboremus Invest AS agreed to.

The resolution is conditional on amendment of the articles of association.

The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

Resolution on reduction of share capital (item 8)

The board of directors proposes that the general meeting resolves that the share capital shall be reduced by the amount of SEK 12,874,835.454. The purpose of the reduction is for transfer to non-restricted reserves. The reduction shall take place without retirement of shares.

The resolution is conditional on amendment of the articles of association.

The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution by the general meeting is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

Documents referred to in the Companies Act (item 9)

The board of directors proposes that documents referred to in Chapter 14, section 8 of the Companies Act (2005:551) are presented.

Resolution on directed issue of warrants 2022/2023/C (item 10)

Background

The Company has agreed with the holders of the bond issued by the Company in 2022 that warrants 2022/2023/C shall be distributed to them after 31 December 2022. The bondholders shall receive warrants 2022/2023/C pro rata in relation to their holding.

Issue of warrants

The board of director's proposes that the general meeting resolve to carry out a private placement in respect of not more than 2,032,866 warrants 2022/2023/C, entailing an increase in the share capital of not more than SEK 2,032,866 if the private placement is fully taken up. The resolution requires that the meeting resolves in accordance with the board of directors proposal in accordance with the items 7 on the reverse share split and item 8 on the reduction of the share capital on the agenda for the general meeting, and that these

resolutions are implemented. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the warrants shall, with deviation from shareholders' preferential right, vest in investors in the Company's bond issued in 2022 pro rata in relation to their holding of such bonds as per 31 December 2022. Over-subscription is not possible.
2. The warrants shall be issued at no consideration. Subscription of warrants shall be made no later than six months after the general meeting.
3. The subscription price at exercise of the warrants shall amount to SEK 1 per share. Any premium is added to the free premium fund.
4. Each warrant entitles to subscription of one new share in the Company. Subscription of shares by exercise of the warrants may be made as from the registration of the warrants and up to and including 30 June 2023.
5. The new shares shall grant entitlement to receive dividends for the first time on the date for dividend that occurs after the shares have been registered in the Company's share register.
6. The reason for deviation from shareholders' preferential right is an agreement between the Company's major shareholders and external investors.
7. The warrants shall be subject to full conditions of, among other things, recalculation.
8. The board of directors or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution by the general meeting is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

Documents

The complete proposals for resolutions, forms as well as any other documents required in accordance with the Companies Act (2005:551) is available at the Company's office on (address as above), as well as on the Company's website fansbetgroup.se no later than two weeks before the general meeting. The aforementioned documents will be sent to those shareholders who so requests it and who state their postal address or email address.

The shareholders' right to request information

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Companies Act (2005:551). A request for information shall be made in writing to and be sent by mail to address c/o MOORE Ranby AB, Första Långgatan 30, Box 31028, 400 32, or by email to sondre@fansbetgroup.com no later than ten days before the general meeting. The board of directors and the Chief Executive Officer shall, if a shareholder so requests and the board of directors assesses that it can take place without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda by keeping the information available in writing at the Company no later than five days before the general meeting. The information shall furthermore within the same timeframe be sent to the shareholder who requested it and has provided its postal address, and be made available on the website.

Process of personal data

Personal data obtained from the share register, the notice of attendance at the meeting and data regarding deputies, proxies and advisors will be used for registration, preparation of the voting register for the meeting and, when applicable, the minutes from the meeting.

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Stockholm in September 2022
The board of directors of FansBet Group AB