

No.7/15.02.2024

To:

Financial Supervisory Authority

Financial Instruments and Investments Sector

Bucharest Stock Exchange

CURRENT REPORT

In compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of the report: February 15, 2024**Name of issuer:** FIREBYTE GAMES S.A.**Headquarters:** Cluj-Napoca, 44-46 Henri Barbusse Street, floor 6, Cluj County**Telephone:** +40 771282894**Trade Register no/date:** J12/6845/2017**Tax Identification Code:** 38624397, **Subscribed and paid share capital:** 4.182.200,80 lei**Cod LEI:** 78720012FMADM8GOYX42**Regulated market where issued securities are traded:** Bucharest Stock Exchange, - Aero Premium Tier, SMT, market symbol: FRB**Important events to be reported:** Decision of the Board of Directors regarding the statement and the validation of the results of the operation of increasing the share capital

The management of Firebyte Games SA (hereinafter referred to as „Company”) informs the investors that on 15.02.2024, The Board of Directors of the Company has adopted the decision to ascertain and validate the results of the operation to increase the share capital.

The decision of the Board of Directors of the Company is annexed to this current report.

Chairman of the Board of Directors

Grigore Chiş

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DECISION OF THE BOARD OF DIRECTORS OF FIREBYTE GAMES S.A.

no. 1 of 15.02.2024

Meeting of the members of the Board of Directors of the Company („Board of Directors”), in the presence of all its members, Mr. Grigore Chis, Mr. Adrian Danciu and Mr. Mihai-Cristian Alexa, was held in accordance with the provisions of the Companies Law no. 31/1990 republished, with subsequent amendments and completions („Law of Companies”), and the articles of incorporation of the Company („Constitutive Act”) on 15 February 2024.

CONSIDERING THAT:

(A) On 28.05.2021, the The Extraordinary General Meeting of Shareholders of the Company („EGMS”) approved „empowerment of the Board of Directors of the Company so that within a period of 3 years it can decide to increase the subscribed share capital, by means of one or more share issues, with a value not exceeding half of the subscribed share capital, existing at the date of the decision and implicitly at the update of the constitutive act on the value of the new share capital.” („EGMS Decision no. 2 of 28.05.2021”);

(B) On 13.09.2023, the Board of Directors approved the increase of the Company's share capital by the amount of up to 2.091.100,40 lei at nominal value („Increase of the Social Capital”), the, by issuing a number of up to 20,911,004 new shares with a nominal value of 0.10 lei per share and a total nominal value of 2,091,100.40 lei („New” Shares). („Board Decision No 1 of 13.09.2023”);

(C) During the first stage of the Social Capital Increase, held between 03.01.2024 and 02.02.2024, 3.148.154 New Shares from 20.911.004 available shares were subscribed, at a price per New Share of 0,20 lei and a nominal value of 0,10 lei per New Share;

(D) On 05.02.2024, the, The Board of Directors approved that up to 17,762,850 New Shares remaining unsubscribed after the first stage of the Social Capital Increase to be offered for subscription in exchange for cash contributions the private placement stage of the Social Capital Increase, the offer being addressed to certain persons in the European Union on the basis of the exceptions allowed for the publication of a prospectus, including those referred to in Article 1 (4), points (a) – (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 regarding the prospectus to be published in the event of an public offer of securities to the public or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC („Regulation on the Prospectus”) and/or investors to whom such legally private placements may be addressed and directed, in accordance with the exceptions to Regulation S („S” Regulation) of the Securities Act of 1933 of the United States of America („Securities Act”) and without there being a obligation to comply with any other formalities under any applicable law, to the extent and only if an investment in New Shares does not constitute a breach of any applicable law by such investor. („Placement Privat”),

(E) On 14.02.2024, the second phase of the Social Capital Increase, namely the Private Placement phase, was completed; and

(F) In accordance with the decisions referred to in points (A), (B), and (D) of the preamble, the Board of Directors hereby intends to approve, inter alia, (i) acknowledge the results of the Private Placement; (ii) ascertain and validate the results of the Increase in Social Capital; (iii) approve the updated Constitutive Act of the Company, (iv) grant of empowerment;

Noting the fulfillment of all the conditions provided by the Romanian legislation and the Constitutive Act of the Company for the validity of this meeting of the Board of Directors and for making decision,

DECIDES UNANIMOUSLY AS FOLLOWS:

Art. 1. Knowledge of the results of the Private Placement

1.1. The Board of Directors acknowledges that following the completion of the Private Placement, 25,000 New Shares nominative, dematerialized, were subscribed, with a nominal value of 0,10 lei each and a total nominal value of 2,500 lei.

Art. 2. Finding and validating the results related to the Social Capital Increase

2.1 The Board hereby notes and validates, on the basis of subscriptions for New Shares of the Social Capital Increase, the following results:

- o a total of 3,148,154 New Shares Nominative, dematerialised, with a nominal value of 0,10 lei each and a total nominal value of 314,815,40 lei was subscribed in the first stage of the Social Capital Increase at an issue price of 0,20 lei per share; and

- a total of 25,000 New Shares, nominative, dematerialised, with a nominal value of 0,10 lei each and a total nominal value of 2,500 lei was subscribed within the second stage of the Social Capital Increase at an issue price of 0,21 lei per share.

2.2 A total of 17,737,850 New Shares remaining unsubscribed after the Social Capital Increase are hereby cancelled.

2.3 The share capital of the Company is thus increased from the nominal value of 4,182,200.80 lei to the nominal value of 4,499,516.20 lei, by issuing a number of 3,173,154 new nominative shares, dematerialized, with a nominal value of 0,10 lei and a total nominal value of 317,315,40 lei.

Art. 3. Approval of the updated Constitutive Act

3.1 The Board hereby approves the amendment of the Constitutive Act to reflect the Increase in Social Capital as follows:

Article 5.1 of the Constitutive Act shall be amended and shall have the following content:

„The subscribed and paid-up share capital of the company is 4,499,516.20 lei. The share capital is divided into a number of 44,995,162 nominative shares, with a nominal value of 0.1 lei/share. The share capital is subscribed and paid in full by the shareholders through a cash contribution of 4,499,516.20 lei.”

Art. 4. Granting of powers

4.1 The Board of Directors approves the appointment and the empowerment of Mr. Ovidiu Stegaru, as General Manager („Representative”), his signature validly hiring and being binding on the Company, in order to perform the following acts and deeds on behalf of and on behalf of the Company, being also empowered to represent the Company in relation to investors, any person of private or public law, any notary public, any bank and/or any third person, including, without limitation, for („The Powerment”):

(i) the signing of any document and the completion of any other necessary, useful or timely formality for the registration and opposability of the adopted decisions, including the signing of the updated Constitutive Act, as well as the signing, stamping and transmitting any other documents that are necessary, appropriate, desirable, required, useful or advisable in connection with the exercise by the Company of all rights and the fulfillment of all its obligations resulting from or in connection with the decisions approved herein, including the Increase in Social Capital; and

(ii) representation of the Company, personally or through representatives, with full powers and authority in front of the Trade Register, FSA, Depozitarul Central SA., notaries public and any other relevant authority or third party and the fulfilment of all necessary formalities with regard to the registration or implementation of decisions taken herein to any registry or authority and the performance of any other action, or the signing and modification of any document and the fulfillment of any formalities necessary for the issues decided herein to have full effect (including the publication of this decision in the Monitorul Oficial of Romania, Part IV-a).

4.2 The Board hereby confirms that the Representative appointed in paragraph 4.1 above may subdelegate any and all powers granted herein, as it deems appropriate and in compliance with any limits imposed on the Representative.

This decision was signed today, 15.02.2024, in 3 (three) copies of original value.

Grigore Chiş, Chairman of the Board of Directors

Adrian Danciu, Member of the Board of Directors

Mihai-Cristian Alexă, Member of the Board of Directors