

Bulletin from Hilbert Group's Annual General Meeting

An Annual General Meeting in Hilbert Group AB (publ) was held earlier today in Stockholm, at which the following main resolutions were made

Adoption of financial statements and profit allocation

The meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2025. The meeting further resolved, in accordance with the Board's proposal, that no dividend shall be paid for the financial year 2025 and that the company's available funds shall be carried forward.

Discharge from liability

The meeting resolved to discharge those who served as Board members and CEO from personal liability.

Election of Board and auditor, etc.

The meeting resolved that the Board should consist of four Board members, with no alternates, for the period until the end of the next Annual General Meeting. The meeting further resolved to re-elect Russell Thompson, David Butler, Jonathan Morris and Fahad Khan as Board members. Niclas Sandström had declined re-election. Jonathan Morris was re-elected as Chairman of the Board.

The meeting resolved on the re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting. The authorized auditor Victor Lindhall will serve as auditor-in-charge.

The meeting resolved that the ordinary fees to the Board shall be paid with SEK 495,000 in total, with the Chairman of the Board also receiving compensation under ESOP 2025. The decrease reflects the reduction of the Board from five to four Board members. In addition, the meeting resolved that fees for committee work shall remain unchanged, with SEK 90,000 payable to the Chairman of the audit committee and SEK 50,000 to other members of the audit committee, SEK 50,000 to the Chairman of the remuneration committee, and SEK 25,000 to other members of the remuneration committee. Fees to the auditor shall be paid in accordance with approved invoices.

Amendment of the articles of association

The meeting resolved, in accordance with the Board's proposal, to amend the company's articles of association concerning the limits for the number of shares in the company and its share capital. Through this resolution, the limits for the number of shares in the company are raised from not less than 40,000,000 shares and not more than 160,000,000 shares to not less than 115,000,000 shares and not more than 460,000,000 shares. The limits for the company's share capital are raised from not less than SEK 2,000,000 and not more than SEK 8,000,000 to not less than SEK 5,750,000 and not more than SEK 23,000,000.

Authorizations

The meeting resolved, in accordance with the Board's proposal, to authorize the Board to, on one or more occasions during the period until the next Annual General Meeting, resolve on the issuance of shares, convertibles and/or warrants, with or without pre-emption rights for the shareholders. The Board may resolve on such issuances subject to conditions of contribution in kind, set-off against existing claims or cash payment.

The meeting resolved, in accordance with the Board's proposal, to authorize the Board to, on one or more occasions during the period until the next Annual General Meeting, resolve on the acquisition of a maximum number of own shares such that the company's holding at any time after acquisition does not exceed ten percent of all shares in the company in total. The meeting further resolved, in accordance with the Board's proposal, to authorize the Board to, on one or more occasions during the period until the next Annual General Meeting, resolve on the transfer of own shares. Transfers may be made up to the total number of own shares held by the company at any given time.

The authorizations regarding acquisition and transfer of own shares were proposed as a preparatory measure ahead of an expected legislative amendment that is expected to also allow companies whose shares are admitted to trading on multilateral trading facilities to carry out such transactions. The Board's right to exercise the authorizations is therefore conditional upon the expected legislative amendment entering into force.

CEO's participation in Employee Stock Option Program 2026 (ESOP 2026)

The meeting resolved to approve the CEO's participation in the long-term incentive program ESOP 2026. The CEO's participation comprises two components: approximately 18 percent time-based restricted share units (RSU) and approximately 82 percent performance-based share units (PSU). A total of up to 1,056,020 RSUs and up to 4,810,753 PSUs may be allotted to the CEO.

The meeting further resolved on the issuance and transfer of up to 5,866,773 warrants of series 2026/2029:2 within the scope of ESOP 2026, and on the approval of the company entering into swap agreements with third parties to hedge costs related to the program. The program entails a maximum dilution of approximately 5 percent of outstanding shares in the company and approximately 3 percent of outstanding votes in the company, based on the number of shares and votes as of the day of the meeting.

For clarity, other than the resolution on the CEO's participation in ESOP 2026, the resolutions adopted at the Annual General Meeting do not entail any further dilution for shareholders beyond what has been already communicated.

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About Us

Hilbert group is a quantitative investment company specializing in algorithmic trading strategies in digital asset markets.

Hilbert Group is a Swedish public company and is committed to providing operational infrastructure, risk management and corporate governance that meets the ever-increasing demands of institutional investors.

Hilbert Group is listed on Nasdaq First North Growth Market (ticker HILB B) with Redeye Nordic Growth AB as Certified Adviser.

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Attachments

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