

# Notice of Annual General Meeting of Hilbert Group AB (publ)

The shareholders in Hilbert Group AB (publ), corporate identity number 559105-2948 ("Hilbert Group" or "the company"), are hereby summoned to the Annual General Meeting to be held on **Friday, June 13, 2025 at 10.00 AM in the office of Advokatfirman Nerpin, Birger Jarlsgatan 2, 3<sup>rd</sup> floor in Stockholm.**

## **A. Entitlement to participation and notification**

Shareholders who wish to participate in the EGM must: (i) be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear") as of Wednesday, June 4, 2025, and (ii) notify the company of their intention to participate in the EGM no later than Thursday, June 5, 2025. The notice may be done in writing by post to Hilbert Group AB, c/o Advokatfirman Nerpin, Mailbox 545, SE-114 11 Stockholm, or by e-mail to [ir@hilbert.group](mailto:ir@hilbert.group), or by telephone to +46 8 502 353 00. When registering to attend, the shareholder must provide name, personal identity number or registration number, address, and telephone number, as well as the number of any advisors (no more than two).

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders' register maintained by Euroclear in order to participate in the EGM. Voting rights registrations made no later than the second banking day after the record date June 4, 2025 will be taken into account in the preparation of the share register. Shareholders must, in accordance with the respective nominee's routines, in due time before said date, request their nominee to carry out such voting rights registration.

If the shareholder is represented by a proxy, a written and dated power of attorney, signed by the shareholder, is to be issued to the proxy. The power of attorney or any other documents of authorization, such as a copy of the registration certificate, is to be provided at the EGM. Any power of attorney or other document of authorization should also be enclosed in the notice to attend the EGM. A form of proxy is available on the company's website, [www.hilbert.group](http://www.hilbert.group).

## **B. Shareholders' right to request information**

The board of directors and the CEO shall, if any shareholders so requests, and if the board of directors considers that it can be done without significant harm for the company, give information on circumstances that can affect the assessment of an item on the agenda and the company's relation to other group companies.

## **C. Agenda at the meeting**

### **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of chairman at the Annual General Meeting.
3. Establishment and approval of the voting list.
4. Approval of the agenda.
5. Selection of one or two adjusters.
6. Examination of whether the Annual General Meeting has been duly convened.

7. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the consolidated auditor's report.
8. Decision on approval of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
9. Decision on dispositions regarding the company's profit according to the approved balance sheet.
10. Decision on discharge of liability for the members of the Board of Directors and the President.
11. Determination of the number of board members.
12. Determination of the number of auditors and deputy auditors.
13. Determination of fees to the Board.
14. Determination of fees to the auditor.
15. Election of board members and chairman of the board.
16. Election of auditor and any deputy auditors.
17. Resolution authorizing the Board of Directors to decide on the issue of shares and/or warrants.
18. Resolution on a directed new issue of B-shares.
19. Resolution on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee.
20. Close of the Meeting.

#### **Motions for resolution**

##### **Item 2 - Election of chairman at the Annual General Meeting**

The Board of Directors proposes that the Chairman of the Board, Erik Nerpin, be elected Chairman of the Annual General Meeting.

##### **Item 9 - Resolution on dispositions regarding the company's profit according to the approved balance sheet**

The Board of Directors proposes that no profit dividend be paid and that disposable profits be capitalized in a new account.

##### **Item 11, 13 and 15 – Election of members of the Board**

A group of shareholders who together represent approximately 60 percent of the votes in Hilbert Group ("Principal Shareholders") have announced that they will submit a proposal for the election of board members approx. one week before the meeting.

##### **Item 12 - Determination of the number of auditors and deputy auditors**

The Principal Shareholders propose that a registered auditing company without a deputy be appointed as auditor.

##### **Item 14 - Determination of fees to the auditor**

The Principal Shareholders propose that fees to the auditor be paid in accordance with an approved invoice.

**Item 16 - Election of auditor and any deputy auditors**

The Principal Shareholders propose election of the registered auditing company Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting. The principal auditor will be the authorized public accountant Johan Engstam.

**Item 17 - Resolution authorizing the Board of Directors to decide on the issue of shares, convertible debentures and/or warrants**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or more occasions, during the period up to the next Annual General Meeting, decide on the issue of shares, convertible debentures and/or warrants with or without preferential rights for shareholders. The Board of Directors may decide that such issues be made with a provision on non-cash, set-off or cash payment.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is that issues should be able to take place to increase the company's financial flexibility and enable the company to finance any company acquisitions fully or partially by issuing financial instruments, alternatively to raise capital for expansion of the Company's business.

The Board, or the person appointed by the Board, shall have the right to make the minor adjustments to the AGM's resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

**Item 18 - Resolution on a directed new issue of B-shares**

Hilbert Group announced on May 5, 2025, through a press release, that Hilbert Group has decided to carry out a directed new issue of B shares. It is proposed that, as reported in the press release, Hilbert Group's board member Niclas Sandström (1,041,670 shares) and a group of other employees (208,334 shares) are entitled to subscribe for in total 1,250,004 shares. The proposal for the new issue will be presented to the general meeting for approval in accordance with the so-called Lex Leo (Chapter 16 of the Swedish Companies Act). For more information about the new issue, refer to the press release, which is available on Hilbert Group's website [www.hilbert.group](http://www.hilbert.group).

The Board of Directors proposes that the Meeting resolves on a directed new issue of B-shares with the following conditions.

1. The company's share capital shall be increased by SEK 62,500.20 through the issuance of 1,250,004 B-shares.
2. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential right, be granted the board member Niclas Sandström (1,041,670 shares) and a group of other persons employed in Hilbert Group (in total 208,334 shares).
3. The subscription price shall be SEK 4.80 per share.
4. The share premium shall be transferred to the unrestricted premium reserve.
5. Subscription of the new shares shall be made no later than June 30, 2025.
6. Shares subscribed for shall be paid in cash no later than July 4, 2025.
7. The new shares shall entitle to dividend as from the first record date for dividend to occur after the registration of the new share issue with the Swedish Companies Registration Office.

The Board, or the person appointed by the Board, shall have the right to make the minor adjustments to the AGM's resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

**Item 19 - Resolution on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee**

It is proposed that the Annual General Meeting resolves on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee as described below.

The company shall have a nomination committee consisting of a representative for each of the three largest shareholders in the company as of the last banking day in September the year before the AGM. In addition, the Chairman of the Board shall be a member of the Nomination Committee.

The chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of the number of votes. The Chairman of the Board or another Board member shall not be the Chairman of the Nomination Committee unless the members agree otherwise. Board members may be members of the Nomination Committee but shall not constitute a majority of its members. The CEO or another person from the company management shall not be a member of the Nomination Committee.

The names of the members of the Nomination Committee and the shareholders they have been appointed by shall be published no later than six months before the next Annual General Meeting. The Nomination Committee is appointed for a term of office until a new Nomination Committee is appointed.

The Nomination Committee shall carry out its assignment in accordance with these instructions and applicable rules and prepare proposals in the following matters to be submitted to the Annual General Meeting for decision:

- chairman of the meeting,
- number of board members and auditors,
- election of board members and chairman of the board,
- fees and other remuneration for board assignments to each of the board members and, where applicable, remuneration for committee work,
- election of auditor,
- remuneration of auditors, and
- to the extent deemed necessary, changes in the principles for the appointment of the Nomination Committee and the instructions for the Nomination Committee.

**Other information**

**Number of shares and votes**

At the time of issuing this notice, the total number of shares in the company, including the new issue announced on May 5, 2025, is 76,663,950 divided into 8,500,000 A-shares (carrying ten votes) and 68,133,950 B-shares (carrying one vote). The total number of votes is 153,133,950. The company does not hold any own shares.

**Majority requirements**

A resolution pursuant to item 17 on the proposed agenda requires for its validity that it is supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

A resolution pursuant to item 18 on the proposed agenda requires for its validity that it is supported by shareholders with at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

**Other resolutions are valid with simple majority.**

**Available documents**

The Annual Report for 2024 will be kept available at the company for at least three weeks before the Annual General Meeting. The Annual Report will also be available on the company's website, [www.hilbert.group](http://www.hilbert.group).

Copies of the above documents are also sent to the shareholders who request it and state their postal address.

**Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

HILBERT GROUP AB (publ)  
Stockholm, April 2024  
*Board of Directors*

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**About Us**

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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 AB as Certified Adviser.

For more information, visit: [www.hilbert.group](http://www.hilbert.group)

## Attachments

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