

Notice of Annual General Meeting of Goobit Group AB (publ)

The shareholders of Goobit Group AB (publ), 556952-8671, (the "Company") are hereby given notice to attend the Annual General Meeting on Friday, 17 October 2025 at 9.00 am at NGMs office on Stureplan 2 in Stockholm.

Right to participate and notice of participation

Shareholders who wish to attend the meeting shall be entered in the share register kept by Euroclear Sweden AB, as of 9 October 2025, and no later than 13 October 2025 give notice of participation submitted by e-mail to ir@goobit.se. When giving notice of participation, please state name, personal identification number or corporate registration number, address, telephone number, e-mail address and assistants.

Proxy

Shareholders who are represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. Power of attorney and certificate of registration should be sent in good time before the meeting to the Company by letter to Goobit Group AB (publ), c/o Goobit AB, Kivra: 556911-9992, 106 31 Stockholm. A power of attorney is valid for one year from issuance or the longer validity period stated in the power of attorney, but no more than five years. Proxy forms for shareholders who wish to participate in the meeting by proxy will be kept available on the Company's website www.goobit.se.

Nominee-registered shares

To be entitled to attend the Annual General Meeting, a shareholder who has allowed nominee registration of their shares must, in addition to registering participation at the Annual General Meeting temporarily register the shares in their own name with Euroclear Sweden AB so that the shareholder is included in the production of the share register as of 9 October 2025. Such registration can be temporary (so-called voting rights registration) and is requested from the trustee according to the trustee's routines at such a time in advance as the trustee determines. Voting rights registrations made by the administrator no later than 13 October 2025 will be taken into account when preparing the share register.

Proposed agenda

1. Opening of the meeting and election of the Chair of the general meeting
2. Establishment and approval of the voting list
3. Election of one or two adjusters
4. Determination of whether the general meeting has been duly convened
5. Approval of the agenda

6. Presentation of the annual report and the auditor's report, as well as the consolidated accounts and the consolidated auditor's report
7. Resolution on
 1. the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
 2. appropriations with regard the Company' profit or loss according to the approved balance sheet
 3. the discharge from liability for the board members and the CEO.
8. Resolution on the fees to the Board of Directors and the auditor
9. Election to the Board of Directors and of auditor
10. Resolution on principles for the appointment of the Nomination Committee prior to the 2026 Annual General Meeting
11. Decision to amend the Articles of Association
12. Resolution on a directed issue of shares
13. Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles
14. Resolution on issue of convertibles
15. Resolution on a directed issue of shares
16. Closing of the meeting

Proposed resolutions

Item 1 - Election of the Chair of the general meeting

The Nomination Committee propose that Michael Völter be appointed Chair of the meeting.

Item 7 b – Appropriation with regard the Company's profit or loss according to the approved balance sheet

The Board of Directors proposes no dividend payment.

Items 8 - 9 – Determination on the fees to the Board of Directors and the auditor, and election to the Board of Directors and of auditor

The Nomination Committee propose that the Annual General Meeting resolves

- that annual board fees shall be paid with SEK 150,000 for members who do not receive a salary from the company, with SEK 200,000 for the board member that are Money Laundering Reporting Officer and with SEK 500,000 for the chairman,
- that the fee to the auditor shall be paid according to an approved invoice,
- that the board shall consist of four ordinary members without a deputy,
- to re-elect Christian Ander, Carl-Viggo Östlund and Michael Völter as ordinary board members,
- to new-elect Rickard Jerndahl as ordinary board member
- to re-elect Michael Völter as chairman, and
- to new-elect Mikael Köver as auditor and Simon Westerberg as deputy auditor.

Rickard Jerndahl

Rickard Jerndahl has over two decades of experience in financial crime, compliance and operational risk management. His background includes senior roles in the financial sector, including as AML Risk Manager and Sanctions Specialist at Swedbank, and as an investigator at the Swedish Police Authority focusing on complex fraud, financial crime and crypto-asset cases. He is certified by ACAMS and an active subject matter expert with the Association of Certified Financial Crime Specialists (ACFCS), and has been a member of Europol's expert group for cryptocurrency analysis.

Item 10 - Resolution on principles for the appointment of the Nomination Committee prior to the 2026 Annual General Meeting

The Nomination Committee proposes that the Nomination Committee prior to the 2026

Annual General Meeting be appointed as follows.

Prior to the 2026 Annual General Meeting, the Nomination Committee shall consist of members appointed by the four largest shareholders as of 30 March 2026, in accordance with the share register kept by Euroclear Sweden, as well as the Chair of the Board. The Chair of the Board shall also convene the first meeting of the Nomination Committee.

If a shareholder who has the right to appoint a member to the Nomination Committee waives the right to appoint a member, the right to appoint a member shall pass to the largest shareholder who has not previously had the right to appoint a member to the Nomination Committee. The member appointed by the largest shareholder in terms of votes shall, unless the Nomination Committee decides otherwise, be appointed Chair of the Nomination Committee.

If one or more shareholders who have appointed members to the Nomination Committee no longer belong to the four largest shareholders in the Company at a time more than two months before the 2025 Annual General Meeting, the members appointed by these shareholders shall offer to resign, and new members are appointed by the new shareholder who then belongs to the four largest shareholders. Unless there are special reasons, no changes shall be made in the composition of the Nomination Committee if only marginal changes in the number of votes have taken place, or if the change occurs later than two months before the Annual General Meeting.

If a member of the Nomination Committee resigns their charge before the Nomination Committee's work is completed, the same shareholder who appointed the resigning member shall, if deemed necessary, have the right to appoint a new member, or if the shareholder is no longer among the four largest shareholders, the largest shareholder in turn.

Changes in the Nomination Committee shall be announced immediately. The composition of the Nomination Committee shall be announced no later than six months before the general meeting.

No remuneration shall be paid to the members of the Nomination Committee. However, the Company shall pay the necessary expenses that the Nomination Committee may incur within the framework of its work.

The Nomination Committee shall carry out its charge in accordance with the Swedish Code of Corporate Governance. The term of office of the Nomination Committee ends when the subsequent Nomination Committee has been announced.

Item 11 - Decision to amend the Articles of Association

The board of directors proposes, in order to enable the upcoming new share issues, that the annual general meeting resolves to amend the articles of association so that § 4 (Share capital) and § 5 (Number of shares) of the articles of association receive as follows.

Current wording:

“§ 4. Share capital

The share capital shall be not less than SEK 1,250,000 and not more than SEK 5,000,000.

§ 5. Number of shares

The number of shares shall be not less than 125,000,000 shares and not more than 500,000,000 shares.”

Proposed wording:

“§ 4. Share capital

The share capital shall be not less than SEK 2,800,000 and not more than SEK 11,200,000.

§ 5. Number of shares

The number of shares shall be not less than 280,000,000 shares and not more than 1,120,000,000 shares.”

Item 12 - Resolution on directed issue of shares

The board of Directors proposes that the Annual General Meeting resolves on a new share issue on the following terms.

The company's share capital shall be increased by a maximum of SEK 11,000 through a new issue of a maximum of 1,100,000 shares.

The right to subscribe for the shares shall, deviating from the shareholders' preemptive right, accrue to the board member Michael Völter. The reason for deviating from the shareholders' preemptive right by carrying out a directed new issue is to enable ownership in the Company for Michael Völter to create motivation and affinity with the Company.

The new shares must be subscribed to on a separate subscription list no later than 31 March 2026. Payment for subscribed shares must take place within five banking days of subscription at the latest.

The subscription price shall correspond to the ten (10) day volume weighted average price (VWAP) of the Company's shares during the period 3 – 14 October 2025, however not below the share's quota value. Premium must be transferred to the free premium fund.

The new shares shall carry the right to a dividend from and including the first dividend record date that occurs after the shares have been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.

Michael Völter has undertaken to use SEK 200,000 of the decided board fee to pay for subscribed shares. The number of shares ultimately issued will correspond to a maximum of SEK 200,000 in issue proceeds. The decision is conditional on, partly, that Michael Völter is re-elected as board member, and partly that the meeting decides on remuneration to the board in accordance with the nomination committee's proposal.

The CEO, or whoever the board appoints, shall have the right to make the minor adjustments that may be required in connection with registration of the decision with the Swedish Companies Registration Office and Euroclear Sweden AB.

For a valid decision, it is required that the decision be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

Item 13 – Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles

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 until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, decide on the new issue of shares and/or issue of subscription warrants and/or convertibles within the limits of the articles of association within the current time. The motivation for this authorization is that, given the prevailing conditions in the capital market, the Board believes it is of great importance to have sufficient operational flexibility to quickly seize opportunities and address challenges that the Company may face. This could include, but is not limited to, securing financing for strategic investments or strengthening the Company's capital structure. The authorization includes the right to decide on an issue with the condition that payment can be made in cash or by set-off or otherwise be accompanied by conditions.

For a valid resolution, according to the present proposals above, it is required that the resolution is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

Item 14 – Resolution on issue of convertibles

The board of Directors proposes that the Annual General Meeting resolves that the Company takes up a convertible loan (the "**Convertible Loan**") pursuant to the.

Details on the Convertible Loan

(i) By issuance of the Convertible Loan, the Company will borrow maximum SEK 5,000,000 (the "**Loan Amount**"). The Convertible Loan is divided into smaller parts, called convertibles (the "**Convertibles**"), each at an amount of SEK 1 (which is each Convertible's nominal value) or multiples thereof.

(ii) The Convertible Debenture are interest free.

(iii) The subscription price for each Convertible is SEK 1. The board considers the subscription price to be in line with market practice.

(iv) Blockchain AB will be entitled to subscribe for Convertibles within the Convertible Loan. This is a deviation from the shareholders' preferential rights. The reason for the deviation from the shareholders' preferential rights is to ensure a minimum 12-month operational runway to support the company's EU expansion under the MiCA license, execute the Bitcoin Treasury Strategy – guided by our Never Sell philosophy – acquisition of Bitcoin and continue to strengthening our industry-leading AML compliance capabilities through aml-desk operations, ensuring full regulatory alignment.

(v) Subscription of Convertibles shall be made within four weeks from the issue date by payment. The board of directors shall be entitled to extend the subscription- and payment period.

(vi) Repayment of the Convertible Loan (or the part that remains unconverted at that date), shall be made no later than 31 August 2026.

Terms for conversion

(i) A holder of Convertibles is entitled to request conversion of (whole or part) of the Loan Amount corresponding to the holder's Convertibles. Conversion may be requested at one or several occasions during the conversion period, which extends from the date of registration with the Swedish Companies Registration Office up to, and including, 31 August 2026 (the "**Conversion Period**").

(ii) Following request of conversion, the requested part of the Loan Amount should be converted into shares in the Company at one of the conversion prices of SEK 0.16 (the "**Conversion Price**").

(iii) The Company's share capital may increase by maximum SEK 312,500 by conversion of the Convertible Loan to shares in the Company (the quota value for the Company's share is SEK 0.01 at the date of this resolution). In the event that the conversion price exceeds the shares' quota value, the excess amounts shall be entered under the free share premium reserve.

(iv) New shares after conversion entitle to dividends for the first time on the next record date for dividends which occurs after conversion is effected.

Miscellaneous

(i) The Company's managing director – or any other person authorized by the board – shall be entitled to make any minor adjustments to this resolution that are necessary for registration of the Convertible Loan at Swedish Companies Registration Office.

(ii) In case material changes regarding the Company's share structure or share capital occur, the Company's board of directors shall review the Conversion Price. If the board finds it necessary in order to maintain the Convertibles' financial value, the board shall ensure that the Conversion Price is recalculated in a reasonable and appropriate manner. However, no re-calculation shall be carried out in case of customary financings/share issues at market terms. For example, if there is a division/split of the Company's shares, by which a share is divided into ten new shares, the Conversion Price should be divided by ten. Any review of the Conversion Price the board shall be carried out in dialogue with the Company's auditor. The holders of Convertibles shall be informed regarding any changes of the Conversion Price.

For a valid decision, it is required that the decision be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

Item 15 - Resolution on directed issue of shares

The board of Directors proposes that the Annual General Meeting resolves on a new share issue on the following terms.

The Company's share capital shall increase with SEK 320,000 through the issuance of no more than 32,000,000 shares.

The right to subscribe for the shares shall be granted Blockchain AB which is a company wholly owned by Christian Ander.

The new shares are issued at a subscription price of SEK 0.15 per share. The subscription price has been determined through negotiations with investors in the new share issue decided by the Board of Directors on 3 August 2025 and corresponds to the closing price of the Company's share on NGM Nordic SME on 18 July 2025. The part of the subscription price that exceeds the quota value shall be transferred to the free share premium fund.

The new shares shall be subscribed and paid for within two weeks of the issue decision. The Board of Directors intends to grant set-off in accordance with the conditions set out in Chapter 13, Section 41 of the Companies Act.

The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

The Board of Directors has evaluated and explored various alternatives for capital raising, including a rights issue. However, the Board has concluded that a directed share issue with deviation from the shareholders' preferential rights is justified and in the best interest of the Company and all shareholders. Key considerations include:

- Speed and efficiency of execution, enabling the Company to quickly act on strategic investment decisions.
- Lower transaction costs and complexity, as compared to a rights issue.
- Avoidance of potential market volatility risks associated with a longer rights issue process.
- Ability to attract strategic and financially strong investors to support the Company's continued growth and liquidity in its shares.

In view of these factors, the Board finds that the reasons for deviating from shareholders' preferential rights clearly outweigh the principal rule of offering all shareholders the right to participate in the issue.

Over-subscription is not allowed.

The CEO shall be authorised to make such minor adjustments to the resolution which may be required for the registration with the Swedish Companies Registration Office.

For a valid decision, it is required that the decision be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

Shareholders' right to receive information

The shareholders are reminded of their right to receive information from the Board and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Documentation

The reporting documentation, auditor's report and complete proposals for resolutions are available on the company's website, www.goobit.se no later than three weeks before the general meeting. Copies of these documents will be sent to shareholders who request it and provide their postal address.

Shares and votes

On the day of this notice, Goobit Group AB has a total of 284,351,968 shares with one vote each.

Processing of personal information

For information on how the Company processes your personal information, please refer to the privacy policy which is available on Euroclear's website *(in Swedish)* www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf

Press Release
18 September 2025 12:30:00 CEST



Goobit Group (publ)

Board of Directors

This document is a translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.

Attachments

[Notice of Annual General Meeting of Goobit Group AB \(publ\)](#)