

## Notice of Annual General Meeting in H100 Group AB

The shareholders of H100 Group AB, Reg. No. 556578-5622 ("H100" or the "Company"), are hereby summoned to the Annual General Meeting on Thursday, 18 September 2025, 16:00 CEST, at the law firm Törngren Magnell & Partners' premises, Jakobs Torg 3, SE-111 52 Stockholm, Sweden.

### Right to attend

In order to attend the Annual General Meeting, shareholders shall be registered in the share register kept by Euroclear Sweden AB as of 10 September 2025. Further, shareholders who wish to participate in the Annual General Meeting shall give notice of participation to the Company no later than 12 September 2025. Notice of participation can be made:

- by mail: H100 Group AB, Box 2376, SE-103 18 Stockholm, Sweden, or
- by e-mail: [info@h100.group](mailto:info@h100.group).

The notice of participation should state name, personal identification number or corporate registration number, postal address, telephone number, shareholding and, where applicable, information about any proxy or shareholder assistants at the Annual General Meeting.

Shareholders or its proxies may bring a maximum of two assistants, provided that their attendance is notified as above.

### Nominee-registered shares

In order to be entitled to attend the Annual General Meeting, a shareholder whose shares are nominee-registered shall, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 10 September 2025. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 10 September 2025 are taken into account in the presentation of the share register.

### Proxy and proxy form

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not have been issued more than one year before the date of the Annual General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as registration certificate and other authorization documents, evidencing the authorized representative, should reach the Company at the above address no later than 12 September 2025.

Proxy form is available from the Company and on the Company's website, [www.h100.group](http://www.h100.group), and is upon request sent to the shareholders who provide their postal address.

### Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of chairman at the meeting.
3. Preparation and approval of the electoral roll.
4. Approval of agenda.
5. Selection of one or more adjusters.
6. Examination of whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report and, where applicable, the consolidated financial statements and the group auditor's report. 8 Decision on:
  - a. Adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet,
  - b. dispositions regarding profit or loss according to the adopted balance sheet, and
  - c. discharge from liability for board members and CEO.
8. Determination of the number of board members and auditors and, where applicable, deputy board members and deputy auditors.
9. Determination of fees for the Board of Directors and auditors.
10. Election of the Board of Directors and auditors and, where applicable, deputy board members and deputy auditors.
11. Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments.
12. Amendments to the Articles of Association.
13. Resolution on payment of fees to related companies through cash payment and directed new issue of shares.
14. Approval of entry into Investor Introducer Agreements with related parties.
15. Resolution on a directed new issue of shares.
16. Closing of the Annual General Meeting.

### Proposed resolutions

#### Item 2 – Election of chairman of the meeting

The Board of Directors proposes that Johan Wigh, member of the Swedish Bar Association, or the person appointed by the Board of Directors in the event of his impediment, be elected chairman of the Annual General Meeting.

#### Item 3 - Preparation and approval of the electoral roll

The voting list proposed to be approved under item 3 on the agenda is the voting list prepared by the Chairman of the general meeting, based on the general meeting share register and shareholders having given notice of participation and being present at the meeting venue.

**Item 8 b – Resolution on dispositions regarding profit or loss according to the adopted balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

**Item 9 – Determination of the number of board members and auditors and, where applicable, deputy board members and deputy auditors**

Proposal regarding the number of board members will be presented no later than at the Annual General Meeting.

The Board of Directors proposes that one (1) registered accounting firm be elected as auditor, without deputies.

**Item 10 – Determination of fees for the Board of Directors and the auditors**

Proposal regarding the fees for the Board of Directors will be presented no later than at the Annual General Meeting.

The Board of Directors proposes that the auditor's fees shall be paid as per approved invoice.

**Item 11 – Election of the Board of Directors and auditors and, where applicable, deputy board members and deputy auditors**

Proposals regarding the board members and the chairman of the Board of Directors will be presented no later than at the Annual General Meeting.

The Board of Directors proposes re-election of the registered accounting firm Allians Revision & Redovisning AB as the Company's auditor for the period until the end of the next Annual General Meeting. Allians Revision & Redovisning AB has informed that the Authorized Public Accountant Per Lindblom will continue to be appointed auditor in charge, should Allians Revision & Redovisning AB be elected as auditor.

**Item 12 – Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' preferential rights. The total number of shares that are issued by support of the authorization, including shares that may be issued after exercise of warrants or conversion of convertible instruments issued by support of the authorization, may correspond to at most 100 percent of the total number of shares in the Company at the time of the first utilization of the authorization. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to increase the Company's financial flexibility and the Board's room for manoeuvre, in a time- and cost-effective manner be able to supply the Company with new capital and/or new shareholders of strategic importance for the Company, and enable the Company to, fully or partially, finance any company acquisitions or acquisitions of businesses by issuing

financial instruments as payment in connection with agreements on acquisitions, or to raise capital for such acquisitions. Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable.

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

#### Item 13 – Amendments to the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association according to the below:

<b><i>Current wording</i></b>	<b><i>Proposed wording</i></b>
<b>§ 3 Business</b> <i>The company's business is to, directly or indirectly, own and manage movable property and to conduct business development within digital health and related areas.</i>	<b>§ 3 Business</b> <i>The company's business is to, directly or indirectly, own and manage movable property, including digital assets such as Bitcoin, and to conduct business development within digital health and related areas.</i>
<b>§ 4 Share capital</b> <i>The share capital shall be no less than SEK 9,200,000 and no more than SEK 36,800,000.</i>	<b>§ 4 Share capital</b> <i>The share capital shall be no less than SEK and no more than SEK 30,000,000 and 120,000,000.</i>
<b>§ 5 Number of shares</b> <i>The number of shares shall be no less than 92,000,000 and no more than 368,000,000</i>	<b>§ 5 Number of shares</b> <i>The number of shares shall be no less than 300,000,000 and no more than 1,200,000,000.</i>

#### Item 14 – Resolution on payment of fees to related companies through cash payment and directed new issue of shares

##### Background

The Board of Directors proposes that compensation be paid to Finpeers SA, which is a company controlled by the Company's CEO and Board member, Sander Andersen<sup>[1]</sup>, and Middelborg AS, which is a company controlled by the Company's Board member, Kristian Lundkvist<sup>[2]</sup>, for services rendered during the period from 25 May 2025 to 17 August 2025. The services consisted of Finpeers SA and Middelborg AS introducing new investors to the Company, which resulted in significant new investments in the Company during the same period. The compensation is proposed to be paid as follows.

a) A cash payment of SEK 4,940,000 to Finpeers SA, to be paid no later than 26 September 2025.

b) A directed new share issue of up to 5,169,951 shares, resulting in an increase of the share capital by up to SEK 516,995.1.

The following terms and conditions shall otherwise apply to the resolution:

1. The right to subscribe for the new shares shall vest in Finpeers SA and Middelborg AS. Finpeers SA shall be entitled to subscribe up to 5,000,000 shares and Middelborg AS shall be entitled to subscribe up to 169,951 shares. The reason for the deviation from the shareholders' preferential rights is that the issue is made as part of the compensation for services performed by the subscribers for the Company.
2. The subscription price per share shall be SEK 0.10. The reason for the subscription price is that the issue is made as part of the compensation for services performed by the subscribers for the Company. The subscription price has been determined through negotiations at arm's length between the Company and the subscribers.
3. Subscription for the shares shall be made on a separate subscription list no later than 3 October 2025. The Board of Directors shall be entitled to extend the subscription period.
4. Payment for the shares shall be made no later than 3 October 2025. The Board of Directors shall be entitled to extend the payment period.
5. The new shares shall entitle the holder to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the above resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A valid resolution under a) and b) requires the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

#### **Item 15 – Approval of entry into Investor Introducer Agreements with related parties**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Company's entry into Investor Introducer Agreements with the related parties Finpeers SA, which is controlled by the Company's CEO and Board member, Sander Andersen<sup>[3]</sup> and Middelborg AS, which is a company controlled by the Company's Board member, Kristian Lundkvist<sup>[4]</sup>. The agreements are intended to be entered into as soon as possible following approval of the Annual General Meeting and shall remain in force until the next Annual General Meeting, provided that the Board of Directors may terminate the agreements at any time with three (3) months' prior notice.

Under the agreements, Finpeers SA and Middelborg AS is entitled to a fee corresponding to three (3) percent of the initial investment made in the Company by each investor introduced by Finpeers SA or Middelborg AS within six (6) months from the date of introduction. For each such investment, the Board of Directors shall propose to the General Meeting of the Company whether the fee is to be settled in cash or shares in the Company. In the event of settlement in shares, the subscription price shall correspond to the price per share agreed with the relevant investor in the corresponding capital raise.

The decision is made by the Annual General Meeting due to the related party relationship.

### **Item 16 – Resolution on a directed new issue of shares**

#### **Background**

Pursuant to a loan agreement entered into on 10.01.2025 by Middelborg AS and the Company, Middelborg AS has lent the Company an amount of SEK 760,894 with the right to convert the loan amount into shares in the Company. Middelborg AS has requested that the loan amount be converted into shares.

The Board of Directors proposes<sup>[5]</sup> that the Annual General Meeting resolves on a directed issue of not more than 146,325 shares resulting in an increase of the share capital by up to SEK 14,632.50.

The following terms and conditions shall otherwise apply to the resolution:

1. The right to subscribe for the new shares shall vest in Middelborg AS.
2. The subscription price per share shall be SEK 5.20. The subscription price has been determined through negotiations at arm's length between the Company and the subscriber. The part of the subscription price for the new shares that exceeds the quota value shall be allocated to the unrestricted share premium reserve.
3. The Board intends, in accordance with Chapter 13, Section 41 of the Swedish Companies Act, to allow payment for the new shares to be made by way of set-off against the claim held by Middelborg AS. In the case of payment by set-off, the set-off shall be effected upon subscription of the shares.
4. The reason for the deviation from the shareholders' preferential rights is that the Board of Directors assesses that it is advantageous for the Company that Middelborg AS's claim against the Company be set off against new shares in the Company, as such set-off may be effected without causing harm to the Company or its creditors.
5. Subscription for the shares shall be made on a separate subscription list no later than 3 October 2025. The Board of Directors shall be entitled to extend the subscription period.
6. Payment for the shares shall be made no later than 3 October 2025. The Board of Directors shall be entitled to extend the payment period.
7. The new shares shall entitle the holder to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the above resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A valid resolution requires the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

### **Other information**

#### **Majority requirements**

Resolution pursuant to item 12 and 13 is valid only when supported by shareholders representing no less than two thirds (2/3) of both the votes cast and the shares represented at the Annual General Meeting. Resolution pursuant to item 14 and 16 is valid only when supported by shareholders representing no less than nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting.

#### **Number of shares and votes in the Company**

At the time of issuance of this notice, the total number of shares in the Company, as well as the total number of voting rights, amounts to 254,071,275. The Company holds no treasury shares.

#### **Shareholders' right to receive information**

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the Company's or subsidiaries' financial position and the Company's relation to other group companies.

#### **Available documents**

The complete proposals regarding item 9-11 will be presented no later than at the Annual General Meeting. The notice is available from the Company. Accounting documents and the auditor's report will be available from the Company no later than three weeks prior to the Annual General Meeting. The documents will also be available on the Company's website, [www.h100.group](http://www.h100.group).

Copies of the above documents are also sent to the shareholders who so request and provide their postal address. The documents will also be presented at the Annual General Meeting.

#### **Processing of personal data**

For information about how your personal data are processed, see [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).



**PRESS RELEASE**

19 August 2025 08:07:00 CEST

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Stockholm in August 2025

**H100 Group AB**

*The Board of Directors*

- [1] The Board member Sander Andersen has not participated in the handling of the proposal.  
[2] The Board member Kristian Lundkvist has not participated in the handling of the proposal.  
[3] The Board member Sander Andersen has not participated in the handling of the proposal.  
[4] The Board member Kristian Lundkvist has not participated in the handling of the proposal.  
[5] The Board member Kristian Lundkvist has not participated in the handling of the proposal.

**Contact**

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Sander Andersen, CEO H100 Group AB

E-mail: [sander.andersen@h100.group](mailto:sander.andersen@h100.group)

**About H100 Group**

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H100 Group AB is a health technology company operating in the health and longevity industry. The company's business idea is to support providers of health and lifestyle services through AI-powered automation, digital growth tools, and integrated platform solutions, with the goal of helping people live healthy lives to 100 and beyond.

H100 follows a clear growth strategy focused on building a seamless ecosystem where AI integration enhances efficiency and expands service offerings. Growth is further accelerated through strategic acquisitions of key players within its ecosystem, aiming to consolidate and scale the business.

The company is listed on NGM Nordic SME. For more information, visit [www.h100.group](http://www.h100.group).