

Hilbert Group proposes changes to the Board, the implementation of ESOP 2025 and directed securities issues

Hilbert Group AB (publ) ("Hilbert Group" or the "Company" with ticker: HILB B) announces that the Board has convened an Extraordinary General Meeting to be held on November 12, 2025 at 2:00 PM at Advokatfirman Lindahl's office on Smålandsgatan 16, Stockholm, Sweden (the "EGM").

The full notice, including background information, rationale for each proposal, and specific voting requirements, will be announced within shortly in a separate press release.

Summary of key proposals

The EGM will address several significant proposals aimed at strengthening the Company's financial position and governance structure.

Changes to the Board composition

The Board proposes to maintain five directors with no alternates for the period until the end of the next annual general meeting. The meeting will consider the re-election of Russell Thompson, Steen Jakobsen, David Butler and Niclas Sandström, whilst proposing the new election of Jonathan Morris as both Board member and chair of the Board. Erik Nerpin and Stuart Connolly will resign from their positions as Board members.

The chair of the Board will be compensated with an annual fee of SEK 120,000, as well as through the proposed ESOP 2025 program, as part of the new remuneration structure.

Employee Stock Option Program 2025 (ESOP 2025)

The Board proposes the introduction of ESOP 2025, granting up to 13,000,000 stock options to employees, consultants, the CEO, and the new chair of the Board. The program aims to motivate and retain competent personnel whilst aligning employee interests with shareholder value creation.

The allocation includes up to 5,000,000 options for senior management, 2,450,000 for other employees, 2,550,000 for the CEO, and 3,000,000 for the chair of the Board. The program represents a maximum dilution of approximately 13.4 percent of *outstanding shares* in the Company and approximately 7.5 percent of outstanding votes in the Company. Please note that this issuance is expected to be accretive to shareholder value, as the vast majority of issued options are out of the money, and will only be exercised if substantial long-term value is created for shareholders. The estimated costs for ESOP 2025 will be detailed in the complete proposal which will be made available on the Company's website no later than two weeks before the EGM.

Capital Structure

The Board also proposes that the EGM approves two directed securities issues:

First directed issue: Approval of the Board's resolution on a directed share issue of up to 2,374,780 class B shares to Russell Thompson at SEK 10.08 per share, increasing share capital by up to SEK 118,739. This issue will be conducted through set-off of existing claims against the Hilbert Group, strengthening the balance sheet without requiring cash outflow.

Second directed issue: The Company has entered into short-term loan agreements totaling EUR 1,400,000 with, among others, Swift River Holdings Ltd (owned by Magnus Holm, who performs services for the company) and proposes to issue up to 2,500,000 warrants of series 2025/2027 as a hedging measure for the consideration paid for the loan facility in the form of options. The options will entitle holders to acquire shares at 150 percent of the closing price on specific dates in August, September and October 2025.

For more information regarding the two directed securities issues and the reasons for deviations from the shareholders' preferential rights, please refer to the notice to the EGM.

Furthermore, the Board, under its authorization from the annual general meeting 2025, has completed a third directed issue of 14,025,926 class B shares to Liberty Road Capital Ltd at SEK 12.95 per share, which results in an increase of share capital by up to SEK 701,296.30, in order to fulfill the Company's obligation to pay conditional purchase consideration according to the acquisition agreement with Liberty Road Capital Ltd that was announced in March 2025. The issue proceeds amount to approximately SEK 181,636,000 and are paid through set-off of the claim that arises for Liberty Road Capital Ltd due to the conditions for the additional purchase consideration being fulfilled. The reason for deviation from the shareholders' preferential rights is to fulfill the Company's obligations under the agreement that the Company entered into with Liberty Road Capital Ltd in March 2025, according to which the purchase consideration shall be paid in tranches when certain conditions are fulfilled, with newly issued class B shares. Through this issue, full payment has been made according to the agreement with Liberty Road Capital Ltd.

For further information, please contact:
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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 AB as Certified Adviser.

For more information, visit: www.hilbert.group

This information is information that Hilbert Group is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-10-09 09:00 CEST.

Attachments

Hilbert Group proposes changes to the Board, the implementation of ESOP 2025 and directed securities issues