

## Notice of extraordinary general meeting in Hilbert Group AB

The shareholders of Hilbert Group AB (publ) reg.no. 559105-2948 ("Hilbert Group") are hereby summoned to an extraordinary general meeting ("EGM") to be held on Monday, 6 March 2023 at 10:00 AM in the office of Advokatfirman Nerpin, Birger Jarlsgatan 2, 3rd 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 Friday, 24 February 2023, and (ii) notify the company of their intention to participate in the EGM no later than Tuesday, 28 February 2023. 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 24 February 2023 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 for the meeting

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Drawing up and approval of the voting register
4. Approval of the agenda
5. Election of persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Approval of the board of directors' resolution on a directed issue of shares

8. Election of new member of the Board and resolution on remuneration
9. Closing of the meeting

### Resolution proposals

Hilbert Group announced on 14 February, 2023, through a press release, that Hilbert Group had resolved to carry out a directed issue of B-shares and to raise a loan. It is proposed that Hilbert Group's CEO Niclas Sandström and Chief Risk Officer Hans-Peter Bermin should be entitled to participate in the new issue. This part of the new issue is submitted to the EGM for approval in accordance with the so called *Lex Leo* (Chapter 16 of the Swedish Companies Act). For more information about the new issue and the loan, refer to the press release which is available on Hilbert Group's website [www.Hilbert.Group](http://www.Hilbert.Group).

#### *Item 7 – Approval of the board of directors' resolution on a directed issue of shares*

The board of directors proposes the general meeting approves the board of directors' resolution on a directed issue of shares on the following terms and conditions.

1. The company's share capital shall be increased by SEK 23,200.95 through the issuance of 464,019 B-shares.
2. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential right, be granted Hilbert Group's CEO Niclas Sandström (154,673 B-shares) and Hilbert Group's Chief Risk Officer Hans-Peter Bermin (309,346 B-shares).
3. The subscription price shall be SEK 1.66 per share.
4. The share premium shall be transferred to the unrestricted premium reserve.
5. Subscription of the new shares shall be made on a separate subscription list no later than 16 February, 2023 (subscription has been made).
6. Shares subscribed for shall be paid in cash no later than 8 March, 2023.
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 of directors proposes that the Chairman of the Board, or whomever the Chairman appoints in his place, shall be authorized to make such minor adjustments of the above resolution that may be necessary in connection with the registration with the Swedish Companies Registrations Office and Euroclear.

Documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act have been prepared.

A resolution by the general meeting according to the proposal requires, according to the Swedish Companies Act, for its validity the support of shareholders representing at least 90 per cent of both the votes cast and the shares represented at the meeting.

#### *Issue 8 – Election of new member of the Board and resolution on remuneration*

A group of shareholders in Hilbert Group representing approx. 62 per cent of the votes propose that Stuart Connolly is elected new member of the Board. They also propose that Stuart Connolly receives a yearly board remuneration of SEK 110,000.

#### **D. Other information**

Number of shares and votes

At the time of the issuance of this notice, i.e. before the registration of the directed Issue, the total number of shares in Hilbert Group is 48,800,000 divided into 8,500,000 A-shares (ten votes) and 40,300,000 B-shares (one vote). The total number of votes is 125,300,000. The company holds no own shares.

Available documents

The documents to be held available according to the Swedish Companies Act are available at Advokatfirman Nerpin on the address Birger Jarlsgatan 2 in Stockholm and on Hilbert Group's website, [www.hilbert.group](http://www.hilbert.group) and be distributed to shareholders who request it from Hilbert Group and state their postal address or e-mail address.

Processing of personal data

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

Stockholm in February 2023

HILBERT GROUP AB (Publ)

The Board of Directors

#### **For additional information, please contact:**

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## About Us

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Hilbert Group AB is an investment firm with sole focus on digital assets, primarily cryptocurrencies and blockchain technologies. The business model is diversified into four verticals – asset management, proprietary trading, equity investments and data & analytics.

Hilbert Group's vision is to be a world class digital asset investment firm with the ambition to provide first class services to its clients and shareholders, to help accelerate the technological revolution that is digital assets, and to expand people's knowledge of this emerging asset class.

Hilbert Group is listed on Nasdaq First North Growth Market (ticker HILB B) with Eminova Fondkommission (phone +46 8 684 211 10 | [adviser@eminova.se](mailto:adviser@eminova.se)) as Certified Adviser.

*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 2023-02-17 09:00 CET.*

## Attachments

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**[Notice of extraordinary general meeting in Hilbert Group AB](#)**  
**[Power Of Attorney EGM 20230306](#)**