

Report from the Annual General Meeting of Hilbert Group AB (publ)

The Continued Annual General Meeting of Hilbert Group AB (publ) was held in Stockholm on 15 June 2023.

The Meeting passed the following resolutions.

Adoption of the income statement and balance sheet

The Meeting resolved to adopt the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2022.

Dispositions regarding the company's profit or loss

The Meeting resolved that available profits should be balanced in a new account. Consequently, no profit dividend will be paid.

Discharge from liability

The Meeting decided to grant all board members and the CEO discharge from liability for the management of the company's affairs during the financial year 2022.

Election of board and auditor

The Meeting resolved re-election of the Board members Erik Nerpin, Frode Foss-Skiftesvik and David Butler and election of Stuart Connolly as new Board member for the period until the end of the next Annual General Meeting.

The Meeting resolved to re-elect Erik Nerpin as Chairman of the Board.

The Meeting resolved to re-elect the registered auditing company PricewaterhouseCoopers AB as the company's auditor for the period until the end of the next Annual General Meeting. The authorized public accountant Johan Engstam will continue to be the principal auditor.

Fees to the board and auditor

The Meeting resolved that the yearly fee to the Chairman of the Board shall be SEK 150,000 and that the yearly fee to other Board members shall be SEK 110,000 each.

The Meeting resolved that fees to the auditor be paid in accordance with an approved invoice.

Resolution authorizing the Board of Directors to decide on the issue of shares and/or warrants

The Meeting resolved 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 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.

Resolution to implement an Employee Stock Option Plan

The Meeting resolved to implement an Employee Stock Option Plan ("ESOP 2023") for the employees and consultants in Hilbert Group AB (including its subsidiaries). The participants will be granted, free of charge, stock options to acquire B-shares in Hilbert Group AB subject to vesting over a three-year period. A maximum of 2,500,000 options will be allocated to the participants. Each option entitles the holder to acquire one B-share in Hilbert Group at a price of 150 percent of the volume weighted average price of the Hilbert Group B-share on Nasdaq First North during the ten trading days preceding the grant date.

Resolution to issue warrants and approve transfer of warrants

The Meeting resolved to issue not more than 3,000,000 warrants (which include 500,000 warrants to potentially hedge social security costs) in order to ensure the delivery of shares under ESOP 2023, and for hedging of potential social security costs, The right to subscribe for the warrants shall be granted a wholly owned subsidiary of Hilbert Group AB. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of ESOP 2023. The subsidiary shall be entitled to transfer the warrants to participants or a financial intermediary in connection with exercise.

Decision on principles for the appointment of the Nomination Committee and instructions for the Nomination Committee

The Meeting resolved on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee.

For further information, please contact:

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About Us

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) as Certified Adviser.

Attachments

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