

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

The shareholders in Hilbert Group AB (publ), corporate identity number 559105-2948 (“Hilbert Group” or “the company”), are hereby summoned to the Annual General Meeting to be held on Friday, May 27, 2022.

Due to the coronavirus and in order to reduce the risk of infection spreading, the board of the company, in accordance with the law (2022:121) on temporary exemptions to facilitate the implementation of general and association meetings, decided that the AGM shall be conducted according to a so-called postal voting procedure. The Annual General Meeting is thus held without the possibility for shareholders to attend in person or through a proxy. Instead, shareholders can participate in the Annual General Meeting by voting and submitting questions in advance according to the instructions below.

Information on the resolutions passed by the Annual General Meeting will be published on Friday, May 27, 2022, as soon as the outcome of the postal vote is finally compiled.

Right to participate

Shareholders who wish to participate in the Annual General Meeting must

1. be entered in the share register kept by Euroclear Sweden AB on 18 May 2022, and
2. no later than 26 May 2022, registered their participation by casting their postal vote in accordance with the instructions under the heading “Postal voting” below so that the postal vote is received by the company no later than that day.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder who has had his shares registered with a nominee must, in addition to registering with the Annual General Meeting by casting his postal vote, have the shares registered in his own name so that the shareholder is entered in the share register on 18 May 2022. Registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines at such time in advance as the nominee decides. Voting rights registrations made no later than the second banking day after 18 May 2022 are taken into account in the presentation of the share register.

Postal voting

Shareholders may exercise their voting rights at the Annual General Meeting only by voting in advance through so-called postal voting in accordance with section 22 of the Act (2022:121) on temporary exemptions to facilitate the conduct of general and association meetings.

Shareholders who wish to vote by post must use the form for postal voting that is available on the company's website, www.hilbertcapital, and at the company at address Birger Jarlsgatan 2 in Stockholm (postal address c/o Advokatfirman Nerpin, Mailbox 545, 114 11 Stockholm. The postal voting form is valid as a notification to the Annual General Meeting.

The completed and signed form must be received by the company no later than Thursday, May 26, 2022. The completed and signed form must be sent by post to Hilbert Group AB, c/o Advokatfirman Nerpin, Mailbox 545, 114 11 Stockholm, marked "Annual General Meeting", or by e-mail to ir@hilbert.group. If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form.

The shareholder may not provide the postal vote with special instructions or conditions. If this happens, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions can be found in the postal voting form.

Shareholders who wish to vote by post by proxy must issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. Proxy forms are available on the company's website, www.hilbertcapital, and must be attached to the postal voting form.

Proposed agenda

1. Election of chairman at the Annual General Meeting.
2. Establishment and approval of the voting list.
3. Approval of the agenda.
4. Selection of one or two adjusters.
5. Examination of whether the Annual General Meeting has been duly convened.
6. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the consolidated auditor's report.
7. Decision on approval of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
8. Decision on dispositions regarding the company's profit according to the approved balance sheet.
9. Decision on discharge of liability for the members of the Board of Directors and the President.
10. Determination of the number of board members.
11. Determination of the number of auditors and deputy auditors.
12. Determination of fees to the Board.
13. Determination of fees to the auditor.
14. Election of board members and chairman of the board.
15. Election of auditor and any deputy auditors.
16. Resolution authorizing the Board of Directors to decide on the issue of shares and/or warrants.
17. Resolution on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee
18. Close of the Meeting

Motions for resolution

Item 1 - Election of chairman at the Annual General Meeting

The Board of Directors proposes that the Chairman of the Board, Erik Nerpin, or the person appointed by the Board in his absence, be elected Chairman of the Annual General Meeting.

Item 2 - Establishment and approval of the voting list

The voting list that is proposed to be approved is the voting list prepared by the company, based on the general meeting share register and received postal votes, and controlled by the adjusters.

Item 3 – Approval of the agenda

The agenda that is proposed to be approved is the agenda included in this notice.

Item 4 - Election of one or two adjusters

The Board proposes that the managing director Niclas Sandström, or the person appointed by the Board in his absence, is elected as adjuster. The adjuster's tasks also include checking the voting list and that incoming mail votes are correctly reproduced in the minutes of the meeting.

Item 5 - Examination of whether the Annual General Meeting has been duly convened

Pursuant to Hilbert Group's articles of association and the Swedish Companies Act the present notice of the AGM has been announced in the Swedish Gazette (Swedish Post och Inrikes Tidningar) and on Hilbert Group's webb site www.hilbert.group at least four weeks before the AGM. In addition, it has been announced in Svenska Dagbladet that notice has been convened. Based on this information it is proposed that the Annual General Meeting approves that the Meeting has been duly convened.

Item 6 - Presentation of the annual report and the auditor's report as well as the consolidated accounts and the consolidated auditor's report

Hilbert Group's Annual report, including the Auditor's Report, will be made available on Hilbert Group's webb site www.hilbert.group at least three weeks before the AGM and is also made available in Hilbert Group's office with address Birger Jarlsgatan 2 in Stockholm. The Meeting is proposed to approve that the Annual Report has been presented to the Meeting in an appropriate manner.

Item 7 - Decision on adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet

It is proposed that the Meeting resolves to adopt the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet. Hilbert Group's auditor will approve this resolution in his Auditor's Report in the Hilbert Group's Annual report.

Item 8 - Resolution on dispositions regarding the company's profit according to the approved balance sheet

The Board of Directors proposes that no profit dividend be paid and that disposable profits be capitalized in a new account.

Item 9 - Decision on discharge of liability for the members of the Board of Directors and the Managing Director

Hilbert Group's auditor will, in his Auditor's Report, approve that the members of the Board and the managing director are discharged from liability. It is proposed that discharge from liability is granted.

Item 10 - Determination of the number of board members

Hilbert Group has not yet implemented a nomination committee. A group of shareholders who together represents approximately 62 per cent of the voting rights in Hilbert Group (the "Principal Shareholders") has submitted the proposals outlined under items 10-15 below.

The Principal Shareholders propose that the number of Board members be three.

Item 11 - Determination of the number of auditors and deputy auditors

The Principal Shareholders propose that a registered auditing company without a deputy be appointed as auditor.

Item 12 - Determination of fees to the Board

The Principal Shareholders propose that the yearly fee to the Chairman of the Board shall be SEK 150,000 and that the yearly fee to other Board members elected by the Annual General Meeting who are not employees of the company shall be SEK 110,000 each.

Item 13 - Determination of fees to the auditor

The Principal Shareholders propose that fees to the auditor be paid in accordance with an approved invoice.

Item 14 - Election of board members and chairman of the board

The Principal Shareholders propose re-election of the Board members Erik Nerpin, Frode Foss-Skiftesvik and David Butler for the period until the end of the next Annual General Meeting. Furthermore, it is proposed that Erik Nerpin be re-elected Chairman of the Board.

Item 15 - Election of auditor and any deputy auditors

The Principal Shareholders propose re-election of the registered auditing company PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting. The principal auditor will be the authorized public accountant Johan Engstam.

Item 16 - Resolution authorizing the Board of Directors to decide on the issue of shares and/or warrants

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 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.

If a resolution based on the authorization includes a deviation from the shareholders' preferential right and with payment in cash or by set off, the number of shares and/or warrants issued may not exceed 20 per cent of the number of issued and outstanding shares in the company at the time of the AGM.

The Board, or the person appointed by the Board, shall have the right to make the minor adjustments to the AGM's resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Item 17 - Resolution on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee

It is proposed that the Annual General Meeting resolves on principles for the appointment of a Nomination Committee and instructions for the Nomination Committee as described below.

The company shall have a nomination committee consisting of a representative for each of the three largest shareholders in the company as of the last banking day in September the year before the AGM. In addition, the Chairman of the Board shall be a member of the Nomination Committee.

The chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of the number of votes. The Chairman of the Board or another Board member shall not be the Chairman of the Nomination Committee unless the members agree otherwise. Board members may be members of the Nomination Committee but shall not constitute a majority of its members. The CEO or another person from the company management shall not be a member of the Nomination Committee.

The names of the members of the Nomination Committee and the shareholders they have been appointed by shall be published no later than six months before the next Annual General Meeting. The Nomination Committee is appointed for a term of office until a new Nomination Committee is appointed.

The Nomination Committee shall carry out its assignment in accordance with these instructions and applicable rules and prepare proposals in the following matters to be submitted to the Annual General Meeting for decision:

- chairman of the meeting,
- number of board members and auditors,
- election of board members and chairman of the board,
- fees and other remuneration for board assignments to each of the board members and, where applicable, remuneration for committee work,
- election of auditor,
- remuneration of auditors, and
- to the extent deemed necessary, changes in the principles for the appointment of the Nomination Committee and the instructions for the Nomination Committee.

Other information

Number of shares and votes

At the time of issuing this notice, the total number of shares in the company is 48,800,000 divided into 8,500,000 A-shares (carrying ten votes) and 40,300,000 B-shares (carrying one vote). The total number of votes is 125,300,000. The company does not hold any own shares.

Majority requirements

A resolution pursuant to item 16 on the proposed agenda requires for its validity that it is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the Annual General Meeting. Other resolutions are valid with simple majority.

Shareholders' right to receive information

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the board and the managing director, if any shareholder so requests and the board considers that it can be done without significant damage to the company, must provide information on circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the company's assessment or subsidiary's financial situation and the company's relationship with another group company.

Due to the fact that the Annual General Meeting will be held without a physical meeting, a request for information must be submitted in writing by post to the address Hilbert Group AB, c/o Advokatfirman Nerpin, Mailbox 545, 114 11 Stockholm or by e-mail to ir@hilbert.group no later than 23 May 2022. Such information will be made available at the company at the address Birger Jarlsgatan 2 in Stockholm and on the company's website, www.hilbertcapital, no later than 25 May 2022. The information is also sent within the same time to the shareholders who so request and state their postal or e-mail address.

Available documents

The Annual Report for 2021 will be kept available at the company for at least three weeks before the Annual General Meeting. The Annual Report will also be available on the company's website, www.hilbertcapital.com.

Copies of the above documents are also sent to the shareholders who request it and state their postal address.

Processing of personal data

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

HILBERT GROUP AB (publ)

Stockholm in April 2022
Board of Directors

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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