

Bulletin from Hilbert Group AB (publ)'s Extraordinary General Meeting & Update on Share Issues

An Extraordinary General Meeting in Hilbert Group AB (publ) was held earlier today in Stockholm, at which the following main resolutions were made. All resolutions were made in accordance with the proposals included in the notice, to which reference is made for further details concerning the resolutions.

Election of board, etc.

The meeting resolved to maintain five directors with no alternates for the period until the end of the next Annual General Meeting. The meeting further resolved on the re-election of Russell Thompson, Steen Jakobsen, David Butler and Niclas Sandström, and new election of Jonathan Morris as both Board member and chair of the Board. Resignations of Erik Nerpin and Stuart Connolly from their positions of director and Chairman respectively were accepted by the Board

The meeting also resolved that 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. The remuneration for the other board members remains unchanged and is paid with SEK 500,000 annually, in total.

Employee Stock Option Program 2025 (ESOP 2025)

The meeting resolved on the introduction of the employee stock option program ESOP 2025, granting up to 13,000,000 stock options to not more than 27 persons comprising employees, consultants, the CEO, and the chair of the Board. The program aims to motivate and retain competent personnel whilst aligning employee interests with shareholder value creation.

The meeting further resolved on issue and transfer of warrants within the scope of ESOP 2025, and on approval of the company entering into swap agreements with third parties to hedge costs related to the program. The program entails a maximum dilution of approximately 11.4 percent of outstanding shares in the company and approximately 7.1 percent of outstanding votes in the company, based on the amount of shares and votes as of the day of the meeting.

Approval of directed share issue

The meeting resolved to approve the Board's resolution on a directed share issue of up to 2,374,780 class B shares. The right to subscribe for the new shares is granted to Russell Thompson and the subscription price in the directed share issue amounts to SEK 10.08 per share. Through the directed share issue, the share capital is increased by not more than SEK 118,739. The subscription price corresponds to the share's market value at the time of Russell Thompson's commitment to subscribe for the share and the Board's issue resolution and is therefore assessed to be in line with market terms.

The Board of Directors of Hilbert Group AB (publ) (the "Company") also resolved on a directed issue of a maximum of 272,000 Class B shares to LDA Capital Group, pursuant to the authorisation granted by the Annual General Meeting 2025, entailing an increase of the Company's share capital by a maximum of SEK 13,600. The right to subscribe for the new Class B shares shall, with deviation from the shareholders' preferential rights, exclusively belong to LDA Capital Group. For each subscribed share, SEK 10.31 shall be paid. The subscription price has been determined by the Company's Board of Directors after arm's length negotiations with LDA Capital Group in connection with the conclusion of the financing agreement. Subscription for the newly issued shares shall be made on a subscription list no later than 30 November 2025. Upon full subscription of the issue, the total number of shares in the Company will increase from 100,947,887 to 101,219,887 shares, based on the amount today registered with the Swedish Companies Registration Office, corresponding to a dilution of approximately 0.27 per cent of the shares and 0.16 per cent of the votes for existing shareholders.

For avoidance of any doubt, the Company has no outstanding debt or transaction ongoing with LDA Capital Group.

Directed issue of warrants

The meeting resolved on a directed issue of not more than 2,500,000 warrants of series 2025 /2027. The right to subscribe for the warrants is granted to the company, and the warrants are issued to secure the fulfilment of the company's obligations under two short-term loan agreements. Each warrant entitles to subscription of one class B share in the company, at a subscription price corresponding to 150 percent of the closing price of the company's share on Nasdaq First North Growth Market on specific dates in August, September and October 2025.

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

Attachments

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