

THE BOARD’S PROPOSAL FOR A RESOLUTION ON ESOP 2026

The Board proposes that the meeting resolves on the following long-term incentive program for employees of the company, for the period from the meeting until the vesting and settlement dates as set out below ("**ESOP 2026**").

PURPOSE OF ESOP 2026

A successful implementation of the company's business strategy and realisation of the company's long-term interests requires that the company can attract, motivate and retain the most qualified employees.

ESOP 2026 consists of two components:

- (i) Approximately 14 percent time-based restricted share units ("**RSU**"), and
- (ii) Approximately 86 percent performance-based share units ("**PSU**").

The Board views the RSU component as part of the participants' fixed compensation package. Since the participants in ESOP 2026 receive compensation in the form of shares in the company, the liquidity impact of the company's compensation package is reduced, which is preferred.

The Board believes that the PSU component will be beneficial for the company’s ability to reach its business targets and will contribute to the company’s ability to retain and recruit employees. Further, ESOP 2026 aims to align the participants’ interests in the company with the shareholders’ interest and to maximise the employees’ engagement in the company. The program is also intended to further motivate employees at the company in both long- and short-term perspectives.

The Board's ambition is that ESOP 2026 shall become annually recurring, and the Board expects that the participants shall build up a significant shareholding to create a common ownership interest and shared expectations between the participants and the shareholders.

PART A – RESTRICTED SHARE UNITS

Purpose and Design

RSUs are equity units that convert into shares of series B over time, require no upfront payment from participants, always have value as long as the company has value, are simple to administer and easy to communicate, and have a strong retention effect with predictable, low-risk value. The purpose of the RSU component is long-term retention and alignment of interests. The maximum total amount of RSUs that can be allotted under ESOP 2026 amounts to 625,000.

Vesting

RSU shall vest straight-line over three years, with quarterly vesting.

Allocation

Within ESOP 2026, a total of 625,000 RSUs may be allotted and each participant may be allotted up to the maximum number of RSUs stated below. The number of RSUs that will be allotted to each participant is determined through the application of the compensation committee’s pre-established criteria considering position, fixed wage, individual performance, market practice and retention opportunity.

<i>Group</i>	<i>Category</i>	<i>No. of participants</i>	<i>Maximum RSUs per participant</i>	<i>Total for Group</i>
Group 1	Executive Team	7	100,000	350,000
Group 2	Asset Management Team	5	50,000	125,000
Group 3	Nordark	3	50,000	75,000

Group 4	Enigma	2	50,000	75,000
Total		17		625,000

PART B – PERFORMANCE SHARE UNITS

Purpose and Design

The PSU component is designed to reward participants for the achievement of specific performance targets over a three-year performance period, thereby aligning participant compensation with shareholder value creation and the company's strategic objectives.

Allocation and Performance Period

The PSUs are earned only if performance targets are met during the performance period and vest after three years.

Performance Targets

The performance targets for the PSUs are divided into three categories: (1) company-wide targets applicable to all employees, relating to the procurement of investments in the company and the company's funds; (2) targets relating to the overall performance of the company; and (3) targets specific to each Group. Each performance target will be established as an entry target and a maximum target, with linear awards between them. The performance targets are:

- (i) Revenue Growth
- (ii) Total Equity Capital raised for the company
- (iii) AuM/TVL growth
- (iv) Individual business unit profit/revenue targets
- (v) Portfolio performance
- (vi) Proprietary trading performance
- (vii) Strategic initiative completion
- (viii) Capital raised for business units via VC investments or Token Sale

The number of PSUs to be allotted to each participant and the applicable performance metrics shall be determined by the compensation committee in accordance with its pre-established criteria.

Detailed information regarding the performance targets and their achievement levels shall be disclosed in connection with the company's financial reporting following the conclusion of the relevant performance period.

Strike price

At least 50 per cent of the PSUs shall be subject to a strike price, determined on market terms, payable by the participant upon exercise.

Allocation

Within ESOP 2026, each participant may be allotted up to the following number of PSUs:

<i>Group</i>	<i>Category</i>	<i>No. of participants</i>	<i>Maximum PSUs per participant</i>	<i>Total for Group</i>
Group 1	Executive Team	7	1,000,000	3,000,000
Group 2	Asset Management Team	5	500,000	1,000,000
Total		12		4,000,000

PART C – JOINT PROVISIONS

Eligibility for participation

The employees set out in the tables under Part A and Part B above are eligible for participation in ESOP 2026. The company may also offer participation to future employees. For such offers, the conditions shall be the same or equivalent to what is stated in this resolution. The fact that participation may be offered to future new employees can mean that the vesting and performance periods in some cases could be less than three years. However, the company does not consider this to affect the suitability of ESOP 2026 as the purposes that justify its implementation are not affected by the time of year at which the participant agrees to participate in the program. The total amount of allotted RSUs and PSUs may, however, not exceed the amounts set out in Part A and Part B above.

Conditions for Participation

Allocation is conditional upon the participant's employment with the group not having been terminated. For the RSU component, the participant must maintain their employment or assignment with the company up until each respective vesting date. For the PSU component, the participant must be an employee of the company up until the announcement of the company's interim report for the first quarter of 2029, or if no such report is published, 1 June 2029.

Participation in ESOP 2026 is further conditional upon the participant accepting leak-out undertakings. Pursuant to the leak-out undertaking, the participant undertakes not to sell, transfer or otherwise dispose of shares acquired under ESOP 2026 except in accordance with a predetermined schedule and volume limitations as set forth therein. The purpose of the leak-out undertaking is to ensure an orderly market for the company's shares and to prevent significant selling pressure that could adversely affect the share price. The specific terms of the leak-out undertaking, including the duration of the lock-up period and the permitted sale volumes during the leak-out period, shall be determined by the Board.

Implementation and Delivery Mechanism

In order to implement ESOP 2026, the Board proposes that the program shall be secured through an issue of warrants that each entitle to subscription of one share of series B in the company at a subscription price corresponding to the share's par value, i.e., SEK 0.05, (hereinafter "**Par Value Warrants**") which may be transferred to the participants in ESOP 2026 and to a third party in an arrangement that hedges certain costs that ESOP 2026 results in for the company.

Form of Allocation

Shares shall be allocated to the participants by the transferring of Par Value Warrants. The allocation shall be made without consideration, but the participants are obligated to pay the respective share's par value (SEK 0.05) upon exercise of allocated Par Value Warrants for subscription of shares of series B. For the RSU component, subscription of shares of series B based on the Par Value Warrants shall take place at each annual vesting date. For the PSU component, subscription of shares of series B shall take place following the determination of the performance outcome after the end of the three-year performance period.

Cost Hedging

To secure the costs that the company shall pay for ESOP 2026, the Board shall have the right to enter into a so-called equity/cash swap agreement with a third party, for example a financial institution, on customary terms. The swap agreement is intended to be financed by the Board having the right to transfer Par Value Warrants to the counterparty in the swap agreement.

Maximum Size and Dilution

The maximum number of shares of series B that can be newly issued within the framework of ESOP 2026 amounts to 4,625,000, corresponding to a maximum dilution of approximately 3.9 percent of outstanding shares and approximately 2.5 percent of outstanding votes in the company.

According to the specific conditions adopted by the Board, the number of shares covered by ESOP 2026 may be subject to recalculation due to bonus issue, reverse share split or share split, rights issue, or similar measures carried out by the company, taking into consideration customary practice for corresponding incentive programs. Recalculation may also be made so that extraordinary payments of dividends are taken into consideration.

Costs for ESOP 2026

As a result of the proposed delivery and hedging measures, the company's liquidity is expected to be affected only by administrative costs in connection with ESOP 2026. The costs of the program are booked as personnel costs in the income statement during the qualifying period in accordance with IFRS 2 - Share-based payment. The costs for ESOP 2026 are estimated to amount to a maximum of approximately SEK 8.2 million per year, assuming full allocation under the program, that all participants remain employed throughout the entire vesting period, and that all performance targets are met.

Social security contributions will be booked on the income statement according to UFR 7 during the qualifying period. The amounts of these costs will be calculated based on the share price performance and the outcome of the qualifying terms and conditions during the qualifying period. The cost of social security contributions is estimated to amount to a maximum of approximately SEK 8.2 million per year, assuming a tax rate of 31.42 percent, full allocation under the program, that all participants remain employed throughout the entire vesting period, and that all performance targets are met. The Board assesses that the positive effects achieved through ESOP 2026 more than offset the costs for ESOP 2026.

Design and Administration

The Board is responsible for, in consultation with the company's external advisors, designing the detailed terms for ESOP 2026 and administering the program, including determining the detailed conditions that shall apply between the company and the participants in the program, within the framework of the terms and guidelines set forth herein.

The Board shall also have the right to reduce final allocation of shares or, wholly or partially, terminate ESOP 2026 early without compensation to the participants if the Board's assessment of the company's position or the program's effects materially changes, for example after significant changes in the company or in the market. The Board shall also have the right to make adjustments so that ESOP 2026 complies with special rules or market conditions.

In conjunction with this, the Board shall be entitled to establish different terms and conditions for ESOP 2026 regarding, among other things, the qualifying period and allotment, in the event of termination of assignment during the qualifying period under specific circumstances. The Board shall also be entitled to adjust in order to fulfil specific rules or market conditions.

Vesting Period Justification

The Swedish Stock Market Self-Regulation Committee's Rules on compensation to senior executives and on incentive programs recommend that it should be specifically justified if the vesting period in a share-based incentive program is less than three years. The RSU provides for a three-year vesting period with quarterly vesting, which is in line with international market practice.

The Board of the company has carefully evaluated various alternatives for the design of the company's compensation system. In light of, among other things, the company's cash flow, financial position, capital structure, significant need to offer a small number of highly qualified employees competitive compensation, and the value of a compensation system that does not require extensive administrative measures for the company, the Board considers ESOP 2026 to be a suitable component of the company's compensation system. The Board does not consider that the same considerations apply to RSU component, which is essentially equivalent to fixed compensation, in relation to the vesting period as to long-term share-based incentive programs. The Board of the company has also carefully considered whether all or part of the allocation in ESOP 2026 should be conditional upon the

achievement of certain performance targets. In light of the above, the company's operations and governance, the Board considers that the company does not currently benefit from establishing such performance targets for all parts of ESOP 2026 and that the proposed design of ESOP 2026 optimizes the conditions for long-term value creation in the company.

Other long-term incentive programs

At the time of the meeting, the company has two Employee Stock Option Plans: ESOP 2023 and ESOP 2025. Of the 13,000,000 options resolved on under ESOP 2025, 6,000,000 instruments were granted to the participants. For further details regarding ESOP 2023 and ESOP 2025, please refer to the company's annual report 2024 and year-end report 2025.

Resolution on issuance of warrants, transfer of warrants and authorization to enter into swap agreements under ESOP 2026

The Board's proposal for ESOP 2026 means that a maximum of 4,625,000 warrants of series 2026/2029, with the right to subscribe for new shares of series B in the company, shall be issued substantially in accordance with the proposal below.

1. The warrants are issued without consideration. Each warrant shall give the right to subscribe for one new share of series B in the company, thus the share capital, upon full exercise of the warrants, will increase by a maximum of SEK 231,250.
2. The right to subscribe for warrants shall, with deviation from shareholders' preferential rights, accrue to the company.
3. Subscription for the warrants shall take place no later than 31 May 2026. The Board reserves the right to extend the subscription period.
4. The warrants shall provide the possibility to subscribe for shares from the time the warrants are registered with the Swedish Companies Registration Office until 31 December 2029.
5. The warrants shall upon subscription for shares have an exercise price of SEK 0.05 which corresponds to the share's nominal value.
6. The new shares shall entitle to dividends for the first time on the first record date for dividend that takes place after the issue of new shares has been recorded in the share register kept by Euroclear Sweden AB.
7. The number of shares that may be subscribed for each warrant and the exercise price may be recalculated according to recalculation principles due to, among other things, bonus issues, consolidation or split of shares, rights issues or similar measures.
8. Any share premium paid for shares arising due to subscription shall be allocated to the company's unrestricted share premium reserve.

The reason for the deviation from shareholders' preferential rights is that the company wishes to implement ESOP 2026.

Transfer of warrants of series 2026/2029 and authorization to enter into equity/cash swap agreement

The Board's proposal for ESOP 2026 means that the meeting approves both that the company, on one or several occasions, transfers warrants of series 2026/2029 to participants in ESOP 2026 and to a third party to cover costs for ESOP 2026, and that the company enters into swap agreements with a third party.

Special authorization, etc.

The Board, or a person appointed by the Board, shall have the right to decide on such minor amendments to the resolution that may be required in connection with registration of the resolution with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

The Board's resolution under this item is conditional upon the meeting resolving on ESOP 2026 in accordance with the proposal by the Board under item 10 on the agenda.

MAJORITY REQUIREMENTS

Resolutions under item 10 and 11 will not be valid unless supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting.

Stockholm in April 2026
Hilbert Group AB (publ)
The Board of Directors