

Minutes kept at the annual general meeting of Hilbert Group AB (publ), reg. no. 559105-2948, held on Wednesday 17 June 2026, in Stockholm.

**1 Opening of the meeting**

The meeting was opened by Monica Lagercrantz, who welcomed the participants to the meeting.

**2 Election of Chair of the meeting**

It was resolved to elect Monica Lagercrantz as Chair of the meeting. It was noted that Monica Lagercrantz would also keep the minutes at the meeting.

The Chair concluded that the preliminary voting list as well as the other meeting documents were presented at the meeting.

**3 Preparation and approval of voting list**

It was resolved to adopt the proposed voting list, Appendix 1, as the voting list for the meeting.

**4 Approval of the agenda**

It was resolved to approve the proposed agenda which had been included in the notice of the meeting.

**5 Election of one or two persons to approve the minutes**

It was resolved to elect Leo Mileblad to approve the minutes.

**6 Determination of whether the meeting has been duly convened**

It was noted that the notice to attend the meeting had been announced in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) on 20 May 2026 and had been made available on the company's website on 18 May 2026, and that the issuance of the notice was announced in Svenska Dagbladet on 20 May 2026.

It was concluded that the meeting had been duly convened.

**7 Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements**

It was noted that the annual report and the auditor's report for the financial year 2025, and the consolidated financial statements and the auditor's report on the consolidated financial statements, had been presented at the meeting.

**8a Resolution on adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet**

It was resolved to adopt the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet for the financial year 2025.

**8b Resolution on dispositions regarding the company's result according to the adopted balance sheet**

It was resolved, in accordance with the Board's proposal, that no dividend shall be paid for the financial year 2025 and that the company's retained earnings be carried forward.

**8c Resolution on discharge from liability of the Board members and the CEO**

It was further resolved to discharge those who have held the positions as Board members and CEO from liability for the financial year 2025.

**9 Determination of the number of Board members and auditors**

It was resolved, in accordance with the proposal presented at the meeting, that the Board shall be composed of four Board members elected by the meeting, with no alternates, for the period until the end of the next annual general meeting.

It was further resolved, in accordance with the proposal included in the notice, that the company, for the period until the end of the next annual general meeting, shall have one auditor, with no alternate.

**10 Determination of fees to the Board and the auditor**

It was resolved, in accordance with the proposal presented at the meeting, that the ordinary fees to the Board shall remain unchanged (i.e. SEK 495,000 in total, with the Chair of the Board also receiving remuneration under ESOP 2025).

It was further resolved, in accordance with the proposal included in the notice, that SEK 90,000 shall be payable to the Chair of the audit committee and SEK 50,000 to other members of the audit committee, SEK 50,000 to the Chair of the remuneration committee, and SEK 25,000 to other members of the remuneration committee.

It was further resolved, in accordance with the proposal included in the notice, that fees to the auditor shall be paid on the basis of approved invoices.

**11 Election of Board members and Chair of the Board and auditor**

It was resolved, in accordance with the proposal presented at the meeting, to re-elect Jonathan Morris, Russell Thompson, David Butler and Fahad Khan as Board members for the period until the end of the next annual general meeting. It was noted that Niclas Sandström had declined re-election.

It was further resolved, in accordance with the proposal presented at the meeting, to re-elect Jonathan Morris as Chair of the Board.

It was further resolved, in accordance with the recommendation of the audit committee, to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next annual general meeting. It was noted that authorized auditor Victor Lindhall will be appointed as the company's lead auditor.

**12 Resolution on amendment of the articles of association**

It was resolved, in accordance with the Board's proposal, to adopt new articles of association, in accordance with [Appendix 2](#).

It was noted that the resolution was made with the requisite majority, i.e. with the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

**13 Resolution on authorization for the Board to resolve on issuance of shares, warrants and/or convertibles**

It was resolved, in accordance with the Board's proposal, to authorize the Board to resolve on the issue of shares, warrants and/or convertibles, in accordance with [Appendix 3](#).

It was noted that the resolution was made with the requisite majority, i.e. with the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

**14 Resolution on authorization for the Board to resolve on repurchase of shares**

It was resolved, in accordance with the Board's proposal, to authorize the Board to resolve on the acquisition of own shares, in accordance with [Appendix 4](#).

It was noted that the resolution was made with the requisite majority, i.e. with the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

**15 Resolution on authorization for the Board to resolve on transfer of own shares**

It was resolved, in accordance with the Board's proposal, to authorize the Board to resolve on the transfer of own shares, in accordance with [Appendix 5](#).

It was noted that the resolution was made with the requisite majority, i.e. with the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

**16 Resolution on the CEO's participation in ESOP 2026**

It was noted that the Board's statement on material events pursuant to the Swedish Companies Act had been presented together with the auditor's opinion thereon.

It was resolved, in accordance with the Board's proposal, on the CEO's participation in ESOP 2026 and on the issuance of warrants, transfer of warrants and authorization to enter into swap agreements, in accordance with [Appendix 6](#).

It was noted that the resolutions were made jointly and with the requisite majority, i.e. with the support of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

**17 Closure of the meeting**

The Chair of the meeting closed the meeting.

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*(Signature page follows)*

By the minutes / Chair:

*Monica Lagercrantz*

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Monica Lagercrantz

Approved:

*Leo Mileblad*

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Leo Mileblad