# Notice to Annual General Meeting in Arcane Crypto AB

The shareholders in Arcane Crypto AB, Reg. No. 556668-3933 ("Arcane Crypto" or the "company"), are hereby summoned to the Annual General Meeting on 10 May 2022.

The Board of Directors has, in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, resolved that the Annual General Meeting is to be held only through postal voting. This means that the Annual General Meeting will be conducted without the physical presence of shareholders, representatives, or external parties. Shareholders will only be able to exercise their voting rights by postal voting in advance of the Annual General Meeting in the manner described below.

Information on the resolutions passed at the Annual General Meeting will be disclosed on 10 May 2022, when the outcome of the postal voting has been confirmed.

### Right to participate

Shareholders who wish to participate in the Annual General Meeting must:

- 1. be registered as of 2 May 2022 in the share register kept by Euroclear Sweden AB, and
- 2. no later than 9 May 2022 give notice of participation by casting its postal vote in accordance with the instructions under the heading "Instructions for postal voting" below so that the postal vote is received by the company no later than that day.

#### Nominee-registered shares

In order to be entitled to participate in the meeting, shareholders who have their shares nominee-registered through a bank or other nominee must, in addition to notifying participation in the meeting, have their shares registered in their own name so that they are registered in the share register kept by Euroclear Sweden AB as of the record date on 2 May 2022. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as determined by the nominee. Voting rights registrations effected no later than the second banking day following 2 May 2022 will be considered in the presentation of the share register.

#### Instructions for postal voting

Shareholders may exercise their voting rights at the Annual General Meeting only by postal voting in advance in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders who wish to postal vote must use the postal voting form, which is available on the company's website, <u>investor.arcanecrypto.se</u>. The postal voting form is considered as notice of participation in the Annual General Meeting.

The completed and signed form must be received by the company no later than 9 May 2022. The completed and signed form shall be sent by mail to Arcane Crypto AB, Box 12 172, SE-102 25 Stockholm marked "AGM 2022", or by e-mail to post+egm@arcanecrypto.se. 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 so, 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 postal vote 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 registration certificate or other authorization document for the legal entity must be enclosed. Proxy form is available on the company's website, <u>investor.arcanecrypto.se</u>, and shall be attached to the postal voting form.

# Proposed agenda

- 1. Election of Chairman of the meeting
- 2. Election of keeper of the minutes
- 3. Preparation and approval of the voting list
- 4. Approval of the agenda
- 5. Election of one or two persons who shall attest the minutes of the meeting
- 6. Determination of whether the meeting was duly convened
- 7. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report
- 8. Resolution on
  - a. adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet
  - b. dispositions regarding profit or loss according to the approved balance sheet
  - c. discharge of liability of the Board of Directors and Chief Executive Officer
- 9. Determination of the number of members of the Board of Directors as well as the number of auditors and deputy auditors
- 10. Determination of fees for the Board of Directors and auditors
- 11. Election of Board of Directors as well as auditors and any deputy auditors
- 12. Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertibles

# **Proposed resolutions**

## Item 1 - Election of Chairman of the meeting

The Nomination Committee proposes that Johan Wigh, member of the Swedish Bar Association, or the person appointed by the Board in the event of his impediment, be appointed Chairman of the meeting.

#### Item 2 – Election of keeper of the minutes

It is proposed that Hanna Hillgren be elected keeper of the minutes, or the person appointed by the Board in the event of her impediment.

#### Item 3 - Preparation and approval of the voting list

The voting list proposed to be approved under item 3 on the proposed agenda is the voting list drawn up by the company, based on the general meeting share register and received postal votes, and controlled by the adjusters.

#### Item 5 – Election of one or two persons who shall attest the minutes of the meeting

The Board of Directors proposes that Jonatan Raknes and Sebastian Nordvang, or the person or persons designated by the Board instead in the event of impediment of any or both, be elected to attest the minutes. The tasks of the persons elected to attest the minutes also include verifying the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

# Item 8 b – Resolution on dispositions regarding profit or loss according to the approved balance sheet

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

# Item 9 – Determination of the number of members of the Board of Directors as well as the number of auditors and deputy auditors

The Nomination Committee proposes that the number of members of the Board of Directors shall be five (5), and that one (1) registered auditing company be appointed as auditor.

#### Item 10 - Determination of fees for the Board of Directors and auditors

The Nomination Committee proposes that fees to the Chairman of the Board shall be SEK 400,000 and fees to the other Board members elected by the Annual General Meeting who are not employed by the company shall be SEK 175,000 each.

The Nomination Committee proposes that fees to the auditor shall be paid per approved invoice.

#### Item 11 – Election of Board of Directors as well as auditors and any deputy auditors

The Nomination Committee proposes re-election of the Board members Michael Jackson, Viggo Leisner, Simon Saneback and Kristian Kierkegaard, and new election of Kristian Lundkvist as Board member for the period until the end of the next Annual General Meeting. Furthermore, Michael Jackson is proposed to be re-elected Chairman of the Board.

#### Kristian Lundkvist

Kristian is a serial entrepreneur and investor. He founded Middelborg AS in 1999 and has built it from a small telecom company to an investment company with a broad range of investments. Kristian holds numerous positions as Chairman of the Board and Board member in the larger portfolio companies. He has extensive experience from business development, M&A and restructuring. Kristian's shareholding in Arcane Crypto (including closely-related persons) amounts to 2,124,587,715 shares. Kristian Lundkvist is independent in relation to Arcane Crypto and Arcane Crypto's management and dependent in relation to major shareholders.

The Nomination Committee further proposes re-election of the registered auditing company RSM Stockholm AB as auditor for the period until the end of the next Annual General Meeting. RSM Stockholm AB has informed that the Authorized Public Accountant Karl-Henrik Westlund will be appointed auditor in charge.

# Item 12 – Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertibles

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, during the period up to the next Annual General Meeting, to resolve upon new issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' preferential rights. The total number of shares, warrants and/or convertible instruments that are issued based on the authorization may correspond to at most twenty five (25) percent of the total number of shares in the company at the time of a resolution based on the authorization. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The reason for any deviation from the shareholders' preferential rights shall be to enable the company to issue shares, warrants and/or convertible instruments in connection with company acquisitions, but also to increase the company's financial flexibility and to strengthen the company's financial position if necessary. The subscription price shall be determined in

accordance with current market conditions. If the Board of Directors deems it appropriate in order to enable the delivery of shares in connection with an issue as described above, this may be done at a subscription price equal to the quota value of the share.

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

#### Other information

#### **Majority requirements**

Resolution in accordance with item 12 above presupposes that the resolution is supported by at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

### Number of shares and votes

At the time of this notice, the total number of shares in the company, as well as the total number of votes, amounts to 8,505,700,189. Arcane Crypto holds no treasury shares.

## Shareholders' right to receive information

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the assessment of the company's or subsidiaries' financial situation and the company's relationship with another company within the group.

Due to the fact that the Annual General Meeting will be held without a physical meeting, requests for information must be submitted in writing by mail to Arcane Crypto AB, Box 12 172, SE-102 25 Stockholm marked "AGM 2022", or by e-mail to post+egm@arcanecrypto.se no later than 30 April 2022. Such information is provided by being kept available from the company at the address Nybrogatan 17, 114 39 Stockholm and on the company's website, investor.arcanecrypto.se, no later than 5 May 2022. The information is also sent within the same time to the shareholders who so request and provide their postal or e-mail address.

#### **Available documents**

The company's annual report for the financial year 2021 and the accompanying auditor's report will be available from the company no later than three weeks prior to the Annual General Meeting. The documents will also be available on the company's website, <a href="investor.arcanecrypto.se">investor.arcanecrypto.se</a>. Copies of said documents will also be sent to shareholders who so request and provide their postal address.

## Processing of personal data

For information regarding the processing of your personal data, see <a href="https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf">https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf</a>

**Arcane Crypto AB** 

Stockholm in April 2022

The Board of Directors

**About Arcane Crypto** 

Arcane Crypto develops the infrastructure and products that enable worldwide adoption of

bitcoin and digital assets. Arcane is building a platform for users to learn, trade and invest in

digital assets, all from one account. Our market leading research content educates our users

and builds trust. Arcane achieves scale by providing a platform with open APIs, allowing third

parties to develop their own products using our technology and then distribute their product

to our users.

Subscribe to press releases and financial information: https://investor.arcanecrypto.se/

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For more information, please visit: https://www.arcane.no/

The Company is listed on Nasdaq First North Growth Market and Mangold Fondkommission is

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