



## Bulletin from Annual General Meeting in Arcario AB

At today's Annual General Meeting in Arcario AB, Reg. No. 556668-3933 (the "company"), the following resolutions were made. All resolutions were in accordance with the submitted proposals, described in detail in the general meeting documents available on the company's website, [ir.arcario.com](http://ir.arcario.com).

### **Adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet**

It was resolved to adopt the income statement and balance sheet for the financial year 2022.

### **Dispositions in respect of the company's result pursuant to the adopted balance sheet**

It was resolved, in accordance with the Board of Directors' proposal, that no dividend is paid and that available profits are carried forward.

### **Discharge from liability for the members of the Board of Directors and the Chief Executive Officer**

It was resolved to discharge all members of the Board of Directors and the Chief Executive Officer from liability for the management of the company's affairs for the financial year 2022.

### **Determination of the number of members of the Board of Directors and the auditors**

It was resolved that the Board of Directors shall consist of three (3) members, without deputies. It was further resolved that one (1) registered accounting firm be elected as auditor, without deputy auditors.

### **Determination of fees to the members of the Board of Directors and the auditors**

It was resolved that fees for the Board of Directors shall be SEK 400,000 to the Chairman of the Board, and SEK 175,000 to each of the other Board members elected by the Annual General Meeting who are not employed by the company. It was resolved that fees to the auditor shall be paid per approved invoice.

### **Election of members of the Board of Directors as well as auditors and deputy auditors**

It was resolved on re-election of Michael Jackson, Kristian Lundkvist and Simon Saneback as members of the Board of Directors for the period until the end of the next Annual General Meeting.

It was resolved on re-election of the registered auditing company RSM Stockholm AB as the company's auditor for the period until the end of the next Annual General Meeting. The Authorized Public Accountant Karl-Henrik Westlund will continue to be appointed auditor in charge.

### **Resolution on directed issue of warrants**

It was resolved on a directed issue of a maximum of 100,000,000 warrants of series 2023/2024 to the company's Board member Simon Saneback, through the company Alpheus Ltd. The Board member Simon Saneback, through the company Alpheus Ltd, has undertaken to perform consulting services in communications and investor relations for the company. According to the

consultancy agreement entered into between the company and Alpheus Ltd, part of the compensation for the services rendered shall be paid in the form of warrants in Arcario.

In order to pay fees in accordance with the consultancy agreement, it was resolved on a directed issue of a maximum of 100,000,000 warrants of series 2023/2024, entailing an increase in the share capital upon full exercise of SEK 364,872.385152. The reason for the deviation from the shareholders' preferential rights is that the warrants shall be paid as compensation for services rendered in accordance with the consultancy agreement between the company and Alpheus Ltd.

The warrants are issued free of charge. Each (1) warrant entitles the holder to subscribe for one (1) new share in the company. New subscriptions for shares exercised through the warrants can be made during the following periods:

- (a) From and including the date when the warrants have been registered with the Swedish Companies Registration Office up to and including the 1 July 2024, but only when the volume-weighted average price of the company's share on Nasdaq First North Growth Market over a continuous period of sixty (60) trading days exceeds SEK 0.06.
- (b) Notwithstanding the above, subscription may be made from and including 2 July 2024 up to and including 9 July 2024.

The subscription price for each new share subscribed by support of the warrants shall be as follows:

- (a) In case of subscriptions for shares exercised through the warrants during the period from and including the date when the warrants are registered with the Swedish Companies Registration Office up to and including 1 July 2024, the subscription price amounts to SEK 0.04 per share.
- (b) In case of subscriptions for shares exercised through the warrants during the period from and including 2 July 2024 up to and including 9 July 2024, the subscription price amounts to SEK 1 per share.

The complete terms and conditions for the warrants are available on the company's website, [ir.arcario.com](http://ir.arcario.com). According to the terms and conditions of the warrants, the subscription price and the number of shares that each warrant entitles to subscribe for may be subject to recalculation in certain cases.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make the minor adjustments as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

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

It was resolved to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on issues of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' preferential rights. The total number of shares that are issued by support of the authorization, including shares that may be issued after exercise of warrants or conversion of convertible instruments issued by support of the authorization, may correspond to at most twenty-five (25) percent of the total number of shares in the company at the time of the first utilization of the authorization. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and reason for any deviation from the shareholders' preferential rights shall be to increase the company's financial flexibility and the Board's room for manoeuvre, in a time- and cost-effective manner be able to supply the company with new capital and/or new shareholders of strategic importance for the company, and enable the company to, fully or partially, finance any company acquisitions or acquisitions of businesses by issuing financial instruments as payment in connection with agreements on acquisitions, or to raise capital for such acquisitions. Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make the minor adjustments as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

### **Resolution on authorization for the Board of Directors to issue shares and/or warrants**

It was resolved to authorize the Board of Directors to, in addition to the authorization above, on one or several occasions during the period up until the next Annual General Meeting, resolve on issue of shares and/or warrants, with deviation from the shareholders' preferential rights. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and the reasons for deviation from the shareholders' preferential rights is to enable the company to fulfil its obligations according to the convertible loan agreement entered into with Cowa on 23 February 2023, by issuing shares for which payment can be made through set-off against any claims on the company under the convertible loan agreement or otherwise resolve on issues that the Board deems necessary to fulfil the company's obligations under the convertible loan agreement.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make the minor adjustments as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

### **For further information contact:**

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### **About Arcario**

Arcario is a Scandinavian trailblazer in the digital asset space, committed to shaping the future of finance as we know it. The company boasts a diversified portfolio that includes full ownership of K33, a research-led digital assets brokerage serving EMEA clients, Arcane Green Data, an eco-friendly Bitcoin mining operation in northern Norway, and minority stakes in both Puremarkets Ltd, a digital currency interbank OTC market, and LN Markets, a Bitcoin exchange leveraging the Lightning Network. The Company is listed on Nasdaq First North Growth Market and Mangold Fondkommission is Certified Adviser, tel. +46 8 5030 1550, e-mail: [ca@mangold.se](mailto:ca@mangold.se), web: [www.mangold.se](http://www.mangold.se).