

## **Notice of Extraordinary 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 Extraordinary General Meeting on Friday, 19 March 2021.

In the light of the current situation regarding the corona virus, the Board of Directors of the Company has resolved that the Extraordinary General Meeting will be held by postal voting only, in accordance with the Act (2020:198) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Other Associations. The Extraordinary General Meeting will therefore be held without the possibility for shareholders to attend in person or through a proxy. Instead, shareholders can participate in the Extraordinary General Meeting by voting and submitting questions in advance pursuant to the instructions described below.

Information regarding the resolutions passed by the Extraordinary General Meeting will be made available on Friday, 19 March 2021, as soon as the result of the postal voting has been finally confirmed.

### **Right to participation**

Shareholders who wish to participate in the Extraordinary General Meeting shall

1. be registered in the share register kept by Euroclear Sweden AB as of 11 March 2021; and
2. give notice of participation no later than 18 March 2021, by casting their postal vote in accordance with the instructions under the heading "*Postal voting*" below so that the postal voting form is received by the Company no later than by that day.

### **Nominee registered shares**

In order to be entitled to participate in the Extraordinary General Meeting, shareholders who have their shares nominee-registered must, in addition to give notice of participation, register their shares in their own name so that the shareholder is registered in the share register as of 11 March 2021. 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 at such a time in advance as determined by the nominee. Voting rights registrations effected no later than the second banking day following 11 March 2021 will be considered in the presentation of the share register.

### **Postal voting**

Shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance through so-called postal voting in accordance with Section 22 of the Act (2020:198) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Other Associations.

Shareholders who wish to vote shall use a special form for postal voting which will be available on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se). The submission of a postal voting form is valid as a notification of participation at the Extraordinary General Meeting.

The completed and signed form must be received by the Company no later than Thursday, 18 March 2021. The completed postal voting form shall be sent to Arcane Crypto AB, Box 12 172, 102 25 Stockholm. The completed form may also be submitted electronically by e-mail to [post+egm@arcanecrypto.se](mailto:post+egm@arcanecrypto.se). If the shareholder is a legal entity, a certificate of incorporation

or other authorization document must be enclosed to the form. Shareholders may not provide the voting form with special instructions or conditions. If so, the vote (i.e., the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form.

Shareholders who wish to submit their postal vote by proxy must issue a written and dated power of attorney for their representative. If the proxy has been issued by a legal entity, a copy of the registration certificate or corresponding document must be attached. Proxy form is available on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se), and must be attached to the postal voting form.

## **Proposed agenda**

1. Election of Chairman of the Extraordinary General Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons who shall attest the minutes of the meeting
5. Determination of whether the Extraordinary General Meeting has been duly convened
6. Resolution on
  - a. Supplementary agreement regarding option program; and
  - b. Directed issue of warrants and approval of transfer of warrants

## **Proposal of resolution**

### **Item 1 – Election of Chairman of the Extraordinary General Meeting**

The Board of Directors proposes that Johan Wigh, member of the Swedish Bar Association, be elected Chairman of the Extraordinary General Meeting and in case of impediment to him, the person whom the Board of Directors designates.

### **Item 2 – Preparation and approval of voting list**

The voting list proposed to be approved under item 2 on the agenda is the voting list drawn up by the Chairman, based on the Extraordinary General Meeting share register and received postal votes, as verified by the person elected to attest the minutes.

### **Item 4 – Election of one or two persons who shall attest the minutes of the meeting**

The Board of Directors proposes that Lars Ørving Eriksen and Sebastian Nordvang be elected to attest the minutes of the meeting, or in the event of absence of any or both, the person or persons designated by the Board of Directors instead. The task 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 6 – Resolution on**

- A. Supplementary agreement regarding option program; and**
- B. Directed issue of warrants and approval of transfer of warrants**

### **Background and motives**

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve revisions in an employee stock option program for certain key personnel as set out below.

In September 2018, Arcane Crypto AS entered into option agreements with two employees at Arcane Crypto AS, granting the participants an option to subscribe for shares in Arcane Crypto

AS, as a partial compensation for the participants' work in Arcane Crypto AS (the "**Option agreements**"). In August 2020, the Company entered into an agreement with Arcane Crypto AS regarding the acquisition of all shares in Arcane Crypto AS, through a so-called reversed acquisition (the "**Transaction**"). Since the Transaction has now been completed and Arcane Crypto AS is now part of the group in which the Company is the parent company (the "**Group**"), the Board of Directors proposes the Option agreements be revised so that the participants instead have the right to subscribe for shares in the Company under the Option agreements. The purpose of the proposal is to create prerequisites for retaining the participants in the Group, as they are expected to contribute to the Company's continued development. The more detailed content of the revision can be found under item A below.

In order to secure the Company's commitments under item A, the Board of Directors also proposes that the Extraordinary General Meeting resolves on a directed issue of warrants and approval of transfer of the warrants in accordance with what is stated under item B below.

#### **A. The Board of Directors' proposal for a supplementary agreement regarding option program**

Due to the implementation of the Transaction, the parties to the Option agreements have requested that the Option agreements be revised so that the options under the Option agreements instead entitle the participants to subscribe for shares in the Company. The options under the Option agreements were granted to the participants on 1 September 2018 and are divided into three tranches with different vesting periods and subscription prices for each tranche. The options can be exercised for a period of 36 months after the options in each tranche have vested. The Board of Directors proposes that the Option agreements be revised through supplementary agreements through which a corrected calculation of the number of shares and the subscription price is made.

Through the proposed revision, which has been calculated based on the terms of the Transaction, each option entitles the holder to subscribe for 483.41947815149 shares in the Company. By means of the revision a maximum of 296,884,334 shares in the Company may be subscribed for on the basis of the options divided into three tranches, where the options in tranche 1 entitle to subscribe for a maximum of 137,023,800 shares in the Company at a price of SEK 0.018245 per share, the options in tranche 2 entitle the holder to subscribe for a maximum of 91,348,877 shares in the Company at a price of SEK 0.027368 per share and the options in tranche 3 entitle the holder to subscribe for a maximum of 68,511,657 shares in the Company at a price of SEK 0.036490 per share.

The proposed revision means that each participant in the employee stock option program will be entitled to subscribe for the following number of shares in the company by support of options in each tranche:

<b>Name</b>	<b>Position</b>	<b>Maximum number of shares in Arcane Crypto that can be subscribed for in each tranche</b>
Torbjørn Bull Jenssen	Chief Executive Officer in Arcane Crypto AB and Arcane Crypto AS	82,214,183 shares in tranche 1 54,809,133 shares in tranche 2 41,107,091 shares in tranche 3
Henrik Skogstrøm	CTO in Arcane Crypto AS	54,809,617 shares in tranche 1 36,539,744 shares in tranche 2 27,404,566 shares in tranche 3

The Board of Directors shall, within the framework of the above-mentioned conditions and guidelines, be responsible for detailed formation of the revision. In connection with this, the Board of Directors shall have the right to make adjustments to meet foreign regulation or market conditions. The Board of Directors shall also have the right to adjust the revised program if significant changes occur in the Company or its surroundings, resulting in the resolved conditions for being able to exercise the options no longer being appropriate.

**B. The Board of Directors' proposal on directed issue of warrants and approval of transfer of warrants**

To enable the Company to deliver shares in accordance with the employee stock option program, the Board of Directors proposes that the Extraordinary General Meeting resolves on a directed issue of warrants and approval of the transfer of the warrants. The Board of Directors therefore proposes that the Extraordinary General Meeting resolves to issue a maximum of 137,023,800 warrants of series TO 2021:1, a maximum of 91,348,877 warrants of series TO 2021:2 and a maximum of 68,511,657 warrants of series TO 2021:3, entitling to subscribe for a total of 296,884,334 shares in the Company, resulting in a maximum increase of the Company's share capital of SEK 1,083,248.950033 upon full exercise of the warrants. The following conditions also apply to the resolution:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only accrue to Arcane Crypto AB. The reason for the deviation from the shareholders' preferential rights is that the issue forms part of the establishment of the employee stock option program.
2. Subscription of warrants shall be made on a subscription list no later than 26 March 2021. However, the Board of Directors shall have the right to extend the time for subscription.
3. The warrants shall be issued free of charge. The part of the subscription price that, when subscribing for shares with the support of the warrants, exceeds the quota value shall be added to the non-restricted share premium reserve.
4. Each (1) warrant of series TO 2021:1 entitles the holder to subscribe for one (1) share in the Company at a price of SEK 0.018245 per warrant during the period from and including the time the warrants are registered with the Swedish Companies Registration Office up to and including 1 March 2022. The complete terms and conditions for warrants of series TO 2021:1 will be available on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se).
5. Each (1) warrant of series TO 2021:2 entitles the holder to subscribe for one (1) share in the Company at a price of SEK 0.027368 per warrant during the period from and including the time the warrants are registered with the Swedish Companies Registration Office up to and including 1 September 2022. The complete terms and conditions for warrants of series TO 2021:2 will be available on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se).
6. Each (1) warrant of series TO 2021:3 entitles the holder to subscribe for one (1) share in the Company at a price of SEK 0.036490 per warrant during the period from and including the time the warrants are registered with the Swedish Companies Registration

Office up to and including 1 March 2023. The complete terms and conditions for warrants of series TO 2021:3 will be available on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se).

7. In case of special corporate events, new shares may be subscribed for on the basis of the warrants in connection with such corporate events. The subscription price and the number of shares that each warrant entitles to subscribe for shall be recalculated in the event of a split, consolidation, issues, etc. in accordance with customary conversion terms. The warrants may, in accordance with customary terms and conditions, be exercised earlier in the event of, among other things, compulsory redemption of shares, liquidation or merger whereby the Company merges into another company.
8. The new shares issued after the warrants have been exercised shall entail the right to a dividend for the first time on the record date for dividends that falls immediately after the new shares have been registered and entered in the share register kept by Euroclear Sweden AB.
9. Documents pursuant to Chapter 14, Section 8, of the Swedish Companies Act have been drawn up.
10. The Board of Directors, or the person appointed by the Board of Directors, is authorized to make the minor adjustments to this resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### Transfer of warrants

The Board of Directors further proposes that the Extraordinary General Meeting resolves to approve that the Company may transfer the warrants to the participants in the employee stock program, Torbjørn Bull Jenssen and Henrik Skogstrøm, without consideration in connection with the exercise of employee stock options in accordance with the terms under item A above.

#### Majority requirements

The Board of Directors' proposal for the establishment of a revised employee stock option program in accordance with item A as well as the resolution on a directed issue of warrants and approval of the transfer of the warrants in accordance with item B, constitute a joint proposal and shall therefore be determined as one decision. A resolution in accordance with the Board of Directors' proposal must be supported by shareholders representing no less than nine-tenths of the votes cast and the shares represented at the meeting.

#### Outstanding share-based incentive programs

There are no other share-related incentive programs in the Company.

#### Dilution

As of the date of the proposal, there are 7,898,003,523 shares in the Company. If all warrants that can be issued and transferred of series TO 2021:1, TO 2021:2 and TO 2021:3 are issued and transferred to the participants in the program and all warrants of all series are exercised for subscription of shares, the number of shares and votes in the Company will increase by a maximum of 296,884,334 (with reservation for any recalculation of the number of shares in accordance with the warrant terms), which corresponds to a dilution of approximately 3.6 percent.

Preparation of the proposal

The proposed resolutions under items A and B above have been prepared by the Board of Directors in consultation with external advisers.

## **Other information**

### **Number of shares and votes**

The total number of shares and votes in the Company is 7,898,003,523 at the date this notice is issued. The Company 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 CEO shall, if any shareholders so requests and the Board of Directors considers that this can be done without significant damage to the Company, provide information regarding circumstances that may affect the assessment of a matter on the agenda. Due to the fact that the Extraordinary General Meeting will be held without a physical meeting, a request for information must be submitted in writing by post to the address Box 12 172, 102 25 Stockholm or by e-mail to [post+egm@arcanecrypto.se](mailto:post+egm@arcanecrypto.se), no later than 9 March 2021. The information will be made available at the Company's address Box 12 172, 102 25 Stockholm and on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se), no later than 14 March 2021. The information will also be sent, within the same period of time, to the shareholders who have requested it and stated their postal or e-mail address.

### **Available documents**

Complete proposals for resolutions and proxy form will be held available from the Company. Copies of said documents will be sent to shareholders who so request and who provide their postal address. The documents will also be kept available on the Company's website, [investor.arcanecrypto.se](http://investor.arcanecrypto.se).

### **Processing of personal data**

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

## **Arcane Crypto AB**

Stockholm in March 2021

*The Board of Directors*

### **For further information, please contact:**

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### **About Arcane Crypto**

Arcane Crypto develops and invests in projects, focusing on bitcoin and digital assets. An important focus area is the use of a digital currency to facilitate better and more efficient cross-

border payments. Arcane has the ambition of becoming a leading player in digital currency trading through growth in existing operations, as the market matures, while simultaneously investing in new advanced projects, acquisitions and collaborations.

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)