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2023-11-14

NOTICE TO ANNUAL GENERAL MEETING IN QUICKBIT EU AB (PUBL)

The shareholders of Quickbit eu AB (publ), reg. no. 559066-2093 (the "**Company**"), are given notice of the annual general meeting to be held on 14 December 2023 at 17:00 CET at the Company's premises on Lästmakargatan 20, 111 44 Stockholm.

Right to participate and notice of participation

In order to participate in the annual general meeting a shareholder shall:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on 6 December 2023, and
- (ii) notify the Company of its intention to participate no later than on 8 December 2023 to the address Quickbit eu AB (publ), Lästmakargatan 20, 111 44 Stockholm or through email to investor@quickbit.com. The notice of attendance shall state name or company name, personal identification number (Sw. personnummer) or corporate registration number, address, telephone number, number of shares and, where relevant, the number of accompanying assistants (not more than two).

Nominee-registered shares

Shareholders whose shares are held in the name of a nominee must, in order to be able to participate at the general meeting and exercise their voting right, temporarily re-register the shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting right registration). When preparing the share register for the general meeting per the record date, 6 December 2023, voting right registrations completed by the nominee no later than 8 December 2023 will be considered. This means that the shareholder must request that the nominee completes such voting right registration well in advance.

Proxy etc.

Shareholders represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the legal entity's certificate of registration, showing who has authority to issue the power of attorney, must be enclosed. The original version of the power of attorney and, if applicable, the certificate of registration, should well in advance of the general meeting, be sent to Quickbit eu AB (publ), Lästmakargatan 20, 111 44 Stockholm. The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. A proxy form is available on the Company's website, www.quickbit.com.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list

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4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the Company's annual report and the auditor's report, as well as of the consolidated financial statements and auditor's report for the group
8. Resolution on:
 - a) adoption of the income statement and balance sheet for the Company, as well as of the consolidated income statement and consolidated balance sheet for the group
 - b) disposition of the Company's earnings or loss in accordance with the approved balance sheet, and
 - c) discharge from liability of the board members and the CEO
9. Determination of remuneration to be paid to board members and auditors
10. Determination of the number of board members and deputy board members and auditors and deputy auditors
11. Election of the board of directors and auditor
12. Resolution to amend the articles of association
13. Resolution on a directed share issue to Magnus von Scheele
14. Resolution on authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles
15. Information about dividend policy
16. Closing of the annual general meeting

Resolution proposals

Item 2 – Election of chairman of the meeting

The nominating committee, consisting of Peter Liljeroos (chairman of the board of directors), Thomas Jonsson (elected by Furuheims Fastigheter AB), Scott Wilson (elected by Aurentum LLP) and Wael Mrad (private shareholding) (the "**Nominating Committee**"), proposes that Peter Liljeroos is elected as chairman of the meeting.

Item 8 b) – Disposition of the Company's earnings or loss in accordance with the approved balance sheet,

The board of directors proposes that no dividend shall be paid for the financial year 2022/2023 and that the profit for the year shall be carried forward.

Item 9 – Determination of remuneration to be paid to board members and auditors

The Nominating Committee proposes that the board of directors, for the period until the end of the next annual general meeting, shall be paid a total amount of not more than SEK 1,250,000 annually allocated as follows. The chairman shall receive SEK 500,000 and other board members not employed by the Company shall receive SEK 250,000 each. The Nominating Committee further proposes that the auditor, for the period until the end of the next annual general meeting, shall be paid according to approved accounts.

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Item 10 – Determination of the number of board members and deputy board members and auditors and deputy auditors

The Nominating Committee proposes that the Company's board of directors shall consist of four board members without any deputy board members and that the Company shall have one auditor without deputy auditors for the period until the end of the next annual general meeting.

Item 11 – Election of the board of directors and auditor

The Nominating Committee proposes re-election of Elena Kontou, Henrik Vilselius and Scott Wilson as board members, and re-election of Peter Liljeroos as chairman of the board of directors, all for the period until the end of the next annual general meeting. The Nominating Committee further proposes that the registered accounting firm PricewaterhouseCoopers AB is re-elected as auditor for the period until the end of the next annual general meeting. PricewaterhouseCoopers AB has informed that, provided that the proposal is approved by the meeting, the authorized accountant Johan Engstam will continue to be the auditor in charge.

Item 12 – Resolution to amend the articles of association

The board of directors proposes that the general meeting resolves to amend the Company's articles of association as follows:

§ 4 of the articles of association is proposed to have the following wording.

Current wording

The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000.

Proposed wording

The share capital shall be not less than SEK 1,000,000 and not more than SEK 4,000,000.

§ 5 of the articles of association is proposed to have the following wording.

Current wording

The number of shares shall be not less than 50,000,000 and not more than 200,000,000.

Proposed wording

The number of shares shall be not less than 100,000,000 and not more than 400,000,000.

8 § of the articles of association is proposed to have the following wording.

Current wording

The notice to the shareholders' meeting shall be communicated through announcement in the Official Swedish Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website. The fact that the notice has been published shall be announced in Svenska Dagbladet.

Proposed wording

The notice to the shareholders' meeting shall be communicated through announcement in the Official Swedish Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website. The fact that the notice has been published shall be announced in Dagens industri.

For a valid resolution, the proposal must be supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Item 13 – Resolution on a directed share issue to Magnus von Scheele

N.B. This notice has been prepared in both Swedish and English language versions. In the event of any discrepancies between the versions, the Swedish version shall prevail.

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The board of directors proposes that the annual general meeting resolves to increase the Company's share capital by not more than SEK 3,000 through a new issue of not more than 300,000 new shares, implying a dilution of up to 0.21 per cent of the number of shares and votes in the Company, on the terms stipulated below.

The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, vest in Magnus von Scheele (employed as system developer at Quickbit). Magnus von Scheele shall have the right to subscribe for up to 300,000 new shares.

The reason for the deviation from the shareholders' preferential rights is to fulfil the previously entered into agreement regarding qualified employee stock options, that the Company has entered into with Magnus von Scheele before the Company's listing on NGM Nordic SME, which entitles Magnus von Scheele to receive one share in the Company for each employee stock option held. For this reason, it has not been relevant to, as an alternative to the directed share issue, carry out a rights issue of shares (the Company has, however, unrelated to this new issue recently carried out a rights issue of shares). In the event that the annual general meeting does not resolve in accordance with the board of directors' proposal, the Company has an obligation to instead pay a cash remuneration to Magnus von Scheele corresponding to 150 per cent of the value of the options, i.e. the share price of the Company's share less the quota value (SEK 0.01) multiplied by 1.5 per employee stock option.

The subscription price per share shall amount to the quota value of the Company's share (SEK 0.01). The subscription price has been determined in accordance with the employee stock option agreement that the Company has entered into with Magnus von Scheele. The shares shall be subscribed for by cash payment, which shall be received by the Company no later than one week from the annual general meeting, i.e. no later than 21 December 2023.

The new shares entitle to dividends for the first time on the record date for dividends that occurs after the new share issue has been registered with the Swedish Companies Registration Office.

The board of directors, or a person appointed by the board of directors, shall have the right to make such minor adjustments to the above resolution as may be required in connection with the registration of a registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

For a valid resolution, the resolution must be supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 14 – Resolution on authorization for the Board of Directors to resolve on issue of shares, warrants and/or convertibles

The board of directors proposes that the annual general meeting shall resolve to authorize the board of directors to, on one or several occasions up until the next annual general meeting, resolve on issues of shares, warrants and/or convertibles. The issues may be made with or without deviation from the shareholders' preferential rights, as well as on terms regarding payment in kind, by right of set-off or against other terms.

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The number of shares that may be issued under the authorization, and the increase of the share capital, shall not be limited other than by the limits for the number of shares and share capital as set out in the articles of association in its registered wording at each time. The board of directors shall otherwise have the right to determine all terms and conditions for the issue. The reason that the board of directors may resolve upon an issue with deviation from the shareholders' preferential rights is that the Company shall be able to issue new shares, warrants and/or convertibles in order to finance the Company's continued operation and expansion.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

The resolution is only valid if supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and the shares represented at the annual general meeting.

Shareholders' right to request information

Upon request by any shareholder and where the board of directors believes that it may be done without significant harm to the Company, the board of directors and the CEO shall provide information of circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relation to other companies within the group and the consolidated accounts.

Use of personal data

For information regarding the processing of your personal data, please refer to the privacy policy of Euroclear available on their website: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Documents

Accounting documentation, the auditors' report and other documents are available at the Company's office and on the website, www.quickbit.com, no later than three weeks before the annual general meeting. The documents will also be sent to shareholders who request this and provide their address. All documents will be presented at the annual general meeting.

Stockholm in November 2023

Quickbit eu AB (publ)

The board of directors

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For further information, please contact:

Peter Liljeroos, Chairman of the Board

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Quickbit is a Swedish fintech company founded in 2016 with the goal of making the integration of cryptocurrencies into the everyday lives of people and companies smoother. Today, Quickbit offers safe and easy-to-use products for e-merchants as well as customers. With a transaction volume to date in excess of €1 billion, Quickbit has already enabled and empowered individuals around the world, through the use of cryptocurrencies. Quickbit has been listed on NGM Nordic SME since July 2019. For more information, please visit www.quickbit.com