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K33 provides supplementary information regarding the investment agreements announced on 28 May 2025

K33 AB (publ) ("**K33**" or the "**Company**") hereby provides supplementary information regarding the investment agreements (the "**Investment Agreements**"), in addition to the information provided in the press release published by the Company on 28 May 2025. As announced on 28 May 2025, K33 has secured convertible loans totaling SEK 45 million (the "**Convertible Loans**") from Klein Group, through Aurora3 AS, Middelborg Invest AS, Tigergutt Invest AS and Modiola AS (the "**Investors**"). The Convertible Loans shall be paid to the Company at the latest on the 15th day of the last calendar month of each quarter in six quarterly arrays, commencing on 15 September 2025, however ending on 15 November 2026. For each (1) new share in the Company converted to from the Convertible Loans before 15 March 2026, the Company shall transfer one (1) warrant to the Investor free of charge (the "**Additional Warrants**").

As announced in the press release published by the Company on 28 May 2025, the conversion price is SEK 0.050 per share, corresponding to the volume-weighted average price of the Company's share on 27 May 2025, the trading day preceding the conclusion of the Investment Agreements. Each (1) Additional Warrant entitles to subscription of one (1) share in the Company until and including 15 June 2026 at a subscription price of SEK 0.050 per share, corresponding to the volume-weighted average price of the Company's share on 27 May 2025, the trading day preceding the conclusion of the Investment Agreements. In the event of full utilization of all Additional Warrants, the Company will receive additional proceeds of SEK 45 million.

However, the Investors also have a right under the Investment Agreements to request, at least two weeks prior to 15 September 2025, that their commitment in relation to the Convertible Loans instead be provided the Company in an equity issue at the same terms as in the directed issues of shares and warrants resolved by the Board of Directors of K33 on 28 May 2025. Accordingly, and assuming the full SEK 45 million of Convertible Loans are provided the Company in an equity issue instead, the Company will issue a total of 900,000,000 shares at a subscription price of SEK 0.050 per share and 1,800,000,000 warrants (the "**Warrants**") to the Investors. Each (1) Warrant shall entitle to subscription of one (1) share in the Company on 25 June 2025 and thereafter on the 15th day of the last calendar month of each quarter, commencing on 15 September 2025 and ending on 15 June 2026, at a subscription price of SEK 0.050 per share, corresponding to the volume-weighted average price of the Company's share on Nasdaq First North Growth Market on 27 May 2025, the trading day preceding the conclusion of the Investment Agreements.



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To the extent an equity issue is requested instead of the Convertible Loan, the amount of Convertible Loan will be reduced accordingly, and the Additional Warrants will not be transferred from the Company to the Investor. Consequently, in comparison to conversion of the Convertible Loans, the request of equity issues instead may entail an issue of up to an additional 900,000,000 Warrants.

Any requested equity issue instead of Convertible Loan will be subject to approval of a general meeting of the Company should such resolution be necessary due to any existing authorization and /or the limits of the Articles of Association not allowing for an issue following a resolution by the Board of Directors. As Middelborg Invest AS is a company controlled by the Company's Board member Kristian Lundkvist, any issue of shares and warrants to Middelborg Invest AS is conditional upon the necessary resolutions to that effect being passed by a general meeting of the Company with the required majority.

For more information about the Investment Agreements and the Convertible Loans, please refer to the press release published by the Company on 28 May 2025.

Share capital, shares and dilution

Assuming that the full amount of Convertible Loans are provided the Company in an equity issue instead and all accompanying Warrants are exercised for subscription of shares, the number of shares in the Company will increase by 2,700,000,000 and the Company's share capital will increase by approximately SEK 9,851,554, corresponding to a dilution of the number of shares and votes in the Company of approximately 18.11 percent based on the current share capital and number of shares in the Company.

For further information, please contact:

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About K33

K33 AB (publ), listed on Nasdaq First North Growth Market, is the new gold standard for investments in digital assets. [K33](#) offers market-leading execution, actionable insights, and superior support to private and institutional partners across EMEA. Mangold Fondkommission serves as the Certified Adviser for K33 AB (publ).

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This press release is not a prospectus as set forth in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and has not been approved by any regulatory authority in any jurisdiction. The Company has not approved any securities offering to the public in any member state of the EES and no prospectus has been published or will be published in connection with the Share Issue. In each member state of the EES, this message is only directed towards “qualified investors” in that member state in accordance with the definition in the Prospectus Regulation.

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This press release does not identify, or purport to identify, the risks (direct or indirect) that may be associated with an investment in the Company’s shares. Any investment decision to acquire or subscribe for new shares must be made on the basis of all publicly available information relating to the Company and the Company’s shares.

This press release does not constitute a recommendation for any investors’ decisions regarding the issues. Each investor or potential investor should conduct an examination on their own, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company’s website nor any other website accessible through hyperlinks on the Company’s website are incorporated into or form part of this press release.

Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, assessments, or expectations about the Company's future results, financial position, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and may be identified by the inclusion of words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that they will materialize or prove to be correct. Because these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless this is required under law or the Nasdaq First North Growth Market Rulebook for Issuers of Shares.

This information is information that K33 AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-06-16 21:30 CEST.

Attachments

[K33 provides supplementary information regarding the investment agreements announced on 28 May 2025](#)