



Notice of Extraordinary General Meeting in K33 AB (publ)

The shareholders of K33 AB (publ), Reg. No. 556668-3933 ("K33" or the "company"), are hereby summoned to the Extraordinary General Meeting to be held on Wednesday, 23 July 2025, 15.00 CEST, at Törngren Magnell & Partners Advokatfirma's premises, Jakobs Torg 3, SE-111 52 Stockholm, Sweden.

The Board of Directors has, pursuant to the company's Articles of Association, resolved that the shareholders shall have the opportunity to exercise their voting rights by postal voting prior to the Extraordinary General Meeting. Shareholders may thus choose to attend the meeting in person, by proxy or by postal voting.

Right to attend

In order to attend the Extraordinary General Meeting, shareholders shall be registered in the share register kept by Euroclear Sweden AB as of 15 July 2025. Further, shareholders who wish to participate in the Extraordinary General Meeting must give notice of participation to the company no later than 17 July 2025 or cast a postal vote in accordance with the instructions under the heading "*Instructions for postal voting*" in such time that the postal vote is received by the company no later than 17 July 2025. Notice of participation can be made:

1. by mail: K33 AB (publ), Box 12 172, SE-102 25 Stockholm, Sweden, or
2. by e-mail: ir@k33.com.

The notice of participation shall state name, personal identification number or corporate registration number, postal address, telephone number, shareholding and, where applicable, the number of shareholder assistants at the Extraordinary General Meeting (no more than two).

Nominee-registered shares

In order to be entitled to attend the Extraordinary General Meeting, a shareholder whose shares are nominee-registered must, in addition to giving notice of participation in the Extraordinary General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 15 July 2025. 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 decided by the nominee. Voting rights registrations made no later than the second banking day after 15 July 2025 are taken into account in the presentation of the share register.

Proxy and proxy form

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not have been issued more than one year before the date of the Extraordinary General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as registration certificate and other authorization documents, evidencing the authorized representative, should reach the company at the above address no later than 17 July 2025.

Proxy form is available from the company and on the company's website, www.k33.com/ir, and is upon request sent to shareholders who provide their postal address.

Instructions for postal voting

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form available on the company's website, www.k33.com/ir. The postal vote must be received by the company no later than 17 July 2025. The completed and signed form must be sent by post or by e-mail to the addresses stated above. Submission of the postal voting form is valid as notice of participation at the Extraordinary General Meeting.

If a shareholder who has submitted a postal voting form attends the Extraordinary General Meeting in person or by proxy, the postal vote lapses.

Proposed agenda

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes in addition to the Chairman.
6. Determination as to whether the Extraordinary General Meeting has been duly convened.
7. Resolution on directed issue of shares to Muunilinst AS.
8. Closing of the Extraordinary General Meeting.

Proposed resolutions

Item 2 – Election of Chairman of the Extraordinary General Meeting

It is proposed that Johan Wigh, member of the Swedish Bar Association, or the person appointed by the Board of Directors in the event of his impediment, be elected Chairman of the Extraordinary General Meeting.

Item 3 – Preparation and approval of the voting list

The voting list proposed to be approved under item 3 on the agenda is the voting list prepared by the Chairman of the general meeting, based on the general meeting share register, postal votes received, and shareholders having given notice of participation and being present at the meeting venue.

Item 7 – Resolution on directed issue of shares to Muunilinst AS

Background

As announced by the company on 19 June 2025, Muunilinst AS had been allocated 10,566,957 shares in the directed share issue announced by the company on 18 June 2025 (the **"Directed Share Issue"**). As Muunilinst AS is a company controlled by the company's CEO Torbjørn Bull Jenssen, the Board of Directors proposes that the Extraordinary General Meeting resolves on a directed issue of the shares to Muunilinst AS, in accordance with the below.

Resolution on directed issue of shares to Muunilinst AS

The Board of Directors proposes that the Extraordinary General Meeting resolves to issue no more than 10,566,957 shares, with deviation from the shareholders' preferential rights, entailing an increase in the share capital of no more than SEK 38,555.908044.

The resolution shall also be subject to the following conditions:

1. The right to subscribe for new shares shall, with deviation from the shareholders' preferential rights, only be granted Muunilinst AS.
2. The reason for the deviation from the shareholders' preferential rights corresponds to the reasons for the Directed Share Issue in general, i.e. mainly that the share issue, including the deviation from existing shareholders' preferential rights, serves the best interests of the company and its shareholders as (i) a rights issue would take longer time to implement which, especially under current markets conditions, would entail an exposure to potential market volatility; (ii) the share issue can be carried out at a significantly lower cost and complexity than a rights issue; and (iii) the speed of the process enables the company to deliver on its Bitcoin accumulation strategy and pursue favorable investment opportunities, while at the same time maintaining a flexible and balanced capital structure. Additionally, the reason that the issue is directed to Muunilinst AS, as an existing shareholder, is that Muunilinst AS has expressed and shown interest in long-term ownership in the company, which the Board of Directors believes creates security, stability and favorable conditions for the company's growth and is thus considered to be beneficial to both the company and all shareholders.

With the above considered, the Board of Directors has made the assessment that the reasons to carry out the share issue outweigh the reasons that justify the main rule of issuing shares with preferential rights for existing shareholders and that the share issue is the most favorable alternative for the company to carry out the capital raising.

3. The subscription price per share shall amount to SEK 0.1036. The subscription price of the share issue is equal to the closing price of the company's share on Nasdaq First North Growth Market on 17 June 2025, the day preceding the announcement of the share issue. The subscription price was determined by the Board of Directors in discussions with Pareto Securities following a pre-sounding of the share issue with certain investors who made pre-commitments in the share issue and negotiations at arms-length, taking into account the company's financing needs and the alternative cost of other financing. It is the Board of Directors' judgement, based on the above factors, that the subscription price reflects current market conditions and current demand. Against this background, the Board of Directors considers the subscription price to be on market terms.
4. Subscription of shares shall take place no later than 6 August 2025 on a separate subscription list. The Board of Directors is authorised to extend the subscription period.
5. Payment for the shares shall be made in cash no later than 6 August 2025. The Board of Directors is authorised to extend the payment period.
6. The new shares shall entitle to dividend as from the first record date for dividend to occur after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.
7. The Board of Directors, or the person appointed by the Board of Directors, is authorised to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.



Press Release
04 July 2025 11:40:00 CEST

Other information

Majority requirements

Resolution pursuant to item 7 is valid only when supported by shareholders representing no less than nine-tenths (9/10) of both the votes cast and the shares represented at the Extraordinary General Meeting.

Number of shares and votes in the company

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of voting rights, amounts to 12,356,639,239. The company holds no treasury shares.

Shareholders' right to receive information

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 Extraordinary General Meeting about circumstances that may affect the evaluation of an item on the agenda.

Available documents

The Board of Directors' complete proposals are set out in this notice, which is available from the company and on its website stated below.

Documents in accordance with the Swedish Companies Act will be available from the company and on the company's website, www.k33.com/ir, no later than two weeks prior to the Extraordinary General Meeting.

Copies of the above documents are also sent to the shareholders who so request and provide their postal address. The documents will also be presented at the Extraordinary General Meeting.

Processing of personal data

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in July 2025

K33 AB (publ)

The Board of Directors

Attachments

[Notice of Extraordinary General Meeting in K33 AB \(publ\)](#)