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## K33 announces closing of purchase of shares in Sixty Six Capital Inc. (CSE: SIX)

**On 15 February 2026, K33 AB (publ) ("K33" or the "Company") announced that it had entered into a share purchase agreement (the "Agreement") to acquire a 45.47 percent stake in Sixty Six Capital Inc. ("Sixty Six"), a Canada-based Bitcoin treasury company listed on the Canadian Securities Exchange under the ticker SIX, for a purchase price of approximately CAD 4.7 million, corresponding to 95 percent of the net asset value attributable to the shares acquired, and on 27 February 2026, K33 announced that it had entered into an addendum to the Agreement (the "Addendum"). The closing conditions have now been satisfied and, consequently, K33 has today completed the acquisition, thereby becoming the largest shareholder in Sixty Six. For more information about Sixty Six and the strategic rationale, please refer to the press release published by the Company on 15 February 2026.**

### **Terms of the acquisition**

The purchase price for the acquisition, as adjusted in the Addendum, amounted to CAD 4,678,961, corresponding to 95 percent of the net asset value attributable to the shares acquired. The Board of Directors of K33 has, by virtue of the authorization granted by the Extraordinary General Meeting on 3 July 2025, resolved on and completed a directed new issue of 378,002,560 shares at a subscription price per share of SEK 0.02136, corresponding to approximately SEK 8.1 million in total, in order to set off 26.32 percent of the purchase price. The sellers, and accordingly the subscribers in the issue, are Alex Johnstone, David Rowe and Richard Croft. The remaining consideration has been settled in USD Coin issued as an ERC-20 token on the Ethereum blockchain.

The reason for the deviation from the shareholders' preferential rights in the new issue of shares is that, pursuant to the Agreement, part of the purchase price in the acquisition was to be paid in the form of newly issued shares in the Company. The subscription price of SEK 0.02136 per share, corresponding to the average closing price of K33's share on Nasdaq First North Growth Market during the five business days preceding the conclusion of the Agreement, was determined in the Agreement following arm's length negotiations. It is the Board of Directors' judgement, based on the above factors, that the subscription price has been determined on market terms.

In addition to the purchase price, the sellers may be entitled to an additional earn-out payment if the Company, within twelve (12) months following the closing date (the "**Earn-Out Period**"), participates in a sale of all shares in Sixty Six (the "**Earn-Out Event**"). If the Earn-Out Event occurs, the sellers are entitled to a payment in cash of the consideration received by the Company for its sale of the acquired shares up to a maximum aggregate amount of CAD 462,800.



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The shares in K33 issued to the sellers are subject to lock-up; half of which are subject to a lock-up period of three months and half of which are subject to a lock-up period of six months.

In connection with the completion of the share purchase, the Company has appointed Torbjørn Bull Jenssen, the Company's Chief Executive Officer, and Bendik Norheim Schei, the Company's Chief Financial Officer, as directors of Sixty Six and Torbjørn Bull Jenssen has also been appointed as Chief Executive Officer of Sixty Six.

### **Impact on the financial position**

The acquisition will increase the balance sheet assets of K33 with an amount equal to the purchase price and the assets will, as per the date hereof, provide indirect exposure to approximately 66 BTC, based on Sixty Six' current Bitcoin ETF holdings (this equals K33's share of Sixty Six, multiplied with its current holding of BTC).

### **Share capital, shares and dilution**

As a result of the new issue, the number of shares in the Company will increase by 378,002,560 and the Company's share capital will increase by SEK 1,379,226.956608, corresponding to a dilution of the number of shares and votes in the Company of approximately 2.53 percent based on the current share capital and number of shares in the Company registered with the Swedish Companies Registration Office.

### **Advisors**

K33 has been advised by Wikborg Rein, as lead legal counsel, and by Bennett Jones, with respect to Canadian law, and by TM & Partners, with respect to Swedish law.

### **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 does not constitute a recommendation for any investors’ decisions regarding the new issue. 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.



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### **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.

### **Attachments**

[K33 announces closing of purchase of shares in Sixty Six Capital Inc. \(CSE: SIX\)](#)