

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 Thursday, 3 July 2025, 10:00 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 25 June 2025. Further, shareholders who wish to participate in the Extraordinary General Meeting must give notice of participation to the company no later than 27 June 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 27 June 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 25 June 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 25 June 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 27 June 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 27 June 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 (a) directed issue of shares to Middelborg Invest AS; and (b) directed issue of warrants of series 2026:1 to Middelborg Invest AS.
8. Resolution on (a) directed issue of warrants of series 2026:2 to K33; and (b) approval of transfer of the warrants to Middelborg Invest AS.
9. Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments.
10. Closing of the Extraordinary General Meeting.

Proposed resolutions

Item 2 – Election of Chairman of the Extraordinary General Meeting

It is proposed that Jacob Elovsson Hultin, 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 (a) directed issue of shares to Middelborg Invest AS; and (b) directed issue of warrants of series 2026:1 to Middelborg Invest AS

Background

As announced by the company through a press release on 28 May 2025 (with supplementary information announced by the company through a press release on 16 June 2025), the company has entered into investment agreements with Klein Group, through Aurora 3 AS, Middelborg Invest AS, Tigergutt Invest AS and Modiola AS (the "**Investment Agreements**") and thereby secured financing totaling SEK 60 million for the company's Bitcoin Treasury Strategy. The Investment Agreements comprise new issues of shares and warrants totaling SEK 15 million, as well as convertible loans totaling SEK 45 million.

As Middelborg Invest AS is a company controlled by the Company's Board member Kristian Lundkvist, the Board of Directors^[1] proposes that the Extraordinary General Meeting resolves on (a) directed issue of shares to Middelborg Invest AS; and (b) directed issue of warrants of series 2026:1 to Middelborg Invest AS, in accordance with the below.

For more information about the Investment Agreements and the company's new Bitcoin Treasury Strategy, please refer to the separate press releases published by the company on 28 May 2025.

(a) Resolution on directed issue of shares to Middelborg Invest AS

The Board of Directors proposes that the Extraordinary General Meeting resolves to issue no more than 150,000,000 shares, with deviation from the shareholders' preferential rights, entailing an increase in the share capital of no more than SEK 547,308.577728.

The resolution shall also be subject to the following conditions:

1. The right to subscribe for new shares shall only be granted Middelborg Invest AS.
2. The reason for the deviation from the shareholders' preferential rights is that the Board of Directors carefully has considered the possibility of and explored the interest in raising capital through other means, including through a rights issue, but concluded that a deviation from the 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 issue can be carried out at a significantly lower cost than a rights issue; and (iii) the speed of the process puts the company in a good position to establish the new Bitcoin Treasury Strategy and to pursue favorable investment opportunities, while at the same time maintaining a flexible and balanced capital structure.

Furthermore, based on the current market climate, a rights issue would likely have required significant underwriting commitments from an underwriting syndicate, which would have entailed additional costs and/or further dilution depending on the type of consideration paid for such underwriting. A rights issue would likely also have needed to be realized at a lower subscription price given the discount levels of rights issues recently realized in the market.

With the above considered, the Board of Directors has made the assessment that the reasons to carry out the issue outweigh the reasons that justify the main rule of issuing shares with pre-emptive rights for existing shareholders and that the 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 0.050. The subscription price corresponds 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 day of the Investment Agreement, and has been determined through arm's length negotiations[2] and taking into account the company's financing needs, the alternative cost of other financing and the assessed market interest of an investment in the company. 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. The part of the subscription price that exceeds the quota value shall be added to the non-restricted share premium reserve.

4. Subscription of shares shall take place no later than 17 July 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 17 July 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.

(b) Resolution on directed issue of warrants of series 2026:1 to Middelborg Invest AS

The Board of Directors proposes that the Extraordinary General Meeting resolves to issue no more than 300,000,000 warrants of series 2026:1, with deviation from the shareholders' preferential rights, entitling to subscription of no more than 300,000,000 shares in the company, entailing an increase in the share capital of no more than SEK 1,094,617.155456.

The resolution shall also be subject to the following conditions:

1. The right to subscribe for new warrants shall only be granted Middelborg Invest AS.

2. The reason for the deviation from the shareholders' preferential rights is that the Board of Directors carefully has considered the possibility of and explored the interest in raising capital through other means, including through a rights issue, but concluded that a deviation from the 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 issue can be carried out at a significantly lower cost than a rights issue; and (iii) the speed of the process puts the company in a good position to establish the new Bitcoin Treasury Strategy and to pursue favorable investment opportunities, while at the same time maintaining a flexible and balanced capital structure.

Furthermore, based on the current market climate, a rights issue would likely have required significant underwriting commitments from an underwriting syndicate, which would have entailed additional costs and/or further dilution depending on the type of consideration paid for such underwriting. A rights issue would likely also have needed to be realized at a lower subscription price given the discount levels of rights issues recently realized in the market.

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

3. The warrants are issued free of charge.

4. Subscription of warrants shall take place no later than 17 July 2025 on a separate subscription list. The Board of Directors is authorised to extend the subscription period.

5. The new shares issued after exercise of the warrants 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.

6. Each (1) warrant entitles the holder to subscribe for one (1) new 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. The subscription price for new shares upon exercise of the warrants is 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 Investment Agreement. The subscription price has been determined through arm's length negotiations^[3] and taking into account the company's financing needs, the alternative cost of other financing and the assessed market interest of an investment in the company. 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. The part of the subscription price that exceeds the quota value shall be added to the non-restricted share premium reserve.

7. The complete terms and conditions for the warrants will be available on the company's website, www.k33.com/ir. According to the terms and conditions of the warrants, the subscription price and the number of shares that each warrant entitles to subscription for may be subject to recalculation in certain cases.

8. 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.

Item 8 – Resolution on (a) directed issue of warrants of series 2026:2 to K33; and (b) approval of transfer of the warrants to Middelborg Invest AS



Background

Pursuant to the Investment Agreements, the company shall transfer one (1) warrant to the investor free of charge for each (1) new share in the company converted to from the convertible loans before 15 March 2026.

As Middelborg Invest AS is a company controlled by the Company's Board member Kristian Lundkvist, and in order to enable transfer of the warrants to Middelborg Invest AS following conversion of the convertible loan, the Board of Directors[4] proposes that the Extraordinary General Meeting resolves on (a) directed issue of warrants of series 2026:2 to K33; and (b) approval of transfer of the warrants to Middelborg Invest AS, in accordance with the below.

For more information about the Investment Agreements and the company's new Bitcoin Treasury Strategy, please refer to the separate press releases published by the company on 28 May 2025.

(a) Resolution on directed issue of warrants of series 2026:2 to K33

The Board of Directors proposes that the Extraordinary General Meeting resolves to issue no more than 450,000,000 warrants of series 2026:2, with deviation from the shareholders' preferential rights, entitling to subscription of no more than 450,000,000 shares in the company, entailing an increase in the share capital of no more than SEK 1,641,925.733185.

The resolution shall also be subject to the following conditions:

1. The right to subscribe for new warrants shall only be granted K33 AB (publ), with the right and obligation to transfer them to Middelborg Invest AS under the conditions set out in the Investment Agreement.
2. The reason for the deviation from the shareholders' preferential rights is that the Board of Directors carefully has considered the possibility of and explored the interest in raising capital through other means, including through a rights issue, but concluded that a deviation from the 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 issue can be carried out at a significantly lower cost than a rights issue; and (iii) the speed of the process puts the company in a good position to establish the new Bitcoin Treasury Strategy and to pursue favorable investment opportunities, while at the same time maintaining a flexible and balanced capital structure.

Furthermore, based on the current market climate, a rights issue would likely have required significant underwriting commitments from an underwriting syndicate, which would have entailed additional costs and/or further dilution depending on the type of consideration paid for such underwriting. A rights issue would likely also have needed to be realized at a lower subscription price given the discount levels of rights issues recently realized in the market.

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

3. The warrants are issued free of charge.
4. Subscription of warrants shall take place no later than 17 July 2025 on a separate subscription list. The Board of Directors is authorised to extend the subscription period.
5. The new shares issued after exercise of the warrants 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.
6. Each (1) warrant entitles the holder to subscribe for one (1) new share in the company from the time of registration with the Swedish Companies Registration Office until and including 15 June 2026. The subscription price for new shares upon exercise of the warrants is 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 Investment Agreement. The subscription price has been determined through arm's length negotiations[5] and taking into account the company's financing needs, the alternative cost of other financing and the assessed market interest of an investment in the company. 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. The part of the subscription price that exceeds the quota value shall be added to the non-restricted share premium reserve.
7. Warrants that have not been transferred in accordance with item (b) below may be cancelled by the company after a decision by the Board of Directors of the company. Cancellation must be registered with the Swedish Companies Registration Office.
8. The complete terms and conditions for the warrants will be available on the company's website, www.k33.com/ir. According to the terms and conditions of the warrants, the subscription price and the number of shares that each warrant entitles to subscription for may be subject to recalculation in certain cases.
9. 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.

(b) Resolution on approval of transfer of the warrants

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve that K33 AB (publ) transfers up to 450,000 of the warrants of series 2026:2 to Middelborg Invest AS free of charge, in the event that conversion of the convertible loan results in Middelborg Invest AS being entitled to the warrants under the Investment Agreement.

Item 9 – Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' preferential rights. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to enable the company to issue financial instruments following conversions of outstanding convertible loans or following requests for issues in place of the convertible loans under the terms of investment agreements entered into, increase the company's financial flexibility and the Board's room for manoeuvre, in a time- and cost-effective manner be able to supply the company with new capital and/or new shareholders of strategic importance for the company, and enable the company to, fully or partially, finance any company acquisitions or acquisitions of businesses by issuing financial instruments as payment in connection with agreements on acquisitions, or to raise capital for such acquisitions. Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable. If the Board of Directors deems it appropriate in order to enable the delivery of shares in connection with an issue as described above, the issue may be done at a subscription price equal to the quota value of the share.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Other information

Majority requirements

Resolutions pursuant to items 7 and 8 are 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.

Resolution pursuant to item 9 is valid only when supported by shareholders representing no less than two-thirds (2/3) 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 12,206,639,239. 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 under items 7 and 8 and 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.



Press Release
16 June 2025 21:40:00 CEST

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 June 2025

K33 AB (publ)

The Board of Directors

- [1] The Board member Kristian Lundkvist has not participated in the handling of the proposal.
- [2] The Board member Kristian Lundkvist has not participated in the handling of the proposal.
- [3] The Board member Kristian Lundkvist has not participated in the handling of the proposal.
- [4] The Board member Kristian Lundkvist has not participated in the handling of the proposal.
- [5] The Board member Kristian Lundkvist has not participated in the handling of the proposal.

For further information, please contact:

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Web: k33.com/ir

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).

Attachments

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

[The Board Of Directors Complete Proposals K33 AB \(publ\)](#)

[Styrelsens Fullständiga Förslag K33 AB \(publ\)](#)

[Appendix A Terms And Conditions For Warrants Of Series 2026 1 In K33 AB \(publ\)](#)

[Appendix B Terms And Conditions For Warrants Of Series 2026 2 In K33 AB \(publ\)](#)

[Postal Voting Form K33 AB \(publ\)](#)

[Formulär För Poströstning K33 AB \(publ\)](#)

[Proxy Form K33 AB \(publ\)](#)

[Fullmaktsformulär K33 AB \(publ\)](#)

[Kallelse Till Extra Bolagsstämma K33 AB \(publ\)](#)