

Arcario Successfully Completes Strategic Acquisition of Vanir

On 6 December 2023, Arcario AB ("Arcario") announced that it had entered into an agreement to acquire all shares in Vanir Finance AS ("Vanir"), subject to approval by the general meeting of Arcario (the "Acquisition"). Today, the closing of the Acquisition has been completed, making Vanir a wholly-owned subsidiary of Arcario.

On 6 December 2023, Arcario announced that it had entered into an agreement to acquire all shares in Vanir from Klein Invest AS ("**Klein Invest**"), Kabaal Crypto AS and Haig Hodling AS, subject to the approval by the general meeting of Arcario. The purchase price amounted to SEK 25,200,000 to be paid in the form of 2,100,000,000 newly issued shares in Arcario at a subscription price of SEK 0.012 per share (the "**Consideration Shares**"). The Extraordinary General Meeting of Arcario held 10 January 2024 resolved on approval of the Acquisition and issue of the Consideration Shares. Today closing of the Acquisition was completed and all Consideration Shares were subscribed and paid for by way of set-off against the claims that the sellers of Vanir had against Arcario due to the Acquisition.

"Vanir's positive cash flow, combined with K33's revenue, will set us on course for a fully funded and positive cash flow trajectory starting Q1 2024. Looking ahead, we expect Arcario's performance to be primarily driven by K33 and enhanced by the inclusion of Vanir, aligning with our vision for a scalable and profitable future without further capital need", says Arcario's CEO Torbjørn Bull Jensen.

In order to fulfil Arcario's obligations in accordance with the underwriting agreement entered into with Klein Invest announced by Arcario in the press release from 6 December 2023, the Extraordinary General Meeting held 10 January 2024 further resolved on an issue of a maximum of 100,000,000 shares directed to Klein Invest at a subscription price of SEK 0.012 per share (the "**Underwriting Fee Issue**"). All shares in the Underwriting Fee Issue have been subscribed and paid for by Klein Invest by way of set-off against the claims Klein Invest had against Arcario due to the underwriting agreement. The reason that the Underwriting Fee Issue was directed to Klein Invest and, in relation to the Consideration Shares, the other sellers of Vanir, with deviation from the shareholders' preferential rights, is to fulfil Arcario's obligations under the share purchase agreement entered into in relation to the Acquisition.

In addition to the above, the Extraordinary General Meeting held 10 January 2024 resolved on a set-off issue of a maximum of 584,647,436 shares directed to the creditors Avarius AS, Tigerstaden AS, Michael Jackson, Alvaldi AB and Modiola AS at a subscription price of SEK 0.012 per share (the "**Set-Off Issue**"). All shares in the Set-Off Issue have been subscribed and paid for by the subscribers by way of set-off against the claims they had against Arcario.

By registration of the Consideration Shares and the shares in the Underwriting Fee Issue and the Set-Off Issue, the number of shares and votes in Arcario will increase with a total of 2,784,647,436 shares, from 9,393,877,824 to 12,178,525,260 (corresponding to a dilution of approximately 22,87 percent), and the share capital will increase with a total of SEK 10,160,409.517813, from SEK 34,275,666.074707 to SEK 44,436,075.592520.

For further information regarding the Acquisition, please see the press release published by Arcario on 6 December 2023.

For further information, please contact:

Torbjørn Bull Jenssen, CEO, Arcario AB
e-mail: ir@arcario.com
web: arcario.com/ir

About Vanir:

Vanir is a FinTech company developing a platform to facilitate crypto collateralised lending, integrating both traditional and decentralised finance.

About K33:

K33 is an innovative, research-led digital assets brokerage, empowering EMEA clients with industry-leading insights, multi-exchange brokerage services, and tailored managed funds. Accessible at k33.com or through distribution partners, the unified K33 platform offers a comprehensive suite of digital asset investment solutions.

About Arcario:

Arcario is an industrial investment company within digital asset space, committed to shaping the future of finance as we know it. The company boasts a diversified portfolio that includes K33, a research-led digital assets brokerage, Green Data, an eco-friendly Bitcoin mining operation, and minority stakes in LN Markets, a Bitcoin exchange leveraging the Lightning Network and Finpeers, a startup democratizing access to private financial markets through tokenization. The Company is listed on Nasdaq First North Growth Market and Mangold Fondkommission is Certified Adviser.

Attachments

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