



# 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 Friday, 10 October 2025, 14.30 CEST, at Törn gren Magnell & Partners' 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 2 October 2025. Further, shareholders who wish to participate in the Extraordinary General Meeting must give notice of participation to the company no later than 6 October 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 6 October 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](mailto: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 2 October 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 2 October 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 6 October 2025.

Proxy form is available from the company and on the company's website, [www.k33.com/ir](http://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](http://www.k33.com/ir). The postal vote must be received by the company no later than 6 October 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 new issue of shares to Middelborg Invest AS; and (b) directed issue of warrants of series 2026:3 to Middelborg Invest AS.
8. Closing of the Extraordinary General Meeting.

### **Proposed resolutions**

#### **Item 2 – Election of Chairman of the Extraordinary General Meeting**

It is proposed that lawyer Johan Wigh, 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 new issue of shares to Middelborg Invest AS; and (b) directed issue of warrants of series 2026:3 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.

According to the terms of the Investment Agreements, the investors are entitled to convert their commitments regarding convertible loans into an issue of shares and warrants. Middelborg Invest AS has requested such conversion. As Middelborg Invest AS is a company controlled by the company's Board member Kristian Lundkvist, the Board of Directors proposes<sup>1</sup> that the Extraordinary General Meeting resolves on (a) a directed new issue of shares to Middelborg Invest AS, and (b) a directed issue of warrants of series 2026:3 to Middelborg Invest AS, in accordance with the below.

For more information about the Investment Agreements, please refer to the press releases published by the company on 28 May 2025 and 16 June 2025.

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

The Board of Directors proposes that the Extraordinary General Meeting resolves on a new share issue of up to 450,000,000 shares, with deviation from the shareholders' preferential rights, entailing an increase in the share capital by not more than SEK 1,641,925.733185.

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 subscriber, in accordance with the terms of the investment agreement entered into between the company and the subscriber on 28 May 2025, is entitled to convert its commitment regarding convertible loans into an issue of shares and warrants. The issue is therefore carried out in order to fulfil the company's contractual obligations under the investment agreement.
3. The subscription price per share shall amount to SEK 0.050. The subscription price was determined in the Investment Agreement and 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. The subscription price was determined through arm's length negotiations<sup>2</sup> 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 the market conditions and demand prevailing at the time. Against this background, the Board of Directors considers that the subscription price has been determined 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 October 2025 on a separate subscription list. The Board of Directors is authorized to extend the subscription period.
5. Payment for the shares shall be made in cash no later than 17 October 2025. The Board of Directors is authorized to extend the payment period. The Board intends, with the support of Chapter 13, Section 41 of the Swedish Companies Act (2005:551), to allow payment for the new shares to be made by way of set-off against the claim that the subscriber has against the company corresponding

to the subscription amount as a result of the subscriber, in accordance with the Investment Agreement, having paid an amount corresponding to the subscription amount to the company. When payment for the new shares is made by way of set-off, the set-off is effected through the subscription of shares.

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.

*(a) Resolution on a directed issue of warrants of series 2026:3 to Middelborg Invest AS*

The Board of Directors proposes that the Extraordinary General Meeting resolves on an issue of no more than 900,000,000 warrants of series 2026:3, with deviation from the shareholders' preferential rights, entitling to subscription of a total of 900,000,000 shares in the company, entailing an increase in the share capital upon full exercise by not more than SEK 3,283,851.466369.

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 subscriber, in accordance with the terms of the Investment Agreement entered into between the company and the subscriber on 28 May 2025, is entitled to convert its commitment regarding convertible loans into an issue of shares and warrants. The issue is therefore carried out in order to fulfil the company's contractual obligations under the Investment Agreement.
3. The warrants are issued free of charge.
4. Subscription of the warrants shall take place no later than 17 October 2025 on a separate subscription list. The Board of Directors is authorized 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 the 15th day of the last calendar month of each quarter, commencing from the day of registration of the warrants by the Swedish Companies Registration Office up to 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 day of the Investment Agreement. The subscription price was determined in the Investment Agreement through arm's length negotiations<sup>3</sup> 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 the market conditions and

demand prevailing at the time. Against this background, the Board of Directors considers that the subscription price has been determined 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 are available from the company and on the company's website, [k33.com/ir](https://k33.com/ir).

8. The Board of Directors, or the person appointed by the Board of Directors, is authorized to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **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 13,717,689,187. 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 proposal under item 7 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](https://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>.

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Stockholm in September 2025

**K33 AB (publ)**

**The Board of Directors**



Press Release  
23 September 2025 11:15:00 CEST

- [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.

**Attachments**

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