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MARA Holdings, Inc. Announces Proposed Private Offering of $850 Million of Zero Coupon Convertible Senior Notes

Miami, FL, July 23, 2025 (GLOBE NEWSWIRE) -- MARA Holdings, Inc. (NASDAQ: MARA) ("MARA" or the "Company"), a leading digital energy and infrastructure company, today announced that it intends to offer, subject to market conditions and other factors, $850 million aggregate principal amount of 0.00% convertible senior notes due 2032 (the "notes") in a private offering to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). MARA also expects to grant to the initial purchasers of the notes an option to purchase, within a 13-day period beginning on, and including, the date on which the notes are first issued, up to an additional $150 million aggregate principal amount of the notes. The offering is subject to market and other conditions, and there can be no assurance as to whether, when or on what terms the offering may be completed.

The notes will be unsecured, senior obligations of MARA. The notes are not expected to bear regular interest (other than special interest in limited circumstances) and the principal amount of the notes is not expected to accrete. Special interest, if any, on the notes will be payable semi-annually in arrears on February 1 and August 1 of each year, beginning on February 1, 2026 (if and to the extent that special interest is then payable on the notes). The notes will mature on August 1, 2032, unless earlier repurchased, redeemed or converted in accordance with their terms. Subject to certain conditions, on or after January 15, 2030, MARA may redeem for cash all or any portion of the notes. If MARA redeems fewer than all the outstanding notes, at least $75 million aggregate principal amount of notes must be outstanding and not subject to redemption as of the relevant redemption notice date. Holders of the notes will have the right to require MARA to repurchase for cash all or any portion of their notes on January 4, 2030, if the last reported sale price of MARA's common stock on the second trading day immediately preceding the repurchase date is less than the conversion price. The notes will be convertible into cash, shares of MARA's common stock, or a combination of cash and shares of MARA's common stock, at MARA's election. Prior to May 1, 2032, the notes will be convertible only upon the occurrence of certain events and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The interest rate, initial conversion rate and other terms of the notes will be determined at the time of pricing of the offering. MARA expects that the reference price used to calculate the initial conversion price for the notes will be the U.S. composite volume weighted average price of MARA's common stock from 2:00 p.m. through 4:00 p.m. Eastern Daylight Time on the date of pricing.

MARA expects to use up to $50 million of the net proceeds from the sale of the notes to repurchase a portion of its existing 1.00% convertible senior notes due 2026 (the "1.00% 2026 convertible notes") in privately negotiated transactions with the remainder of the net

proceeds to be used to pay the cost of the capped call transactions (as described below), to acquire additional bitcoin and for general corporate purposes, which may include working capital, strategic acquisitions, expansion of existing assets, and repayment of additional debt and other outstanding obligations.

In connection with any repurchase of the 1.00% 2026 convertible notes, MARA expects that holders of the 1.00% 2026 convertible notes who agree to have their notes repurchased and who have hedged their equity price risk with respect to such notes (the “hedged holders”) will unwind all or part of their hedge positions by buying MARA’s common stock and/or entering into or unwinding various derivative transactions with respect to MARA’s common stock. The amount of MARA’s common stock to be purchased by the hedged holders or in connection with such derivative transactions may be substantial in relation to the historic average daily trading volume of MARA’s common stock. This activity by the hedged holders could increase (or reduce the size of any decrease in) the market price of MARA’s common stock, including concurrently with the pricing of the notes, resulting in a higher effective conversion price of the notes. MARA cannot predict the magnitude of such market activity or the overall effect it will have on the price of the notes or MARA’s common stock.

In connection with the pricing of the notes, MARA expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers and/or their respective affiliates and/or other financial institutions (the “option counterparties”). If the initial purchasers exercise their option to purchase additional notes, MARA expects to use a portion of the net proceeds from the sale of such additional notes to enter into additional capped call transactions with the option counterparties. The capped call transactions will cover, subject to anti-dilution adjustments, the number of shares of common stock underlying the notes sold in the offering. The capped call transactions are generally expected to reduce potential dilution to the common stock upon any conversion of notes and/or offset any cash payments MARA elects to make in excess of the principal amount of converted notes, as the case may be, with such reduction and/or offset subject to a cap.

MARA has been advised that, in connection with establishing their initial hedges of the capped call transactions, the option counterparties or their respective affiliates expect to purchase shares of common stock and/or enter into various derivative transactions with respect to the common stock concurrently with or shortly after the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the market price of the common stock or the notes at that time. In addition, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to the common stock and/or purchasing or selling the common stock or other securities of MARA in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so during any observation period related to a conversion of the notes, in connection with any redemption of the notes, any fundamental change repurchase of the notes or any exercise of a holder's optional repurchase right, and, to the extent MARA unwinds a corresponding portion of the capped call transactions, following any other repurchase of the notes). This activity could also cause or avoid an increase or a decrease in the market price of the common stock or the notes, which could affect the ability of noteholders to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of notes, it could affect the number of shares of common stock, if any, and value of the consideration that noteholders will receive upon conversion of the notes.

The notes will be offered and sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act. The offer and sale of the notes and the shares of MARA's common stock issuable upon conversion of the notes, if any, have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction, and the notes and any such shares may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. Any offer of the notes will be made only by means of a private offering memorandum.

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, the notes, nor shall there be any sale of the notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful under the securities laws of any such state or jurisdiction. Nothing in this press release shall be deemed an offer to purchase MARA's 1.00% 2026 convertible notes.

About MARA

MARA (NASDAQ:MARA) deploys digital energy technologies to advance the world's energy systems. Harnessing the power of compute, MARA transforms excess energy into digital capital, balancing the grid and accelerating the deployment of critical infrastructure. Building on its expertise to redefine the future of energy, MARA develops technologies that reduce the energy demands of high-performance computing applications, from AI to the edge.

Forward-Looking Statements

Statements in this press release about future expectations, plans, and prospects, as well as any other statements regarding matters that are not historical facts, may constitute "forward-looking statements" within the meaning of The Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements relating to the completion, size and timing of the offering, the anticipated use of any proceeds from the offering, and the terms of the notes and the capped call transactions. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including uncertainties related to market conditions and the completion of the offering on the anticipated terms or at all, the other factors discussed in the "Risk Factors" section of MARA's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC") on March 3, 2025 and the risks described in other filings that MARA may make from time to time with the SEC. Any forward-looking statements contained in this press release speak only as of the date hereof, and MARA specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise, except to the extent required by applicable law.

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