



Advanced discussions to obtain equity line financing from IRIS Capital Investment

This announcement contains inside information

Company Announcement No. 35-25
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Shape Robotics A/S (“**Shape Robotics**” or the “**Company**”) announces that it is in the advanced stages of closing and entering into an equity line financing arrangement with IRIS Capital Investment, a French investment company active in the market for the better part of the past 15 years. To this end, the Company has received a non-binding offer providing the following essential terms:

The envisioned financing agreement would provide for a convertible loan to be made available to Shape Robotics with a maturity date of 36 months, with a total of 15,000,000 shares at 95% minimum daily VWAP over the prior 5 days to be convertible, this aspect of the agreement being renewable at the option of Shape Robotics until the maturity date, as per the term sheet presented by IRIS Capital Investment. Further, the use of proceeds would be unrestricted, with the Company being entitled to interrupt or re-activate issuance of share tranches at any time and at no cost until the maturity date.

The Company would also be entitled to set a minimum price before any tranche issuance, as well as being entitled to set a maximum amount to be drawn over specific periods. Additionally, shares resulting from conversion may also be proposed in blocks to existing shareholders or investors identified by the Company, with the overall facility being cancellable at any time by the Company, at no cost.

Proposed issuance restrictions and/or requirements before any tranche drawing are that there is no adverse change or event of default, as shall be agreed and defined by the parties in the final financing agreement, and that (i) there is no equity issuance ongoing at time of tranche issuance, albeit the facility may be interrupted to allow for a share placement or rights issue, (ii) Company shares are not suspended from trading or (iii) the share price is at least 50% above nominal value. Additional conditions are that the Company is not benefitting from other similar products in parallel, and that no overnight short selling position is authorized towards the financing party under the agreement.

Finally, the validity of the offer provided to the Company by IRIS Capital Investment, as described above, is conditional on and subject to the continued appointment of the

current Company Chief Executive Office and Chairman of the Board of Directors, with any change in either position prior to final closing of the agreement granting IRIS Capital Investment the right to terminate negotiations or renegotiate the material terms of the agreement at their sole discretion.

Mr. Fabrice Evangelista, founder and Chief Executive Officer of IRIS Capital Investment, had the following to say regarding the envisioned agreement: „*IRIS Capital Investment, a French investment company based in Paris and active since 2012 with an ethical financing approach, is proud to announce its intention to pursue its first operation in Denmark and to support Shape Robotics through an equity line financing. This reflects IRIS's interest in partnering with European technology companies with strong underlying assets and industrial know-how, while providing flexible capital solutions tailored to today's market conditions.*”

This equity line would provide the Company with the ability to obtain necessary liquidity at its discretion and in advantageous conditions, thereby enhancing financial flexibility and supporting the Company's ongoing strategic and operational objectives. The Company also notes that any conversion of debt into shares exceeding the existing non-pre-emptive issuance authorization currently available to the board of directors shall be enacted pending shareholder approval of renewed board authorization at the following general meeting of shareholders in Shape Robotics.

The Company will make further announcements as and when required pursuant to its continuous disclosure obligations, while also reiterating its commitment towards increasing cost efficiency and optimizing revenue within the Shape Robotics group, with additional announcements to be issued shortly with regard to the new proposed candidates for the board of directors, as well as further measures that will be implemented to consolidate investor trust in Shape Robotics.

Additional information

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