1.000.000 EUR Convertible Facility Secured with Alumni Capital, pending Trading Resumption Under Observation.

EUR 1,000,000 Convertible Facility Secured with Alumni Capital — Formal Response to Nasdaq — Board Demands Immediate Trading Resumption Under Observation

Shape Robotics A/S

Company Announcement No. 12-26

Copenhagen, 14 April 2026

This announcement contains inside information under Article 17 of Regulation (EU) No 596/2014 (MAR).

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1. Alumni Capital — EUR 1,000,000 Convertible Promissory Note

Shape Robotics A/S ("Shape Robotics" or the "Company"), CVR 38322656, ISIN DK0061273125, Nasdaq Copenhagen: SHAPE, hereby announces that the Company has executed a Convertible Promissory Note with **Alumni Capital Limited (ATTACHED)**, a Miami-based institutional investment firm, for a total facility of **EUR 1,000,000**.

Key Terms:

Term	Detail
Facility Amount	EUR 1,000,000
Tranche 1	EUR 500,000 — disbursed on the day trading resumes on Nasdaq Copenhagen
Tranche 2	EUR 500,000 — disbursed 30 days after Tranche 1
Conversion Price	DKK 4.63 per share (initial 30-day period)
Maturity	12 months
Security	Secured against DKK 3,722,813 held in escrow
Investor	Alumni Capital Limited, 601 Brickell Key Dr, Suite 700, Miami, FL 33131, USA

The instrument was counter-signed by Alumni Capital Limited (Xavier Indeglia, Portfolio Manager) on **14 April 2026**.

The Alumni Capital facility is in addition to the previously announced **EUR 15,000,000 equity line facility** with IRIS Capital SARL (Company Announcement No. 03-26, 12 March 2026).

Total committed capital: EUR 16,000,000.

Both facilities activate upon resumption of trading on Nasdaq Copenhagen.

2. Formal Response to Nasdaq Investigation

On 10 April 2026, Nasdaq Surveillance sent the Company a 14-page investigation letter containing 18 questions regarding compliance and disclosure (Self contained in our respons, attached).

The Company responded on the same day with a **47-page formal response**, copied to the Danish Financial Supervisory Authority (Finanstilsynet). The response:

- Answers all 18 questions in full, with evidence and citations
- Poses 8 counter-questions to Nasdaq Surveillance
- Demands that Nasdaq state the specific conditions for lifting the trading suspension
- Sets a **counter-deadline of 23 April 2026** for a substantive response

The full response is available to any shareholder attached.

3. The Catch-22 — A Statement from the Board

The newly elected Board of Directors wishes to make the following statement to the market.

Shape Robotics A/S has been suspended from trading on Nasdaq Copenhagen since 6 January 2026 — **99 days**. The bankruptcy that led to the suspension was **unanimously annulled** by the Danish High Court (Ostre Landsret) on 5 March 2026. Since the annulment, the Company has:

- Published 11 Company Announcements under MAR
- Secured EUR 16,000,000 in committed capital (IRIS EUR 15M + Alumni EUR 1M)
- Elected a new Board of Directors (EGM 14 April 2026)
- Authorized the issuance of 100,000,000 new shares
- Filed a 47-page response to Nasdaq's investigation
- Obtained a formal Finanstilsynet reprimand confirming the Company was the victim of market abuse (MAR Article 20(1), published 7 April 2026)
- Filed D&O negligence claims against 5 former Board members
- Filed a criminal complaint against the former trustee (ref. 0100-83986-10362-26)

Despite this, Nasdaq has not stated the conditions for resuming trading. The Company has asked this question in writing **41 times in 40 days**. It remains unanswered.

The Company is trapped in a circular problem:

- Nasdaq will not resume trading because of pending bankruptcy petitions.
- Those petitions are the retrial of the original petition — the same petition that was annulled by the High Court. The retrial is scheduled for approximately **August 2026**. This was disclosed in Company Announcement No. 02-26 (5 March 2026). There is no new information.
- To resolve the petitions, the Company needs capital. To access capital, the Company needs trading to resume. EUR 16,000,000 in committed facilities cannot be deployed while trading is suspended.
- Nasdaq has not explained how the Company can break this circle.

The Board's position is clear:

Nasdaq Copenhagen, as a private market operator, has an obligation of transparency toward the 4,800 shareholders of Shape Robotics A/S. That obligation is not being met. The Company does not know what it must do to resume trading. Every question has been answered. Every condition that can be identified has been satisfied. Nasdaq's silence is, in itself, a failure of the transparency it is mandated to uphold.

4. Demand for Immediate Trading Under Observation

The Board formally demands that Nasdaq Copenhagen **immediately transfer Shape Robotics A/S to the Observation Segment** and resume trading under observation.

The Observation Segment exists precisely for companies in extraordinary circumstances that require monitoring. Shape Robotics meets every criterion: it is a listed issuer, it has a fully constituted Board, it has committed capital, it is MAR-compliant, and it has an extraordinary situation (annulled bankruptcy) that warrants observation rather than total market exclusion.

Upon resumption of trading, even under observation, the Company will immediately:

1. **Activate the Alumni Capital facility** — EUR 500,000 disbursed on day one of trading, EUR 500,000 at day 30. This is a binding, executed instrument.
2. **Partially activate the IRIS Capital facility** — Under Article 1(5)(a) of the EU Prospectus Regulation (2017/1129), as amended by the EU Listing Act (Regulation (EU) 2024/2809, in force since 4 December 2024), the Company may issue up to **30% of existing shares without a prospectus** over a 12-month period — equivalent to **5,711,598 new shares**.

   After reserving approximately 1,611,231 shares for the Alumni Capital conversion (EUR 1,000,000 at DKK 4.63), the Company can issue approximately **4,100,367 additional shares** to IRIS Capital without a prospectus. At a market price of DKK 8-10 per share, this represents approximately **EUR 4.4 to 5.5 million** in additional equity — deployable immediately upon trading resumption, with zero prospectus requirements.
3. **Total capital deployable on day one without prospectus: approximately EUR 5.4 to 6.5 million.**

This is more than sufficient to cover every outstanding claim, fund operations, and demonstrate the Company's viability to the market.

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Forward-Looking Statements

This announcement contains forward-looking statements. Actual results may differ materially. The Company undertakes no obligation to update forward-looking statements.

About Shape Robotics A/S

Shape Robotics A/S (Nasdaq Copenhagen: SHAPE, ISIN DK0061273125) develops and sells modular educational robots for the global education market. The Company's Fable platform is used in 40+ countries. The Company is in the process of rebranding to Phase Education A/S. CVR DK38322656. Registered office: Vesterbrogade 74, 1620 Copenhagen V, Denmark.