

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION 2014/596/EU, WHICH IS PART OF UNITED KINGDOM DOMESTIC LAW PURSUANT TO THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS (*SI 2019/310*) ("UK MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION (AS DEFINED IN UK MAR) IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

19 March 2025



**Supply@ME Capital plc**

(The "Company" or "SYME")

### **New Funding Facility**

SYME, the fintech business which provides an innovative fintech platform (the "**Platform**") for use by manufacturing and trading companies to access Inventory Monetisation© ("**IM**") solutions enabling their businesses to generate cashflow, announces that on 18 March 2025 it has entered into a new US 5,150,000 on-demand convertible funding facility with Nuburu Inc., an NYSE listed (NYSE American: BURU) high-tech company of which Alessandro Zamboni, a director of the Company, is Executive Chairman ("**BURU**") (the "**New On-Demand Facility**").

The agreement of this new funding facility has followed the non-performance under the £3.5 million shareholder loan agreement the Company entered into with The AvantGarde Group S.p.A ("**TAG**") on 28 September 2023 (the "**Top-Up Shareholder Loan Agreement**") and in respect of which further announcements have been made, most recently on 10 February 2025. In the light of this, SYME had been working to secure alternative sources of funding to address the urgent cashflow needs of the Group, and the Board believes that the New On-Demand Facility represents the best option of those currently available to the Group.

The key terms of the New On-Demand Facility are set out below:

- The US 5,150,000 will be received by the Company in line with the following tranches:
  - US 150,000 which has already been received by the Company as an advance payment;
  - US 500,000 on or before 31 March 2025;
  - US 1,000,000 on or before 30 April 2025;
  - US 1,000,000 on or before 31 May 2025;
  - US 1,000,000 on or before 30 June 2025;
  - US 1,000,000 on or before 31 July 2025; and
  - US 500,000 on or before 31 August 2025.
- If BURU announces the receipt of up to US 3,000,000 of funding from SFE Equity Investments S.A.R.L. ("**SFE EI**"), such amounts will be advanced to the Company against any of the above tranches which have not been paid at the date of such receipt, accelerating the payment schedule set out above. Alternatively, if BURU announces the receipt of equity or debt funding from a party other than SFE EI, 30% of such amounts will be advanced to the Company against any outstanding tranches, up to a maximum of US 3,000,000 (also taking into account any other amounts advanced from funding BURU may have received from SFE EI), which have not yet been paid, accelerating the payment schedule set out above.
- If, following an accelerated advance of US 3,000,000 referred to in the point above, BURU announces the receipt of equity or debt funding (whether from SFE EI or any other equity or debt provider), 10% of such amounts will be advanced to the Company up to a maximum amount equal to the value of the remaining outstanding tranches at that time.

- The repayment of the New On-Demand Facility is, subject to the receipt of certain Approvals (as defined below), expected to be via on demand conversion(s) into ordinary shares of the Company at the request of BURU at a fixed conversion rate of £0.00003 per ordinary share to be issued.
- At the point of any conversion of the New On-Demand Facility, BURU, will receive warrants over the ordinary shares of the Company at a ratio of 1 warrant for every 2 ordinary shares issued to BURU as a result of each conversion.
- The warrants have an exercise price of £0.000039, however BURU can elect to exercise the warrants on a cashless basis.
- In order for the Company to be able to issue the new ordinary shares that will be required under the New On-Demand Facility, a number of approvals will be required from the shareholders of the Company, the Financial Conduct Authority (the "FCA") and The Panel on Takeovers and Mergers (together, the "Approvals").
- Under the New On-Demand Facility, if the Approvals are not obtained by the Company by 30 September 2025, BURU can demand repayment in cash and the Company is required to provide security over intellectual property rights and receivables related to its Italian subsidiary entities in favour of BURU.
- Interest will accrue daily at the federal funds rate set by the Federal Open Market Committee of the US Federal Reserve from time to time plus 10%. The interest will be payable quarterly in arrears on the last business day of March, June, September and December, with the first interest payment due in June 2025. Any interest accrued but outstanding at the date of any conversion notice issued by BURU will be added to the amount notified in the conversion notice.
- Following the obtaining of the Approvals, the Company can choose to pre-pay part or all of the outstanding amount of the New On-Demand Facility on that date.

In addition to the New On-Demand Facility, on 18 March 2025 the Company has also entered into a heads of terms agreement with BURU (the "**Heads of Terms**") whereby the following actions are legally binding by the Company:

- The Company has agreed to release TAG from its obligations under the Top-Up Shareholder Loan Agreement once BURU has provided the full US 5,150,000 of funding to the Company under the New On-Demand Facility. The release of these obligations includes the Company's right to receive any amounts drawn down and any late payment interest amounts, arising as a result of the non-performance by TAG under the Top-Up Shareholder Loan Agreement;
- For a period from the date of receipt by the Company of the total amount of US 5,150,000 funding until the date falling six months following the full repayment of the New On-Demand Facility, the Company has agreed that:
  - Alessandro Zamboni will remain as Chief Executive Officer of the Company, a director of the Company's Italian subsidiaries or in another such role as the Company and BURU may agree; and
  - TAG, or another entity designated by Alessandro Zamboni and approved by the Company, will continue to provide certain corporate support activities to the Company on the terms in force at the date of the Heads of Terms. These terms may be subject to review and approval by the Company as to the continuing supply of these services being in the best interests of the Company and the supply of those services being in line with the agreed contractual terms.

The entry by the Company into the New On-Demand Facility and the Heads of Terms constitutes a material related party transaction for the purpose of DTR 7.3 and was, accordingly, voted upon by the independent Directors (excluding Alessandro Zamboni, who, constituted a "related party" (as such term is defined in IFRS)). The independent Directors consider the material related party transaction in respect of the New On-Demand Facility and the Heads of Terms to be fair and reasonable from the perspective of the Company and its Shareholders who are not a related party or otherwise interested in BURU.

Alessandro Zamboni, the Chief Executive Officer of the Company, is a related party in connection with the proposals noted above due to the fact that he is also the Executive Chairman of BURU and is the ultimate beneficial owner and director of TAG.

For the purposes of UK MAR, the person responsible for arranging release of this announcement on behalf of SYME is Alessandro Zamboni, CEO.

**Notes**

SYME and its operating subsidiaries provide its Platform for use by manufacturing and trading companies to access inventory trade solutions enabling their businesses to generate cashflow, via a non-credit approach and without incurring debt. This is achieved by their existing eligible inventory being added to the Platform and then monetised via purchase by third party Inventory Funders. The inventory to be monetised can include warehoused goods waiting to be sold to end-customers or goods that are part of a typical import/export transaction.

#### **Contacts**

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