



TRANSACTION OF A PERSON CLOSELY ASSOCIATED

[SUPPLY@ME CAPITAL PLC](#)

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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.

27 March 2024



Supply@ME Capital plc

(The "Company" or "SYME")

Repayment of TAG Unsecured Working Capital Loan, issue of equity and total voting rights

Notification of Transaction of a Person Closely Associated

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, provides the following funding update with respect to the unsecured working capital loan it entered into with the AvantGarde Group S.p.A. (an entity ultimately beneficially wholly-owned and controlled by Alessandro Zamboni, Chief Executive Officer of the Company) ("**TAG**").

On 28 April 2023 the Company announced that it had entered into an English law governed fixed term unsecured working capital loan agreement with the TAG (the "**TAG Unsecured Working Capital Loan Agreement**"). Subsequently on 30 June 2023, the Company announced that in connection with the disposal of the majority 81% stake of TradeFlow Capital Management Pte. Limited, the obligations under the TAG Unsecured Working Capital Loan Agreement had been amended and the full amount available to be drawn down by the Company from TAG was £800,000, for which the draw down was notified to TAG by the Company on 30 June 2023.

Furthermore, on 29 February 2024, the Company announced that the full £800,000 drawn down had been received by the Company in cash and as a result no further amounts were outstanding under the TAG Unsecured Working Capital Loan Agreement. The due date for repayment by the Company of the £800,000 was to be 1 February 2028. Any sums drawn under the TAG Unsecured Working Capital Loan Agreement have been attracting a non-compounding interest rate of 10% per annum, and any principal amount (excluding accrued interest) outstanding on 1 February 2028 shall attract a compounding interest rate of 15% per annum thereafter.

On 26 March 2024, the Company and TAG entered into an English law governed deed of amendment, which amended and restated the repayment method set out in the TAG Unsecured Working Capital Loan Agreement (the "**Second Deed of Amendment to the TAG Working Capital Loan Agreement**"). The Second Deed of Amendment to the TAG Working Capital Loan Agreement stipulated that:

- a) the £800,000 amount drawn down under the TAG Unsecured Working Capital Loan Agreement is to be repaid through the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each in the

capital of the Company ("**Ordinary Shares**") to TAG, resulting in a fixed subscription price per share of 0.053p; and

- b) the interest payable by the Company under the TAG Unsecured Working Capital Loan Agreement will be offset against the interest receivable by the Company from TAG under the other contractual funding arrangements currently in place with TAG.

The entry by the Company and TAG into the Second Deed of Amendment to the TAG Working Capital Loan Agreement constitutes a material related party transaction for the purposes 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)), and the independent Directors consider the material related party transaction in respect of the Second Deed of Amendment to the TAG Unsecured Working Capital Loan Agreement to be fair and reasonable from the perspective of the Company and its Shareholders who are not a related party.

The repayment of the £800,000, due in accordance with the TAG Unsecured Working Capital Loan Agreement, through the issue of 1,500,000,000 new Ordinary Shares in the Company to TAG will allow the Company to preserve its cash position in the future, save the Company future interest costs and improve the Company's net asset position. TAG have also provided representations to the Company that the issue of the 1,500,000,000 new Ordinary Shares in the Company will enable TAG to continue to perform under the various contractual funding arrangements that it has entered into with the Company, as TAG expects these new Ordinary Shares to be included into a potential collateral package to secure additional funding for TAG from traditional financial services providers including, inter alia, private banking operators.

Prior to the entry into the Second Deed of Amendment to the TAG Working Capital Loan Agreement, the Company sought the approvals that were required from Venus Capital S.A. under the subscription agreement dated 28 April 2023 (the "**Subscription Agreement**") to be able to issue and allot the 1,500,000,000 new Ordinary Shares to TAG.

The Company has made applications to the Financial Conduct Authority (the "**FCA**") and London Stock Exchange plc (the "**LSE**") to have the 1,500,000,000 new Ordinary Shares admitted to listing on the standard segment of the Official List of the FCA and to trading on the main market for listed securities of the LSE, respectively, with admission expected to occur on or around 28 March 2024 ("**Admission**").

Following Admission, the Company's issued share capital will comprise 62,732,142,145 Ordinary Shares. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

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

Contacts

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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.

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