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PROPOSED ACQUISITION - HEADS OF TERMS

[SUPPLY@ME CAPITAL PLC](#)

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6 January 2026



Supply@ME Capital plc

(the "**Company**", "**Supply@ME**" or "**SYME**" and, together with its subsidiaries, the "**Group**")

Strategic update: proposed acquisition of inventory ownership business

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 5 January 2026 it entered into non-binding heads of terms (the "**Heads of Terms**") with Société Financière Européenne S.A. ("**SFE**") in relation to the proposed acquisition of SFE's inventory ownership business which comprises independent stock companies (together, the "**Targets**"), together with the relevant contractual arrangements, intellectual property rights and operating infrastructure used by the Targets in connection with the inventory ownership business (together, the "**IOB**"). The IOB currently utilises the Group's IM Platform to facilitate the IM transactions it enters into with client companies.

Strategic rationale and expected benefits

The proposed acquisition of the IOB forms part of the Group's strategy to evolve its business model towards direct inventory ownership and capital deployment, alongside its existing platform-based IM activities.

If completed, the proposed acquisition of the IOB is expected to deliver the following key benefits.

- 1) Alignment of capital and enhanced lender confidence

Direct control of the IOB would allow the Group to commit its own equity capital to IM transactions, placing the Group's capital directly at risk alongside that of funding partners. Management believes the alignment of both these interests will enhance trust with senior lenders and increase the Group's ability to attract incremental IM funding to support the expansion of IM transactions.

2) Creation of a credible operational track record

The Targets currently operate IM transactions which, if acquired, would allow SYME to demonstrate an operating history in inventory ownership, supporting discussions with senior lenders, institutional capital providers and, in due course, rating agencies.

3) Improved control over economics and risk management

Ownership of the IOB would allow the Group to directly manage inventory exposure, risk parameters, leverage levels and capital allocation, rather than acting solely as an IM Platform provider for third-party inventory funders. In addition, integration of the IOB would enable the Group to participate directly in the economic returns currently generated at the inventory ownership level, subject to the performance of the underlying transactions.

4) Platform and data integration opportunities

The IOB is expected to be progressively integrated with the Group's IM Platform, including through enhanced data capture from enterprise resource planning ("ERP") systems used both by the client companies whose inventory is subject to monetisation and by the Targets. This is expected to strengthen monitoring, reporting and risk analytics across the transaction lifecycle. Such integration is also expected to support interoperability with third-party fintech platforms, including those focused on payables and receivables financing, with the objective of facilitating more scalable and institutional-grade inventory funding structures.

5) Foundations for scalable funding structures

The proposed acquisition of the IOB is intended to support the Group's longer-term objective of expanding funding sources for inventory ownership, including senior debt facilities, asset-backed lending structures and, subject to market conditions and track record, potential securitisation-based solutions. In addition, the Group intends to continue assessing the feasibility of alternative funding routes, including tokenised note instruments, in light of evolving regulatory frameworks such as the European Union ("EU") Markets in Crypto-Assets Regulation, where such structures may offer incremental flexibility or access to capital, subject to applicable regulatory and market considerations.

Background on SFE

Since 2023, SFE has been involved in the acquisition and development of the Targets comprising the inventory ownership business, with the objective of establishing a scalable operational and trading platform, a separate business model from that of the Group's IM Platform, capable of holding inventory positions and executing IM transactions. The origination of such IM transactions has been, and is expected to continue to be, facilitated by Supply@ME through its IM Platform and commercial relationships, with the Targets acting as the operating and balance-sheet vehicles for inventory ownership. During this period, SFE has worked on structuring and implementing funding solutions for inventory ownership through these trading entities, including the development of the inventory monetisation bond, and has undertaken preparatory work to assess the feasibility of off-balance-sheet, inventory-based funding structures, such as securitisation notes and, subject to applicable regulation, tokenised note instruments within the scope of the EU Markets in Crypto-Assets Regulation.

Structure and funding of the proposed acquisition of the IOB

The purchase price for the IOB will be agreed between SYME and SFE following completion of an independent valuation, together with associated legal, financial and operational due diligence on the Targets as is deemed appropriate.

It is currently anticipated that the consideration would comprise two components:

- an initial consideration, expected to include a non-contingent cash payment, and potentially an element satisfied by the issue of ordinary shares in the capital of the Company; and
- a deferred or earn-out component, expected to be satisfied in ordinary shares and/or warrants over ordinary shares in the capital of the Company.

The Company anticipates it may be required to raise additional equity capital in connection with the proposed acquisition of the IOB. Any such equity capital would be used for the following purposes:

- to fund the cash component of the initial purchase price;
- to maintain an appropriate level of liquidity and cash reserves for the Group, with the objective of supporting a clean going-concern assessment in connection with the approval of the Company's annual accounts for the financial year ending 31 December 2025, which management considers will be essential to the credibility of the inventory ownership business with institutional investors and senior funding counterparties; and
- to provide equity capital to be deployed in funding a portion of each IM transaction, thereby supporting the Group's ability to commit some of its own capital to each transaction to facilitate the use of senior leverage from third-party lenders.

Related party considerations

It should be noted that if the proposed acquisition of the IOB is completed, the transaction would constitute a material related party transaction for the purposes of DTR 7.3, as Alessandro Zamboni, Chief Executive Officer of the Company, holds an indirect shareholding in SFE through a company he wholly owns and controls and is therefore constituted as a "related party" (as such term is defined in IFRS).

The Heads of Terms themselves are non-binding (save for customary provisions including confidentiality, costs and governing law). Any definitive agreement entered into by the Company in respect of the proposed acquisition of the IOB would be subject to the Company complying with its obligations under the DTRs, including, where applicable, approval by the Company's independent directors (excluding Alessandro Zamboni) that they consider any such definitive agreements to be fair and reasonable from the prospective of the Company and its shareholders who are not a related party.

Status of the Heads of Terms

As the Heads of Terms are non-binding (save for provisions such as confidentiality, costs, and governing law), the final timing, structure and terms of the proposed acquisition of the IOB cannot be confirmed at this stage and there can be no certainty that it will proceed to completion.

Indicative timetable

Subject to the satisfactory completion of due diligence, the outcome of the independent valuation and the satisfaction (or waiver) of the relevant conditions precedent, the Company currently expects the proposed acquisition to complete by the end

of March 2026.

This timing is indicative only and remain subject to change. There can be no assurance that the proposed transaction will complete within this timeframe, or at all.

Further announcements will be made in due course, as and when appropriate.

For the purposes of UK MAR, the person responsible for arranging the release of this announcement on behalf of the Company is Alessandro Zamboni, Chief Executive Officer.

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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