
Shape Robotics A/S

Lyskær 3C, 4, 2730 Herlev

Annual Report - 2024

CVR No 38 32 26 56

The Annual Report was
presented and adopted at the
Annual General Meeting of the
Company on / 2025

Name:
Chairman of the General
Meeting



Management's Statement

The Board of Directors and the Executive Board have today considered and approved the Annual Report of Shape Robotics A/S for the financial year 1 January - 31 December 2024.

The consolidated financial statements are presented in accordance with International Financial Reporting Standards as adopted by the EU. The parent financial statements are presented in accordance with the Danish Financial Statements Act. Further, the Annual Report is prepared in accordance with Danish disclosure requirements for listed companies.

In our opinion the consolidated financial statements and the Parent company financial statements give a true and fair view of the Group's and the Parent company's assets, liabilities and financial position at 31 December 2024 and of the results of the Group's and the Parent company's operations and cash flows for the financial year 1 January – 31 December 2024.

Further, in our opinion, the Management's review includes a true and fair account of the development in the Group's and the Parent company's operations and financial matters, of the result for the year and of the Group's and the Parent company's financial position as well as a description of the most significant risks and elements of uncertainty facing the Group and the Parent company.

In our opinion, the annual report, file name *254900D99QJEBJ52WZ34-2024-12-31-en.zip* is prepared in accordance with the ESEF Regulation.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Herlev, 3 April 2025

Executive Board

Mark-Robert Abraham

Board of Directors

Jeppe Frandsen

Annette Siewert Lindgreen

Per Brask Ikov

Aurel Netin

Helle Rootzén

Independent auditor's report

To the shareholders of Shape Robotics A/S

Opinion

We have audited the consolidated financial statements and the financial statements of Shape Robotics A/S for the financial year 1 January 2024 - 31 December 2024, which comprise income statement, balance sheet, statement of changes in equity and notes, including material accounting policy information, for the group and the company as well as the consolidated statement of comprehensive income and the consolidated statement of cash flows. The consolidated financial statements are prepared in accordance with IFRS Accounting Standards as adopted by the EU and Danish disclosure requirements for listed companies, and the financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the group's financial position at 31 December 2024 and of the results of the group's operations and cash flows for the financial year 1 January 2024 - 31 December 2024 in accordance with IFRS Accounting Standards as adopted by the EU and Danish disclosure requirements for listed companies.

Moreover, in our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2024 and the company's operations for the financial year 1 January 2024 - 31 December 2024 in accordance with the Danish Financial Statements Act.

Our opinion is consistent with our long-form audit report for the Audit Committee and the Board of Directors.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the 'Auditor's responsibilities for the audit of the consolidated financial statements and the financial statements' section of our report. We are independent of the group and the company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

According to the best of our knowledge, no prohibited non-audit services, as referred to in Article 5(1) of Regulation (EU) No 537/2014, have been provided.

We were appointed as auditors of Shape Robotics A/S for the first time on 13.01.23 for the financial year 1 January 2022 - 31 December 2022. We have been reappointed annually at the annual general meeting for a total uninterrupted period of engagement of 3 years up to and including the financial year 1 January 2024 - 31 December 2024.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements and the financial statements of the financial year 1 January 2024 - 31 December 2024. These matters were addressed in the context of our audit of the consolidated financial statements and the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue from contracts with customers

The group's net revenue amounts to DKK 301,853 thousand for the financial year January 1 – December 31, 2024 (DKK 171,213 thousand for the financial year 2023).

We have assessed that the occurrence of *Revenue from contracts with customers* is a key audit matter. This assessment is based on the group's significant growth, differentiated delivery obligations in customer contracts which increase the complexity of revenue recognition, and the fact that a substantial portion of the total net revenue in the financial year is derived from sales recorded in the fourth quarter, particularly towards the year-end, due to the customer segment.

Recognition of *Revenue from contracts with customers* and the applied accounting policies are further detailed in Note 1 under the section 'Revenue from contracts with customers'.

Audit Procedures

Our audit procedures included an assessment of the controls designed and implemented by management for the recognition and measurement of revenue, particularly the controls related to assuring that the group fulfills its delivery obligations which enables the recognition of revenue in accordance with the group's accounting policies. Additionally, we have performed sample testing to ensure timely recognition of specific sales and obtained external confirmations for the year's total transactions with major customers. Furthermore, we have verified that the information disclosed in Note 3 is accurate and consistent with the results of our audit procedures.

Statement on the management's review

Management is responsible for the management's review.

Our opinion on the consolidated financial statements and the financial statements does not cover the management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements and the financial statements, it is our responsibility to read the management's review and in doing so consider whether the management's review is materially inconsistent with the consolidated financial statements or the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management's review provides the information required by law and regulations.

Based on the work we have performed, we conclude that the management's review is in accordance with the consolidated financial statements and the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in the management's review.

Management's responsibilities for the consolidated financial statements and the financial statements

Management is responsible for the preparation of the consolidated financial statements in accordance with IFRS Accounting Standards as adopted by the EU and Danish disclosure requirements for listed companies and for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Moreover, management is responsible for such internal control as management determines is necessary to enable the preparation of consolidated financial statements and financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the financial statements, management is responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the consolidated financial statements and the financial statements unless management either intends to liquidate the group and the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements and the financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's and the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the consolidated financial statements and financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements and the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the financial statements, including the disclosures, and whether the consolidated financial statements and the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for expressing an opinion on the consolidated financial statements and the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards or actions taken to eliminate threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements and the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on compliance with the ESEF Regulation

As part of our audit of the consolidated financial statements and parent company financial statements, we performed procedures to express an opinion on whether the annual report of Shape Robotics A/S for the financial year 1 January to 31 December 2024 with the file name 254900D99QJEBJ52WZ34-2024-12-31-en.zip is prepared, in all material respects, in compliance with the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) which includes requirements related to the preparation of the annual report in XHTML format and iXBRL tagging of the consolidated financial statements including notes.

Management is responsible for preparing an annual report that complies with the ESEF Regulation. This responsibility includes:

- The preparing of the annual report in XHTML format;
- The selection and application of appropriate iXBRL tags, including extensions to the ESEF taxonomy and the anchoring thereof to elements in the taxonomy, for all financial information required to be tagged using judgement where necessary;
- Ensuring consistency between iXBRL tagged data and the consolidated financial statements presented in humanreadable format; and
- For such internal control as management determines necessary to enable the preparation of an annual report that is compliant with the ESEF Regulation.

Our responsibility is to obtain reasonable assurance on whether the annual report is prepared, in all material respects, in compliance with the ESEF Regulation based on the evidence we have obtained, and to issue a report that includes our opinion. The nature, timing and extent of procedures selected depend on the auditor's judgement, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulation, whether due to fraud or error. The procedures include:

- Testing whether the annual report is prepared in XHTML format;
- Obtaining an understanding of the company's iXBRL tagging process and of internal control over the tagging process;
- Evaluating the completeness of the iXBRL tagging of the consolidated financial statements including notes;
- Evaluating the appropriateness of the company's use of iXBRL elements selected from the ESEF taxonomy and the creation of extension elements where no suitable element in the ESEF taxonomy has been identified;
- Evaluating the use of anchoring of extension elements to elements in the ESEF taxonomy; and
- Reconciling the iXBRL tagged data with the audited consolidated financial statements.

In our opinion, the annual report of Shape Robotics A/S for the financial year 1 January to 31 December 2024 with the file name 254900D99QJEBJ52WZ34-2024-12-31-en.zip is prepared, in all material respects, in compliance with the ESEF Regulation.

Copenhagen, April 3 2025

Beierholm

Godkendt Revisionspartnerselskab
CVR no. 32 89 54 68

Thomas Thomsen

State Authorised Public Accountant
MNE no. mne34079

Management's review

Introduction

Shape Robotics is a Danish EdTech company, dedicated to advancing educational practices through technological innovation. We provide intelligent classroom solutions, educational robots, software and specific services primarily to educational institutions in Europe. Our approach, known as TECHDUCATION, integrates advanced technology into classroom settings to prepare students for future professional environments, with a strong emphasis on inclusivity for all learners, including those with special needs.

With thousands of institutions relying on our solutions, we lead in smart classroom technology, promoting innovation in educational methods. Our products include comprehensive content and video training, enabling educators to leverage advanced technology effectively.

Our EdTech Solutions

Thinken – The Mobile STEAM Lab brings dynamic, explorative learning to every classroom. Designed to be smart and affordable, it's a compact, ergonomic mobile cart that provides schools worldwide with a flexible and comprehensive solution for immersive experiences. Thinken is portable and comes equipped with VR headsets, robots, laptops, and an adjustable interactive display, making it a flexible asset for all types of learning styles and environments.

Smart Classrooms – The Smart Classroom is equipped with cutting edge technology, including multifunctional robots, interactive displays, VR headsets, 3D printers, scanners, laser cutters, and drones, offering a comprehensive suite of hardware and software tools. This inclusive and environmentally conscious setup ensures that students are prepared with essential skills for their future careers in a responsible manner.

Fable – Renowned as the leading modular educational robot, serving as the core component of our Smart Classroom and Thinken ecosystem. It's an ideal tool for various STEAM subjects and hands-on learning, thanks to its innovative magnetic assembly system, it can be assembled in seconds to code movements and make interactions of the robot from our Fable Blockly software. Fable is suitable for all academic levels, from primary to university, making it the perfect companion for interactive and engaging education.

Techducator – A versatile educational platform tool that prepares educators and students to make STEAM subjects more engaging with the help of technology. Techducator provides extensive video resources, enabling teachers to effectively employ Smart Classroom and Thinken technologies. This hands-on approach ensures that learning is not only interactive but also forward-thinking, aligning with the demands of future workplaces.

Business model

Shape Robotics ensures stable growth through its business model, which relies on strategic partnerships with national distributors handling all sales and supply chain operations. At this point in time the company's primary focus is on countries funded by the European Union's RRF funds. The company has started scaling its business outside Europe with a specific focus on Middle East, China and USA.

Revenue is derived from three main streams: (I) Smart Classrooms, (II) Fable educational robots, and (III) other one-off Edtech solutions/products. Shape Robotics strategically targets markets in Central and Eastern Europe, with a strong emphasis on Romania, Moldova, and Poland. This aligns with the countries' prioritization of digital education, supported by the European Union's RRF funds. Operating under an indirect "B2G" business model, Shape Robotics primarily serves public entities such as educational institutions. This is facilitated through their distributor network, which manages logistics, end-user interactions, demand shifts, and political changes. This approach ensures broad market penetration, low operating risk, and effective delivery of Shape Robotics' educational solutions.

Contracts are typically framework agreements lasting 1-3 years, with agreed minimum revenue commitments. Shape Robotics collaborates closely with local distributors to secure public tenders and establish exclusive framework agreements tailored to meet the specific requirements of national public tenders. These agreements provide a predictable revenue stream and support long-term strategic partnerships.

Management's review

Financial Performance

Shape Robotics achieved robust revenue growth of 76%, increasing from DKK 171.213 thousand in 2023 to DKK 301.853 thousand in 2024, driven by a 99% increase in Smart Classroom sales and the introduction of high-margin services under the Techeducator initiative.

The allocation of revenue from products can be derived as follows in 2024 compared to 2023.

<i>in thousands DKK</i>	2024	2023
Smart Classrooms	211.073	105.918
Fable robots	23.333	14.466
Services	22.566	-
Other	44.881	50.829
	301.853	171.213

The Techeducator initiative generated DKK 22.566 thousand in service revenue, approximately 7% of total revenue, a new high-margin stream absent in 2023. Fable robot sales (outside Smart Classrooms) grew by 61% to DKK 23.333 thousand, or 8% of revenue. The revenue from other products decreased by 12% and reached DKK 44.881 thousand (15% of revenue). The revenue in this category (other) is mostly driven by Video Technic Solutions (Romania) and Shape Robotics East (Moldova). In the category the revenue from various tailor-made AV/Technology solutions that include interactive displays, video communication and signage solutions is presented - it is the company's answer to the specific public-tenders requirements.

Romania remains our largest market at 88% of revenue, with growth opportunities in Poland, Moldova, the USA, and UAE.

As for 2024, the revenue was attributable to the areas listed below.

<i>in thousands DKK</i>	2024	2023
Romania	264.203	163.316
United Kingdom	21.357	1.628
Denmark	6.089	1.270
Moldova	4.263	2.456
USA	1.347	456
Poland	1.000	1.830
Other	3.594	257
	301.853	171.213

The revenue from Moldova, where Shape Robotics established subsidiary (Shape Robotics East S.R.L), increased in 2024 by 74% and present promising opportunity for further growth and market share acquisition in the near future.

United Kingdom revenue is derived from our 3PO (Third Party Offering) partnership with Lenovo via TD Synnex and Channel Tools, where the Thinken product is being leveraged. Channel Tools is a UK-based company that specializes in sales and marketing services, technology, and mobile engagement platforms. They are known for their innovative channel sales and marketing strategies, utilizing the latest technologies to create and implement solutions that provide a good return on investment. Their distribution via TD Synnex extends throughout Europe and the UK, bringing next-generation tech to the market.

One of the company's most promising new markets is Poland, where the company Skriware S.A was acquired at the end of 2023. Skriware is a technology company that has developed an educational laboratory called SkriLab, focusing on 3D printing, programming, and robotics. During 2024 Skriware has been integrated into the Shape Robotics group structure and renamed to Shape Robotics Poland. The company has been reorganized so that Shape Robotics Poland today operates as main software and technology development center for the Group. The business structure of Shape Robotics Poland has been strengthened to be fully prepared to utilize the huge potential we see in the Polish market in the years to come (starting 2025). However, the projects in Poland have been delayed longer than expected during the acquisition, maintaining a low traction of the revenue in 2024.

Management's review

SkriLab includes various components such as a 3D printer, educational robots, building blocks, online tools for 3D modeling, and Skriware Academy—an online platform tailored for teachers. Therefore, Skriware's offering, SkriLab, bears resemblance to Shape Robotics' STEAM Labs, making the proposed acquisition a strategically sound fit aligning with Shape Robotics' long-term growth strategy.

This acquisition grants Shape Robotics enhanced access to the Polish market and empowers the company to replicate its successful business model from Romania and apply it to Poland's larger market.

At the end of 2024, the group overview is as follows:

Shape Robotics (parent)
Shape Robotics Romania 100%,
Video Technic Systems (Romania) 100%,
Shape Robotics East (Rep. Moldova) 100%
Skriware (Shape Robotics Poland) 100%.

Throughout 2024, the company experienced significant growth and success across various key performance indicators. Revenue met projections, highlighting the effectiveness of our strategic initiatives and strong market positioning. Moreover, there is improvement on the Contribution Margin and (Adjusted) EBITDA levels:

- Contribution Margin increased from 29% in 2023 to more than 32% in 2024.
- Adjusted EBITDA* increased from DKK 18,2 million in 2023 to DKK 24,8 million in 2024.

**Adjusted EBITDA excludes non-recurring costs divided into three categories:*

- (i) Costs related to the process of listing the company on Copenhagen Main Market DKK 894k in FY 2024 (DKK 3,469k in FY 2023)*
- (ii) Post-transaction costs related to the acquisition of Skriware S.A. of DKK 945k incurred in 2024 (after the acquisition) and presented in the income statement in 2024. In 2023, Skriware acquisition costs were adjusted directly to equity in the balance sheet.*
- (iii) Costs connected to the payment of a variable compensation element linked to the acquisition of Storykids By EP SRL (now Shape Robotics Romania SRL) in 2021. No accrual for the expected variable element was made in the balance sheet back in 2021 resulting in subsequent variable payments must be included in Shape Robotics income statement. The cost in FY2024 was DKK 5,965k (DKK 1,378k in FY2023).*

In 2024 the company expected a revenue of minimum DKK 300 million with adjusted EBITDA of minimum DKK 25 million (guidance for 2024). As above-mentioned the company met the revenue target. EBITDA before adjustments increased by 27% from DKK 13,4m in 2023 to DKK 17,0m in 2024. After the non-recurring costs of DKK 7,8m are excluded, the Adjusted EBITDA reached DKK 24,8m in 2024, and increased by 36%, from DKK 18,2m in 2023. Non-recurring costs are related to: (i) the process of listing the company on Copenhagen Main Market, (ii) post-transaction costs related to the acquisition of Skriware S.A., and (iii) costs connected to the payment of a variable compensation element linked to the acquisition of Storykids By EP SRL (now Shape Robotics Romania SRL) in 2021.

Financial Position

As of December 31, 2024, the company maintains a solid financial position, indicating careful management practices and steady progress across key metrics. Current assets amount to DKK 314 million (compared to DKK 179 million previously), providing sufficient liquidity for short-term obligations.

While cash and cash equivalents may seem relatively modest given the company's growth, effective working capital management helps offset this, with a successful capital raise of DKK 35 million in late March 2024 and new financing obtained from UniCredit Bank of DKK 90 million in factoring facility and DKK 49 million in a credit facility, further reinforcing this aspect. The strong partnership with Unicredit also translates into the fact that the company has financing mechanisms to support the growth journey and aligns with the highest standards of supply chain finance.

Non-current assets have seen a notable increase, mainly due to strategic initiatives related to direct investments into development projects. As a result, intangible assets (without deferred tax assets) grew to DKK 107 million, up from DKK 65 million, driven by Techducator and Skriware investments.

Management's review

Intangible assets consist of development projects in progress, completed development projects, and customer relations and trademarks from the Skriware acquisition in December 2023.

Total liabilities have also grown significantly, rising from DKK 143 million to DKK 310 million, primarily due to an increase in borrowings to support growth initiatives. Nevertheless, the debt-to-equity ratio remains manageable, reflecting prudent debt management. Shareholders' equity has experienced growth from DKK 131 million to DKK 154 million, driven mainly by the capital raise in March 2024.

Net working capital amounts to DKK 176 million as of December 31, 2024 (compared to DKK 102 million previously). Net working capital primarily consists of trade receivables, trade payables and inventories. The increase in net working capital reflects the ability to support future growth ambitions.

In summary, the company's financial position remains stable, marked by notable asset expansion, prudent liability management, and a strong equity foundation. Looking ahead, the company is well-positioned to capitalize on emerging opportunities and navigate potential challenges effectively.

The company keeps a strong net working capital position, has established credit and factoring facilities and raised capital in 2024, to further fortify its foundation and support its growth ambitions.

The company's objectives and strategies for managing financial risks are not evaluated solely based on Key Performance Indicators (KPIs). Given the company's continuous growth and expansion, there is a constant need for active risk management and assessment of pertinent leverage and Return on Equity (ROE). This ongoing risk management and ROE evaluation is regularly reviewed (4-6 times per Year) and approved by the audit committee on behalf of the Board of Directors, in collaboration with the Executive Management team.

Risk Management

Shape Robotics faces financial risks that could impact its profitability and long-term sustainability. These risks primarily stem from market competition, IT system vulnerabilities, distributor dependence, M&A integration challenges, international expansion uncertainties, supply chain vulnerabilities, market trends, and currency fluctuations.

Market competition poses a threat to Shape Robotics' financial performance, as the robotics market is highly consolidated, with major players dominating the industry. Increased competition may lead to pricing pressures and reduced profit margins, affecting the company's revenue streams.

The reliance on information technology (IT) systems exposes the company to operational and reputational risks. Any disruptions, such as power outages, cyber-attacks, or system failures, could disrupt business operations, resulting in financial losses and damage to the company's reputation.

Shape Robotics' dependence on distributors for revenue exposes it to sales fluctuations and the risk of losing key distribution channels. Any termination of distribution relationships or failure to secure public tenders by distributors could negatively impact the company's revenue and financial stability.

The integration of mergers and acquisitions (M&A) poses financial risks, including diversion of resources from core operations and failure to achieve anticipated synergies. Inefficient integration processes may lead to additional costs and operational inefficiencies, affecting the company's profitability.

Uncertainties surrounding international expansion efforts introduce financial risks related to market penetration and demand stimulation. Failure to effectively enter new markets or stimulate demand for Edtech products may result in lower-than-expected revenue and profitability.

Shape Robotics' supply chain vulnerabilities, such as component dependencies and price fluctuations, may disrupt production and strain customer relations. Any delays or disruptions in the supply chain could lead to increased costs and revenue loss, impacting the company's financial performance.

Management's review

Market trends and currency fluctuations also pose financial risks to Shape Robotics. Changes in market dynamics or adverse currency movements may impact the company's revenue generation and profitability, affecting its financial position.

To mitigate these financial risks, the company's Board of Directors and Management continually assess and implement strategies to strengthen financial resilience and ensure sustained growth. This includes monitoring market dynamics, enhancing IT security measures, diversifying distribution channels, optimizing M&A integration processes, and implementing risk management protocols across the supply chain. By proactively addressing these financial risks, Shape Robotics aims to maintain its competitive edge and achieve its long-term financial objectives.

Strategies and instruments to be utilized to minimize risks are linked with fluctuations in currency exchange rates, interest rates, commodity prices, and other pertinent market variables, thereby leveraging the currency risk by utilizing the same currencies for both sales and purchases. Financing, hereby selling or purchasing in other currencies than RON, DKK, EUR and USD must be approved by the executive management.

The company diligently assesses its risk exposure concerning potential changes in prices, creditworthiness, liquidity, and cash flows. This entails conducting thorough analyses to identify and evaluate the potential impact of various risk factors on the company's financial health and operational performance. By understanding and quantifying these risks, the company can implement proactive measures to manage and mitigate them effectively.

Strategy and Outlook

Our strategic plan drives value creation through operational excellence and innovation:

- Thinken: A Mobile STEAM Lab for classroom flexibility.
- Smart Classroom: A comprehensive educational ecosystem.
- Fable: A modular robot for STEAM learning.
- Techducator: A platform delivering advanced training and resources, central to the Techducator initiative.

These products meet evolving educational needs, with features for diverse learners, including those with special needs.

In parallel, Shape Robotics is embarking on novel development projects, aiming to pioneer AI-driven classroom education. This initiative seeks to introduce a groundbreaking subscription-based educational intelligence assistant, to both existing and prospective customers. The AI tool is designed to address various challenges encountered by educators today, offering a range of features, including personalized lesson plans tailored to individual teaching styles and student requirements, thus fostering enhanced teacher engagement, with additional functionalities being developed by our R&D department.

We've launched E.di, an AI-driven educational assistant, and partnered with Kinetobebe on a three-year research project using the Fable robot to enhance therapy and education for children with special needs, boosting inclusivity and operational value.

The company identifies certain critical success factors pivotal to its future endeavors:

- Cultivating and retaining talent across all organizational levels.
- Further professionalizing and fortifying the business foundation, including optimizing working capital.
- Strengthening and nurturing relationships with existing and prospective partners.
- Bolstering financial capabilities to facilitate robust growth.

Shape Robotics' pipeline holds promising tender opportunities and potential organic growth driven by positive quotes and forecasts from both new and existing distributors.

Shape Robotics' overarching strategy integrates a mix of ongoing initiatives and fresh ventures designed to enhance core technology, broaden the product lineup, cultivate relationships with clients and partners, and expand its global footprint. With ambitious financial objectives in sight, our target of DKK 1 billion in revenue by 2027, with a 12-15% EBITDA margin, is supported by investments in Techducator and Smart Classrooms, both leveraging the company's proprietary Fable robot as a cornerstone component. This strategic blueprint underscores Shape Robotics' steadfast commitment to expansion and solidifying its position as a frontrunner in the market. The company recognizes and considers the risks associated with executing its strategic plans, which are related to geopolitical uncertainty, the importance of growth in Poland and outside Europe, and the need to secure the financing necessary to enable further scaling.

Management's review

In the guidance for 2025 the company expects revenue growth of 20-35% with a profitability of:

- EBITDA margin: minimum 8%, which amounts to minimum DKK 29–33 million
- Adjusted EBITDA* margin: minimum 10%, which amounts to minimum DKK 36–41 million

**Adjusted EBITDA excludes non-recurring costs.*

Guidance 2025 general assumptions:

- Romania will remain our largest market in the terms of revenue
- Poland will start to be a significant component of the company revenue
- The company will secure the financing needed to enable ambitious revenue growth
- The company will keep the contribution margin in the range of 29%-32%, as in the previous years (2022-2024)
- operational costs in relation to revenue will decrease in the comparison to 2024 (cost control and scale-up effect)
- EBITDA before adjustments will contain costs connected to the payment of a variable compensation element linked to the acquisition of Storykids By EP SRL (now Shape Robotics Romania SRL) in 2021, which will be eliminated on the level of Adjusted EBITDA. 2025 is expected to be the last year where non-recurring costs related to the acquisition of Storykids will appear.

Corporate Governance

Shape Robotics adheres to a two-tier management structure, where powers and responsibilities are divided between the Board of Directors and the CEO, operating independently of each other. The CEO oversees day-to-day management, while the Board of Directors supervises the CEO's work and holds responsibility for overall management and strategic direction. Throughout this document, the CEO may be referred to as the Executive Management.

Currently, the Board of Directors consists of five members, including a Chairman and Deputy Chairman selected from its members. Notably, four out of five board members are independent. This diverse assembly of experienced professionals brings a broad range of expertise and international perspectives to their roles. Board members are elected annually by the general meeting and may be re-elected. In 2025, Per Ikov and Aurel Netin replaced Kasper Hans Holst and Moises Pacheco, bringing expertise in technology and global markets to enhance value creation. Jeppe Frandsen (chair) in 2024 (until September 16, 2024) also served on the supervisory board of Shape Robotics Poland, where regulatory requirements mandate the presence of the president (director), who is also the CEO of Shape Robotics, with similar mandate powers as those given to the Executive by the parent company's Board of Directors. Apart from the above mentioned, none of the other board members hold active roles in any subsidiaries. The Board of Directors convenes six to eight times annually, with additional ad-hoc meetings held as necessary. The board meetings will be held in both the Danish, Romanian and Polish subsidiaries to connect the board members with the local teams. An annual evaluation of the Board's performance and procedures is conducted, with the outcomes documented in the annual report. Moreover, the Board conducts an annual assessment of the Executive Management's performance and work.

Board of Directors other positions, besides Shape Robotics A/S

Jeppe Frandsen (chair)

- Milestone Systems A/S, CVR-no. 20341130, board member (deputy chair)
- A/S ZOLUTIONS Nykøbing F, CVR-no. 13930090, chairman of the board
- A/S ZOLUTIONS Art & Design, CVR-no. 21821047, chairman of the board
- Heidelberger Druckmaschinen AG, Wiesloch Germany, Ust.-IdNr. DE 143455661, supervisory board member
- Outrigger Management ApS, CVR-no. 34210470, CEO/Owner

Kasper Holst

- Børnebasen ApS, CVR-no 41510269, CEO and chairman of the board Logisnap ApS, CVR-no 41726032, board member
- Pathfindr ApS, CVR-no 39935082, chairman of the board Flying Bizkits ApS, CVR-no 41658193, CEO
- KHH Invest ApS, CVR-no 32652441, CEO
- ÅBN ApS, CVR-no 38664719, board member. YOLI ApS, CR-no 40468633, board member.

Annette Siewert Lindgreen (vicechair)

- Henrik Fogh ApS, CVR-nr. 73500516, chairman of the board.
- Siewert ApS, CVR-nr. 40632751, CEO
- Columbus Trading A/S, CVR-nr. 75162014, chairman of the board

Management's review

Moises Pacheco

- Black Box Holding ApS, CVR-no. 37154261, CEO.
- Black Box Consultancy, CVR-no. 42799521, CEO

Helle Rootzen

- Andhero, CVR-nr. 11496253, CEO.

Per Brask Ikov

- PcP. Danmark A/S - Member of the Board.
- VANPEE A/S - Member of the Board.
- PcP Corporation A/S - Member of the Board.
- Scan Agencies ApS - part owner (25 - 33,32%).
- Libra Plast AS (Norway) - board member
- E-Tech Coponents Ltd. (UK) - board member

Aurel Netin

- MB Distribution S.R.L. - Chief Executive Officer.
- EMCC Romania - Non-Executive Director for Projects and Partnerships.

Annette Siewert Lindgreen chairs the Audit Committee where Jeppe Frandsen is a member. The Audit Committee is held when deemed necessary by the Chairman of the Audit Committee, subject to a minimum of five meetings a year - currently 7 meetings are scheduled for 2025.

The Company adheres to the Recommendations on Corporate Governance issued in December 2020, as outlined by the Committee on Corporate Governance's website. As a publicly listed company in Denmark, Shape Robotics is obligated to report its compliance with these recommendations in accordance with the "comply or explain" principle. Additional information can be accessed on:

<https://shaperobotics.com/investors/>

Transition to the Nasdaq Main Market

Amidst rapid growth, expansion initiatives, and the transition to the Nasdaq Main Market from First North, the company has undertaken a comprehensive review of its internal policies. This strategic reassessment is driven not only by compliance requirements but also by a commitment to robust governance practices and enhancing the company's employer branding.

With the influx of new employees and the integration of new business entities, there is a heightened need to ensure alignment with regulatory standards and industry best practices. By revisiting and refining internal policies, the company aims to establish clear guidelines and procedures that foster transparency, accountability, and ethical conduct across all operations.

Furthermore, this initiative serves to bolster the company's reputation as a responsible corporate entity and an employer of choice. By prioritizing governance and compliance, the company demonstrates its commitment to upholding high ethical standards and creating a conducive work environment for its employees.

Ultimately, this proactive approach to policy revision not only mitigates risks associated with non-compliance but also reinforces the company's position as a trusted market participant and an attractive destination for top talent.

Policies adopted or updated in 2024:

Whistleblowing Policy:

Establishes channels for effective reporting and detection of unlawful or unethical behavior.

Shape Robotics GDPR Policy:

This document outlines our company's approach to data protection and compliance with GDPR regulations. It delineates our commitment to safeguarding personal data and ensuring transparency in our data processing activities.

Management's review

GDPR Third-Party Notice:

This notice is intended for third parties who may access or process personal data on behalf of Shape Robotics. It delineates their responsibilities in ensuring GDPR compliance and maintaining the confidentiality and security of personal data.

Personnel Privacy Notice:

This notice is designed for our employees, informing them of their responsibilities in handling personal data, their rights under GDPR, and the procedures they should follow to ensure compliance.

Commercial Communications Form:

This form is used to obtain consent from individuals for receiving commercial communications from Shape Robotics, ensuring compliance with GDPR regulations on electronic marketing communications.

Anti-Workplace Harassment Guidelines:

These outline our zero-tolerance policy towards any form of harassment, discrimination, or inappropriate behavior in the workplace. They provide clear definitions of harassment and examples of prohibited conduct, as well as guidance on reporting procedures and avenues for seeking support and resolution.

Anti-Corruption Policy:

Outlines our zero-tolerance stance towards corruption in any form, including bribery, extortion, kickbacks, and other illicit activities. It establishes clear guidelines and procedures to prevent, detect, and address instances of corruption within our organization and in our interactions with external stakeholders.

Competition Law Compliance Policy:

The Competition Compliance Policy outlines our commitment to fair competition practices, ensuring that we operate within the boundaries of applicable laws and regulations. It delineates the principles and procedures that guide our interactions in the marketplace, emphasizing integrity, transparency, and respect for competition laws.

Confidentiality Policy:

Documents the confidentiality and non-disclosure duties and obligations of the employees and personnel of Shape Robotics, including in relation to Inside Information.

Business Continuity Policy:

Outlines procedures and protocols to ensure that Shape Robotics can continue its critical operations during and after disruptive events, such as natural disasters, cyberattacks, or other emergencies.

Yearly Mandatory Training Policy:

Required all employees to participate in annual training sessions covering essential topics such as GDPR (General Data Protection Regulation) compliance, competition law compliance, ethics, anti-harassment, and data privacy.

Onboarding Policy:

Establishes a robust and engaging onboarding process for new employees at Shape Robotics.

Holidays and Vacation approval Policy:

Establishes guidelines and procedures for requesting and approving vacations and holidays at Shape Robotics.

Travel Policy:

Ensures cost-effective and safe travel arrangements while aligning with Shape Robotics' budgetary constraints and strategic goals.

Guidelines for Marketing Communications under GDPR:

Guidelines for the Marketing Department outlining how marketing communications should be undertaken in order to comply with GDPR provisions.

Management's review

Transfer Pricing Policy:

Establishes the guidelines for setting prices on transactions between related entities within a multinational company, ensuring compliance with tax regulations and promoting fairness in profit allocation across jurisdictions.

2024 Remuneration Policy:

Outlines how Shape Robotics rewards its employees, members of the Board of Directors and of Executive Management, including salary, bonuses, benefits, and other incentives.

Dawn Raid Guidelines:

A concise set of guidelines outlining the necessary steps employees should take during a regulatory dawn raid, ensuring legal compliance, proper documentation, and immediate legal team notification while maintaining confidentiality and cooperation.

Sustainability and ESG

For our business model description, please see the sections Introduction and Business model in the beginning of the management summary.

As of now, the company has not yet formalized policies addressing environmental impact or sustainable production practices.

The company's future initiatives to reduce its environmental footprint, such as energy conservation, waste reduction, and emissions management. This may include investments in sustainable sourcing practices, replacing components in the bill of materials for less carbon footprint and adherence to environmental regulations.

Overview of the company's governance framework, including board composition, executive compensation policies, anti-corruption policies, and risk management processes. This may also include disclosures related to ethics and integrity, transparency in reporting, and compliance with regulatory requirements can be found at the company's website: <https://shaperobotics.com/en/investors/>

Currently, the company is in the process of organizing and refining its reporting procedures to ensure compliance with the upcoming regulatory KPIs and ESG reporting, effective from 2026. While no final policy or report package has been finalized at the present stage, we are actively working towards establishing robust frameworks to meet these requirements, and the company will present its ESG policy at the end of 2026 for adoption in 2027/2028.

Shape Robotics is dedicated to enhancing opportunities for children and young individuals worldwide, aligning with Sustainable Development Goals three (Good health and well-being) and four (Quality education). Quality education fosters innovation and mobility, reducing disparities. Our partnerships with Rigshospitalet and KinetoBebe enhance inclusivity through the Fable Connect robot and research for special needs children.

Environmental and climate matters

As of now, the company has not yet finalized formalized policies addressing environmental impact or sustainable production practices.

In the company's operations, we are acutely aware of the risks associated with the environment and climate. We recognize that the company's activities can impact both local and global environmental conditions, and we take this responsibility seriously.

To address these risks, we are working towards establishing a stringent policy for the environment and climate, serving as the company's guidelines for sustainable operation. This policy includes commitments to reduce CO₂ emissions, minimize waste production, and ensure responsible use of natural resources. An example of this already implemented is our WEEE certificate from "Dansk Producentansvar" (DPA), derived from the EU directive. In practice, the directive mandates that importers of electronics (manufacturers or distributors) ensure that their goods can be disposed of in an environmentally sound manner.

Management's review

The company undertakes a variety of measures to mitigate these risks. This encompasses optimizing production processes in our outsourced production of own-developed products to minimize waste, conserve energy, and reduce costs. Additionally, we have implemented recycling and reuse initiatives across all our office locations. Looking ahead, in 2026, the company anticipates establishing targets for sub-suppliers and vendors to integrate an ESG policy and Environmental Impact Assessment into all our distribution contracts by the end of 2027.

Shape Robotics is committed to environmental responsibility across all aspects of our operations, reflecting our dedication to sustainability and ecological awareness.

One of the primary ways we uphold this commitment is through the eco-friendly design and production of our products. Our laboratory equipment, including our robots, holds green certificates, ensuring that they meet rigorous environmental standards. Moreover, our robots are designed for longevity, minimizing the need for frequent replacements and reducing waste. Additionally, our 3D printers are constructed from recyclable materials, aligning with our ethos of sustainability in manufacturing processes. In tandem with our eco-conscious product design, Shape Robotics actively promotes environmental education and awareness through our training programs. In every training session, we integrate educational activities aimed at fostering ecological awareness among teachers and students. We emphasize the importance of environmental conservation and sustainability practices, empowering educators to incorporate these principles into their curriculum effectively. Furthermore, we repurpose all cardboard packaging from our products for STEAM educational projects, promoting the reuse of materials and reducing waste in educational settings. Results and follow-up on the company's environmental and climate efforts will be integrated into our regular ESG reporting starting from 2028.

Social and employee matters

The company recognizes its responsibility to society and actively engages in initiatives aimed at promoting positive societal impacts. This includes a commitment to labor practices that prioritize fair treatment, safe working conditions, and opportunities for professional development for all employees. Moreover, the company upholds human rights principles by ensuring that its operations do not contribute to or tolerate any forms of discrimination, exploitation, or human rights abuses. This is reflected in the company's internal policies.

The company is actively involved in conducting continuous workplace assessments and has established a dedicated committee to address related matters. This committee comprises one management representative and two non-executive members elected annually by the entire company staff through voting. The elected staff members gather input from the workforce, and the committee holds four annual meetings to monitor and enhance the work environment. The minutes of these meetings and the follow-up processes are transparent and accessible to the entire company.

The company initiates annually more comprehensive data collection and NPS surveys to establish a foundational understanding for management and the Board of Directors to recommend improvements and actionable strategies. Consequently, the company will launch a Human Resources department in 2025. This department will focus on various aspects including labor practices, employer branding, and promoting positive societal impact. Moreover, it will continuously gather data to ensure ongoing improvement initiatives.

Community engagement

Community engagement is a fundamental aspect of the company's ESG (Environmental, Social, and Governance) initiatives. Through partnerships with organizations such as Rigshospitalet's Children's Cancer Department, the company demonstrates its commitment to addressing societal challenges. A prime example of this collaboration is the development of the Fable Connect robot, specifically designed to assist children in overcoming educational barriers caused by health issues. By facilitating their integration into school communities, this innovative solution promotes the well-being and social inclusion of these children. As a result, over 50 children were provided with robots to attend school remotely when unable to do so physically. Detailed data and outcomes from this initiative can be accessed through the publicly available research project titled "Back in School with Robot Technology" by Mette Weibel and the Children's Cancer Foundation.

In addition to its focus on health-related initiatives, the company demonstrates its commitment to diversity and inclusion through various measures. For instance, it ensures that its educational content (lesson-plans) and hardware cater to the needs of children with special needs.

Management's review

Furthermore, Shape Robotics actively participates in environmental initiatives and national events focused on sustainability and energy efficiency. We take pride in our involvement in events such as "The International Days of Energy Efficiency," where we contribute our expertise and resources to promote environmental awareness and sustainable practices.

Additionally, we engage in volunteering efforts, such as tree-planting events, to further support environmental conservation efforts. Furthermore, our commitment extends to supporting underserved communities by donating books and technology to schools in rural areas, empowering them with educational resources while promoting environmental consciousness. In every aspect of our operations, from product design to community engagement, Shape Robotics remains steadfast in our commitment to environmental stewardship and sustainability.

Overall, the company's multifaceted approach to societal impact underscores its dedication to creating positive change and contributing to the well-being of communities, aligning with its broader ESG objectives.

Quality education serves as a catalyst for economic and social mobility while mitigating gender disparities. It also cultivates a more tolerant, peaceful, and innovative society, ultimately contributing to a better world for all. With a steadfast commitment to fostering quality education, Shape Robotics endeavors to improve opportunities for children and youth worldwide. The educational robot, Fable, serves as a conduit for inspiring young minds to tackle pressing global issues through robotics, coding, and programming. By seamlessly blending education with play, Fable equips young learners with essential technological skills and nurtures their creativity.

Respect for human rights

The company is firmly committed to upholding basic human rights. As part of this commitment, the company will implement termination clauses within its agreements with relevant stakeholders, suppliers, and vendors to enforce adherence to basic human rights standards. Failure to comply with these standards may lead to the activation of termination clauses. This initiative underscores the company's dedication to ethical conduct and responsible business practices throughout its operations and supply chain.

For instance, these termination clauses may reference international legislation such as the United Nations Universal Declaration of Human Rights or specific regional statutes such as the European Convention on Human Rights.

These clauses serve as a commitment to ethical conduct and responsible business practices, aligning with the company's values and commitment to human rights advocacy. They underscore the importance of respecting fundamental human rights principles throughout the supply chain and business operations. No incidents on violation on human rights are recorded.

Anti-corruption and bribery matters

Shape Robotics maintains a zero-tolerance policy towards corruption in all its forms. We adhere strictly to ethical standards and legal regulations, fostering an environment of transparency, integrity, and accountability. Our employees are empowered to report any suspected instances of corruption through confidential channels, ensuring swift investigation and appropriate action.

No incidents on violation on corruption or bribery have been recorded.

Other management levels include executive management and middle management, and consists of nine men and one women. The goal of tender balance is expected to be improved in the future.

Accounting policies (gender balance, other management levels)

The gender diversity ratio in other management levels is calculated at the proportion of female managers with responsibilities for personnel out of the total number of managers with responsibilities for personnel.

The following actions and policies are implemented to reach targets and to further improve diversity.

Management's review

Recruitment: Job advertisements are crafted to appeal to all genders, free from unconscious bias. Both male and female candidates are equally considered and represented in interview processes. Efforts to raise awareness of unconscious gender biases are ongoing, engaging managers, HR personnel, and decision-makers.

Career Development: Equal opportunities for advancement and pay are promoted, regardless of gender or life circumstances. Talent development opportunities are transparently communicated to all employees. Pre- and post-parental leave interviews ensure smooth transitions and fair treatment, minimizing career setbacks.

Data Support: An annual gender equality report provides insights into staff demographics, management levels, and gender-specific earnings. Regular surveys gauge the prevalence of gender discrimination, harassment, and bias in the workplace.

Updates and Revisions: Shape Robotics' leadership regularly reviews and revises gender equality initiatives based on annual reports and discussions. Continuous evaluation ensures alignment with evolving workplace dynamics and organizational goals.

Non-Financial Information

Shape Robotics comply with data protection regulations. The data governance framework oversees data throughout its lifecycle, with strict access controls and regular risk assessments to mitigate threats. Shape Robotics adhere to retention policies and provide ongoing training to uphold data integrity and security. Our commitment to data management maintains trust with customers and stakeholders, prioritizing privacy, security, and compliance. We adhere to strict protocols to ensure the confidentiality, integrity, and availability of data always. Our approach to data collection is guided by the principle of data minimization, whereby we only collect and retain data that is necessary for the provision of our services.

Access to data is strictly controlled and limited to authorized personnel who require it to fulfil their duties. We implement technical and organizational measures to safeguard data against unauthorized access, disclosure, alteration, or destruction. Data is cloud-kept and protected by firewalls and all employees regularly must change passwords and use two-factor authentication to access shared data in any form.

The company does not disclose data to third parties unless explicitly authorized by our clients or required by law. When data sharing is necessary, we ensure compliance with all relevant legal and regulatory requirements and maintain transparency with our clients regarding the purposes and recipients of the shared data.

In the event of a data breach or security incident, we have established procedures for prompt detection, investigation, and response to mitigate any potential harm. We prioritize communication and cooperation with affected parties and regulatory authorities to address the breach effectively and minimize its impact.

Our data policy is regularly reviewed and updated to align with evolving best practices and regulatory standards, and all personnel receive training to ensure awareness and compliance with these policies.

In addition to financial metrics, Shape Robotics wants to disclose non-financial information that may be material to investors, including operational metrics, customer satisfaction scores, and employee engagement levels. These metrics provide stakeholders with a comprehensive understanding of the company's performance and prospects beyond financial considerations.

Our data policy is regularly reviewed and updated to align with evolving best practices and regulatory standards, and all personnel receive training to ensure awareness and compliance with these policies.

In addition to financial metrics, Shape Robotics wants to disclose non-financial information that may be material to investors, including operational metrics, customer satisfaction scores, and employee engagement levels. These metrics provide stakeholders with a comprehensive understanding of the company's performance and prospects beyond financial considerations.

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The key metrics are a part of the company's strategic approaches for years to come, hence accurate measurements and KPIs have not been fully determined at the time of concluding the annual report.

Material risks

Market Conditions: Insufficient cash flow may arise due to factors like high inflation, interest rates, and low consumer spending. This could necessitate seeking additional funding.

Edtech Market Dependency: The company's revenue is susceptible to fluctuations resulting from the Edtech market's heavy reliance on public grants and subsidies. Delays in public contract awards and changes in political funding priorities pose potential risks to revenue stability. However, it's worth noting that the increasing political focus on Edtech could also have a positive impact on the company's prospects.

IT System Vulnerabilities: Dependency on IT systems exposes the company to risks such as system disruptions and cybersecurity breaches. **Expansion Challenges:** As a growth-oriented company, there's a risk that strategic plans to enter new geographical markets may encounter difficulties.

M&A Uncertainty: Mergers and acquisitions may pose integration challenges, impacting financial performance and access to funding.

Distributor Dependency: The company's reliance on distributor sales, without direct end-customer sales, poses risks to revenue, profitability, and financial stability in case of distributor termination.

Competition: Larger and established players in the robotics market present competitive threats due to their resources and brand reputation. **GDPR Compliance:** Non-compliance with GDPR regulations could lead to breaches, stemming from inadequate data protection measures and violation of data subject rights.

Exchange Rate Risks: International operations expose the company to risks related to exchange rate fluctuations. The company keeps the cost structure in the currencies linked with the currencies recognized in sales revenue to reduce the currency exchange risk. The extended description of currency risk is presented in Note 17.

Specialized knowledge

Within the company, a substantial emphasis is placed on fostering and leveraging proprietary know-how. This encompasses a wide array of specialized knowledge, expertise, and techniques developed through years of experience and innovation. The company's collective know-how spans various domains, including product development, technological advancements, market insights, and operational efficiency. The specialized knowledge is somewhat essential for the company's growth initiatives. A description of the company's research and developed activities is included in Note 10, where the in-depth description of intangibles is presented.

Forward-Looking Statements

Shape Robotics provides forward-looking statements and projections accompanied by appropriate disclaimers regarding the inherent uncertainties involved. These statements offer insights into the company's future outlook, growth prospects, and strategic initiatives, allowing stakeholders to make informed decisions based on realistic expectations. Regulatory forward-looking statements are disclosed as company announcements.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Unusual events

The increasing geopolitical conflicts may hamper the company in its international business expansion. These conflicts can influence the decisions and the strategy of the company for new emerging market opportunities.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date. Please see Note 27 for regulatory company announcements or investor news disclosed subsequent to the year-end.

Management's review

Key Figures

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts.

Key Figures GROUP	IFRS				DSFA
	2024	2023	2022	2021	2020
	TDKK	TDKK	TDKK	TDKK	TDKK
Profit/loss					
Revenue	301.853	171.213	87.385	17.772	6.044
Contribution margin	97.787	49.026	26.484	6.280	2.393
Adjusted EBITDA*	24.807	18.237	5.134	-12.996	-8.776
Net financials	-12.283	-4.971	-2.380	-127	-162
Result before tax	-12.179	-307	-4.340	-15.375	-13.000
Net profit for the year	-14.260	2.607	-4.287	-15.658	-12.728
Balance sheet					
Balance sheet total	464.372	273.655	116.335	34.863	24.185
Equity	154.160	130.879	44.882	15.792	20.354
Cash flows					
Cash flows from:					
Operating activities	-40.416	-46.499	-35.919	-12.742	-17.524
Investing activities	-50.110	-19.560	-3.328	-3.099	-127
Financing activities	92.081	63.046	41.946	8.703	25.012
Changes in cash and cash equivalents for the year	1.555	-3.012	2.699	-7.138	7.361
Ratios					
Gross margin	11,22	19,79	24,54	0,25	-17,62
Solvency ratio	33,20	47,83	38,58	45,30	84,16
Contribution ratio	32,40	28,63	30,31	35,34	39,59
Earnings per share attributable to ordinary shareholders	-0,96	0,21	-0,51	-2,23	-1,86

*Adjusted EBITDA excludes non-recurring costs divided into three categories:

(i) Costs related to the process of listing the company on Copenhagen Main Market DKK 894k in FY 2024 (DKK 3.469k in FY2023).

(ii) Post-transaction costs related to the acquisition of Skriware S.A. of DKK 945k incurred in 2024 (after the acquisition) and presented in the income statement in 2024. In 2023, Skriware acquisition costs were adjusted directly to equity in the balance sheet.

(iii) Costs connected to the payment of a variable compensation element linked to the acquisition of Storykids By EP SRL (now Shape Robotics Romania SRL) in 2021. No accrual for the expected variable element was made in the balance sheet back in 2021 resulting in subsequent variable payments must be included in Shape Robotics income statement. The cost in FY2024 was DKK 5.965k (DKK 1.378k in FY2023).

Treasury shares hold by the company end of period, is shown in note 19

Share capital and ownership

Shape Robotics is a public listed company on Nasdaq Main Market Copenhagen.

On December 31, 2024, the nominal share capital amounted to DKK 1.506.616,7 DKK, divided into 15.066.167 shares.

Legal owners possessing more than a 5% stake (whether directly or indirectly) are publicly disclosed on the Danish Central Business Register (www.cvr.dk).

Consolidated income statement
for the year ended 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Revenue from contracts with customers	3	301.853	171.213
Costs of goods sold		-204.066	-122.187
Gross profit		97.787	49.026
Staff expenses	5	-38.411	-20.495
Other external expenses		-39.350	-10.255
Other operating income		1.133	116
Other operating expenses		-4.155	-5.001
Operating profit before amortisation, depreciation		17.004	13.391
Depreciation and amortisation of intangible assets and property, plant and equipment	6	-16.900	-8.726
Operating profit before financial income and expenses		104	4.664
Financial income	7	733	-
Financial expenses	7	-13.016	-4.971
Profit before tax		-12.179	-306
Tax on loss for the year	8	-2.081	2.914
Net profit for the year		-14.260	2.607
Earnings per share	20	-0,96	0,21
Diluted earnings per share	20	-0,96	0,21

Consolidated statement of comprehensive income
for the year ended 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Profit for the year		<u>-14.260</u>	<u>2.607</u>
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		<u>-141</u>	<u>-</u>
Other comprehensive income for the period, net of tax		<u>-141</u>	<u>-</u>
Total comprehensive income for the period		<u><u>-14.401</u></u>	<u><u>2.607</u></u>

Consolidated balance sheet
as at 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Assets			
Non-current assets			
Goodwill	10	4.809	4.809
Customer relations	10	19.408	21.592
Trademark	10	7.721	8.568
Completed development projects	10	12.318	15.110
Development projects in progress	10	62.690	14.776
Other fixtures and fittings, tools and equipment	11	8.624	9.357
Right-of-use assets	12	26.264	13.115
Deferred tax assets	9	8.863	6.897
Total non-current assets		150.697	94.224
Current assets			
Inventories	13	63.757	37.999
Prepayments for goods	13	42.164	5.430
Trade receivables	14	193.964	121.138
Other receivables	16	3.380	3.855
Prepayments		3.748	6.500
Corporation tax		2.408	2.005
Cash and cash equivalents		4.254	2.504
Total current assets		313.675	179.431
Total assets		464.372	273.655

Consolidated balance sheet
as at 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Equity			
Share capital and share premium	19	1.507	1.405
Other reserves		-508	-367
Retained earnings		153.161	129.841
Total equity		154.160	130.879
Liabilities			
Non-current liabilities			
Borrowings	16	6.905	22.365
Lease liabilities	12	19.324	6.554
Other payables	16	545	272
Deferred tax liabilities	9	5.908	6.632
Total non-current liabilities		32.682	35.823
Current liabilities			
Borrowings	16	106.727	25.548
Lease liabilities	12	7.020	5.555
Trade payables	16	123.834	62.884
Other payables	16	31.052	10.732
Prepayments from customers	3	8.898	622
Other prepayments		-	1.611
Total current liabilities		277.531	106.952
Total liabilities		310.213	142.775
Total liabilities and equity		464.373	273.654

Consolidated statement of changes in equity
for the year ended 31 December 2024

<i>In thousands DKK</i>	Share capital	Share premium	Other reserves	Retained earnings
As at 1 January 2024	1.405	-	-367	129.841
Profit for the period	-	-	-	-14.260
Other comprehensive income	-	-	-141	-
Total comprehensive income	-	-	-141	-14.260
<i>Transactions with owners in their capacity as owners</i>				
Capital increase	102	35.309	-	-
Capital increase costs	-	-	-	-1.350
Transfer of share premium to retained earnings	-	-35.309	-	35.309
Share-based payments	-	-	-	445
Purchase of treasury shares	-	-	-	-763
Sale of treasury shares	-	-	-	3.939
As at 31 December 2024	1.507	-	-508	153.161

Consolidated statement of changes in equity
for the year ended 31 December 2023

<i>In thousands DKK</i>	Share capital	Share premium	Other reserves	Retained earnings
As at 1 January 2023	1.046	-	-155	43.991
Profit for the period	-	-	-	2.607
Other comprehensive income	-	-	-212	212
Total comprehensive income	-	-	-212	2.819
Transactions with owners in their capacity as owners				
Capital increase	359	86.389	-	-
Capital increase costs	-	-	-	-847
Transfer of share premium to retained earnings	-	-86.389	-	86.389
Share-based payments	-	-	-	910
Purchase of treasury shares	-	-	-	-4.045
Sale of treasury shares	-	-	-	624
As at 31 December 2023	1.405	-	-367	129.841

Consolidated statement of cash flows
for the year ended 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Cash flows from operating activities			
Net profit for the period		-14.260	2.607
Adjustments	18	29.734	10.404
Changes in net working capital	18	-43.884	-53.212
Financial income received		-	-
Financial expenses paid		-11.603	-4.995
Corporation tax paid		-403	-1.302
		-40.416	-46.498
Net cash inflow (outflow) from operating activities			
Cash flows from investing activities			
Payments for intangible assets		-47.913	-12.392
Payments for property, plant and equipment		-2.197	-7.168
		-50.110	-19.560
Net cash inflow (outflow) from investing activities			
Cash flows from financing activities			
Change in loans from credit institutions		65.718	24.112
Principal elements of lease liabilities		-8.223	-5.668
Cost of Capital increase		-1.350	-924
Purchase/sale of treasury shares		525	-3.374
Capital increase		35.411	48.900
		92.081	63.046
Net cash inflow (outflow) from financing activities			
Net increase (decrease) in cash and cash equivalents			
		1.555	-3.012
Cash and cash equivalents at the beginning of the financial year		2.504	4.738
Exchange rate adjustments on cash and cash equivalents		195	5
Cash and cash equivalents from acquisition of Skriware		-	773
Cash and cash equivalents at end of year		4.254	2.504

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Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are for the Group consisting of Shape Robotics A/S and its subsidiaries ('the Group').

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU as well as additional the Danish disclosure requirements applying to entities of reporting class D.

The consolidated financial statements are presented in thousands Danish Kroner ('DKK') and all values are rounded to the nearest thousand, except when otherwise indicated. The thousands separator used is the symbol "." and the decimal separator used is ",".

New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group. The Group have assessed the published standards and interpretations, and determined that IFRS 18 will have an impact on the Groups consolidated financial statement.

IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

IFRS 18 will replace certain parts of IAS 1 Presentation of financial statements, and thus impact the presentation of the income statement and related disclosures of the consolidated financial statement for the Group. The practical application of IFRS 18 is being developed, and management is continuously assessing its effect.

Principles of consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- equity interests issued by the group
- fair values of assets transferred
- liabilities incurred to the former owners of the acquired business
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of the Group has appointed a strategic steering committee which assesses the financial performance and position of the group and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the Chief Executive Officer and the Board of Directors.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in DKK, which is the Group's presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they are attributable to part of a net investment in a foreign operation.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

The results and financial position of foreign operations that have a functional currency different from Danish Kroner are translated into Danish Kroner as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates, and
- all resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Income statement

Revenue from contracts with customers

Revenue from contracts with customers comprises sale of smart classrooms and educational robots. Revenue from the sale of goods is recognised when a group entity sells a good to the customer. Revenue from the sale of goods is recognised at the point in time when control of the goods is transferred to the customer, which generally takes place on delivery.

Revenue from contracts with customers is measured at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. Amounts disclosed as net revenue exclude discounts, VAT and other duties.

Costs of goods sold

Costs of goods sold used comprise the raw materials and consumables consumed to achieve revenue for the year.

Staff costs

Staff expenses comprise direct wages and salaries, pension contributions, social security contributions, sick leave, bonuses, and share-based payments which are recognized in the year in which the associated services are rendered by employees of the Group.

Employee benefits - Pensions

For pensions, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Share-based payments

A number of employees have been granted equity-settled share options. Issued share options become exercisable after a certain period of time or upon an earlier exit event subject to the employee still being employed at the exercise date. The grant date fair value is recognized as a compensation expense over the vesting period with a corresponding entry to equity.

Other operating expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Group, including gains and losses on the sale of intangible assets and equipment.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Other external expenses

Other external expenses comprise expenses for sales and distribution as well as office expenses, etc.

Financial income and expenses

Financial income and expenses (net financial items) include interest income and expenses calculated in accordance with the effective interest method as well as exchange rate gains and losses on foreign currency transactions.

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets and liabilities

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Assets

Goodwill

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, but not lower than the level of operating segments as shown in note 4.

Development projects

Costs associated with research are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software and products controlled by the Group are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and products and use or sell it
- there is an ability to use or sell the software and products
- it can be demonstrated how the software and products will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software and products are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of a development project include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are amortised from the point at which the asset is ready for use.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Customer relations & trademark

Customer relations and trademark refer to intangible assets acquired as part of a business combination. These assets represent the value of existing relationships with customers that the acquired entity brings to the acquiring company. Customer relations encompass the goodwill generated from loyal customer bases, brand recognition, and customer contracts or agreements.

Following initial recognition, customer relations are typically measured at cost less accumulated amortization and impairment losses.

The systematic recognition of amortization for customer relations occurs over their estimated useful lives, reflecting the pattern of economic benefits derived from these relationships. The determination of the amortization period is based on factors such as the expected duration of customer relationships, industry norms, and management's judgment.

Amortisation methods and useful lives

The group amortises intangible assets with a limited useful life, using the straight-line method over the following periods:

Completed development projects	4-10 years
Development projects in progress	Not amortized
Goodwill	Not amortized
Customer relations & trademark	10 years

Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Other fixtures, fittings and equipment	3-5 years
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Leases

The Group's lease agreements relate primarily to leases of properties, vehicles and other equipment. Leases of vehicles are typically made for fixed periods of 2-4 years. Leases of properties are negotiated on an individual basis and contain a wide range of different terms and conditions. Other equipment is typically leased for fixed periods of 2-4 years. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option
- lease payments to be made under reasonably certain extension options, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets comprise IT equipment and small items of office furniture.

Extension options are included in a number of property and equipment leases across the group. These are used to maximise operational flexibility in terms of managing the assets used in the group's operations. The majority of extension and termination options held are exercisable only by the group and not by the respective lessor.

Impairment of assets

Goodwill and development projects in progress are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-current assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Inventories

Inventories are measured at the lower of cost and net realisable value under the FIFO method. The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses.

The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price. The cost of goods for resale equals landed cost. The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

Trade receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost less loss allowance. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss.

Other receivables

Other receivables comprise deposits, VAT, prepayments operational costs.

Prepayments

Prepayments comprise incurred costs related to the following financial years. Prepayments are measured at cost.

Liabilities

Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

Prepayments from customers

Prepayments from customers comprise amounts received by the company in advance, where the delivery of services or goods has not yet been completed as of the balance sheet date. These amounts are recognized as prepayments in the balance sheet. Prepayments from customers are recognized at cost price.

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Equity reserves

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deductions, net of tax, from the proceeds.

Share premium

Premium on issue of shares are recognised as share premium and subsequently transferred to retained earnings.

Foreign currency translation reserve

Exchange differences arising on translation of the parent company and of foreign controlled entities into DKK, are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Statement of cash flows

The cash flow statement shows the group's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the group's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as share-based payment expenses, depreciation, amortisation and impairment losses.

Working capital comprises current assets less short-term debt, excluding items included in cash and cash equivalents.

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash and cash equivalents

Cash and cash equivalents comprise "Cash at bank and in hand".

Contents of the notes to the consolidated financial statements

Note 1 Summary of significant accounting policies

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt and principal element on lease payments as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprises cash and bank balances.

Key figures

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts.

Gross margin:

$$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$$

Solvency ratio:

$$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$$

Contribution ratio:

$$\frac{\text{Contribution margin}}{\text{Revenue}}$$

Contents of the notes to the consolidated financial statements

Note 2 Critical estimates, judgements and errors

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information about the basis of calculation for each affected line item in the financial statements. In addition, this note also explains where there have been actual adjustments this year as a result of an error and of changes to previous estimates.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information about the basis of calculation for each affected line item in the financial statements. In addition, this note also explains where there have been actual adjustments this year as a result of an error and of changes to previous estimates.

Critical estimates

Deferred tax

Recognition of deferred tax assets

The Group holds a net deferred tax asset of DKK 18,8 million, of which net DKK 2,955 million has been recognised as a tax asset in the balance sheet as of December 31, 2024. The net deferred tax asset primarily relates to tax losses carried forward. The valuation and recognition of the deferred tax asset was based on budgets for the period 2025 to 2027. Based on expected tax results for the next 3 years, the tax losses carried forward is expected to be utilised at the present time for DKK 3,8 million for the Group.

Contents of the notes to the consolidated financial statements

Note 3 Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods at a point in time for the following product categories:

	2024	2023
Smart Classrooms	211.073	105.918
Fable robots	23.333	14.466
services	22.566	-
Other	44.881	50.829
Total revenue	301.853	171.213

Information about revenue derived in individual countries and geographical areas has been included in note 4.

Normal payment terms for the sale of products ranges between 30-120 days depending on customer relation and framework agreement in quantity and price.

Contract balances

As part of the operation, the Group receive prepayments from customers when entering into specific contracts. Contract liabilities have increased to DKK 8.898 thousands (2023: 622), mainly as a result of increasing business in Romania.

In thousands DKK

	2024	2023
Contract liabilities	8.898	622

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

	2024	2023
Revenue from contract liabilities	-	-

Contents of the notes to the consolidated financial statements

Note 4 Operating segments

Description of segments and principal activities

The Group serves one segment, which is inherent in the way Executive Management considers and operates the Company. The costs related to the main nature of the business, being development, production and delivering robots and Smart Classroom solutions, are not attributable to any specific revenue stream or customer type and are therefore borne centrally. The results of the single reporting segment, comprising the entire company, are shown in the statements of comprehensive income.

The Chief Executive Officer and the Board of Directors is the Chief Operating Decision Maker (CODM), which is made up of the senior leadership across the respective functional areas and is responsible for the strategic decision making and for the monitoring of the operating results of the single operating segment for the purpose of performance assessment. Segment performance is evaluated by the CODM based on profit or loss for the single segment and is measured consistently with

In thousands	2024	2023
Denmark (domicile)	6689	1.270
Romania	264.203	163.316
Poland	1.000	1.830
United States	1.347	456
United Kingdom	21.357	1.628
Moldova	4.263	2.456
Other	3.594	257
Total revenue	301.853	171.213

In thousands DKK	2024	2023
Denmark (domicile)	45.534	19.974
Romania	55.048	24.865
Poland	45.252	42.520
United States		
Non-current assets other than financial instruments and deferred tax assets are distributed as the following:		
Non-current assets	141.834	87.326

Information about major customers

The Group has two major customers in 2024 (2023: one). Revenue from the customers during 2024 was DKK 168.745 thousand (2023: 107.047). Revenue from the two major customers is respectively DKK 118.408 thousand (2023: 107.047) and DKK 50.337 thousand (2023: 0). The Group has long-standing relationships with the major customers.

Contents of the notes to the consolidated financial statements

Note 5 Staff costs

<i>In thousands DKK</i>	2024	2023
Wages and salaries	40.021	20.349
Pension cost, defined contribution plans	4.260	3.135
Other social security costs	1.995	1.439
Share-based payments	446	910
Employee cost capitalised as intangible assets	-8.311	-5.338
	38.411	20.495
Average number of employees		50 37

Key management personnel compensation

Key management personnel consists of the Executive Board and the Board of Directors. The compensation paid or payable to key management personnel for employee services is shown below:

<i>In thousands DKK</i>	Executive Board	Board of Directors	Total
2024			
Wages and salaries	6.870	850	7.720
Other social security costs	5	-	5
Share-based payments	161	218	379
Total	7.036	1.068	8.104

<i>In thousands DKK</i>	Executive Board	Board of Directors	Total
2023			
Wages and salaries	1.444	600	2.044
Other social security costs	3	-	3
Share-based payments	228	82	310
Total	1.675	682	2.357

Description of share-based payments

The Group has introduced share-based payment programs to members of the Board of Directors, Executive Management and selected key employees. The Group's current share option program was introduced in 2020.

Under the share option programme, share options of the parent company are granted to executives of the parent and selected key employees at the sole discretion of the Board of Directors. The exercise price of the share options is equal to the market price of the underlying shares on the date of grant.

Contents of the notes to the consolidated financial statements

Note 5 Staff costs

The share options vests automatically (service condition), on a graded schedule which is typically three financial years, if the selected employee is in an unterminated position. Furthermore, accelerated vesting can occur if certain non-market conditions are met. The non-market conditions are the following: liquidation or a merger of the parent company. If any of the non-market conditions are met, all share options vests automatically at once.

Share options granted by the Group to the employees are acquired on-market prior to the issue. Shares held by the Group and not yet issued to employees at the end of the reporting period are shown as treasury shares note 19.

The share options can only be exercised in a four week window following the publication of the annual report. The share option programme contains no cash settlement alternatives. The Group accounts for the share option programme as an equity-settled plan. The fair value of the share options is estimated at the grant date using the Black-Scholes option pricing model, taking into account the terms and conditions on which the share options were granted.

Set out below are summaries of options granted under the plan:

	Average exercise price		Average exercise price	
	per share option	Number of share options	per share option	Number of share options
As at 1 January	22,2	260.694	10,4	31.416
Granted during the year	-	-	22,0	260.694
Exercised during the year	20,0	-50.699	10,9	-16.454
Lapsed during the year	23,0	-64.097		
Expired during the year	22,1	-47.516	9,8	-14.962
As at 31 December	23,0	98.382	22,2	260.694

In thousands DKK	Expiry date	Share options	
		Exercise price	Share options
No share options have vested and are exercisable at 31 December 2024 (2023: 0)		31 December 2024	31 December 2023

Grant date

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price	31 December 2024	31 December 2023
26 April 2023	30-04-2025	22,0	49.191	79.398
26 April 2023	30-04-2026	22,0	49.191	79.398
Total			98.382	260.694
Weighted average remaining contractual life of options outstanding at end of period:			0.83 years	1.25 years

The fair value at grant date is determined using a Black-Scholes Model calculation that takes into account the share price at grant date, the exercise price, the risk free interest rate for the term of the warrants, the expected volatility and the term of the share option (the expected maturity).

Contents of the notes to the consolidated financial statements

Note 5 Staff costs

No share options has been granted during the year ended 31 December 2024. The average model inputs for the share options granted prior year included:

- a. Share price at grant date: DKK 24,9
- b. Exercise price: DKK 22,2
- c. Expected price volatility of shares: 50 %
- d. Risk-free interest rate: 3 %
- e. Expected maturity: 2023: 1,25 years
- f. Probability of non-market conditions: 0 %

<i>In thousands DKK</i>	2024	2023
Total expenses arising from share-based payment transactions recognised during the period as part of staff cost were as follows		
Equity-settled programme	446	910

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Contents of the notes to the consolidated financial statements

Note 6 Depreciation, amortisation and impairment

In thousands DKK

2024

2023

Depreciation and amortisation

Depreciation of property, plant and equipment	2.948	1.772
Depreciation of right-of-use assets	8.097	6.020
Amortisation of intangible assets	5.855	934
	16.900	8.726

Contents of the notes to the consolidated financial statements

Note 7	Financial income and expenses	
<i>In thousands DKK</i>	2024	2023
Financial income		
Foreing exchange gains	733	-
Total financial income	733	-
Financial expenses		
Interest on borrowings	-11.603	-4.129
Interest on lease liabilities	-1.314	-778
Foreign exchange rate losses	-98	-86
Other financial expenses	-	-
	-13.016	-4.992
Amount capitalized as borrowing costs on development projects	-	21
Finance costs expensed	-13.016	-4.971
Net finance costs	-12.283	-4.971

Capitalised borrowing costs

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the group's general borrowings during the year, in this case 0 % (2023 – 3,5%).

Contents of the notes to the consolidated financial statements

Note 8	Income tax expense	
<i>In thousands DKK</i>	2024	2023
Current tax		
Current tax on profits for the year	3.959	-703
Deferred tax	-1.878	-2.210
Income tax gain/expense	2.081	-2.913
<i>In thousands DKK</i>	2024	2023
Reconciliation of effective tax rate		
Tax at the Danish tax rate of 22% (2022: 22%)	-2.679	67
Less tax in foreign operations in relation to the Danish tax rate of 22% rate (2022: 22%)	-2.591	-1.100
<i>Tax effects of amounts which are not deductible (taxable) in calculating taxable income:</i>		
Tax exempt income	-34	-831
Non-deductible expenses	969	307
Unrecognised deferred tax asset	7.132	-851
Other adjustments	-716	-156
Income tax expense	2.081	-2.913

Contents of the notes to the consolidated financial statements

Note 9 Deferred tax

In thousands DKK

	2024	2023
Deferred tax		
Deferred tax at the beginning of period	-1.739	766
Deferred tax from business combinations	662	-295
Deferred tax recognised in the statement of profit or loss	-1.878	-2.210
Deferred tax at year end	-2.955	-1.739
Deferred tax relates to:		
Intangible assets	-8.715	-7.984
Property, plant and equipment	110	-3
Right-of-use assets	77	267
Tax losses carried forward	27.137	18.577
Other	154	257
Total	18.763	11.114
Deferred tax, recognised	-2.955	-1.739
Of which presented as deferred tax assets	8.863	4.893
Of which presented as deferred tax liabilities	5.908	6.632
Deferred tax not recognised in the balance sheet	-15.808	-9.375
Deferred tax at 31 December	-18.763	-11.114

In line with the requirements of IAS 12, the deferred tax assets and liabilities are offset as they have a legal right to set off and relate to income tax with the same taxation authority.

The Group holds a net deferred tax asset of DKK 18,8 million, of which net DKK 2,955 million has been recognised as a tax asset in the balance sheet as of December 31, 2024. The net deferred tax asset primarily relates to tax losses carried forward. The valuation and recognition of the deferred tax asset was based on budgets for the period 2024 to 2026. Based on expected tax results for the next 3 years, the tax losses carried forward is expected to be utilised at the present time for DKK 3,8 million for the Group.

Contents of the notes to the consolidated financial statements

Note 10 Intangible assets

In thousands DKK	Completed		Development		Trademark	Total
	Goodwill	development projects	Customer relations	projects in progress		
<i>Cost:</i>						
At 1 January 2024	4.809	19.416	22.019	14.776	8.568	69.588
Additions	-	-	-	47.913	-	47.913
Additions from business combinations	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Exchange differences	-	4	18	1	10	33
At 31 December 2024	4.809	19.420	22.037	62.690	8.578	117.534
<i>Accumulated depreciation and impairment:</i>						
At 1 January 2024	-	4.306	427	-	-	4.733
Amortisation charge	-	2.796	2.202	-	857	5.855
Impairment	-	-	-	-	-	-
Transfers from/(to) other items	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-
At 31 December 2024	-	7.102	2.629	-	857	10.588
Carrying amount 31 December 2024	4.809	12.318	19.408	62.690	7.721	106.946
<i>Cost:</i>						
At 1 January 2023	4.809	8.054	3.198	897	-	16.958
Additions	-	3.637	-	9.663	-	13.300
Additions from business combinations	-	7.722	18.821	5.113	8.568	40.223
Disposals	-	-	-	-897	-	-897
Transfers	-	-	-	-	-	-
Exchange differences	-	3	-	-	-	3
At 31 December 2023	4.809	19.416	22.019	14.776	8.568	69.587
<i>Accumulated depreciation and impairment:</i>						
At 1 January 2023	-	3.254	107	-	-	3.361
Amortisation charge	-	614	320	-	-	934
Impairment	-	-	-	-	-	-
Transfers from/(to) other items	-	437	-	-	-	437
Exchange differences	-	1	-	-	-	1
At 31 December 2023	-	4.306	427	-	-	4.733
Carrying amount 31 December 2023	4.809	15.110	21.592	14.776	8.568	64.854

Contents of the notes to the consolidated financial statements

Note 10 Intangible assets

Development projects

To meet the growing demand for teaching with digital technologies in the 21st century, Shape Robotics continues to develop new products and solutions to complement, enhance, and expand existing products. In 2024, the company worked on multiple projects including redefining the Fable software, the development of the new STEAM Lab in Denmark, developing a Mobile STEAM Lab in Romania, and The Marketing Project. Once projects are completed and put into production, they are amortised over a period of 4-10 years. If the value is impaired, it will be written down.

Fable Joint module

Developed in 2017 and 2018. Cost price of DKK 1,9 million. The Joint module is the “robot-arm” in the Group's best selling product “Fable Explore”. The cost price is derived from internal hours spent on development of hardware and software capitalized as asset, consultancy fees, certifications and molds for production. Book value end of 2024 is DKK 0,6 million.

Fable Spin Module

Developed in 2019 and 2020. Cost price of DKK 3,2 million. The Spin Module is the “driving unit” in the Group's second best selling product “Fable Go”. The cost price is derived from internal hours spend on development of hardware and software capitalized as asset, consultancy fees, certifications and molds for production. Book value end of 2024 is DKK 1,6 million.

Fable Blockly for Tizen OS

Developed in 2022 and 2023. Cost price of DKK 1,4 million. The Blockly for Tizen is the re-development of the software platform that controls the companys robots on Samsungs OS system Tizen, reenabling users to control the robot firectly from Samsungs interactive displays, with JavaScript as coding syntax instead of Python. The cost price is derived from internal hours spend on development of software capitalized as asset. Book value end of 2024 is DKK 0,9 milion.

Fable 3.0

Ongoing project end of 2024. Book value end of 2024 DKK 9,3 million. Fable 3.0 is a redefining of the software products and services Shape Robotics is offering to its customers. Opening new avenues for integrating more technology, delivering better user expenience across all main platforms Windows, Android, Chrome OS, Tizen, and iOS.

The new STEAM Lab Concept

Ongoing project end of 2024. Book value end of 2024 DKK 9,0 million. The new STEAM Lab Concept is a new STEAM Lab with several locations in key markets, with the objective of providing potential partners and customers with a visual and functional representation of the STEAM lab with the purpose of better attracting interest in the Product and demonstrating its capabilities and applications.

The Lumina Project

Ongoing project end of 2024. Book value end of 2024 DKK 5,1 million. The purpose of the Project is related to the necessity of providing use cases for the products the Company commercializes within a school environment, additionally ensuring increased awareness of the product lineup in the process and granting technicians on staff the opportunity to proactively find and resolve any potential technical issues that might arise in the actual use of the products.

Contents of the notes to the consolidated financial statements

Note 10 Intangible assets

The Thinken Project

Ongoing project end of 2024. Book value end of 2024 DKK 11,4 million. The purpose of the Project is quite plainly related to building a new product as a Mobile Steam Lab, including new brand and awareness for the product offering targeted to increase sales. The project mostly relates to prototyping, consultants, new landingpages on the website, new graphics software implemented, intellectual property on designs, logo and names.

The Skriware Hardware and Software Ecosystem - in further development

Ongoing project end of 2026. Book value end of 2024 DKK 7,2 million. The Skriware ecosystem is further developed in the three areas: Skriware Academy, SkriMarket and Skriware Robotics Ecosystem (development of SkriController, Skrirobot and a product related to artificial intelligence - AI). The goal of the project is to create a comprehensive environment including both hardware and innovative software tools for users on the Skriware Academy and SkriMarket.

The Skriware Hardware and Software Ecosystem - finished

The project divided into steps which were finished in sequence between 2018 and Q1 2023. Cost price of DKK 6,5 million. The Skriware Hardware and Software Ecosystem consists of 3D Printer, Skrirobot (educational robot), SkriMarket (3D model base), SkriApp (mobile app for iOS and Android to program Skrirobot) and Skriware Academy (platform with scenarios for teachers to use Skrirobot and 3D printers during the lessons). The cost price is derived from internal hours spend on development of hardware and software capitalized as asset, consultancy fees, certifications, moulds for production and materials used for prototypes. Book value end of 2024 is DKK 2,0 million.

Techducator

Ongoing project end of 2024. Book value end of 2024 DKK 5,4 million The Program is an ongoing initiative developed by Shape Robotics to equip educators with the necessary tools and expertise to integrate cutting-edge educational technology into classrooms. Through this program, selected teachers take on the role of Techducators, serving as ambassadors for Shape Robotics' products and actively promoting their application in modern teaching.

TenderSight

Ongoing project end of 2024. Book value end of 2024 DKK 17,3 million. The purpose of the Project is an innovative AI-powered platform developed to improve and automate the process of participating in public tenders. Through an intelligent approach, based on advanced documentation analysis and the rapid identification of relevant opportunities, TenderSight facilitates companies' access to an extensive public procurement market, significantly reducing the time and resources required to prepare bids.

Research and development expenditure

The Group is researching prototypes of educational robots. The Group has incurred research and development expenses of DKK 36 thousands (2023: DKK 279 thousands), which are included in other external expenses in the statement of profit or loss.

Contents of the notes to the consolidated financial statements

Note 11 Property, plant and equipment

In thousands DKK	Other fixtures, fittings and equipment	Total
<i>Cost:</i>		
At 1 January 2024	12.742	12.742
Additions	2.197	2.197
Additions from business combinations	-	-
Transfers	-	-
Disposals	-	-
Exchange differences	19	19
At 31 December 2024	14.958	14.958
<i>Accumulated depreciation and impairment:</i>		
At 1 January 2024	3.385	3.385
Depreciation charge	2.948	2.948
Impairment	-	-
Exchange differences	1	1
At 31 December 2024	6.334	6.334
Carrying amount 31 December 2024	8.624	8.624
<i>Cost:</i>		
At 1 January 2023	5.117	5.117
Additions	7.622	7.622
Additions from business combinations	-	-
Transfers	-	-
Disposals	-	-
Exchange differences	3	3
At 31 December 2023	12.742	12.742
<i>Accumulated depreciation and impairment:</i>		
At 1 January 2023	1.946	1.946
Depreciation charge	1.772	1.772
Impairment	-342	-342
Exchange differences	8	8
At 31 December 2023	3.385	3.385
Carrying amount 31 December 2023	9.357	9.357

Contents of the notes to the consolidated financial statements

Note 12 Leases

In thousands DKK

2024 2023

Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Right-of-use assets

Properties	1.667	2.877
Vehicles	3.139	3.800
Other equipment	21.458	6.438
	26.264	13.115

Additions to the right-of-use assets

21.144 4.854

Lease liabilities

Current	7.020	5.555
Non-current	19.324	6.554
	26.344	12.109

Amounts recognized in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases:

Depreciation charge of right-of-use assets

Properties	1.313	833
Vehicles	1.214	911
Other equipment	5.570	4.275
	8.097	6.020

Interest expense on lease liabilities

1.314 778

Expense relating to short-term leases

- 38

Expense relating to low-value assets

- 3

Total cash outflow for leases

8.223 5.668

Practical expedients

The Group applies the practical expedient of low-value assets and short-term leases. As a consequence, no right-of-use asset or lease liability arises from the contracts. In 2024, the practical expedient has not been applied.

Variable lease payments

During 2024 and 2023 there are no variable lease payments not included in lease liabilities.

Extension and termination options

Lease contracts for the Group are on a fixed time basis and does not include extension or termination options. A maturity analysis for the lease liabilities can be found in note 17.

Contents of the notes to the consolidated financial statements

Note 13 Inventories

The Group's inventories comprise the following:

<i>In thousands DKK</i>	2024	2023
Amounts recognised in the balance sheet		
Raw materials and stores	1.498	688
Work in progress	295	-
Finished goods	61.964	37.311
Prepayments for goods	42.164	5.430
	105.921	43.429

There have been no write downs on inventory in 2024 or 2023.

Amounts recognised in profit or loss

Inventories recognised as an expense during the year ended 31 December 2024 amounted to DKK 204.066 thousands (2023: DKK 122.187 thousands). These were included in cost of sales.

Contents of the notes to the consolidated financial statements

Note 14 Trade Receivables

In thousands DKK	2024	2023
Trade receivables from contracts	193,964	121,138

The balance of the trade receivables in comparison to the net revenue for the year decreased from 71% in 2023 (DKK 121k out of DKK 171) to 64% in 2024 (DKK 194k out of DKK 302k).

The significant part of the group's net sales is realized in the second half of the year (65% in 2024 and 67% in 2023). Furthermore, 41% of net sales revenue of the year is realized in last (fourth) quarter (41% in 2024 and 50% in 2023). The Company disclosed in note 3, a long payment terms with customers, up to 120 days. Long-term payments and peak in revenue in the last quarter of the year are typical drivers in the EdTech industry, where the Company operates.

The above-mentioned seasonality and long-term payments result in a large portion of net sales recognized as trade receivables (DKK 194k in 2024, and DKK 121k in 2023).

The Group has historically not incurred any material losses from trade receivables. On that basis, Management has concluded that the Company's credit risk from trade receivables is not material, and has therefore not recognised any significant allowance for expected credit losses related to trade receivables.

The carrying amounts of the trade receivables include receivables which are subject to a factoring arrangement. Under this arrangement, the Group has transferred the relevant receivables to the factor in exchange for cash and is prevented from selling or pledging the receivables.

Due to the short-term nature of the current receivables, the carrying amount is considered to be the same as the fair value.

Contents of the notes to the consolidated financial statements

Note 15 Impairment tests

Impairment tests for goodwill

The carrying amount of goodwill amounts to DKK 4.809 thousands (2023: DKK 4.809 thousands) and relates to the acquisitions of Video Technic Systems SRL and Shape Robotics Romania SRL. The Group tests whether goodwill has suffered any impairment on an annual basis. For the 2024 and 2023 reporting periods, the recoverable amount of the cash-generating units (CGUs) was determined based on value in use calculations which require the use of assumptions.

The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with the average growth rates in the economy.

Key assumptions	2024	2023
Long-term growth rate for terminal period	5,5%	5,5%
Pre-tax discount rate	16,0%	16,0%
Budgeted annual revenue growth rate	6,0%	8,0%
Budgeted EBIT margin	4,2%	7,5%

Management has determined the values assigned to each of the above key assumptions as follows:

- Long-term growth rate for terminal period: This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
- Pre-tax discount rate: Reflect specific risks relating to the relevant segments and the countries in which they operate.
- Budgeted annual revenue growth rate: Average annual growth rate over the five-year forecast period; based on current industry trends and including long-term inflation forecasts for Romania.
- Budgeted EBIT margin: Based on past performance and management's expectations for the future.

The impairment test shows headroom from value in use to the carrying amount. Management is of the opinion that the assumptions applied are sustainable.

Impairment tests for Non-current assets

The carrying amount of Non-current assets tested for impairment amounts to DKK 137.025 thousands and relates to Customer relations, Trademarks, Completed development projects, Development projects in progress, Other fixtures and fittings, tools, and equipment and Right-of-use assets. The Group has assessed the nature of operation and combined the Non-current assets into a single Cash-generating unit (CGU) for the purpose of carrying out an impairment test.

The Group tests whether the CGU has suffered any impairment as there are indication of impairment due to the financial performance. For the 2024 reporting period, the recoverable amount of the CGU was determined based on value in use calculations which require the use of assumptions.

The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with the average growth rates in the economy.

Contents of the notes to the consolidated financial statements

Note 15 Impairment tests

Key assumptions

2024

Long-term growth rate for terminal period:	5,5%
Long-term EBIT margin for terminal period:	18,0%
Pre-tax discount rate:	16,0%
Budgeted annual revenue growth rate:	26,0%
Budgeted average EBIT margin:	20,7%

Management has determined the values assigned to each of the above key assumptions as follows:

- Long-term growth rate for terminal period: This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
- Long-term EBIT margin for terminal period: This is the expected EBIT margin in a normalized operating scenario. The margin is consistent with industry reports.
- Pre-tax discount rate: Reflect specific risks relating to the relevant segments and the countries in which they operate.
- Budgeted annual revenue growth rate: Average annual growth rate over the five-year forecast period; based on current industry trends and including long-term inflation forecasts.
- Budgeted EBIT margin: Based on past performance and management's expectations for the future.

The impairment test shows headroom from value in use to the carrying amount. Management is of the opinion that the assumptions applied are sustainable.

Contents of the notes to the consolidated financial statements

Note 16 Financial assets and financial liabilities

The Group holds the following financial instruments:

In thousands DKK

Financial assets

Financial assets at amortised cost

Trade receivables	193,964	121,138
Other receivables	3,380	3,855
Cash and cash equivalents	4,254	2,504
	201,598	127,497

Financial liabilities

Liabilities at amortised cost

Trade payables	123,834	62,884
Other payables	31,597	11,004
Borrowings	113,631	47,913
Lease liabilities	26,344	12,109
	295,406	133,910

The Group's exposure to various risks associated with the financial instruments is explained in note 17.

In thousands DKK	2024			2023		
	Current	Non-current	Total	Current	Non-current	Total
Bank borrowings	106,727	6,905	113,632	25,548	22,365	47,913

For the borrowings, the fair values are not materially different from their carrying amounts, since the interest payable on those borrowings is either close to current market rates or the borrowings are of a short-term nature.

The borrowings comprise multiple revolving credit facilities. The revolving credit facilities carry variable interest with a fixed interest rate of in the range of 1,8% to 3,5% with the addition of a benchmark rate such as EURIBOR, ROBOR and DANBOR rate.

Contents of the notes to the consolidated financial statements

Note 17 Financial risk management

The Group's principal financial liabilities, comprise loans and borrowings, and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade receivables, and cash and cash equivalents.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's management oversees the management of these risks. The Group's management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Group. The Board of Directors provides assurance to the Group's management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Group comprises interest rate risk and currency risk. Financial instruments affected by market risk include borrowings, trade receivables, and trade payables.

Interest rate risk

The Group's main interest rate risk arises from borrowings with variable rates, which expose the Group to cash flow interest rate risk.

The Group conducts sensitivity analyses to assess the potential impact of interest rate changes on the Group's financial statements. This analysis helps in understanding the vulnerability of the Group's financial position to interest rate fluctuations. Furthermore, the Group continuously monitor interest rate trends and market conditions to anticipate potential changes and regularly assess the impact of interest rate fluctuations on financial statements and adjust financial strategies accordingly.

The Group's policy seeks, as much as possible, to have fixed interest rates where applicable to better mitigate the risk and impact on profit after tax and equity. The Group has not hedged its interest rate risk.

	2024	2023
Interest rate - increase of 5%	5.682	1.004
Interest rate - decrease of 5%	5.682	1.004

A reasonably possible change in the market interest rate compared to the interest rates as of the end of the reporting period will have the following hypothetical impact on profit after tax and equity:

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The sensitivity analysis is based on the assumption that all other variables and exposures remains constant.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a balance sheet exposure will fluctuate because of changes in foreign exchange rates.

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

Contents of the notes to the consolidated financial statements

Note 17 Financial risk management

The Group operates internationally and is exposed to foreign exchange risk, primarily MDL, PLN, RON, EUR and USD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity. The Group is managing the risk by actively trying to generate sales in the same currency as it is incurring expenses. The Group has not hedged its currency risk.

The following tables demonstrate the sensitivity to a reasonably possible change in MDL, PLN and RON exchange rate, with all other variables held constant. The Group's exposure to changes in EUR is not material due to DKK/EUR fixed rate policy. Further, the exposure toward USD is considered immaterial.

Impact on post tax profit and equity

In thousands DKK	2024	2023
Change in MDL rate - increase of 5%	-112	-
Change in MDL rate - decrease of 5%	112	-
Change in PLN rate - increase of 5%	-424	-
Change in PLN rate - decrease of 5%	424	-
Change in RON rate - increase of 5%	-1,577	-
Change in RON rate - decrease of 5%	1,577	-
Change in USD rate - increase of 5%	-	-11
Change in USD rate - decrease of 5%	-	4

The sensitivity analysis is based on the assumption that all other variables and exposures remains constant.

Credit risk

Credit risk arises primarily from cash and cash equivalents, deposits with banks and financial institutions, as well as exposures to customers, including outstanding receivables.

Credit risk is managed on a group basis. For banks and financial institutions, the Group has established relationships with reliable banks. Furthermore, the Group maintains adequate cash reserves and identifies risks while ensuring proper segregation of duties where possible.

The Company's exposure and policy for managing credit risk from trade receivables has been described in note 14.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the dynamic nature of the underlying businesses, the Company maintains flexibility in funding by maintaining availability under committed credit lines. To obtain the flexibility in funding the Group has selected to obtain short term overdraft facilities which are renegotiated within every 12 month period.

The Group's policy is to secure adequate liquidity to always meet the planned future financial and operational payment obligations for minimum the next 12 months period. The Group has an adequate liquidity position allowing management to carry out the planned growth strategy. The Group monitors the liquidity risk through follow up against plans and forecasting of cash flow.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual

maturities.

Contents of the notes to the consolidated financial statements

Note 17 Financial risk management

Contractual maturities of financial liabilities					Total	
	> 1 year	1 - 2 years	2 - 5 years	< 5 years	contractual cash flows	Carrying amount
At 31 December 2024						
Trade payables	123,834	-	-	-	123,834	123,834
Borrowings	118,330	4,936	2,946	-	126,212	113,632
Other payables	31,052	-	-	545	31,597	31,597
Lease liabilities	8,080	17,441	7,886	-	33,407	26,344
	281,296	22,377	10,832	545	315,050	295,407
At 31 December 2023						
Trade payables	62,884	-	-	-	62,884	62,884
Borrowings	25,548	22,365	-	-	47,913	47,913
Other payables	10,732	-	-	272	11,004	11,004
Lease liabilities	5,038	7,071	-	-	12,109	12,109
	104,202	29,436	-	272	133,910	133,910

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contents of the notes to the consolidated financial statements

Note 18 Cash flow specifications

In thousands DKK	2024	2023
Adjustments		
Financial income	-733	-
Financial expenses	13,016	818
Depreciation, amortisation and impairment charges	16,900	8,727
Income tax	2,081	-51
Other adjustments	-1,530	910
	29,734	10,404
Changes in net working capital		
Change in inventories	-25,758	6,952
Change in Trade receivables	-106,331	-94,577
Changes in trade payables	60,950	33,940
Changes in other payables and prepayments	27,255	473
	-43,884	-53,212

In thousands DKK Net debt reconciliation

Net debt:

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	Borrowings	Leases	Total
At 1 January 2023	25,237	9,094	34,331
Cash flows	24,112	-5,668	18,444
Other, non cash movement	3,560	3,051	6,611
New leases	-	4,854	4,854
Interest expense	-4,995	778	-4,217
At 31 December 2023	47,914	12,109	60,023
Cash flows	65,718	-8,223	57,495
Other, non cash movement	11,603	-	11,603
New leases, non cash movement	-	21,144	21,144
Interest expense, non cash movement	-	1,314	1,314
Interest expense, paid	-11,603	-	-11,603
At 31 December 2024	113,632	26,344	139,976

Contents of the notes to the consolidated financial statements

Note 19 Share capital

	2024		2023	
Nominal value in DKK	Number of shares	Nominal value	Number of shares	Nominal value
The share capital comprise:				
Ordinary shares (fully paid)	15,066,167	1,506,617	14,054,517	1,405,452

No shares carry any special rights.

In thousands DKK

2024 2023

Changes in share capital

Opening balance	1,405	1,046
Capital increase	102	359
Total	1,507	1,405

Nominal value in DKK

Number of shares Nominal value

Treasury shares

At 1 January 2023	41,034	4,103
Additions during the year	166,932	16,693
Sold during the year	-81,258	-8,126
At 31 December 2023	126,708	12,671
Additions during the year	20,220	2,022
Used for settlement of financial liabilities	-74,614	-7,461
Sold during the year	-72,137	-7,214
At 31 December 2024	177	18

Contents of the notes to the consolidated financial statements

Note 20 Earnings per share

	2024	2023
Net profit attributable to the ordinary equity holders of the Company		
used in calculating basic and diluted earnings per share	-14.260	2.607
Weighted average number of ordinary shares*	14.837.802	12.254.304
Weighted average number of ordinary shares adjusted for the effect of dilution*	14.837.802	12.127.596

*The weighted average number of shares takes into account the weighted average effect of changes in treasury shares during the

year. The calculation of diluted earnings per share does not include potential ordinary shares that are anti-dilutive.

Contents of the notes to the consolidated financial statements

Note 21 Capital management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group has not adopted a specific key ratio. During 2024, the Group's strategy, which was unchanged from 2023, was to monitor the share and capital structure to ensure that the Group's capital resources support the strategic goals. The overall target is to have secured long term financing with fixed interest rates at competitive rates. During the year, through a close dialogue with its main lenders and with the shareholders, the Group was able to decide on funding of current operation and future strategic initiatives in line with the overall target.

Contents of the notes to the consolidated financial statements

Note 22 Contingent liabilities, commitments and contingencies

Guarantees and security

In compliance with financial regulations and to facilitate financing arrangements, the company has pledged certain assets under a floating charge. These assets primarily consist of movable property, including inventory, machinery, equipment, vehicles, and potentially intangible assets such as intellectual property rights. The group has provided floating charge of nominally DKK 14.000 thousands. The floating charge serves as security for loans or credit facilities obtained by the company. In the event of default on these obligations, the lender holds the right to seize and sell the secured assets to recover outstanding debts.

Contents of the notes to the consolidated financial statements

Note 23 Business combinations

The Group has not acquired any business in 2024. Below is disclosed prior year's acquisition.

Summary of acquisition

At 19 December 2023, the Group, acquired 100% of the voting shares in Skriware S.A. (Skriware). Skriware is a technology company, which has created an educational laboratory – SkriLab – based on 3D printing, programming, and robotics. Skriware's offering, Skrilab, is comparable to Shape Robotics' STEAM Labs, and the acquisition represented a compelling strategic fit that aligns with Shape Robotics' long-term growth strategy. Moreover, The Acquisition provides Shape Robotics with stronger access to the Polish market and allows Shape Robotics to export the successful business model implemented in Romania and scale it to Poland's bigger market.

Purchase consideration
Details of the purchase consideration, the net assets acquired and goodwill are as follows:

Shares issued, at fair value	37,995
Treasury shares	-
	37,995

The assets and liabilities recognised as a result of the acquisition are as follows:

<i>In thousands DKK</i>	Fair value
Customer relations	18,821
Trademark	8,568
Completed development projects	7,722
Other fixtures, fittings	465
Inventories	4,578
Receivables	2,391
Other	9,117
Lease asset (right-of-use asset)	1,423
Total assets	53,084
Provisions	559
Deferred tax liability	5,967
Prepayments	1,611
Trade payables	4,097
Bank loans and other debt	1,431
Lease liability	1,423
Total liabilities	15,089
Net identifiable assets acquired (tentative purchase price allocation)	37,995
Goodwill arising from the acquisition	0
Net assets acquired	37,995

Acquired receivables

The fair value of the trade receivables amounts to DKK 2,391 thousands and it is expected that the full contractual amounts can be collected.

Contents of the notes to the consolidated financial statements

Note 23 Business combinations

Skriwares Financial statements for 2023

Skriware recorded a deficit of DKK 5.792 thousands for the fiscal year 2023. Given that the company was acquired on January 1st, 2023, and fully consolidated within the fiscal year, the group's consolidated financial statements would reflect a decrease of DKK 5.792 thousands from the actual Group results presented in the consolidated profit & loss.

Acquired leases

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition.

Revenue and profit contribution

Due to the acquisition date, end of December 2023, the acquired business "Skriware" did not contribute revenues or net profit to the Group for the financial year ending 31 December 2023, and is therefore only represented in the consolidated balance sheet. In 2023 Skriware had a deficit of DKK 5,8 m.

Acquisition-related costs

Acquisition-related costs of DKK 100 thousands that were not directly attributable to the issue of shares are included in other external expenses in the statement of profit or loss and in operating cash flows in the statement of cash flows in 2023

Contents of the notes to the consolidated financial statements

Note 24 Related party transactions

The Group has no related parties with control of the Group and no related parties with significant influence.

Information about remuneration to key management personnel has been disclosed in note 5.

Interests in subsidiaries are set out in note 26.

Transactions with other related parties

No other transactions with related parties have taken place in 2024 or 2023.

Contents of the notes to the consolidated financial statements

Note 25 Fee to auditors appointed at the general meeting

In thousands DKK

	2024	2023
Audit fee, group auditor	295	230
Audit fee, other auditors	89	90
Other assurance services	-	-
Tax advisory service	-	-
Other services	-	6
	384	326

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Contents of the notes to the consolidated financial statements

Note 26 Subsidiaries

The Group's principal subsidiaries at year end are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business	2024	2023
Parent company			
Shape Robotics A/S	Denmark	100%	100%

Subsidiaries

Shape Robotics Poland S.A. (former: Skriware S.A.)	Poland	100%	100%
Shape Robotics Romania	Romania	100%	100%
Video Technic Systems SRL	Romania	100%	100%
Shape Robotics East	Moldova	100%	100%

Contents of the notes to the consolidated financial statements

Note 27 Subsequent events

Subsequent Events

During the preparation of this annual report, significant events have occurred subsequent to the year-end that require disclosure. The below mentioned highlights subsequent are disclosed as regulatory company announcements or investor news.

Extraordinary General Meeting

The Board of Directors convened this extraordinary general meeting to elect new members following the resignations of Mr. Moises Pacheco and Mr. Kasper Holst Hansen.

The board of directors had proposed the election of Mr. Aurel Neţin and Mr. Per Ikov as the two new independent members of the Board of Directors.

Immediately after the extraordinary general meeting, the Board of Directors held its inaugural meeting where Mr. Jeppe Frandsen was elected Chairman and Ms. Anette Lindgreen was elected Deputy Chairman of the Board of Directors.

Order of 50 Thinken as part of the Lenovo 3PO

Shape Robotics A/S has secured an order for 50 units of its flagship product, Thinken, through the Lenovo 3PO (Third Party Offering) partnership program. The value of the order is of around 1,5 million euro. The order, placed with Lenovo by an important partner in Poland, was a part of ongoing efforts to support national STEAM education projects aimed at enhancing innovation and technological competencies in Polish schools.

Contents of the notes to the consolidated financial statements

Note 28 General and other disclosures

General disclosures

The financial statements were authorised for issue by the directors on 03 April 2025. The directors have the power to amend and reissue the financial statements.

Other disclosures

The Company

Shape Robotics A/S

Lyskær 3c

DK-2730 Herlev

CVR No: 38 32 26 56

Financial period: 1 January - 31 December

Municipality of reg. office: Herlev

Board of Directors

Jeppe Frandsen

Annette Siewert Lindgreen

Per Brask Ikov

Helle Rootzén

Aurel Netin

Executive Management

Mark-Robert Abraham

Auditors

Beierholm, Godkendt Revisionspartnerselskab

Knud Højgaards Vej 9

DK-2860 Søborg

Shape Robotics A/S

Lyskær 3C, 4, 2730 Herlev

Financial statements 2024 - parent company

CVR No 38 32 26 56



Income statement (parent company)
for the year ended 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Revenue		11.377	39.882
Work performed for own account and capitalised		3.837	4.234
Expenses for raw materials and consumables		-9.270	-25.414
Other external expenses		-28.678	-10.670
Gross profit/loss		-22.734	8.032
Staff expenses	2	-18.823	-13.272
Depreciation and amortisation of intangible assets and property, plant and equipment		-1.068	-938
Other operating expenses		-380	-3.469
Profit/loss before financial income and expenses		-43.005	-9.647
Income from investments in subsidiaries		30.918	12.526
Financial income	3	661	370
Financial expenses		-4.672	-5.253
Profit/loss before tax		-16.098	-2.004
Tax on loss for the year	4	3.125	4.175
Net profit/loss for the year		-12.972	2.170
Distribution of profit			
Proposed distribution of profit			
Reserve for net revaluation under the equity method		30.918	12.583
Retained earnings		-43.890	-10.413
		-12.972	2.170

Balance sheet (parent company)

as at 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Assets			
Completed development projects		3.127	3.999
Development projects in progress		18.281	8.619
Intangible assets	5	21.408	12.619
Other fixtures and fittings, tools and equipment		506	500
Property, plant and equipment	6	506	500
Investments in subsidiaries	7	138.590	84.489
Fixed assets investments		138.590	84.489
Fixed assets		160.504	97.608
Finished goods and goods for resale		5.007	5.448
Prepayments for goods		3.379	3.667
Inventories		8.386	9.115
Trade receivables		2.922	3.910
Receivables from group enterprises		16.633	48.443
Other receivables		466	330
Prepayments		3.698	6.501
Deferred tax asset	8	4.710	3.710
Corporation tax		2.125	2.005
Receivables		30.554	64.898
Cash at bank and in hand		1.757	156
Current assets		40.697	74.169
Assets		201.201	171.777

Balance sheet (parent company)

as at 31 December

<i>In thousands DKK</i>	Notes	2024	2023
Equity			
Share capital		1.507	1.405
Reserve for net revaluation under the equity method		54.451	23.410
Reserve for development costs		16.698	9.843
Other statutory reserves		-	-
Retained earnings		80.044	93.361
Equity		152.700	128.019
Other payables		545	529
Long-term debt	9	545	529
Credit institutions		24.110	25.333
Trade payables		17.162	9.079
Payables from group enterprises		-	1.702
Other payables	9	6.684	7.115
Short-term debt		47.956	43.229
Debt		48.501	43.758
Liabilities and equity		201.201	171.777

Statement of changes in equity (parent company)
for the year ended 31 December 2024

<i>In thousands DKK</i>	Share capital	Share premium	Reserve for net revaluation under the equity method	Reserve for development costs	Retained earnings	Total
As at 1 January 2024	1.405	-	23.410	9.843	93.361	
Capital increase	102	35.309	-	-		
Transfer		-35.309			35.309	
Capital increase costs	-	-	-	-	-1.350	
Sale of treasury shares	-	-	-	-	3.939	
Purchase of treasury shares	-	-	-	-	-763	
Development costs for the year	-	-	-	6.855	-6.855	
Other adjustments	-	-	-	-	416	
Net profit/loss for the year	-	-	31.041	-	-44.013	
As at 31 December 2024	1.507	-	54.451	16.698	80.044	

Statement of changes in equity (parent company)
for the year ended 31 December 2023

<i>In thousands DKK</i>	Share capital	Reserve for net revaluation under the equity method	Reserve for development costs	Retained earnings	Total e
As at 1 January 2023	1.046	10.827	3.214	28.281	
Capital increase	359	-	-	86.390	
Capital increase costs	-	-	-	-847	
Sale of treasury shares	-	-	-	624	
Purchase of treasury shares	-	-	-	-4.045	
Development costs for the year	-	-	6.629	-6.629	
Depreciation, amortisation and impairment for the year	-	-	-	-	
Net profit/loss for the year	-	12.583	-	-10.413	
As at 31 December 2023	1.405	23.410	9.843	93.361	

Contents of the notes to the parent financial statements

Note 1 Accounting policies for the parent company

Accounting Policies

The Annual Report of Shape Robotics A/S for 2024 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class D.

The financial statements are presented in thousands Danish Kroner ('DKK') and all values are rounded to the nearest thousand, except when otherwise indicated.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an alternative borrowing rate as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Group.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Contents of the notes to the parent financial statements

Note 1 Accounting policies for the parent company

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Group, including gains and losses on the sale of intangible assets and equipment.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Contents of the notes to the parent financial statements

Note 1 Accounting policies for the parent company

Balance Sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 5 years.

Development costs include costs, salaries and wages as well as depreciation that can be directly attributed to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunity in the business can be identified and where it is the intention to manufacture, market or use the project is recognized as intangible fixed assets, if the cost price can be calculated reliably, and there is sufficient certainty that future earnings can cover its production, selling and administrative costs.

Other development costs are recognized in the income statement, as costs are incurred. Development costs recognized in the balance sheet are measured at cost less accumulated depreciation. After the completion of the development work, capitalized development costs are written off on a straight-line basis over the assessed economic useful life. The depreciation period is usually 4-10 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5 years
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The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Investments in subsidiaries

Business acquisitions carried through on or after 1 July 2018

Shares in subsidiary companies are initially measured at cost and subsequently at the proportionate share of the subsidiaries' net assets determined in accordance with the accounting policies of the parent company, adjusted for unrealized intra-group profits and losses, and with the addition or deduction of the remaining value of positive or negative goodwill determined under the acquisition method.

Subsidiaries with a negative net asset value are measured at zero, and any receivables from these companies are written down by the parent company's share of the negative net asset value, to the extent it is deemed irrecoverable. If the negative net asset value exceeds receivables, the remaining amount is recognized as provisions, to the extent that the parent company has a legal or constructive obligation to cover the subsidiary's deficit.

Net increases in the value of investments in subsidiaries are transferred to equity as a revaluation reserve based on the fair value method, to the extent that the accounting value exceeds the acquisition cost.

Newly acquired or established entities are included in the financial statements from the acquisition date. Disposed of or liquidated entities are included until the disposal date.

Profit or loss on disposal of subsidiary and associated companies is calculated as the difference between the disposal proceeds and the accounting value of net assets at the time of sale, including any unamortized goodwill, and expected costs of sale or liquidation.

Contents of the notes to the parent financial statements

Note 1 Accounting policies for the parent company

Profit and loss are recognized in the income statement under financial items.

Upon the acquisition of new subsidiary companies, the acquisition method is applied, whereby the assets and liabilities of the newly acquired entities are measured at fair value at the acquisition date.

A provision is recognized to cover the costs of decided restructuring in the acquired entity in connection with the purchase.

The tax effect of the revaluations is taken into account. Positive differences (goodwill) between the cost and fair value of identifiable assets and liabilities, including provisions for restructuring, are recognized under investments in subsidiary and associated companies and amortized over the estimated economic useful life, determined based on management's experience in the respective business areas.

The amortization period is a maximum of 10 years and is longest for strategically acquired companies with a strong market position and long earnings profile.

The accounting value of goodwill is continually assessed and written down through the income statement in cases where the accounting value exceeds the expected future net income from the business or activity to which goodwill is attributed.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Equity

Reserve for net revaluation according to the intrinsic value method includes net revaluation of capital shares in affiliated companies, associated companies and capital interests in relation to cost price. The reserve can be eliminated by losses, realization of capital shares or changes in accounting estimates. The reserve cannot be recognized with a negative amount.

Reserve for development costs includes recognized development costs with deduction of associated deferred tax liabilities. The reserve cannot be used for dividends or to cover losses. The reserve is reduced or dissolved if the recognized development costs are written off or exit from the company's operations. This is done by transferring directly to the equity's free reserves.

Purchases and sales of own shares are recognized directly in equity. Any profit or loss from a later sale of equity shares is also recognized directly in equity.

Contents of the notes to the parent financial statements

Note 1 Accounting policies for the parent company

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Prepayments from customers

Prepayments from customers comprise amounts received by the company in advance, where the delivery of services or goods has not yet been completed as of the balance sheet date. These amounts are recognized as prepayments in the balance sheet. Prepayments from customers are recognized at cost price.

Contents of the notes to the parent financial statements

Note 2 Staff expenses

<i>In thousands DKK</i>	2024	2023
Wages and salaries	18.034	12.627
Pensions	660	498
Other social security expenses	129	147
Employee costs capitalised as intangible assets	<u>-3.837</u>	<u>-4.234</u>
	<u>14.986</u>	<u>9.038</u>
Average number of employees	<u>13</u>	<u>13</u>

<i>In thousands DKK</i>	Executive Board	Board of Directors	Total
2024			
Wages and salaries	6.527	808	7.335
Other social security costs	5	-	5
Share-based payments	<u>153</u>	<u>207</u>	<u>360</u>
Total	<u>6.685</u>	<u>1.015</u>	<u>7.700</u>

<i>In thousands DKK</i>	Executive Board	Board of Directors	Total
2023			
Wages and salaries	1.372	570	1.942
Other social security costs	3	-	3
Share-based payments	<u>217</u>	<u>78</u>	<u>295</u>
Total	<u>1.592</u>	<u>648</u>	<u>2.240</u>

Note 3 Financial income

Interest received from group enterprises	269	370
Exchange gains	<u>393</u>	<u>-</u>
	<u>662</u>	<u>370</u>

Note 4 Tax on profit/loss for the year

Current tax for the year	-2.125	-2.005
Deferred tax for the year	<u>-1.000</u>	<u>-2.170</u>
	<u>-3.125</u>	<u>-4.175</u>

Contents of the notes to the parent financial statements

Note 5 Intangible assets

<i>In thousands DKK</i>	Completed development projects	Development projects in progress	Total
<i>Cost:</i>			
At January 2023	6.035	882	6.917
Additions	1.375	7.737	9.112
At 31 December 2023	<u>7.410</u>	<u>8.619</u>	<u>16.029</u>
<i>Accumulated depreciation and impairment:</i>			
At January 2023	2.797	-	2.797
Amortisation charge	<u>614</u>	<u>-</u>	<u>614</u>
At 31 December 2023	<u>3.411</u>	<u>-</u>	<u>3.411</u>
Carrying amount at 31 December 2023	<u>3.999</u>	<u>8.619</u>	<u>12.618</u>
<i>Cost:</i>			
At January 2024	7.410	8.619	16.029
Additions	<u>-</u>	<u>9.662</u>	<u>9.662</u>
At 31 December 2024	<u>7.410</u>	<u>18.281</u>	<u>25.691</u>
<i>Accumulated depreciation and impairment:</i>			
At January 2024	3.411	-	3.411
Amortisation charge	<u>872</u>	<u>-</u>	<u>872</u>
At 31 December 2024	<u>4.283</u>	<u>-</u>	<u>4.283</u>
Carrying amount at 31 December 2024	<u>3.127</u>	<u>18.281</u>	<u>21.408</u>

For description of the development projects please see description of Fable Joint module, Fable Spin Module, Fable Blockly for Tizen OS, Fable 3.0 and The new STEAM Lab Concept, that are part of note 10 on pages 51 – 53 in the consolidated financial statements.

Contents of the notes to the parent financial statements

Note 6 Property, plant and equipment

<i>In thousands DKK</i>	Other fixtures and fittings, tools and equipment	Total
<i>Cost:</i>		
At January 2023	1.339	1.339
Additions	398	398
At 31 December 2023	<u>1.737</u>	<u>1.737</u>
<i>Accumulated depreciation and impairment:</i>		
At January 2023	914	914
Amortisation charge	323	323
At 31 December 2023	<u>1.237</u>	<u>1.237</u>
Carrying amount at 31 December 2023	<u>500</u>	<u>500</u>
<i>Cost:</i>		
At January 2024	1.737	1.737
Additions	202	202
At 31 December 2024	<u>1.939</u>	<u>1.939</u>
<i>Accumulated depreciation and impairment:</i>		
At January 2024	1.237	1.237
Amortisation charge	196	196
At 31 December 2024	<u>1.433</u>	<u>1.433</u>
Carrying amount at 31 December 2024	<u>506</u>	<u>506</u>

Note 7 Investments in subsidiaries

<i>In thousands DKK</i>	2024	2023
Cost at 1 January	61.079	23.084
Additions for the year	23.060	37.995
Cost at 31 December	<u>84.139</u>	<u>61.079</u>
Value adjustments at 1 January	23.410	10.827
Exchange adjustment	122	58
Net profit/loss for the year	34.493	13.556
Amortisation of goodwill	-3.574	-1.031
Value adjustments at 31 December	<u>54.451</u>	<u>23.410</u>
Carrying amount at 31 December	<u>138.590</u>	<u>84.489</u>
Positive differences arising on initial measurement of subsidiaries at net asset value	<u>4.809</u>	<u>4.809</u>

Subsidiaries Shape Robotics Romania, Video Technic Systems SRL, Shape Robotics East and Shape Robotics Poland S.A. (former: Skriware S.A.) are not audited by the group auditor (auditor in the parent company).

Contents of the notes to the parent financial statements

Note 7 Investments in subsidiaries (continued)

Investments in subsidiaries are specified as follows:

Name of entity	Place of registered office	Votes and ownership	Equity	Net profit/loss for the year
Shape Robotics Romania	Romania	100%	92.101	39.318
Video Technic Systems SRL	Romania	100%	11.070	659
Shape Robotics East	Moldova	100% -	1.004	-913
Shape Robotics Poland S.A. (former: Skriware S.A.)	Poland	100%	7.722	-4.571

Note 8 Deferred tax asset

The company holds a deferred tax asset of DKK 20.893 thousands, of which DKK 4.710 thousands net has been recognized in the balance sheet as of December 31, 2024. The deferred tax asset primarily relates to carried forward losses. The valuation and recognition of the deferred tax asset was based on budgets for the period 2025 to 2028. Based on expected tax results for the next 3 years, the deferred tax asset is expected to be utilized at the present time in the Danish (parent) company.

Note 9 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

<i>In thousands DKK</i>	2024	2023
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Other payables

Between 1 and 5 years	545	529
Long-term part	545	529
Within 1 year	6.684	7.115
	<u>7.229</u>	<u>7.644</u>

Note 10 Contingent liabilities

Rent	669	187
Leasing	22.104	-
	<u>22.773</u>	<u>187</u>

Note 11 Related parties

In accordance with the Danish Financial Statement act section 98c (7) related party transactions are not disclosed as they are carried out at an arm's length basis.

For information on remuneration to Group Management of Shape Robotics, please refer to note 5 'Staff Costs', in the consolidated financial statements.

Contents of the notes to the parent financial statements

Note 12 Fee to statutory auditors

<i>In thousands DKK</i>	2024	2023
Statutory audit	345	100
Other assurance engagements	-	-
Tax advisory services	-	-
Other services	-	6
	<u>345</u>	<u>106</u>

Note 13 Contingent liabilities, commitments and contingencies

In compliance with financial regulations and to facilitate financing arrangements, the company has pledged certain assets under a floating charge. These assets primarily consist of movable property, including inventory, machinery, equipment, vehicles, and potentially intangible assets such as intellectual property rights. The group has provided floating charge of nominally DKK 14,000 thousands. The floating charge serves as security for loans or credit facilities obtained by the company. In the event of default on these obligations, the lender holds the right to seize and sell the secured assets to recover outstanding debts.

Note 14 Shareholders who own more than 5%

On December 31, 2024, following owners was registered in the Central Business Register, owning more than 5% of the company (direct or indirect):

- Michael Voss-Jensen
- Black Box Holding ApS, Copenhagen
- TAG Holding ApS, Roskilde

