

substrate **AI**

C/ María de Molina, 41 – Oficina nº 506 28006
Madrid

BME - GROWTH

Palacio de la Bolsa
Plaza de la Lealtad, 1
28014 Madrid

Madrid, June 12, 2025

COMMUNICATION- PRIVILEGED INFORMATION - SUBSTRATE ARTIFICIAL INTELLIGENCE, S.A.

Dear Sirs,

By virtue of the provisions of Article 17 of Regulation (EU) No 596/2014 on market abuse and Article 228 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, and related provisions, as well as in Circular 3/2020 of BME Growth of BME MTF Equity, we hereby inform you of the following information regarding the company Substrate Artificial Intelligence, S.A. (hereinafter ("Substrate AI" or "the Company" indistinctly).

PRIVILEGED INFORMATION

On June 9, 2025, SUBSTRATE AI has reached an investment agreement with Atlas Capital Markets. This agreement will be materialized through the issuance of convertible bonds for a maximum amount of TEN MILLION EUROS (€10,000,000). The investment commitment will end (12) months after the date of signing the contract, with the option to extend it.

The convertible bond program has the following features:

- Amount: up to TEN MILLION EUROS (€10,000,000) divided into (1) first tranche of FIVE HUNDRED THOUSAND EUROS (€500,000), (5) tranches of ONE MILLION EUROS (€1,000,000), and (9) tranches of FIVE HUNDRED THOUSAND EUROS (€500,000) each depending on the fulfillment of certain preconditions,
- Tranche arrangement: the first tranche will be available from the date of signature of the contract
- Interest rate: 0%
- ATLAS will perform other services for the Company, with the following Committees:

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- Fee for structuring services: 10% of the amount of the Tranches effectively disbursed.
- Transaction fee: 3% of the total amount of the Commitment.
- Conversion price: 95% of the lowest weighted average share price in the (10) trading sessions held prior to the date of the bonds' conversion request.
- Conversion period: Bonds may be converted at any time from subscription to maturity; it being mandatory.
- Maturity: Bonds will mature 12 months after subscription.
- Warrants: together with the signing of the agreement, the Company grants Atlas a warrant program through which Atlas can acquire up to a number of shares equivalent to 20% of the nominal value of each of the tranches, for a period of (3) years, and at a price equivalent to 120% of the lowest weighted average price of the share in the (10) trading sessions held prior to the date of request for subscription of the rest of the tranches.

Limitation on Selling Shares: Atlas Capital Markets may only perform a maximum of 25% of the average volume of any 22-day trading period.

As security for the agreement reached and for the next three (3) years, a shareholder has committed to lend Atlas Capital Markets 18,758,919 shares of its own.

With the funds obtained, Substrate AI will be able to continue developing its strategic plan, securing the necessary funds to undertake it.

In compliance with the provisions of Circular 3/2020 of the BME Growth segment of BME MTF Equity, it is expressly stated that the information communicated herein has been prepared under the sole responsibility of the Company and its directors.

We remain at your disposal for any clarifications you may deem appropriate.

Kind regards

Lorenzo Serratosa Gallardo

Chairman