

ASX: CVB

1 August 2024

PLACEMENT AND ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE UP TO ~\$13.6 MILLION*Not for release to US wire services or distribution in the United States*

Melbourne, Australia & Hatfield, Pennsylvania: CurveBeam AI Limited (ASX: CVB “**CurveBeam AI**” or the “**Company**”) is pleased to announce that it is undertaking a two-tranche placement and an accelerated non-renounceable pro-rata entitlement offer to raise up to ~\$13.6 million (“**Capital Raising**”).

KEY HIGHLIGHTS

The Capital Raising has been structured as:

- an institutional placement of approximately 22.2 million new fully paid ordinary shares in the Company (“**New Shares**”) at \$0.18 (the same issue price as the Entitlement Offer) (“**Placement**”) to raise up to approximately \$4 million (before costs). The Placement will be undertaken in two tranches with the second tranche made subject to shareholder approval, to facilitate participation by an entity associated with Mr Hashan De Silva, a non-executive director of the Company. Approximately 11.1 million New Shares, equivalent to ~3.5% of the Company’s existing Shares on issue, will be issued within the Company’s existing placement capacity under ASX Listing Rule 7.1. The Company has the ability to use up to the full 15% placement capacity should the Placement be upsized; and
- a 1-for-6 accelerated non-renounceable pro-rata entitlement offer (“**ANREO**”) to existing eligible shareholders to raise up to approximately \$9.6 million before costs and expenses) (“**Entitlement Offer**”) at \$0.18 per New Share. The Entitlement Offer will comprise an accelerated institutional entitlement offer (“**Institutional Entitlement Offer**”) and a retail entitlement offer (“**Retail Entitlement Offer**”).
- In addition to being able to apply for New Shares under the Retail Entitlement Offer, eligible retail shareholders which have taken up all of their entitlement will also have the ability to apply for additional New Shares under a ‘top-up’ facility (“**Top-Up Facility**”).

The offer price of \$0.18 per New Share (“**Offer Price**”) represents:

- an approximately 23.4% discount to the closing price of CurveBeam AI’s fully paid ordinary shares (“**Shares**”) on 30 July 2024 (the last trading day before the Entitlement Offer was announced);
- an approximately 25.9% discount to the 10-day volume weighted average price (“**VWAP**”) of \$0.243; and
- an approximately 19.9% discount to the theoretical ex-rights price (“**TERP**”) of \$0.225.

The New Shares issued under the Capital Raising will be issued on the same terms as, and will rank equally with, all existing Shares.

CurveBeam AI's Managing Director and CEO, Mr Greg Brown, said *"We are encouraged to have received such solid demand from existing and new shareholders in this round. It demonstrates support for the future commercialisation program of the enhanced HiRise™ and for completing the validation of patient specific custom cut guides for a major robotic aided surgical system. This is the final step ahead of an anticipated much wider launch program for HiRise™. We are working closely with our stakeholders including surgeons, vendors and other industry KOL's to advance HiRise™ WBCT placements across the globe. We would like to thank our current shareholders for their ongoing support and pleased to welcome new shareholders to the register."*

The Entitlement Offer is not underwritten and is described in further details below.

Use of Funds

Proceeds from the Capital Raising will be used primarily to fund:

- Research and Development expenditure;
- Intellectual Property costs;
- Inventory and Supply Security costs;
- Sales and Marketing expenses;
- General Administration costs;
- Working Capital; and
- Costs of the Capital Raising.

Placement

The Placement to sophisticated and professional investors will raise up to approximately \$4 million (before costs) at \$0.18 per New Share ("**Offer Price**").

The Placement will comprise two tranches as follows:

- An upfront issue of approximately 11.1 million New Shares (equivalent to ~3.5% of the Company's existing Shares on issue) within the Company's existing ASX Listing Rule 7.1 placement capacity, expected to be issued on Wednesday, 14 August 2024; and
- Subject to receiving shareholder approval at a general meeting of the Company, a second tranche of New Shares ("**Second Tranche Placement**").

Entitlement Offer

The Entitlement Offer comprises both the Institutional Entitlement Offer and the Retail Entitlement Offer. All holders of Shares with a registered address in Australia and New Zealand ("**Eligible Shareholders**") will have the opportunity to subscribe for 1 New Share for every 6 Shares they hold as at the Record Date (being 7:00pm (AEST) on Tuesday, 6 August 2024).

All Shares issued to Eligible Shareholders under the Entitlement Offer will be issued at the Offer Price. The Entitlement Offer is non-renounceable and entitlements will not be tradeable on the ASX or be otherwise transferable. Eligible Shareholders who do not take up their full entitlement will not receive any payment and their interest in CurveBeam AI may be diluted.

CurveBeam AI's Shares will remain in trading halt pending completion of the Institutional Entitlement Offer.

Institutional Entitlement Offer

Certain institutional, professional, and sophisticated investors who are holders of CurveBeam AI's Shares ("**Eligible Institutional Shareholders**") may receive an offer to participate in the Institutional Entitlement Offer provided they are not an Ineligible Institutional Shareholder (as defined below).

Under the Institutional Entitlement Offer, Eligible Institutional Shareholders can choose to take up all, part or none of their entitlement. Entitlements that Eligible Institutional Shareholders do not take up, and entitlements that would otherwise be offered to Ineligible Institutional Shareholders, may be offered at the Offer Price by the Joint Lead Managers to Eligible Institutional Shareholders who apply for New Shares in excess of their entitlement, as well as certain other eligible institutional investors, through an institutional shortfall bookbuild to be conducted concurrently with the Institutional Entitlement Offer.

Ineligible Institutional Shareholders are registered holders of CurveBeam AI shares and shares as at the Record Date and who are institutional or professional investors with a registered address outside of Australia and New Zealand, or whom the Joint Lead Managers and CurveBeam AI otherwise determine will be an Ineligible Institutional Shareholder for the purpose of the Institutional Entitlement Offer and who is not an Eligible Retail Shareholder (defined below).

Retail Entitlement Offer

Eligible retail shareholders with a registered address in Australia or New Zealand as at the Record Date ("**Eligible Retail Shareholders**") have the opportunity to take up their entitlement for shares at the Offer Price, on the terms and conditions that will be set out in the Retail Offer Booklet to be sent to Eligible Retail Shareholders on Thursday, 8 August 2024. The Retail Entitlement Offer is anticipated to close on Thursday, 22 August 2024.

Eligible Retail Shareholders can choose to take up all, part, or none of their entitlements.

Furthermore, the Retail Entitlement Offer will include a Top-Up Facility under which Eligible Retail Shareholders who take up their entitlement in full may also apply for additional New Shares. There is no guarantee that applicants under the Top-Up Facility will receive all or any of the additional New Shares for which they apply. New Shares allocated under the Top-Up Facility will be allocated in accordance with the allocation policy outlined in the Retail Offer Booklet.

The Company's board of directors also reserves the right to place any shares forming part of any shortfall from the Retail Entitlement Offer ("**Shortfall Shares**") at their discretion within 3 months after the closing date of the Retail Entitlement Offer at an issue price per Shortfall Share which is no less than the Offer Price.

Shares under the Retail Entitlement Offer are expected to be issued on Wednesday, 28 August 2024. CurveBeam will, upon issue of the New Shares under the Retail Entitlement Offer, seek quotation of the New Shares on ASX.

Please note that Retail Shareholders with a registered address outside Australia or New Zealand on the Record Date are ineligible to participate in the Retail Entitlement Offer ("**Ineligible Retail Shareholders**"). Shareholders who are on the register on the Record Date will be notified by CurveBeam AI if they are ineligible to participate in the Entitlement Offer.

Eligible Retail Shareholders will receive a Retail Offer Booklet, including a personalised entitlement and acceptance form, which will provide further details of how to participate in the Retail Entitlement Offer.

Key dates for Entitlement Offer*

Key Events	Date
Entitlement Offer announced to ASX	Thursday, 1 August 2024
Announcement of Institutional Entitlement Offer results; trading halt lifted	Monday, 5 August 2024
Record date for Retail Entitlement Offer	7:00pm on Tuesday, 6 August 2024
Retail Entitlement Offer opens; dispatch of Retail Offer Booklet	Thursday, 8 August 2024
Settlement of shares issued under Institutional Entitlement Offer	Tuesday, 13 August 2024
Allotment and normal trading of shares issued under Institutional Entitlement Offer	Wednesday, 14 August 2024
Retail Entitlement Offer closes	Thursday, 22 August 2024
Announcement of Retail Entitlement Offer results	Wednesday, 28 August 2024
Allotment of shares under Retail Entitlement Offer	Wednesday, 28 August 2024
Retail Entitlement Offer Shares commence trading on ASX	Thursday, 29 August 2024
Last day to issue shortfall under the Retail Entitlement Offer	Thursday, 21 November 2024

* Please note the dates set out above are indicative only and are subject to change. All dates and times are references to Australian Eastern Standard Time (AEST).

Joint Lead Managers

Canaccord Genuity (Australia) Limited and E&P Corporate Advisory Pty Limited are acting as Joint Lead Managers for the Capital Raising.

Release approved by the Board of Directors.

About CurveBeam AI Limited

CurveBeam AI (ASX:CVB) develops, manufactures and sells specialised medical imaging (CT) scanners, coupled with AI SaaS-based clinical assessment solutions, to support medical practitioners in the management of musculoskeletal conditions. The Company's flagship CT scanner, HiRise™, performs weight bearing CT scans as well as traditional non weight bearing CT scans, providing a range of advantages over the use of traditional CT or MRI devices. CurveBeam AI has more than 70 employees with its corporate office, AI and IP functions located in Melbourne, VIC, Australia and global operations headquarters in Hatfield, Pennsylvania, USA.

For further information go to <https://curvebeamai.com>

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All dollar amounts are in Australian dollars unless otherwise indicated.

Not an offer in the United States

*This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. The New Shares may not be offered or sold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act of 1933, as amended ("**US Securities Act**") and applicable securities laws of any state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer have not been, and will not be, registered under the US Securities Act of 1933 and may only be offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the US Securities Act.*

Forward-looking statements

This announcement contains certain forward-looking statements. The words 'forecast', 'estimate', 'like', 'anticipate', 'opinion', 'should', 'could', 'may' and other similar expressions are intended to identify future earnings, financial position and performance of CurveBeam AI. You are cautioned not to place undue reliance on these statements. These forward-looking statements are based on estimates, projections and assumptions made by CurveBeam AI about circumstances and events that have not yet taken place. Although due care and attention has been used in the preparation of these statements, such forward-looking statements are based on numerous assumptions regarding CurveBeam AI's present and future business strategies and the political, regulatory and economic environment in which CurveBeam AI will operate in the future and are subject to change without notice. Statements about market and industry trends, which are based on interpretations of current market conditions, may not be reasonable, and are not guarantees or predictions of future performance.