

Completion of the capital increase with shareholders' preferential subscription rights for a gross amount of €1.5 million

PARIS (France), December 7, 2023 - 8:30 am (CET) - SpineGuard (FR0011464452 - ALSGD), an innovative company that deploys its DSG® (Dynamic Surgical Guidance) sensing technology to secure and streamline the placement of bone implants, announces the completion of its capital increase through issuance of New Shares with shareholders' preferential subscription rights (the "**Rights**"), which took place from November 21 to December 4, 2023 (the "**Capital Increase**"), raising a total amount of €1.5 million.

Pierre Jérôme, Chairman, CEO and Co-Founder of the Company, declares: *"I would like to very sincerely thank all the subscribers to this capital increase, both SpineGuard's long-standing shareholders who have renewed their confidence by exercising their preferential subscription rights as well as the new entrants whom we warmly welcome. The net proceeds raised will help us get back to strong growth in intensifying our commercial efforts in particular in the United States and in accelerating the deployment of our DSG technology in extremely promising new applications such as scoliosis correction via anterior approach or sacroiliac fusion and its integration in a universal power drill"*

Result of the Capital Increase

Following the subscription period, total demand amounted to 1,623,604 shares (the "**New Shares**"), allocated as follows:

- 1,272,152 New Shares by irrevocable entitlement;
- 199,806 New Shares subject to reduction; and
- 151,646 New Shares at no cost.

All irreducible, reducible and unrestricted subscriptions were taken up.

In accordance with their subscription commitment, Mr. Pierre Jérôme and Mr. Stéphane Bette have respectively subscribed for 125,000 and 683 New Shares on an irreducible basis.

Given that irreducible, reducible and unrestricted subscriptions represented less than 75% of the initial gross amount of the Transaction (€2.0 million), the underwriting commitments entered into by 7 investors, who had undertaken to subscribe for any New Shares that had not been subscribed by the end of the subscription period, up to a maximum amount of €1,475,000, up to a maximum of 75% of the initial gross amount of the Transaction, have only been partially exercised, up to a maximum of 5,874,890 New Shares representing an amount of €1,174,978.

Reminder of the use of proceeds for the Capital Increase

The gross amount of the Capital Increase sets at €1.5 million, i.e. total net amount of €1.3 million and corresponding to the creation of 7.498.494 New Shares subscribed at a share price of €0.20.

Proceeds of the Capital Increase are intended to extend the Company's cash horizon by 2025 and will strengthen the Company's financial structure and secure SpineGuard's financing, with the following main objectives:

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- support the Company's sales efforts in the United States (approximately 57% of the proceeds of the Capital Increase);
- accelerate the market launch of three new products based on its DSG technology to address new markets: PediGuard adapted to the anterior approach, PediGuard adapted to sacroiliac fusion and DSG Drill Bit compatible with power drills and navigation platforms (approximately 43% of the proceeds of the Capital Increase).

The Company's share capital following the Capital Increase will amount to €2,374,523.05 and will be divided into 47,490,461 shares with a par value of €0.05 each.

Settlement-delivery

Settlement-delivery and admission to trading on Euronext Growth Paris are scheduled for December 11, 2023. New Shares will carry dividend rights, will be directly assimilated to existing SpineGuard shares and will be traded on the same trading line as the latter (ISIN: FRO011464452 – Ticker: ALSGD).

Impact of the Capital Increase on the shareholder structure

Following the Capital Increase, the breakdown of share capital and voting rights is as follows:

Shareholders	Before completion of the Capital Increase		After completion of the Capital Increase	
	Number of shares	% of capital and voting rights	Number of shares	% of capital and voting rights
Pierre Jérôme	701,990	1.76%	826,990	1.74%
Stéphane Bette	685,947	1.72%	686,630	1.45%
Employees and Board members	1,140,752	2.85%	1,140,752	2.40%
Treasury stock	36,556	0.09%	36,556	0.08%
Public	37,426,722	93.59%	44,799,533	94.33%
TOTAL	39,991,967	100.00%	47,490,461	100.00%

Impact of the Capital Increase on the shareholder's situation

The impact of the issue of New Shares on the stake of a shareholder holding 1% of the Company's share capital prior to the Capital Increase and who has not subscribed to it is as follows:

	Shareholder participation (in %)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issue of New Shares from the Capital Increase	1.00%	0.94%
After issue of 7,498,494 New Shares from the Capital Increase	0.84%	0.80%

(1) taking into account warrants for shares, stock options and free shares allotted by the Company as of the date of this press release

Impact of the capital increase on shareholders' equity

The impact of the issue of New Shares on the Company's share of shareholders' equity per share (calculated on the basis of consolidated shareholders' equity at June 30, 2023) is as follows:

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	Share in equity (in €)	
	Non-diluted basis	Diluted basis (1)
Before issue of New Shares from the Capital Increase	€0.16	€0.22
After issue of 7,498,494 New Shares from the Capital Increase	€0.16	€0.21

(1) taking into account warrants for shares, stock options and free shares allotted by the Company as of the date of this press release

Abstention commitments

The Company undertakes not to draw on the Nice & Green Horizon equity line for a 12-month period following the completion of the Capital Increase. As a reminder, this equity line, set up on May 31, 2023, for an amount of €7.5 million, has not been drawn down to date.

Notice

In accordance with the provisions of Article L.411-2-1 1° of the French Monetary and Financial Code and Article 211-2 of the General Regulations of the *Autorité des Marchés Financiers* (the "AMF"), the Capital Increase does not give rise to a notice ("prospectus") subject to approval by the AMF insofar as the total amount of the offering calculated over a twelve-month period does not exceed €8 million.

Risk factors

The Company reminds that the risk factors relating to the Company and its business are detailed in its 2023 half-year report¹ and its 2022 annual financial report², which are available free of charge on the Company's website.

The occurrence of any or all of these risks could have a material adverse effect on the Company's business, financial condition, results of operations, development or prospects. The risk factors presented in the aforementioned documents remain unchanged as of the date of this press release.

Financial intermediary



Global Coordinator

¹ [2023 Half Year Financial Report](#)

² [2022 Financial Report](#)

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About SpineGuard®

Founded in 2009 in France and the USA by Pierre Jérôme and Stéphane Bette, SpineGuard is an innovative company deploying its proprietary radiation-free real time sensing technology DSG® (Dynamic Surgical Guidance) to secure and streamline the placement of implants in the skeleton. SpineGuard designs, develops and markets medical devices embedding its technology. Over 95,000 surgical procedures have been secured worldwide thanks to DSG® and twenty-seven studies published in peer-reviewed scientific journals have demonstrated the multiple benefits DSG® offers to patients, surgeons, surgical staff and hospitals. Building on these strong fundamentals and several strategic partnerships, SpineGuard is expanding the scope of its DSG® technology to the treatment of scoliosis via anterior approach, sacroiliac joint fusion, dental implantology and innovations such as the « smart » pedicle screw and power drill or surgical robotics. DSG® was co-invented by Maurice Bourlion, Ph.D., Ciaran Bolger, M.D., Ph.D., and Alain Vanquaethem, Biomedical Engineer. SpineGuard has engaged in multiple ESG initiatives.

For further information, visit www.spineguard.com

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Pursuant to the provisions of article L.411-2-1 1° of the French Monetary and Financial Code, and article 211-2 of the AMF's General Regulations, the Capital Increase will not give rise to a prospectus subject to approval by the AMF, provided that the total amount of the offering calculated over a twelve-month period does not exceed €8,000,000.

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