

# ASX Announcement



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## **SHAPE acquires retail fitout capability through the acquisition of Australian Professional Shopfitters, with FY25 revenue of \$32.5m and future maintainable EBITDA of \$5.3m**

SHAPE Australia Corporation Limited (ASX: SHA) ('SHAPE' or the 'Company') is pleased to announce that it has entered into an agreement to acquire Australian Professional Shopfitters Pty Ltd ('APS').

APS is an attractive vertically integrated business, with more than 28 years' experience, operating a 5,000 square metre manufacturing facility with meaningful spare capacity to support future growth across SHAPE's broader project delivery platform.

### **Key Highlights**

- The transaction includes upfront consideration of \$20.4 million (implying a circa 3.8x future maintainable EBITDA of \$5.3 million), plus up to \$9.0 million in contingent consideration over a two-year earn-out period.
- The consideration and transaction costs for the acquisition of APS will be funded via a mix of cash and scrip.
- The acquisition of APS is expected to be earnings accretive in SHAPE's first full year of ownership, delivering normalised earnings per share (EPS) accretion of approximately 5-7%.
- The acquisition of APS aligns with SHAPE's strategy to diversify capability and increase exposure to repeatable, programme-based work.
- APS delivers a proven track record in integrated retail shopfitting, supporting SHAPE's broader sector footprint, by providing greater diversification and resilience.
- The acquisition has compelling strategic rationale, supported by established long-term customer relationships and an enhanced margin profile.

### **APS Overview**

Established in 1998, APS is a vertically integrated retail shopfitting business specialising in the design, manufacture and delivery of shopfitting solutions for multi-site retailers across Australia.

APS provides end-to-end project delivery capabilities across the full shopfitting lifecycle, including in-house drafting, manufacturing and procurement, logistics, project management and installation coordination. This integrated operating model supports the efficient delivery of repeatable retail programmes at scale.

APS operates from a 5,000 square metre manufacturing facility in Melbourne and has developed a well-established offshore procurement capability over more than 20 years. Approximately 80% of APS' projects are valued at less than \$500,000, reflecting the business's strong exposure to highly repeatable, programme-based retail rollout work.

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National fitout & construction services



APS delivered FY25 revenue of \$32.5 million and is expected to generate future maintainable EBITDA of circa \$5.3 million. The acquisition is expected to enhance SHAPE's margin profile.

APS' experienced leadership team will continue to manage the day-to-day operations of the business following completion of the transaction, supporting continuity and integration, for a minimum two-year period.

### **Strategic rationale**

The proposed acquisition is consistent with SHAPE's strategy to diversify capability and increase exposure to repeatable, programme-based work.

APS provides SHAPE with:

- Exposure to a highly repeatable segment of the retail market focused on multi-site store rollouts across Australia.
- A vertically integrated manufacturing and overseas procurement capability that supports scalable delivery that can be leveraged more broadly across the SHAPE group over time.
- An established customer base with long-standing relationships across leading retail brands.
- Broader capability across the delivery chain, from design and procurement through to supply and installation.
- Potential to support growth in programmed and repeatable work across adjacent sectors.
- Normalised EPS accretion of approximately 5-7%, in SHAPE's first full year of ownership.
- Margins additive to SHAPE's current profile.

APS also complements SHAPE's existing retail capability (including the recently acquired Arden Fitout and Maintenance business). Together, SHAPE, APS and Arden will provide the SHAPE group with a broader retail offering across flagship store delivery, national rollout programmes, upgrades, refurbishments and ongoing maintenance services.

While APS is a retail specialist today, SHAPE's broader footprint across a wide range of sectors provides a platform to apply APS' capabilities more broadly over time. This supports the strategic rationale for the acquisition as a long-term capability play, while also helping reduce reliance on any single sector.

### **CEO, Peter Marix-Evans, commented:**

*"The acquisition of APS is a highly compelling addition to our portfolio. It strengthens our vertical integration, broadens our service offering and is expected to be earnings accretive from year one.*

*APS aligns closely with SHAPE's growth and diversification strategy, increasing our exposure to repeatable, programme-based work in the retail sector. It brings a differentiated, manufacturing-led shopfitting platform, national rollout capability and long-standing customer relationships.*

*Together with Arden, APS significantly enhances our ability to support retail clients across complex fitouts, national store rollouts, refurbishments and ongoing maintenance services.*

*Importantly, the strategic value of this acquisition extends well beyond retail. APS adds valuable manufacturing, procurement and programme delivery capabilities that can be leveraged across SHAPE's broader sector footprint over time. Beyond its strong long-term strategic alignment, the transaction is expected to strengthen our margin profile and add further resilience to the business, supporting sustainable long-term growth."*

## Transaction overview

SHAPE has entered into a binding agreement to acquire 100% of the issued capital of APS from its current owner, Handa Manufacturing Pty Ltd ('Vendor'), for upfront consideration of \$20.4 million, plus up to \$9.0 million in contingent consideration over a two-year earn-out period.

The consideration for the acquisition consists of:

- Upfront consideration of \$20.4 million, comprising \$17.4 million in cash and \$3.0 million in SHAPE scrip, on a cash free, debt free basis, subject to a net working capital adjustment as at completion.
- The equity component of the upfront consideration will be satisfied through the issue of 396,228 fully paid ordinary shares in SHAPE to the Vendor, priced based on the 10-day VWAP up to and including the date immediately prior to the date of the agreement (being \$7.5714). These shares will be escrowed for 12 months.
- Contingent consideration of up to \$9.0 million will be payable over two years, with 50% in cash and 50% in SHAPE Shares, subject to performance hurdles linked to EBITDA for each of FY27 and FY28. The SHAPE scrip component will be priced based on the 10-day VWAP ending on the trading day immediately prior to the date SHAPE's annual results for the relevant financial year are announced to the market. Any shares issued in respect of FY27's performance will be escrowed for 12 months, while shares issued for FY28 performance will not be subject to escrow restrictions.
- Maximum total consideration capped at \$29.4 million.

Completion of the transaction is subject to customary conditions precedent, including clearance under the ACCC merger control regime, obtaining a change of control consent from leases that are material to the APS business, there being no material adverse change and all requisite authorisations being in full force and effect. Completion of the transaction will occur following satisfaction of these conditions, which the parties currently anticipate will be around 1 July 2026. The ordinary shares issued for this transaction in relation to the upfront consideration shares and contingent consideration shares will be from within SHAPE's existing capacity under ASX listing rule 7.1. There is no other material information relevant to assessing the impact of the acquisition on the price or value of the Company's securities.

## Investor Webinar

SHAPE will hold an investor webinar with CEO Peter Marix-Evans and CFO Scott Jamieson at 10am (AEST), today Thursday, 28 May 2026.

Investors can register for the webinar via the link below:

[https://us02web.zoom.us/webinar/register/WN\\_zEpoNtl0T5GNFYezAKmacA](https://us02web.zoom.us/webinar/register/WN_zEpoNtl0T5GNFYezAKmacA)

## ENDS

This announcement was authorised for release by the Board of Directors.

## About SHAPE:

*SHAPE Australia (ASX: SHA) is a leading national fitout and construction services specialist. Headquartered in Sydney, with operations in all capital cities and key regional centres, SHAPE delivers high-quality interior, new build, and modular construction projects across diverse sectors, including Commercial, Defence, Education, Health, Hotels & Hospitality, and Retail. Backed by a team of more than 850 professionals, an award-winning company culture, and an impressive Net*

*Promoter Score of +87, SHAPE brings transparency, a partnership approach, and three decades of experience to undertake any type of construction project.*

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