

11 April 2025

Catenai PLC

("Catenai" or the "Company")

**Proposed Investment in Alludium, a cutting-edge AI company
Fundraise, Related Party Transactions, Conversion, Issue of Warrants
and Proposed Share Capital Reorganisation**

Catenai PLC (AIM: CTAI), the AIM quoted provider of digital media and technology, announces that the Company has raised £750,000 through the issue of 500,000,000 new ordinary shares ("New Ordinary Shares") at 0.15 pence per share (the "Placing Price") (the "Fundraise"), conditional on approval of shareholder authorities and share capital reorganisation which will be sought at the forthcoming Annual General Meeting ("AGM") of the Company. The AGM is expected to occur in early May 2025, a further announcement convening the AGM will be made shortly.

Placing, Subscription and Conversion of Directors' Fees

The fundraise comprises:

Placing	£600,000
Subscription by Sanderson Capital Partners Ltd	£150,000

Accrued director fees of, in aggregate, £45,000 will be settled through the issue of 30,000,000 new ordinary shares to be issued at the Placing Price to certain directors of the Company, further details of which are set out below.

The issue price of the New Ordinary Shares represents a discount of 21.05% to the closing price per ordinary share as at the close of business on 10 April 2025.

Investment

Catenai has entered into a non-legally binding term sheet with Alludium Ltd ("Alludium") for an investment in Alludium based on the terms set out further below.

Alludium Ltd (<https://www.alludium.ai/>) is a software company which has developed a Multi-Agent AGI (Artificial General Intelligence) platform for AI automation of processes and solutions for productivity. Alludium is the next evolution of Agentic AI and has a wide degree of applications, for example, in the enterprise automation software market, a 120 billion market according to Grand Markets Reports and also replacing Business Process Outsourcing, a market worth 280 billion (Grand View Research).

Alludium is a multi-agent platform that integrates with any foundation AI model, including: OpenAI's GPT and o1/o3 models, Anthropic's Claude models, Meta's Llama models, Google's Gemini models and DeepSeek. Alludium plans to announce its AI Agent technology, alongside the Langchain Interrupt conference in San Francisco in May 2025 and expects to rollout with select partners afterwards.

The AI Agent space is just evolving, and as such Alludium is a new technology company currently building its platform launch. Therefore, Alludium is pre-revenue company and has yet to file accounts.

Subject to shareholder resolution at the AGM, it is proposed that Catenai will invest £500,000 for 675,675 shares in Alludium at a price of £0.74 per share. The Company intends to invest a further £450,000 into Alludium ("Second Investment"), subject to receipt of funds from Klarian Limited per the announcement of 7

April 2025 or a further fundraise. While the Company intends to progress the Second Investment, there is no certainty that it will proceed.

In addition, Catenai will receive additional shares in Alludium as part of an investment bonus share issuance equal to 10% of the investment made by Catenai.

Assuming no further share issuances by Alludium, the Company would hold, in aggregate, approximately 13% of the enlarged share capital of Alludium.

Subject to the commercial launch of Alludium, Catenai will issue warrants over 100,000,000 new ordinary shares in the Company, exercisable at a price of 0.3 pence per share to the founders of Alludium. The warrants will expire 18 months from the date of issue.

Proposed Share Capital Reorganisation

As the Placing Price is below the nominal value of the Company's Ordinary Shares, the Company will propose a share capital reorganisation, subject to shareholder approval, at the forthcoming AGM. A further announcement will be made in due course.

Issue of Warrants

Subject to approval of shareholder authorities and Admission (as defined below), the Company's broker, Shard Capital Partners, will be issued warrants over 20,000,000 new ordinary shares in the Company. The warrants will be exercisable for a period of 36 months from the date of Admission with an exercise price of 0.18 pence per new ordinary share ("Broker Warrants").

The Company has carefully monitored its cash position, and as such, the Chairman, Brian Thompson, has not taken a salary for at least twelve months. In addition, John Farthing has spent significant time on the Company's affairs, since his appointment as interim CEO in March 2024 on a significantly reduced salary. In light of the above and subject to the general meeting, 90,000,000 warrants over new ordinary shares ("Director Warrants") will be issued to certain directors to align themselves with shareholders and reward them in the event of significant share price appreciation, as set out in the table below.

	Brian Thompson	John Farthing
	Chairman	CEO/CFO
Warrant Terms	Number	Number
Exercise price £0.0018 for 12 months	15,000,000	25,000,000
Exercise price £0.003 for 18 months	20,000,000	30,000,000
Total	35,000,000	55,000,000

Director fees conversion

In addition, accrued director fees of £45,000 will be settled through the issue of 30,000,000 new ordinary shares at the Placing Price as detailed in the table below ("Director Settlement"):

Director	Current Shares	Shares issued in lieu of salary	Resultant shareholding following Admission
John Farthing	2,287,503	6,666,666	8,954,169
Brian Thompson	11,263,759	23,333,334	34,597,093

Related Party Transactions

The participation of Sanderson Capital Partners Limited ("Sanderson Capital Partners") in the Fundraise constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules by virtue of Sanderson Capital Partners being a shareholder of more than 10% of the Company's current issued share capital (the "Transaction"). Brian Thompson and John Farthing, being directors of the Company independent of the Transaction, having consulted with the Company's nominated adviser, Cairn Financial Advisers LLP, consider that the terms of the Transaction are fair and reasonable in so far as the Company's shareholders are concerned.

The Director Settlement and Director Warrants constitute related party transactions for the purposes of Rule 13 of the AIM Rules (the "Transaction"). Sarfraz Munshi, being the director of the Company independent of the Transaction, having consulted with the Company's nominated adviser, Cairn Financial Advisers LLP, consider that the terms of the Transaction are fair and reasonable in so far as the Company's shareholders are

concerned.

Admission

Application will be made for the shares to be admitted to trading on AIM following the Annual General Meeting which is expected to be held in May 2025 ("Admission"). A further announcement will be made in due course.

John Farthing, Interim CEO, commented *"We are thrilled to make our initial investment in Alludium, a company in the AI space. We are excited about the incredible potential that the Board believe Alludium presents given the market opportunity and the innovative and driven team of Alludium, who have a proven track record of building technology companies and making successful exits."*

This announcement contains inside information for the purposes of the UK Market Abuse Regulation. The person who arranged for release of this announcement on behalf of the Company was John Farthing, Interim Chief Executive Officer of the Company and the Directors of the Company are responsible for the release of this announcement.

For further information please contact:

Catenai PLC John Farthing, Interim Chief Executive Officer	+44 (0)20 7183 8666
Cairn Financial Advisers LLP (Nominated Adviser) Liam Murray/Ludovico Lazzaretti/James Western	+44(0)20 7213 0880
Shard Capital Partners LLP (Broker) Damon Heath	+44 (0)20 7186 9952

Notes to Editors:

About Catenai PLC

Catenai is an AIM quoted provider of digital media and technology services. The Company specialises in IT solutions that solve commercial challenges and create opportunities for its clients, with an increasing focus incorporating AI into its platforms. The Company has an experienced IT team of project managers and integrators who have deployed systems across corporate, government and educational sectors.

<http://www.catenaiplc.com>

Caution regarding forward looking statements

Certain statements in this announcement, are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should", "envisage", "estimate", "intend", "may", "plan", "potentially", "expect", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.

Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

MSCSFWESEISELL