

1 July 2025

Catenai PLC
("Catenai", the "Company")

Proposed Share Issue
Notice of General Meeting

Catenai PLC (AIM: CTAI), the AIM quoted provider of digital media and technology, announces that, further to the announcement on 26 June 2025, the Company has sent a notice of General Meeting to shareholders.

Further re Fundraise

Further to the announcement on 26 June 2025, the Company advises that the 301,711,115 new ordinary shares of 0.01 pence each ("Ordinary Shares") to be admitted to trading on AIM was misstated, the correct figure should have read 299,999,999.

For the avoidance of doubt, the aggregate number of new Ordinary Shares to be admitted to trading on AIM pursuant to the Subscription and Placing remains unchanged at 457,142,856.

Admission

Application will be made to the London Stock Exchange to admit 299,999,999 new Ordinary Shares to trading on AIM ("Admission"). Admission is expected to occur on or around 4 July 2025. The new Ordinary Shares will rank *pari passu* with the existing Ordinary Shares.

Total Voting Rights

For the purpose of the Disclosure and Transparency Rules, following the issue of shares detailed above the enlarged issued share capital of the Company will comprise 1,263,288,884 Ordinary Shares of 0.01p each. The above figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company, under the Disclosure and Transparency Rules.

The General Meeting will be held at 12pm on 15 July 2025 at the offices of RWK Goodman LLP, 69 Carter Lane, London EC4V 5EQ.

The notice of General Meeting may be downloaded from www.catenaiplc.com/investors/financial-reports

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2025

Latest time and date for receipt of the Forms of Proxy 12:00pm on 11 July 2025

General Meeting 12:00pm on 15 July 2025

Notes:

- (1) References to times above are to London time (unless otherwise stated).
- (2) The dates set out in the timetable above may be subject to change.
- (3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

The text from the Chairman's letter as well as the definitions are set out in Appendix I.

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 +44 (0)20 7183 8666

John Farthing, Interim Chief Executive Officer

Cairn Financial Advisers LLP (Nominated Adviser) +44(0)20 7213 0880

Liam Murray / Ludovico Lazzaretti / James Western

Shard Capital Partners LLP (Broker) +44 (0)20 7186 9952

Damon Heath

Notes to Editors:

About Catenai PLC

Catenai is an AIM quoted provider of digital media and technology services. The Company has an experienced IT team of project managers and integrators who have deployed systems across corporate, government and educational sectors.

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" "envise", "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.

Appendix I

1. Introduction

The Company announced on 26 June 2025 that it had conditionally raised up to £1,600,000 comprising a placing of 214,285,713 new Ordinary Shares at 0.35 pence per share (the "Issue Price") (the "Placing") raising gross proceeds of £750,000 and a subscription of 242,857,143 new Ordinary Shares at the Issue Price, raising proceeds of £850,000 (the "Subscription") (the Placing and the Subscription together being the "Fundraise").

157,142,857 of the new Ordinary Shares to be issued pursuant to the Fundraise are conditional on approval of shareholder authorities which will be sought at a General Meeting ("GM") of the Company, notice of which is set out at the end of this Document.

2. Share issue

In order to facilitate a portion of the Fundraise noted in paragraph 1 above and to settle outstanding creditor liabilities as announced 26 June 2025 (together the "Share Issue"), the Company is proposing to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate amount of £100,000.

3. Resulting Share Capital

The issued share capital of the Company immediately following the Share Issue is expected to comprise 1,433,860,312 Ordinary Shares and 495,818,253 Deferred Shares.

4. General Meeting

You will find set out at the end of this Document a notice convening the General Meeting to be held at RWK Goodman LLP, 69 Carter Lane, London, EC4V 5EQ at 12pm on 15 July 2025.

The Resolutions to be proposed at the General Meeting are as follows:

- (a) *Resolution 1: Grant the directors the authority to allot shares and grant rights (Ordinary Resolution)*

An ordinary resolution is required to grant the Board the authority to allot shares and grant rights to subscribe for shares in the capital of the Company in accordance with section 551 of the Companies Act 2006.

- (b) *Resolution 2: Disapply the statutory pre-emption rights in relation to the allotment of shares and granting of rights to subscribe for shares (Special Resolution)*

A special resolution is required to disapply the statutory pre-emption rights in relation to the allotment and issue of shares in the capital of the Company.

5. Action to be taken

You are requested to register your votes by completing, scanning and then submitting a Form of Proxy (enclosed with the General Meeting notice below) to the Registrar at: proxy@avenir-registrars.co.uk as soon as possible. Even if you intend to attend the General Meeting you are encouraged to complete and return a Form of Proxy. The Form of Proxy must be received by the Registrar not less than 48 hours (excluding weekends and bank holidays) before the time fixed for the General Meeting (or any adjournment thereof). You may also vote by completing and posting a Form of Proxy to the Registrar at: Avenir Registrars Ltd, 5 St Johns Lane, London, EC1M 4BH.

The completion and return of a Form of Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so.

Shareholders are reminded that, if their shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting. Separate processes exist for CREST votes to be cast within the CREST system.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

If you need any help with voting please contact the Registrar, Avenir Registrars Ltd on +44 20 7692 5500, or by email at proxy@avenir-registrars.co.uk.

As detailed in the circular giving notice of the recent annual general meeting of the Company, all notices, documents and the supply of information to shareholders will be done via electronic means. This circular is sent by email only.

7. Recommendation

The Directors consider that the actions noted in paragraph 1 and 2 are fair and reasonable and are in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend you vote in favour of all of the Resolutions.

Yours faithfully

Brian Thompson
Chairman

DEFINITIONS

"AIM"	the AIM market operated by the London Stock Exchange;
"Board"	the board of directors of the Company;
"Company" or "Catenai"	Catenai plc (registered under company number 04689130);
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
"Deferred Shares"	the deferred shares of 0.19 pence each in the capital of the Company;
"Directors"	the directors of the Company or any authorised committee thereof;
"Document"	this document;
"Euroclear"	Euroclear UK & International Limited, the operator of CREST;
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the General Meeting;
"General Meeting"	the general meeting of the Company to be held at RWK Goodman LLP, 69 Carter Lane, London, EC4V 5EQ on 15 July 2025 at 12pm, notice of which is set out at the end of this Document;
"London Stock Exchange"	London Stock Exchange Group plc;
"Ordinary Shares"	the issued ordinary shares of 0.01 pence each in the capital of the Company;

Capital of the Company,

"Registrar"	Avenir Registrars Ltd;
"Resolutions"	the resolutions to be proposed at the General Meeting, details of which are set out in this Document;
"Shareholder(s)"	a holder of Ordinary Shares;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland.

All references in this Document to "£" or "pence" are to the lawful currency of the UK.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a 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 rns@lseg.com or visit www.rns.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

NOGDBGDLDBXDGUG