

6 October 2025



capAI plc
(the "Company" or "capAI")

Results of General Meeting, Share Consolidation and Total Voting Rights

capAI (LSE: CPAI) is pleased to announce that all resolutions (the "**Resolutions**") set out in the Company's circular containing a notice of general meeting (the "**Circular**") dated 17 September 2025 were passed by the requisite majorities at the General Meeting held at 4.00 p.m. on 6 October 2025 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom (the "**General Meeting**").

Capitalised terms in this Announcement have the meaning given to them in the Circular, unless otherwise defined in this Announcement.

Results of General Meeting

The results of the polls taken on the Resolutions are as follows:

		Votes For (Number)	Votes For (%)	Votes Against (Number)	Votes Against (%)	Discretion (Number)	Votes Withheld (Number)*
ORDINARY RESOLUTIONS							
1	That the allotment and issue of the Author42 Consideration Shares and UCLNs be approved as a 'substantial property transaction' under section 190 of the Companies Act 2006.	1,310,867,037	99.26	9,776,121	0.74	0	127,410,375
2	That the allotment and issue of the Creator42 Consideration Shares and UCLNs be approved as a 'substantial property transaction' under section 190 of the Companies Act 2006.	1,318,797,914	99.86	1,845,244	0.14	0	127,410,375
3	That the allotment and issue of the Game42 Consideration Shares and UCLNs be approved as a 'substantial property transaction' under section 190 of the Companies Act 2006.	1,318,235,531	99.86	1,845,244	0.14	0	127,972,758
4	That the Share Consolidation be approved.	1,432,879,902	99.05	13,767,485	0.95	0	1,406,146
SPECIAL RESOLUTION							
5	That the New Articles be adopted in substitution for, and to the exclusion of, the	1,434,715,729	99.86	2,045,339	0.14	0	11,292,465

Company's current Articles.							
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** Votes "Withheld" are not votes in law and are not counted in the calculation of the proportion of the votes "For" or "Against" the Resolution. Votes "Withheld" on Resolutions 1-3 include 125,000,000 Votes "Withheld" in respect of Professor Nag and his close family and associates as they voluntarily agreed not to vote on Resolutions 1-3.*

Further information on votes

As at 6 October 2025, there were 3,733,930,636 Ordinary Shares in issue. Shareholders are entitled to one vote per Ordinary Share.

The Resolutions were all passed on a poll, with votes cast in accordance with proxy voting instructions submitted to the Company by the relevant deadline, together with those cast at the General Meeting itself.

In accordance with UKLR 22.2.6R, a copy of the Resolutions passed at the General Meeting has been submitted to the FCA via the National Storage Mechanism and will shortly be available to the public for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The result of poll and proxy voting will also be available on the Company's website, <https://capai.group/>.

Share Consolidation

Following approval of the Share Consolidation at the General Meeting, application has been made to the FCA for the 373,393,063 New Ordinary Shares resulting from the Share Consolidation to be admitted to a listing on an ES(T)C Listing and to trading on the Main Market in place of the Existing Ordinary Shares.

It is expected that Admission will become effective and that dealings in New Ordinary Shares will commence on 8 October 2025. Following the Share Consolidation taking effect, the Company's new ISIN code will be GB00BV2FG348 and its new SEDOL code will be BV2FG34.

Total Voting Rights

In accordance with the FCA's Disclosure Guidance and Transparency Rule 5.6.1R, following Admission, the above figure of 373,393,063 Ordinary Shares 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 FCA's Disclosure Guidance and Transparency Rules.

For further information, please contact:

Enquiries

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