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4 November 2025



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

#### **Exercise of Warrants, Total Voting Rights, Grant of Conditional Awards / Share Options and Appointment of Corporate Broker**

capAI (LSE: CPAI) today announces the following:

##### **Exercise of Warrants**

The Company has received notices of exercise of warrants ("**Warrants**") to subscribe for a total of 20,500,000 new ordinary shares ("**New Ordinary Shares**") of nominal value £0.0001 each in the capital of the Company ("**Ordinary Shares**"). The total consideration paid to the Company in connection with the exercise of such Warrants is £124,687.50.

The New Ordinary Shares will rank *pari passu* with the existing Ordinary Shares and applications have been made for the New Ordinary Shares to be admitted to the equity shares (transition) category of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the main market for listed securities of London Stock Exchange plc ("**Admission**"). It is expected that Admission will become effective and dealings in the New Ordinary Shares will commence at 8.00 a.m. on 7 November 2025.

##### **Total Voting Rights**

Upon Admission of the New Ordinary Shares, the Company's issued share capital will consist of 393,893,063 Ordinary Shares with one voting right each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company will be 393,893,063. With effect from Admission, this figure may be used by shareholders in the Company 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 share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

##### **Grant of Conditional Awards/Share Options**

In accordance with the anti-dilution provisions announced on 12 March 2025 (RNS Number: 2759A), Professor Ronjon Nag has been granted additional conditional awards ("**Conditional Awards**") over 39,304,780 new Ordinary Shares, and Richard Edwards has been granted additional share options ("**Share Options**") over 9,826,194 new Ordinary Shares.

The grant of such additional Conditional Awards and Share Option have been made pursuant to the anti-dilution provisions to preserve the respective proportional entitlements of Professor Ronjon Nag and Richard Edwards under their respective Conditional Award and Share Option arrangements, consistent with their previous percentage interests in the capAI's enlarged issued share capital, taking into account various Warrant exercises to date, inclusive of the 20,500,000 Warrants referred to above.

##### **Appointment of Corporate Broker**

Following the merger of the capital markets businesses of Peterhouse Capital Limited and Novum Securities Limited into AlbR Capital Limited, effective from 1 October 2025, the Company is pleased to announce that AlbR Capital Limited has been appointed as Corporate Broker to the Company with immediate effect.

## Enquiries

Company:  
capAI plc hello@capaiplc.com

Broker Enquiries:  
AlbR Capital Limited Tel: +44 (0) 207 469 0930

The information set out below is provided in accordance with the requirements of Article 19(3) of Regulation 2014/596/EU, which is part of the domestic law of the United Kingdom of Great Britain and Northern Ireland pursuant to the Market Abuse (Amendment) (EU Exit) Regulations (SI/2019/310).

1	Details of the person discharging managerial responsibilities / person closely associated												
a )	Name	Professor Ronjon Nag											
2	Reason for notification												
a )	Position/ status	Executive Director; PDMR											
b )	Initial noti fication/A mendme nt	Initial notification											
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor												
a )	Name	capAI plc											
b )	LEI	213800IVPZ932NP24O44											
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of tra nsaction; (iii) each date; and (iv) each place where transactions have been conducted												
a )	Descripti on of the financial i nstrumen t, type of instrume nt  Identificat ion code	Ordinary shares of nominal value £0.0001 each  ISIN: GB00BV2FG348											
b )	Nature of the trans action	Grant of Conditional Awards with share price appreciation and tenure vesting conditions											
c )	Price(s) and volu me(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>1. £0.0001 per share</td><td>1. 5,321,595 *</td></tr><tr><td>2. £0.0001 per share</td><td>2. 19,223,977 *</td></tr><tr><td>3. £0.0001 per share</td><td>3. 4,906,920 *</td></tr><tr><td>4. £0.0001 per share</td><td>4. 9,852,288</td></tr></table>		Price(s)	Volume(s)	1. £0.0001 per share	1. 5,321,595 *	2. £0.0001 per share	2. 19,223,977 *	3. £0.0001 per share	3. 4,906,920 *	4. £0.0001 per share	4. 9,852,288
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		*Price(s) and Volume(s) of Conditional Awards following a share capital consolidation undertaken by the Company, effective on 8 October 2025
d)	Aggregated information  - Aggregated volume  - Price	39,304,780  £0.0001 per share
e)	Date of the transaction(s)	1. 23 April 2025 2. 28 May 2025 3. 4 September 2025 4. 4 November 2025
f)	Place of the transaction(s)	Outside of a trading venue

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Richard Edwards
2	Reason for notification	
a)	Position/status	Executive Director; PDMR
b)	Initial notification/Amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	capAI plc
b)	LEI	213800IVPZ932NP24O44
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary shares of nominal value £0.0001 each  ISIN: GB00BV2FG348

b )	Nature of the transaction	Grant of Share Options with share price appreciation and tenure vesting conditions											
c )	Price(s) and volume(s)	<table><tr><th>Price(s)</th><th>Volume(s)</th></tr><tr><td>1. £0.0001 per share</td><td>1. 1,330,398 *</td></tr><tr><td>2. £0.0001 per share</td><td>2. 4,805,994 *</td></tr><tr><td>3. £0.0001 per share</td><td>3. 1,226,730 *</td></tr><tr><td>4. £0.0001 per share</td><td>4. 2,463,072</td></tr></table> <p>*Price(s) and Volume(s) of Share Options following a share capital consolidation undertaken by the Company, effective on 8 October 2025</p>		Price(s)	Volume(s)	1. £0.0001 per share	1. 1,330,398 *	2. £0.0001 per share	2. 4,805,994 *	3. £0.0001 per share	3. 1,226,730 *	4. £0.0001 per share	4. 2,463,072
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