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FOR IMMEDIATE RELEASE

9 January 2026

## Phoenix Digital Assets PLC

("Phoenix" or "the Company")

### Results of the Court Meeting and the General Meeting

On 4 December 2025, the Company announced its intention to re-domicile the Company from the United Kingdom to Gibraltar. As the United Kingdom does not have a process for re-domiciling a company, a new, Gibraltar registered public limited company will be inserted as a new holding company of the Company by way of a scheme of arrangement ("**Scheme**"), such that the Company becomes a wholly owned subsidiary of the new Gibraltar registered company.

The circular in relation to the Scheme, including notices convening the Court Meeting and the General Meeting, was published on 15 December 2025 (the "**Scheme Circular**"). Unless otherwise defined, terms used in this announcement shall have the meanings given to them in the Scheme Circular.

### Results of Court Meeting and General Meeting

The Directors of the Company are pleased to announce that, at the Court Meeting and General Meeting held today:

- the requisite majority of Scheme Shareholders voted (either in person or by proxy) in favour of the Scheme at the Court Meeting; and
- the requisite majority of Shareholders voted (either in person or by proxy) in favour of the Resolution at the General Meeting.

Details of the resolutions passed at the Meetings are set out in the Notice of Court Meeting and Notice of General Meeting contained in Parts 10 and 11 of the Scheme Circular which is available on the Company's website, <https://www.getphoenix.co.uk/>.

### Voting results for Court Meeting

The table below sets out the results of the poll at the Court Meeting. Each Scheme Shareholder present and voting (either in person or by proxy) was entitled to one vote per Scheme Share held at the Voting Record Time.

|  | Number of Scheme Shareholders who voted <sup>2</sup> | Percentage <sup>1</sup> of Scheme Shareholders who voted <sup>2</sup> | Number of Scheme Shares voted | Percentage <sup>1</sup> of Scheme Shares voted | Number of Scheme Shares voted as a percentage of the issued share capital of the Company entitled to vote on the Scheme |
|--|--|---|-------------------------------|--|---|
|  |  |   |                               |  |   |

|                |    |        |             |        |        |
|----------------|----|--------|-------------|--------|--------|
| <b>FOR</b>     | 16 | 88.89% | 207,508,273 | 99.97% | 50.43% |
| <b>AGAINST</b> | 2  | 11.11% | 68,255      | 0.03%  | 0.02%  |
| <b>TOTAL</b>   | 18 | 100%   | 207,576,528 | 100%   | 50.45% |

<sup>1</sup> All percentages rounded to two decimal places

<sup>2</sup> Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purposes of determining the number and percentage of Scheme Shareholders who voted as set out in this row.

## Voting results for General Meeting

The table below sets out the results of the poll at the General Meeting. Each Shareholder present and voting (either in person or by proxy) was entitled to one vote per Scheme Share held at the Voting Record Time.

| <b>Resolution</b>   | <b>VOTES FOR</b> | <b>%<sup>1</sup></b> | <b>VOTES AGAINST</b> | <b>%<sup>1</sup></b> | <b>VOTES TOTAL</b> | <b>% OF ISSUED SHARE CAPITAL VOTED</b> | <b>VOTES WITHHELD<sup>2</sup></b> |
|---|------------------|----------------------|----------------------|----------------------|--------------------|--|-----------------------------------|
| To authorise the directors to take all such action as they consider necessary or appropriate to give effect to the Scheme as set out in the Notice of General Meeting, among other things, amending the articles of association of Phoenix, and, conditional on the Scheme becoming effective, re-registration of Phoenix as a private limited company and cancelling the admission of Phoenix's shares to trading on the Access Segment of the AQSE Growth Market. | 226,394,066      | 99.97%               | 71,224               | 0.03%                | 226,465,290        | 55.04%                                 | 795,644                           |

<sup>1</sup> All percentages rounded to two decimal places.

<sup>2</sup> A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The total number of Old Phoenix Shares in issue at the Voting Record Time was 466,750,000. As at the Voting Record Time, 55,265,295 Old Phoenix Shares were held in treasury. Therefore, the total voting rights in the Company as at the Voting Record Time were 411,484,705 votes.

## Update on Conditions

The outcome of the Court Meeting and General Meeting means that Conditions 1 and 2 (as set out in Part 3 of the Scheme Circular) have been satisfied.

## Expected Timetable of Principal Events

The Scheme remains subject to the satisfaction (or, where applicable, waiver) of the remaining Conditions set out in Part 3 of the Scheme Circular, including the authorisation by the Gibraltar

Financial Services Commission of New Phoenix pursuant to the EIF Regulations, the Court's sanction of the Scheme at the Court Sanction Hearing and the delivery of a copy of the Court Order to the Registrar of Companies.

The expected timetable of principal events remains as announced by the Company on 16 December 2025 and as further described below and set out in the Scheme Circular:

|  |                              |
|--|------------------------------|
| Scheme Court Hearings  | 19 January 2026              |
| Last day of dealings in, and for registration of transfers of, Old Phoenix Shares                            | 20 January 2026              |
| Disablement in CREST of Old Phoenix Shares   | 5.00 p.m. on 20 January 2026 |
| Scheme Record Time   | 6.00 p.m. on 20 January 2026 |
| Trading in Old Phoenix Shares on the Access Segment of the AQSE Growth Market suspended                      | 7.00 a.m. on 21 January 2026 |
| Effective Date of the Scheme   | 21 January 2026              |
| Cancellation of admission of Old Phoenix Shares to trading on the Access Segment of the AQSE Growth Market   | 7.00 a.m. on 22 January 2026 |
| Admission and commencement of dealings in New Phoenix Shares on the Access Segment of the AQSE Growth Market | 8.00 a.m. on 22 January 2026 |
| Expected date for crediting of New Phoenix Shares to CREST accounts  | 22 January 2026              |
| Expected date for despatch of New Phoenix Share certificates   | 31 January 2026              |

## Further Information

The Scheme Circular contains full details of the Scheme, the expected timetable, the actions required from shareholders and information relating to New Phoenix. Copies of the Scheme Circular are available on the Company's website at [www.getphoenix.co.uk/investors](http://www.getphoenix.co.uk/investors).

If shareholders are in any doubt as to the action they should take, they are recommended to seek their own independent financial, legal or tax advice.

The Directors of Phoenix accept responsibility for the contents of this announcement.

For further information please contact:

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| <b>Phoenix Digital Assets</b>               |                    |
| <b>Jonathan Bixby</b><br>Executive Chairman | Via First Sentinel |
| <b>First Sentinel</b>                       |                    |

|   |                  |
|---|------------------|
| <b>Corporate Adviser</b><br>Brian Stockbridge | +44 7858 888 007 |
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## Important Notice

The Company holds cryptocurrencies or cryptoassets. Whilst the Board of Directors of the Company considers holding cryptocurrencies to be in the best interests of the Company, the Board remains aware that the financial regulator in the UK (the Financial Conduct Authority or FCA) considers investment in cryptocurrencies to be high risk. At the outset, it is important to note that an investment in the Company is not an investment in cryptocurrencies, either directly or by proxy and shareholders will have no direct access to the Company's holdings. However, the Board of Directors consider cryptocurrencies to be an appropriate store of value and potential growth and therefore appropriate for the Company. Accordingly, the Company is and intends to continue to be materially exposed to cryptocurrencies.

The Company is neither authorised nor regulated by the FCA, and the purchase of certain cryptocurrencies are generally unregulated in the UK. As with most other investments, the value of cryptocurrencies can go down as well as up, and therefore the value of the Company's cryptocurrencies holdings can fluctuate. The Company may not be able to realise its cryptocurrencies holdings for the same as it paid to acquire them or even for the value the Company currently ascribes to its cryptocurrencies positions due to market movements. Neither the Company nor investors in the Company's shares are protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Cryptocurrencies may present special risks to the Company's financial position. These risks include (but are not limited to): (i) the value of cryptocurrencies can be highly volatile, with value dropping as quickly as it can rise. Investors in cryptocurrencies must be prepared to lose all money invested in cryptocurrencies; (ii) the cryptocurrencies market is largely unregulated. There is a risk of losing money due to risks such as cyber-attacks, financial crime and counterparty failure; (iii) the Company may not be able to sell its cryptocurrencies at will. The ability to sell cryptocurrencies depends on various factors, including the supply and demand in the market at the relevant time. Operational failings such as technology outages, cyber-attacks and comingling of funds could cause unwanted delay; and (iv) cryptoassets are characterised in some quarters by high degrees of fraud, money laundering and financial crime. Prospective investors in the Company are encouraged to do their own research before investing.