

18 July 2025

Cel AI PLC

("Cel AI" or "the Company")

Grant of Warrants and PDMRs

Cel AI Plc (LSE: CLAI), the AI agent deployment platform with a strategic Bitcoin treasury focus, announces that it has granted a total of 256,000,000 Warrants to three Directors of the Company as well as to its broker and advisor to subscribe for new ordinary shares of £0.001 each ("Warrants").

Except for the Warrants granted to the Company's broker, all other Warrants are exercisable at £0.002 per ordinary share and have an exercise period limit of five years. One-third of the Warrants become exercisable immediately upon the grant becoming unconditional, with the remaining two-thirds vesting quarterly over a period of three years from the grant date. The Warrants granted to the Company's broker, in settlement of fees, vest immediately, are exercisable at £0.002 per ordinary share, and have a three-year exercise period.

Details of the Warrants granted to Directors are as follows:

Director	Number of Warrants being issued	Total number of Warrants held including this issue
Olivia Edwards	10,000,000	20,000,000
Elliot Fielding	2,500,000	2,500,000
Misha Sher	1,000,000	4,000,000

Following the issue of the Warrants and exercise of Warrants, the Company will have a total of 315,581,594 warrants in issue.

Correction to Previous Announcement

Further to the 'Completion of Fundraising and PDMR Holdings' announcement released earlier today, it was stated that 5,000,000,000 new ordinary shares would be issued. However, as announced on 27 June 2025, the Company has already issued 90,726,389 Subscription Shares as part of the Fundraising.

Accordingly, the Company will now issue the remaining 4,909,273,611 new ordinary shares pursuant to the Placing and Subscriptions.

All other details remain unchanged. Defined terms used but not defined in this announcement have the meanings set out in the announcement released by the Company on 27 June 2025 and 30 June 2025.

Enquiries:

Cel AI	
Director Olivia Edwards	via FSCF
First Sentinel Corporate Finance (FSCF)	
Financial Adviser Brian Stockbridge	+44 7858 888 007
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1.	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Olivia Edwards
2.	Reason for the Notification	
a)	Position/status	Director
b)	Initial notification / Amendment	Initial notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Cel AI plc
b)	LEI	213800IXPX4Z2MKX2U28
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	Warrants over ordinary shares GB00BK964W87				
b)	Nature of the transaction	Issue of Warrants at GBP 0.002 exercise price issued at Nil consideration				
c)	Price(s) and volume(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>GBP 0.002</td><td>10,000,000</td></tr></table>	Price(s)	Volume(s)	GBP 0.002	10,000,000
Price(s)	Volume(s)					
GBP 0.002	10,000,000					
d)	Aggregated information: · Aggregated volume · Price	10,000,000 £20,000				
e)	Date of the transaction	18 July 2025				
f)	Place of the Transaction	Outside of a trading venue				

1.	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Elliot Fielding
2.	Reason for the Notification	
a)	Position/status	Director
b)	Initial notification / Amendment	Initial notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Cel AI plc
b)	LEI	213800IXPX4Z2MKX2U28

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					
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c)	Price(s) and volume(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>GBP 0.002</td><td>2,500,000</td></tr></table>	Price(s)	Volume(s)	GBP 0.002	2,500,000
Price(s)	Volume(s)					
GBP 0.002	2,500,000					
d)	Aggregated information: · Aggregated volume · Price	2,500,000 £5,000				
e)	Date of the transaction	18 July 2025				
f)	Place of the Transaction	Outside of a trading venue				

1.	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Misha Sher
2.	Reason for the Notification	
a)	Position/status	Director
b)	Initial notification / Amendment	Initial notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	

a)	Name	Cel AI plc					
b)	LEI	213800IXPX4Z2MKX2U28					
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	Warrants over ordinary shares					
	Identification Code	GB00BK964W87					
b)	Nature of the transaction	Issue of Warrants at GBP 0.002 exercise price issued at Nil consideration					
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Price(s)	Volume(s)						
GBP 0.002	1,000,000						
d)	Aggregated information: · Aggregated volume · Price	1,000,000 £2,000					
e)	Date of the transaction	18 July 2025					
f)	Place of the Transaction	Outside of a trading venue					