

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (596/2014/EU) AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AS AMENDED ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, SUCH INFORMATION WILL NO LONGER CONSTITUTE INSIDE INFORMATION.

1 August 2025

Cel AI PLC

("Cel AI" or "the Company")

Intention to float on the Aquis Stock Exchange Growth Market

Intention to Cancel Listing on London Stock Exchange

Notice of General Meeting

Cel AI Plc (LSE: CLAI), the AI agent deployment platform with a strategic Bitcoin treasury focus, is pleased to announce its intention to seek the admission of its Ordinary Shares to trading on the Aquis Stock Exchange Growth Market (the "AQSE Growth Market"). Admission to the AQSE Growth Market is expected to occur on 1 September 2025 and the Company will make a further announcement in due course.

Intention to cancel listing on the London Stock Exchange

The Company also announces its intention to cancel: (i) the listing of the Company's Ordinary Shares ("Ordinary Shares") on the Equity Shares (Transition) category of the Official List (the "Official List") of the U.K. Financial Conduct Authority ("FCA"); and (ii) the admission to trading of its Ordinary Shares on the London Stock Exchange's ("LSE") main market for listed securities (together, the "Delisting").

As per the Company's articles of association, shareholder approval is required for the Delisting. Accordingly, a circular to shareholders convening the General Meeting to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 2:00pm on 20 August 2025 will be posted on 4 August 2025 and will be available to download on the Company's website at www.getcel.ai/investors. The Delisting is conditional upon, inter alia, the passing of the certain resolutions to be proposed at the General Meeting (the "Resolutions").

Process for the London Delisting

In accordance with U.K. Listing Rule 21.2.17R, the Company is required to give at least 20 business days' notice of the Delisting. As such, conditional on the Resolutions being passed at the General Meeting, it is intended that the Delisting will become effective from 8:00 a.m. (U.K. time) on 1 September 2025, such that the last day of trading of the Ordinary Shares on the LSE will be 29 August 2025.

The Company notes that the move to AQSE Growth Market is necessary in order to continue with the Bitcoin strategy which will become impracticable under the Listing Rules.

Accordingly, the Directors will recommend that Shareholders vote in favour of the Resolutions at the General Meeting. Cel AI's current holding in Bitcoin remains at 5.28 BTC following a disposal of 3.42 BTC on 17 July 2025. The Company intends to continue to acquire further Bitcoin following admission to the AQSE Growth Market.

Olivia Edwards, Executive Chair of Cel AI, commented:

"Our proposed move to the Aquis Stock Exchange Growth Market marks a pivotal step for Cel AI. By shifting our listing, we unlock the flexibility needed to execute our Bitcoin treasury strategy aggressively —an essential component of our long-term vision. This transition ensures we can fully pursue our strategic goals without the constraints of the current listing framework, strengthening both our balance sheet resilience and our ability to create lasting shareholder value."

Enquiries:

Cel AI	
Director Olivia Edwards	via FSCF
First Sentinel Corporate Finance (FSCF)	
Financial Adviser Brian Stockbridge	+44 7858 888 007
OAK Securities Corporate Broker Jerry Keen / Calvin Man	+44 20 3973 3678 / +44 7432 270007 jerry.keen@oak-securities.com calvin.man@oak-securities.com

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because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this Announcement. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this Announcement, those results or developments may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this Announcement speak only as of the date of such statement and (other than in accordance with their legal or regulatory obligations) neither the Company, nor any of their respective associates, directors, officers or advisers shall be obliged to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data