RNS Number : 1049A
Aurrigo International PLC
19 September 2025

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19 September 2025

Aurrigo International plc

("Aurrigo" or the "Company")

Results of General Meeting

Directors' Holdings

Further to the announcement on 27 August 2025, Aurrigo International plc (AIM: AURR), a leading international provider of transport technology solutions, is pleased to announce that all resolutions were passed at the Company's General Meeting, held earlier today.

Details of the votes received by the Company are as follows:

Resolution	***For***		***Against***		***Withheld***
	No. of votes	***%***	***No. of votes***	***%***	***No. of votes***
1. To authorise the Directors to allot Relevant Securities in connection with Subscription, Placing and WRAP Retail offer	49,834,023	100.00%	395	0.00%	0
*2. To authorise the Directors to disapply pre-emption rights in connection with Subscription, Placing and WRAP Retail offer**	49,833,200	100.00%	1,218	0.00%	0
3. To authorise the Directors to allot relevant securities	49,834,418	100.00%	0	0.00%	0
*4. To authorise the Directors to disapply pre-emption rights**	49,833,200	100.00%	1,218	0.00%	0
*5. To authorise the Directors to disapply additional pre-emption rights**	49,834,418	100.00%	0	0.00%	0

**Special resolution*

Notes:

1. Proxy appointments which gave discretion to the Chair of the General Meeting have been included in "For" total for the appropriate resolution.
2. Votes "For" and "Against" any resolution are expressed as a percentage of votes validly cast for that resolution.
3. A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of shares voted "For" or "Against".
4. The number of shares in issue on 19 September 2025 was 69,502,671 with no shares in treasury.
5. The full text of the resolutions passed at the General Meeting is available in the Notice of General meeting at the end of the Posting of Circular on the Company's website: Documents - Aurrigo Automated Aviation Technology

Admission

Admission to AIM of the 19,868,162 new Ordinary Shares is expected to take place at 8.00 a.m. on 22 September 2025 (the "**Third Admission**").

Following Third Admission, the Company's enlarged issued ordinary share capital will be 89,370,833. 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 in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Concert Party Shareholding
At the time of the Company's IPO, the Panel on Takeovers and Mergers (the "**Panel**") agreed that David Keene, Graham Keene and their close relatives should be regarded as acting in concert for the purposes of the City Code. Samuel Munslow is a close relative of David Keene and holds an interest in the Ordinary Shares of the Company. Accordingly, David Keene, Graham Keene and Samuel Munslow are considered to form a concert party as defined by the City Code (the "**Concert Party**").

The resulting holding of Concert Party members and the Concert Party as a whole, following the Third Admission, is described below. No members of the Concert Party are subscribing to new Ordinary Shares as part of the Placing or the Retail Offer.

Name	*Number of Ordinary Shares held as at the date of this Announcement*	*Number of options over Ordinary Shares held at the date of this Announcement*	*Ordinary Shares held as a percentage of Issued Share Capital following the Third Admission*	*Fully Diluted Ordinary Shares held as a percentage of Issued Share Capital following the Third Admission**
David Keene	12,500,000	0	13.99%	13.99%
Graham Keene	12,500,000	0	13.99%	13.99%
Samuel Munslow	0	5,140	0.00%	0.01%
Total	25,000,000	5,140	27.97%	27.99%

*Assuming all options over Ordinary Shares held by the relevant members of the Concert Party are exercised in full but no other options are exercised.

As the Concert Party will have an interest of less than 30 per cent. of the voting rights in the Company following the Third Admission, any future acquisition of additional interests in Ordinary Shares by a member of the Concert Party which results in the Concert Party's aggregate interest reaching 30 per cent. or more of the voting rights may be considered by the Panel to give rise to an obligation on that member to make a mandatory offer for the entire issued share capital of the Company. Such an offer would need to be made at a price not less than the highest price paid by that member or any other member of the Concert Party in the preceding 12 months.

Other than where defined, capitalised terms in this announcement have the meanings given to them in the Announcement released by the Company at 5.18 p.m. (London time) on 27 August 2025.

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The distribution of this Announcement and/or the Placing and/or issue of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, Canaccord Genuity or any of their respective affiliates, agents, directors, officers or employees that would permit an offer of the Placing Shares or possession or distribution of this Announcement or any other offering or publicity material relating to such Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company and Canaccord Genuity to inform themselves about and to observe any such restrictions.

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All offers of the Placing Shares in the EEA and the United Kingdom will be made pursuant to an exemption under the Prospectus Regulation and the UK Prospectus Regulation (respectively) from the requirement to produce a prospectus. In the United Kingdom, this Announcement is being directed solely at persons in circumstances in which section 21(1) of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**") does not require the approval of the Announcement by an authorised person.

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Persons (including, without limitation, nominees and trustees) who have a contractual right or other legal obligations to forward a copy of this Announcement should seek appropriate advice before taking any action.

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No statement in this Announcement is intended to be a profit forecast or estimate, and no statement in this Announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

The price of shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the shares. Past performance is no guide to future performance, and persons needing advice should consult an independent financial adviser.

The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than on AIM.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

This Announcement includes statements, estimates, opinions and projections with respect to anticipated future performance of the Company (**"forward-looking statements"**) which reflect various assumptions concerning anticipated results taken from the Company's current business plan or from public sources which may or may not prove to be correct. These forward looking statements can be identified by the use of forward looking terminology, including the terms "anticipates", "target", "believes", "estimates", "expects", "intends", "may", "plans", "projects", "should" or "will", or, in each case, their negative or other variations or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. Such forward-looking statements reflect current expectations based on the current business plan and various other assumptions and involve significant risks and uncertainties and should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. As a result, prospective investors should not rely on such forward-looking statements due to the inherent uncertainty therein. No representation or warranty is given as to the completeness or accuracy of the forward-looking statements contained in this Announcement. Forward-looking statements speak only as of the date of such statements and, except as required by the FCA, the London Stock Exchange or applicable law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

UK Product Governance Requirements

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Rules**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the UK Product Governance Rules) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of (a) retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK law by virtue of the EUWA, (b) investors who meet the criteria of professional clients as defined in Regulation (EU) No 600/2014 as it forms part of UK law by virtue of the EUWA and (c) eligible counterparties, each as defined in chapter 3 of the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (ii) eligible for distribution through all distribution channels as are permitted by Directive 2014/65/EU (the "**UK Target Market Assessment**"). Notwithstanding the UK Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are

capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The UK Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, Canaccord Genuity will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

EU Product Governance Requirements

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares have been subject to a product approval process, which has determined that the Placing Shares are: (i) compatible with an end target market of retail clients and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**EU Target Market Assessment**"). Notwithstanding the EU Target Market Assessment, distributors should note that: the price of the Placing Shares may decline and investors could lose all or part of their investment; the Placing Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the EU Target Market Assessment, Canaccord Genuity will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Placing Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and determining appropriate distribution channels.

Basis on which information is presented

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