



Netcapital Acquires Assets to Accelerate AI-Powered Strategy

Previously announced conference call today, May 28, 2026, 4:30 pm ET

BOSTON, MA – May 28, 2026 – [Netcapital Inc.](#) (Nasdaq: NCPL) ("Netcapital" or the "Company"), a capital markets technology company leveraging regulatory infrastructure and proprietary market data to deliver AI-powered solutions, today announced that it has acquired substantially all of the assets related to the NetNudge AI Agent Platform from Codesharp Corporation, a Canadian corporation. The transaction closed on May 22, 2026. Netcapital plans to discuss the asset acquisition and the Company's broader strategic direction during its previously announced conference call scheduled for today, May 28, 2026, at 4:30 pm ET.

"While Netcapital operates a regulated funding portal and broker-dealer, our strategy is to leverage that regulatory infrastructure as a broader AI business. The NetNudge AI Agent Platform is an operational intelligence stack that may be deployed over time inside Netcapital and licensed as a stand-alone AI service to other enterprises, including but not limited to participants in private capital markets," said Todd Violette, Chief Executive Officer of Netcapital. "We believe AI agents will play an increasingly important role in helping companies, investors and platform operators analyze information, automate workflows, improve engagement and make better operational decisions. By integrating these capabilities into our broader technology roadmap, we believe that we are positioning Netcapital to deliver more scalable, AI-enabled solutions across the private capital markets value chain."

"In parallel with the acquisition, Netcapital has begun building proprietary training data modules by capturing internal workflows, customer-service interactions, onboarding procedures and compliance processes across its funding portal and broker-dealer businesses. These materials are being structured to train specialized AI agents on the NetNudge platform, with the goal of automating routine tasks and enhancing decision-support across the Company's operations," added Violette.

Transaction Summary

- Netcapital acquired substantially all assets related to the NetNudge AI Agent Platform Business from Codesharp Corporation, a Canadian corporation, including intellectual property, software, systems, and related rights.
- The consideration for the acquisition consists entirely of Netcapital Series A Convertible Preferred Stock, with 600,000 shares issued at closing at a stated value of \$1.50 per share and up to an additional 600,000 shares issuable only if the acquired business unit achieves \$3.0 million of cumulative GAAP revenue over a defined 36-month period. The

preferred shares carry a fixed one-for-one conversion ratio into common stock at the Company's sole option and do not include anti-dilution protections or cash dividends.

- The acquired platform includes AI agent technologies for retrieval-augmented generation, workflow intelligence, automation, enterprise knowledge management, analytics, customer interaction analysis, and AI-assisted decision support, along with related datasets, prompts, workflows, model integrations, APIs, and development rights.

Conference Call

Netcapital plans to discuss the acquisition and the Company's broader strategic direction during its previously announced conference call scheduled for today, May 28, 2026, at 4:30 pm Eastern Time.

Participant access: 844-985-2012 or 973-528-0138

Conference entry code: 775822

About Netcapital Inc.

[Netcapital Inc.](#) (Nasdaq: NCPL) is a capital markets technology company leveraging regulatory infrastructure and proprietary market data to deliver AI-powered solutions for private capital markets. The Company is transforming its business model to provide data-driven tools, liquidity solutions, and comprehensive support for growth-stage companies. Netcapital is based in Boston, Massachusetts.

Forward-Looking Statements

The information contained herein includes forward-looking statements. These statements relate to future events or to the Company's future financial performance, and involve known and unknown risks, uncertainties, and other factors that may cause actual results to be materially different from any future results, levels of activity, or performance, or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties, and other factors which are, in some cases, beyond the Company's control and which could, and likely will, materially affect actual results, levels of activity, performance, or achievements. Any forward-looking statement reflects the Company's current views with respect to future events and is subject to these and other risks, uncertainties, and assumptions relating to its operations, results of operations, growth strategy, and liquidity. The Company assumes no obligation to update or revise these forward-looking statements for any reason publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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