



Armada Acquisition Corp. I Announces Effectiveness Of Registration Statement For Proposed Business Combination With Rezoive AI Limited

July 11, 2024 11:00 AM EDT

Armada Acquisition Corp. I, (Nasdaq: AACI) a publicly traded special purpose acquisition company ("Armada"), announced today that on July 9, 2024, the U.S. Securities and Exchange Commission ("SEC") declared effective the Registration Statement on Form F-4 (the "Registration Statement") filed by Rezoive AI Limited ("Rezoive AI Limited"). The Registration Statement contains a proxy statement of Armada and a prospectus of Rezoive AI Limited in connection with their previously announced business combination (the "Business Combination"). Upon the closing of the proposed Business Combination, Rezoive will become a public company and is expected to be listed on the Nasdaq under the ticker symbol "RZLV."

July 11, 2024 06.30 AM Eastern Standard Time

PHILADELPHIA AND LONDON – The Registration Statement provides important information about Rezoive's business, engagement platform, its AI driven systems and intellectual property, as well as the proposed Business Combination, and the proposals to be considered by Armada's shareholders

"Armada and Rezoive AI Limited have worked collaboratively and diligently toward executing the Business Combination, and we believe we're at the verge of achieving our long held goal of taking Rezoive AI public," said Stephen P. Herbert, CEO and Chairman of Armada.

"Rezoive AI Limited driven approach to commercial engagement we believe represents an opportunity for retailers, brands, and manufacturers to create robust, dynamic connections with consumers, transcending barriers of location and device, whether they are mobile or desktop," said Douglas M. Lurio, President and Director of Armada.

"Rezoive AI is well positioned for a strong public debut, with an experienced management team and a SAAS based, generative AI powered sales engine that is designed to help retailers improve search, advice and revenue generation," said Daniel M. Wagner, Chairman and CEO of Rezoive AI Limited.

Armada will hold a Special Meeting of Stockholders at 10:00 a.m. Eastern time on July 30, 2024 to approve, among other things, the previously announced business combination with Rezoive AI Limited. Shareholders of record at the close of business on July 3, 2024 will be entitled to receive notice of and to vote at the Special Meeting. The meeting will be held virtually over the internet by means of a live audio webcast. Shareholders will be able to attend, vote their shares and submit questions during the Special Meeting via a live webcast available at <https://www.cstproxy.com/armadaacoi/ext2024>.

About Armada Acquisition Corp. I

Armada is a blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. Armada was founded on November 5, 2020 and is headquartered in Philadelphia, PA

About Rezoive AI Limited

Rezoive AI Limited leads the mobile commerce industry with our cutting-edge engagement platform powered by artificial intelligence and machine learning. By enabling retailers, brands, and manufacturers to create dynamic connections with consumers across mobile and desktop devices, we redefine mobile engagement. Our AI-driven platform simplifies the purchasing process, providing relevant information and facilitating seamless transactions with a single tap. With a commitment to innovation, we shape the future of digital commerce where technology seamlessly intersects with commerce for the benefit of businesses and consumers. Our scalable platform offers merchants actionable solutions to engage consumers effectively, managing high traffic volumes and gathering valuable engagement data in real-time.

The company was founded in 2016, is headquartered in London, UK and has offices in: Shanghai, New Delhi, Taipei, Frankfurt, Madrid, Mexico City and Providence, RI, USA. For more information, please visit www.rezoive.com.

Important Information About the Proposed Transaction and Where to Find It

This press release relates to the proposed business combination involving Armada, Rezoive AI Limited, Rezoive and Rezoive Merger Sub. In connection with the proposed business combination, Rezoive AI Limited filed with the SEC a Registration Statement on Form F-4 (File No. 333-272751), including a proxy statement of Armada and a prospectus of Rezoive AI Limited relating to the securities to be issued in connection with the proposed business combination, which prospectus was declared effective on July 9, 2024. This press release is not a substitute for the Registration Statement, the definitive proxy statement/final prospectus, or any other document that Rezoive AI Limited or Armada has filed or will file with the SEC or send to its shareholders in connection with the proposed business combination. This press release does not contain all the information that should be considered concerning the proposed business combination and other matters and is not intended to form the basis for any investment decision or any other decision in respect of such matters.

BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, ARMADA'S STOCKHOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND ANY AMENDMENTS THERETO AND ANY OTHER DOCUMENTS FILED BY ARMADA OR REZOIVE AI LIMITED WITH THE SEC IN CONNECTION WITH THE PROPOSED BUSINESS COMBINATION OR INCORPORATED BY REFERENCE THEREIN IN THEIR ENTIRETY BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED BUSINESS COMBINATION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED BUSINESS COMBINATION AND THE PARTIES TO THE PROPOSED BUSINESS COMBINATION.

After the Registration Statement was declared effective, the definitive proxy statement was mailed to shareholders of Armada as of July 3, 2024, the

record date established for voting on the Business Combination. Additionally, Armada and Rezolve AI Limited may file other relevant materials with the SEC in connection with the proposed business combination. Copies of the Registration Statement, the definitive proxy statement/prospectus and all other relevant materials for the proposed business combination filed or that will be filed with the SEC may be obtained, when available, free of charge at the SEC's website at www.sec.gov. In addition, Armada's stockholders may also obtain copies of the definitive proxy statement/prospectus, when available, and other documents filed by Armada with the SEC, without charge, by directing a request to Armada Acquisition Corp. I, 1760 Market Street, Suite 602, Philadelphia, PA 19103 USA; (215) 543-6886.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995 and within the meaning of Section 27a of the Securities Act and Section 21E of the Exchange Act. Any actual results may differ from expectations, estimates and projections presented or implied and, consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, statements regarding the proposed business combination and related transactions, including, without limitation, the pre-closing demerger. These forward-looking statements are subject to a number of risks and uncertainties, including, among others, (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the proposed business combination; (2) the outcome of any legal proceedings that may be instituted against Armada, Rezolve AI Limited, Rezolve AI Limited or others following the announcement of the proposed business combination and any definitive agreements with respect thereto; (3) the inability to complete the proposed business combination due to the failure to obtain approval of the stockholders of Armada or shareholders of Rezolve AI Limited, to receive regulatory approvals or to satisfy other conditions to closing of the transactions contemplated under and in connection with the Business Combination Agreement, including, without limitation, with respect to the pre-closing demerger; (4) the ability to meet stock exchange listing standards following the consummation of proposed business combination; (5) the risk that the proposed business combination disrupts current plans and operations of Armada, Rezolve AI Limited or Rezolve AI as a result of the announcement and consummation of the proposed business combination; (6) the ability to recognize the anticipated benefits of the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, and retain its management and key employees; (7) costs related to the proposed business combination; (8) changes in applicable laws or regulations and delays in obtaining, adverse conditions contained in, or the inability to obtain regulatory approvals required to complete the proposed business combination; (9) weakness in the economy, market trends, uncertainty and other conditions in the markets in which Rezolve AI Limited or Rezolve AI operate, and other factors beyond their control, such as inflation or rising interest rates; (10) the possibility that Armada, Rezolve AI Limited, Rezolve AI or the combined company may be adversely affected by other economic, business, and/or competitive factors; (11) the ability of existing investors to redeem and the level of redemptions; and (12) additional risks, including those to be included under the header "Risk Factors" in the Registration Statement and those included under the header "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in Armada's Annual Report on Form 10-K for the year ended September 30, 2022 and the Quarterly Reports on Form 10-Q filed by Armada for the quarterly periods ended December 31, 2022 and March 31, 2023 and September 30, 2023. If any of these risks materialize or Armada's, Rezolve Limited's or Rezolve's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that none of Armada, Rezolve AI Limited or Rezolve AI presently know or that Armada, Rezolve AI Limited and Rezolve AI currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Armada's, Rezolve AI Limited's and/or Rezolve's expectations, plans or forecasts of future events and views as of the date of this press release. Armada, Rezolve AI Limited and Rezolve AI anticipate that subsequent events and developments will cause Armada, Rezolve AI Limited's and Rezolve's assessments to change. However, while Armada, Rezolve AI Limited and Rezolve AI may elect to update these forward-looking statements at some point in the future, each of Armada, Rezolve Limited, Rezolve AI and Rezolve AI Merger Sub specifically disclaim any obligation to do so, unless required by applicable law. These forward-looking statements should not be relied upon as representing Armada's, Rezolve AI Limited's and Rezolve's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

No Offer or Solicitation

This press release is for informational purposes only and does not constitute an offer or a solicitation of an offer to buy or sell securities, assets or the business described herein or a commitment to Armada, Rezolve AI Limited or Rezolve AI, nor is it a solicitation of any vote, consent or approval in any jurisdiction pursuant to or in connection with the proposed business combination or otherwise, nor shall there be any offer, sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

Participants in Solicitation

Armada, Rezolve AI Limited, Rezolve AI, Rezolve Merger Sub and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies of Armada's stockholders in connection with the proposed business combination. Information about the directors and executive officers of Armada may be obtained in the Registration Statement, Armada's filings with the SEC, including Armada's initial public offering prospectus, which was filed with the SEC on August 16, 2021, and Armada's subsequent annual report on Form 10-K and quarterly reports on Form 10-Q, all of which is available free of charge at the SEC's website at www.sec.gov. Information about the directors and executive officers of Rezolve AI and more detailed information regarding the identity of all potential participants, and their direct and indirect interests by security holdings or otherwise, will be set forth in the definitive proxy statement/prospectus for the proposed business combination when available. Additional information regarding the identity of all potential participants in the solicitation of proxies to Armada's stockholders in connection with the proposed business combination and other matters to be voted upon at the special meeting, and their direct and indirect interests, by security holdings or otherwise, will be included in the definitive proxy statement/prospectus, when it becomes available.

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