

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

Commission file number: 333-163439

**Global AI, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**26-4170100**  
(I.R.S. Employer  
Identification No.)

**110 Front Street, Suite 300**  
**Jupiter, FL**  
(Address of principal executive offices)

**33477**  
(Zip Code)

(561) 240-0333  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol(s)	Name of Each Exchange on which Registered
N/A	N/A	N/A

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2025, the aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant was \$20,197,564 based on the last reported sale price of our Class A common stock on the OTCQB, which was \$0.28 per share on June 30, 2025.

As of May 28, 2026, there were 114,862,024 shares of the registrant's Class A common stock issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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## CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this annual report on Form 10-K contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These “forward-looking statements” can be identified by use of terminology such as “believe”, “hope”, “may”, “anticipate”, “should”, “intend”, “plan”, “will”, “expect”, “estimate”, “project”, “positioned”, “strategy”, and similar expressions. You should be aware that these forward-looking statements are subject to risks and uncertainties that are beyond our control. For a discussion of these risks, you should read this entire annual report on Form 10-K carefully. Although management believes that the assumptions underlying the forward-looking statements are reasonable, they do not guarantee our future performance, and actual results could differ from those contemplated by these forward-looking statements. The assumptions used for the purposes for the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in the economy, legislative changes, changes in the industry, technological developments and changes and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. In the light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this annual report on Form 10-K will in fact transpire. You are cautioned not to place reliance on these forward-looking statements, which speak only as of their dates. We do not undertake any obligation to update or revise any forward-looking statements.

When used in this annual report on Form 10-K, the terms “Global AI”, the “Company”, “we,” “our,” and “us” refers to Global AI, Inc.

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## PART I

### ITEM 1. BUSINESS

#### Company Overview

The Company is engaged in the development and commercialization of an enterprise-grade agentic artificial intelligence (“AI”) platform (the “Agentic AI Platform”) and a suite of related agentic AI products. Agentic AI refers to autonomous systems that use AI agents to achieve complex goals with minimal human supervision, moving beyond passive, conversational tools to active problem-solving. These agents can reason, plan, use tools, and operate independently to execute multi-step tasks in both digital and physical environments. The Agentic AI Platform is designed to enable enterprises to discover, deploy, govern, measure, and continuously improve agentic AI-driven business operations across a broad range of industries, including regulated sectors such as banking, financial services, insurance, healthcare, and life sciences.

In parallel with its internal product development and organic growth, the Company has implemented a strategic mergers and acquisitions (“M&A”) program (the “M&A Program”), focused on identifying, acquiring, integrating, and further developing AI-based technology companies and assets. The Company’s M&A Program is concentrated on companies operating in agentic AI and adjacent AI technologies serving enterprises, institutions, and industries.

The Company believes that its combined strategy of organic product development and growth, together with strategic acquisitions through its M&A Program, will enable it to accelerate growth, broaden its addressable market, deepen its competitive position in the agentic AI sector, and create long-term value for its stockholders. There can be no assurance, however, that the Company will identify suitable acquisition targets, complete any contemplated acquisitions on favorable terms, or at all, or successfully integrate acquired businesses. See “Risk Factors” for a discussion of risks related to the Company’s M&A Program.

We have a dedicated R&D and engineering team which is tasked with developing a suite of AI products and solutions designed to tackle complex challenges and automate processes across industries, leveraging an agentic-AI approach. Our focus is on building AI applications and solutions that are secure, scalable, and privacy-centric. Our R&D and engineering team, led by 14 senior AI specialists and software engineers, is tasked with driving the development of groundbreaking AI technologies, positioning Global AI at the forefront of enterprise AI innovation.

On December 14, 2024, the Company established a subsidiary in Israel named GL AI Ltd. Further, in December 2024, the Company signed its first commercial contract with an enterprise customer in Israel.

#### Business Strategy

The Company offers an alternative to traditional capital investment models in the AI sector by providing investors, entrepreneurs, and founders with the opportunity to grow and scale their AI technology businesses, while benefiting from the Company’s operational expertise, technical knowledge, commercial infrastructure, and sales and engineering organization. The Company believes this model can accelerate the growth of acquired businesses, while providing the Company’s stockholders with diversified exposure to high-potential AI technology companies.

The Company maintains a pipeline of potential acquisitions sourced by its management team and advisors, who collectively possess extensive experience in AI, enterprise software, and technology M&A. The Company evaluates each potential acquisition against established criteria, including the strategic fit with the Company's Agentic AI Platform and product roadmap, the scalability of the target's technology and business model, the strength and predictability of the target's recurring revenue, the quality and retention of the target's customer base, and the experience and capabilities of the target's management team.

Following the consummation of an acquisition, the Company plans to support each acquired business with respect to the development and execution of its sales and marketing strategy, the enhancement of its product and service offerings, and the integration of its operations with the Company's existing platform and infrastructure. Through this combination of organic product development and strategic acquisitions, the Company seeks to accelerate revenue growth, expand its addressable market, and create long-term value for its stockholders.

There can be no assurance that the Company will be successful in implementing its business strategy, identifying suitable acquisition targets, completing contemplated acquisitions on favorable terms, or at all, or realizing the anticipated benefits of completed acquisitions. See "Risk Factors" for a discussion of risks related to the Company's business strategy.

## The AI Industry

AI refers to a category of computing systems that perform tasks historically requiring human cognition, including pattern recognition, language understanding, decision-making, and content generation. The field encompasses multiple technical approaches, including machine learning, deep learning, natural language processing, computer vision, and reinforcement learning. Over the past decade, the field has been transformed by the development of foundation models - large-scale neural networks trained on broad datasets that can be adapted to a wide range of downstream applications - and, more recently, by the emergence of generative AI, which produces novel text, image, audio, video, and code outputs in response to user prompts.

The industry comprises several interdependent layers:

- Compute infrastructure, including specialized semiconductors (GPUs, TPUs, custom accelerators), data center capacity, networking, and power infrastructure required to train and operate AI models at scale.
- Foundation model development, in which a relatively small number of well-capitalized organizations train large general-purpose models that serve as the technological substrate for the broader ecosystem.
- Cloud and AI platform services, through which foundation models are made available to enterprises and developers via APIs, managed services, and integrated development environments.
- Application and software layer, where AI capabilities are embedded into enterprise software, consumer products, and vertical solutions.
- Services and integration, including consulting, systems integration, and managed services that enable enterprises to deploy AI within their operations.

Several trends are currently shaping the AI and agentic AI industry:

**Foundation model capability and scale.** The capability of foundation models continues to advance, driven by increases in training compute, model architecture improvements, post-training techniques including reinforcement learning from human feedback, and access to higher-quality training data. The most capable models are increasingly multimodal, handling text, images, audio, and video within a single system.

**Compute and infrastructure intensity.** Training and operating frontier models requires substantial compute resources, contributing to significant capital expenditure by hyperscale cloud providers and foundation model developers. The cost and availability of specialized semiconductors, data center capacity, and electrical power have become material considerations for industry participants and have driven multi-year supply agreements, equity investments, and strategic partnerships across the value chain.

**Shift to agents.** Enterprise AI deployment has begun to shift from assistive applications in which AI suggests outputs that humans review and execute toward agentic applications, in which AI executes tasks autonomously within defined parameters. This shift has implications for software pricing models (from per-seat subscription toward consumption or outcome-based pricing), for the labor and services markets that AI may automate, and for the regulatory frameworks that govern AI deployment.

**Open and closed model ecosystems.** The industry includes both proprietary "closed" models developed by commercial entities and "open weight" models whose parameters are made publicly available. The relative competitive position of these approaches, their respective regulatory treatment, and their implications for enterprise adoption remain in flux.

**Data and intellectual property considerations.** The training of foundation models on large datasets, often including copyrighted material, has given rise to significant litigation and policy attention. Outcomes in pending litigation and evolving licensing practices may affect the cost structure and competitive dynamics of model development.

**Regulatory developments.** Governments globally are developing frameworks for AI governance. The European Union Artificial Intelligence Act (the "EU AI Act"), adopted in 2024 with phased implementation through 2028, establishes obligations for providers of general-purpose AI models and deployers of high-risk AI systems. In the United States, federal and state regulatory activity has accelerated, including executive actions, agency rulemaking, and state-level legislation in California, Colorado, Texas, and other states. Other jurisdictions, including the United Kingdom, Canada, Singapore, China, Japan, and South Korea, have published AI governance frameworks or are in the process of doing so. The regulatory environment is unsettled and evolving rapidly.

**Trust, safety, and reliability.** Enterprise adoption of AI, and particularly agentic AI, depends on trust in model accuracy, reliability, security, and alignment with organizational policies. Industry participants invest substantially in safety research, evaluation, red-teaming, and governance to address these considerations. Public attention to AI-related risks including hallucination, prompt injection, data leakage, bias, misuse for fraud or disinformation, and unintended actions by autonomous agents has increased.

## Competition & Market Opportunity

The enterprise AI market is highly competitive and rapidly evolving. We compete against large-scale foundational model companies, legacy enterprise software companies, and specialized AI startups. The competitive structure of the AI and agentic AI industry is multi-layered.

- Foundation model developers include a relatively concentrated group of well-capitalized organizations along with significant Chinese developers, including those associated with major technology platforms. These organizations train and offer access to general-purpose AI models that serve as the technological substrate for the broader industry.
- Hyperscale cloud providers provide compute infrastructure, hosted model access, and AI platform services. These providers have made substantial equity investments in, and commercial agreements with, foundation model developers, and host first-party and third-party models on their platforms.
- Enterprise software incumbents, including providers of customer relationship management, enterprise resource planning, productivity, collaboration, security, and vertical software, are integrating AI capabilities, including agentic capabilities, into their existing product offerings. These participants benefit from incumbent distribution, customer relationships, and access to enterprise data.
- AI-native enterprise companies, including providers of AI-first applications across customer service, software development, sales, marketing, legal, financial services, healthcare, and other verticals are building new categories of software designed around AI capabilities from inception.
- Specialized infrastructure providers, including semiconductor companies, data center operators, networking providers, and AI-specific platform companies, provide the underlying capacity on which the industry depends.

The competitive dynamics across these layers are evolving rapidly. The lines between layers, and particularly between model providers, cloud platforms and application companies, are increasingly blurred as participants integrate vertically or partner horizontally.

The Company believes that AI, and agentic AI in particular, represents a significant long-term opportunity to automate or augment work historically performed by humans across enterprise and consumer applications. The size and timing of this opportunity, however, are subject to substantial uncertainty, including with respect to:

- the pace and depth of enterprise adoption;
- the willingness of customers to delegate decision-making and execution to AI systems;
- the development of regulatory frameworks governing AI deployment, liability, and accountability;
- the evolution of pricing and commercial models for AI products and services;
- the competitive dynamics among foundation model developers, cloud platforms, software incumbents, and AI-native companies;
- the cost and availability of compute infrastructure;
- the resolution of pending intellectual property and data privacy litigation; and
- the trust, safety, and reliability of AI systems in production use.

Our success depends on our competitive advantage rooted in our focus on agentic capabilities and on our ability to address the factors above, among others, effectively. We cannot assure you that we will be able to do so effectively, or at all.

## Recent Developments

### *Termination of Tectu Share Purchase Agreement*

On December 31, 2024, the Company, Tectu Biz Ltd. (“Tectu”), and certain identified shareholders of Tectu (the “Tectu Sellers”), entered into a Share Purchase Agreement (the “Tectu Agreement”) in respect of the purchase by the Company and sale by the Tectu Sellers of the entire share capital of Tectu comprising of 4,000,000 ordinary shares of Tectu (“Tectu Shares”), each having a nominal value of 0.01 New Israel Shekels, free and clear from any and all encumbrances (the “Tectu Share Purchase”). Immediately following the consummation of the closing of the Tectu Share Purchase, the Company was to hold 100% of Tectu’s issued and outstanding share capital on a fully-diluted basis.

As consideration for the Tectu Share Purchase, the Company agreed to pay the Tectu Sellers at closing a total combined amount (or value) of (i) \$490,000 in cash (subject to certain provisions in respect of identified loan payments); and (ii) \$510,000 in either cash or 255,000 shares of Company common stock, with each share having an agreed upon fixed value of \$2.00 (or a combination thereof, as determined by the Company at its sole discretion); totaling to \$1,000,000, which constitutes the equity value of the Company on a cash-free/debt-free basis as of December 31, 2024.

The Tectu Agreement provided for certain representations, covenants and indemnification obligations that are customary for these types of transactions. Further, the closing of the Share Purchase was subject to certain conditions to closing, including but not limited to the delivery by Tectu to the Company of certain audited financial statements of Tectu for the fiscal years ended December 31, 2023 and December 31, 2024 by a Public Company Accounting Oversight Board (“PCAOB”) qualified auditor (which is reasonably acceptable to the Company) in accordance with PCAOB standards.

On November 12, 2025, the Company entered into a Termination and Release Agreement (the “Termination Agreement”) with the parties to the Tectu Agreement. Pursuant to the terms of the Termination Agreement, the parties agreed to terminate the Tectu Agreement and all related agreements in full. The parties mutually released each other from all claims, known or unknown, arising from or relating to the Tectu Agreement or prior dealings.

### *Global Equity Incentive Plan (2026)*

On January 30, 2026, the Board and the Company’s majority stockholder approved the Global Equity Incentive Plan (2026) (the “Equity Plan”). The Equity Plan provides for the grant of equity-based awards to employees, directors and other service providers of the Company and its affiliates. A total of 15,000,000 shares of the Company’s Class A common stock has been reserved for issuance under the Equity Plan.

## Government Regulation

Our business is subject to extensive and evolving laws and regulations in the United States and internationally. These laws cover AI, data privacy, cybersecurity, intellectual property, and industry-specific mandates in the highly regulated sectors we serve.

We are subject to emerging regulatory frameworks specifically targeting the development and deployment of AI. In the United States, we monitor federal executive orders and proposed legislation, including the Safe, Secure, and Trustworthy Development and Use of Artificial Intelligence framework set forth in Executive Order 14110, which may impose testing, reporting, and transparency requirements for high-capability models.

Internationally, our operations are impacted by the EU AI Act, which began its phased implementation in 2025. Many of our products may be classified as “high-risk AI systems” or “general-purpose AI models” under the EU AI Act. Compliance with the EU AI Act, which carries significant enforcement deadlines in August 2026, requires us to maintain rigorous risk management, data governance, and technical documentation standards. Failure to comply with these regulations could result in substantial fines and restricted access to the European market.

Because our Agentic AI Platform is deployed in regulated sectors, our customers are often required to ensure that their third-party service providers (including us) comply with specific institutional regulations.

We are subject to stringent data privacy laws, including the California Consumer Privacy Act (“CCPA”) and the EU General Data Protection Regulation (“GDPR”). Our Agentic AI Platform often processes sensitive enterprise data; therefore, we must comply with evolving legal standards regarding automated decision-making and profiling, which grant individuals rights to contest or opt-out of certain AI-driven outcomes.

Our M&A Program is subject to oversight by the Federal Trade Commission (“FTC”) and the Department of Justice (“DOJ”). Under the Hart-Scott-Rodino Act, we may be required to notify and receive clearance for certain acquisitions. Increased regulatory scrutiny of “killer acquisitions” or “data-moat” strategies in the AI sector could delay or prevent us from completing strategic transactions that are key to our growth.

## **Employees**

As of December 31, 2025, we had no employees. Our day-to-day operations are performed through the use of independent contractors and third-party service providers. We believe that our current use of contracted services is sufficient to meet our operational needs for the foreseeable future. We provide competitive compensation and benefits for our people. Our compensation packages may include base salary, commissions or bonuses, and stock-based compensation. We evaluate both compensation and benefit offerings on an annual basis to ensure competitiveness of both programs and we make adjustments as needed. We believe that we maintain a satisfactory working relationship with our people and have not experienced any disputes.

## **Corporate History**

Global AI was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 6, 2009. In April 2009, the Company changed its name to My Catalogs Online, Inc. In November 2012, the Company changed its name to Bright Mountain Holdings, Inc. In August 2013, the Company changed its name to Wall Street Media Co, Inc.

On September 12, 2023, Ingenious Investment AG purchased, from its own funds, from existing shareholders of the Company, in a series of private transactions, a total of 99,777,864 shares of the Company’s Class A common stock, representing 92.7% of the outstanding shares of the Company’s Class A common stock at such time.

In October 2023, the Company changed its name to Global AI, Inc.

On February 6, 2024, Ingenious Investment AG transferred an aggregate of 58,988,932 shares of Series A common stock. As a result of such transfers:

- Darko Horvat, our current Chief Executive Officer and Chairman of the Board and a significant stockholder of the Company, acquired 16,388,932 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock;
- Nevenka Cresnar Pergar, a current member of our Board, acquired 400,000 shares of Class A common stock;
- Each of Danko Djunic, GlobalTI Tech Investment GmbH, and Marktflagge GmbH acquired 11,400,000 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock; and
- Weiss Media GmbH acquired 8,000,000 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock.

Messrs. Horvat and Djunic, GlobalTI Tech Investment GmbH, and Marktflagge GmbH continue to be significant stockholders of the Company.

On November 1, 2023, the Company issued 10,000,000 shares of Series B common stock to each of Ingenious Investment AG and Mr. Horvat for a purchase price of \$0.10 per share (representing an aggregate purchase price of \$500,000). On November 20, 2023, the Company issued an additional 10,000,000 shares of Series B common stock to each of Ingenious Investment AG and Mr. Horvat for a purchase price of \$0.10 per share (representing an aggregate purchase price of \$500,000).

On December 14, 2024, the Company established a subsidiary in Israel named GL AI Ltd. On September 5, 2025, the Company established a subsidiary in Romania named GLOBAL AI RO Ltd. (“Global AI Romania”).

On January 24, 2025, Ingenious Investment AG sold 25,938,932 shares of Class A common stock and 20,000,000 shares of Class B common stock to Mr. Horvat. As a result of this transaction, Mr. Horvat held 42,327,864 shares of Class A common stock, representing approximately 53% of our total outstanding shares of Class A common stock. In addition, following this transaction, Mr. Horvat held (and, as of May 28, 2026, continued to hold) 40,000,000 shares of our Class B common stock. Each share of Class B common stock has 50 votes per share and is convertible into one share of Class A common stock at the option of the holder. Accordingly, following the closing of this transaction, as a result of Mr. Horvat’s Class B common stock ownership, Mr. Horvat, acting alone, was able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions.

## **Legal Proceedings**

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Defending such proceedings is costly and can impose a significant burden on management and employees. The results of any current or future litigation

cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

#### **ITEM 1A. RISK FACTORS**

An investment in our Class A common stock is highly speculative, involves a high degree of risk, and should be made only by investors who can afford a complete loss of their investment. You should carefully consider the following risk factors, together with the other information in this annual report on Form 10-K, including our financial statements and the related notes, before you decide to buy our Class A common stock. If any of the following risks actually occur, our business, financial condition, or results of operations could be materially adversely affected, the trading of our Class A common stock could decline, and you may lose all or part of your investment therein.

## **Risks Relating to the Early Stage of our Company**

*We are at a very early operational stage, our success is subject to the substantial risks inherent in the establishment of a new business venture.*

The implementation of our business strategy is in a very early stage. Our business and operations should be considered to be in a very early stage and subject to all of the risks inherent in the establishment of a new business venture. Accordingly, our intended business and operations may not prove to be successful in the near future, if at all. Any future success that we might enjoy will depend upon many factors, several of which may be beyond our control, or which cannot be predicted at this time, and which could have a material adverse effect upon our financial condition, business prospects and operations and the value of an investment in our Company.

*We have a very limited operating history and our business plan is unproven and may not be successful.*

To date, we have not provided, licensed or sold any substantial amount of products. We have not proven that our business model will allow us to generate a profit.

*We have suffered operating losses since inception and we may not be able to achieve profitability.*

We had an accumulated deficit of \$5,424,034 as of December 31, 2025, and we expect to continue to incur significant developmental expenses in the foreseeable future related to development of our AI technology business. As a result, we are sustaining substantial operating and net losses, and it is possible that we will never be able to sustain or develop the revenue levels necessary to attain profitability.

*We may have difficulty raising additional capital, which could deprive us of necessary resources.*

We will need to raise additional funds through public or private debt or equity financing, collaborative relationships or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of capital markets and the market price of our Class A common stock. Because our Class A common stock is not listed on a national securities exchange, such as the New York Stock Exchange (“NYSE”) or The NASDAQ Stock Market (“NASDAQ”), many investors may not be willing or allowed to purchase shares of our Class A common stock or may demand steep discounts to the trading price of our Class A common stock. Sufficient additional financing may not be available to us or may be available only on terms that would result in substantial dilution to the current owners of our Class A common stock.

We expect to pursue additional capital during the fiscal year ending December 31, 2026, but we do not have any firm commitments for funding. If we are unsuccessful in raising additional capital, or the terms of raising such capital are unacceptable, we may have to modify our business plan and/or significantly curtail our planned activities and other operations.

*There are substantial doubts about our ability to continue as a going concern and if we are unable to continue our business, our shares may have little or no value.*

The Company’s ability to become a profitable operating company is dependent upon its ability to generate revenues and/or obtain financing adequate to support our cost structure. There can be no assurance that we will generate revenues or obtain financing. These factors have raised substantial doubts about our ability to continue as a going concern. We plan to attempt to raise additional equity capital by selling shares through one or more private placement or public offerings. However, the doubts raised, relating to our ability to continue as a going concern, may make our shares an unattractive investment for potential investors. These factors, among others, may make it difficult to raise any additional capital.

*Failure to effectively manage our growth could place strains on our managerial, operational and financial resources and could adversely affect our business and operating results.*

Any future growth by us, or an increase in the number of our strategic relationships will create a strain on our managerial, operational and financial resources. This strain may inhibit our ability to achieve the rapid execution necessary to implement our business plan and could have a material adverse effect upon our financial condition, business prospects and operations and the value of an investment in our Company.

## **Risks Relating to Our Business**

### ***We will need to successfully acquire, develop and integrate AI-based technology companies and assets.***

We may not be able to successfully source potential AI-based technology companies and assets. We also may not be able to effectively integrate and develop acquisition targets into our network and cannot predict when significant commercial market acceptance for the AI services provided by us and any acquired businesses will develop, if at all, and we cannot reliably estimate the projected size of any such potential market. If markets fail to accept our AI services, we may not be able to generate revenues from the provision of such services. Our revenue growth and achievement of profitability will depend substantially on the success of our M&A Program. If our M&A Program is not successful, or if the services provided by us and any acquired businesses do not achieve wide market acceptance, our business will be materially and adversely affected.

### ***The market for agentic AI is nascent and may not develop as we expect.***

Our success depends on the widespread adoption of agentic AI—systems that take autonomous action—within enterprise environments. If organizations remain hesitant to grant autonomy to AI systems due to security, ethical, or reliability concerns, the Agentic AI Platform may fail to achieve market personation.

### ***We operate in a highly regulated environment, and changes in AI laws could harm our business.***

Our customers operate in a variety of industries, including retail, healthcare, and insurance. These industries are subject to intense scrutiny regarding data privacy and algorithmic bias. Emerging global regulations (such as the EU AI Act or potential U.S. federal frameworks) may impose costly compliance requirements on our Agentic AI Platform or limit our ability to deploy certain automated features. New regulations could have a material adverse effect on our business.

### ***We may not be able to identify, complete, or successfully integrate acquisitions.***

A key component of our strategy is our M&A Program. We may be unable to find suitable targets at reasonable valuations, or at all. Even if acquisitions are effectuated, the integration of new technologies and personnel into our existing Agentic AI Platform involves significant operational risks, including, but not limited to:

- Diversion of management’s attention from organic R&D;
- Difficulties in harmonizing disparate software architectures;
- Loss of key technical talent from acquired entities; and
- Unforeseen liabilities or technical debt associated with acquired assets.

### ***We will need to establish additional relationships with collaborative and development partners to fully develop and market our services.***

We do not possess all of the resources necessary to develop and commercialize our AI technology business on a mass scale. Unless we expand our development capacity and enhance our internal marketing, we will need to make appropriate arrangements with collaborative partners to develop and commercialize consulting services.

Collaborations may allow us to:

- generate cash flow and revenue;
- offset some of the costs associated with our internal development; and
- successfully commercialize consulting services.

If we need, but do not find, appropriate partner arrangements, our ability to develop and commercialize consulting services could be adversely affected. Even if we are able to find collaborative partners, the overall success of the development and commercialization of our services will depend largely on the efforts of other parties and is beyond our control. In addition, in the event we pursue our commercialization strategy through collaboration, there are a variety of attendant technical, business and legal risks, including:

- a development partner would likely gain access to our proprietary information and knowledge, potentially enabling the partner to develop services without us or design around our intellectual property;
- we may not be able to control the amount and timing of resources that our collaborators may be willing or able to devote to the development or commercialization of services, or to their marketing and distribution; and
- disputes may arise between us and our collaborators that result in the delay or termination of the development or commercialization of our services or that result in costly litigation or arbitration that diverts our management’s resources.

The occurrence of any of the above risks could materially impair our ability to generate revenues and materially harm our business and financial condition.

***We may lose out to larger competitors.***

The AI technology services industry is intensely competitive. Most of our competitors have significantly greater financial, technical, marketing and distribution resources. Our products and services may not be competitive with their products and services. If this happens, our sales and revenues will decline. In addition, our current and potential competitors may establish cooperative relationships with larger companies, to gain access to greater development or marketing resources. Competition may result in price reductions, reduced gross margins and loss of market share.

***Our future success depends on the continuing efforts of our executive officers and on a small number of specialized personnel, and on our ability to attract, hire, retain and motivate highly skilled and creative executive officers and specialized personnel in the future.***

Our future success depends on the continuing efforts of our executive officers and key personnel, in particular Darko Horvat, our Chief Executive Officer and Chairman of the Board, and a significant stockholder of the Company. We rely on the leadership, knowledge and experience that our executive officers provide. They foster our corporate culture, which we believe has been instrumental to our ability to attract and retain new talent. Any failure to attract new or retain key creative talent could have a material adverse effect on our business, financial condition, and results of operations.

In addition, our R&D and engineering team is currently led by a team of 14 senior AI specialists and software engineers. The market for AI talent is extremely competitive. The loss of even a few of these individuals to competitors could significantly delay our product development and harm our competitive position. Additionally, such competition could increase our costs to attract and retain talented individuals. As a result, we may incur significant costs to attract and retain personnel, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and we may lose personnel to our competitors or other companies before we realize the benefit of our investment in recruiting and training them.

Turnover, including changes in our management team, could disrupt our business. The loss of one or more of our executive officers or other key personnel, or our inability to attract and retain highly skilled and creative individuals, could have a material adverse effect on our business, results of operations or financial condition.

***We rely significantly on independent contractors and third-party service providers, which may expose us to operational risks.***

We rely primarily on independent contractors to conduct our business operations. Our success depends on our ability to identify, hire, and retain qualified contractors. These individuals are not bound by the same duties of loyalty as employees, and we have less control over their daily activities. If any of these contractors were to terminate their relationship with us, or if we are unable to find suitable replacements on a timely basis, our business, financial condition, and results of operations could be materially and adversely affected. Furthermore, if a regulatory authority were to reclassify these contractors as employees, we could be liable for unpaid taxes, benefits, and penalties.

***Security breaches of confidential customer information or confidential employee information may adversely affect our business.***

Our business requires the collection, transmission and retention of certain customer and employee data, in various information technology systems that are maintained internally and by third parties with whom we contract to provide services. The integrity and protection of that customer and employee data is critical to us. Our customers and employees have a high expectation that we and our service providers will adequately protect their personal information. The information, security and privacy requirements imposed by government regulations are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations or may require significant additional investments or time in order to do so. Efforts to hack or breach security measures, failures of systems or software to operate as designed or intended, viruses, operator error or inadvertent releases of data all threaten our information systems and records. A breach in the security of our service providers' information technology systems could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. A significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings, including regulatory investigations and actions, or liability for failure to comply with privacy and information security laws, which could disrupt our operations, damage our reputation and expose us to claims from customers and employees, any of which could have a material adverse effect on our financial condition and results of operations.

***Our development and deployment of agentic AI systems involve unique operational, legal, and regulatory risks that could materially and adversely affect our business, reputation, and financial results.***

Certain of our products and services incorporate or rely on agentic AI systems that use foundation models to autonomously plan, decide, and take actions across multi-step workflows, including by invoking third-party tools, APIs, and data sources. Because these systems operate with reduced human supervision relative to traditional software and earlier AI applications, they introduce risks that may differ in kind or magnitude from those associated with our other technologies, including risks related to model accuracy and reliability, unintended actions, data security and privacy, third-party system dependencies, intellectual property, regulatory compliance, and potential liability for outcomes produced or actions taken by such systems. The legal, regulatory, and commercial frameworks governing agentic AI remain unsettled and are evolving rapidly, and our ability to develop, deploy, and monetize these systems is subject to material uncertainty.

#### **Risks Relating to our Class A Common Stock**

***Future stock issuances would dilute stockholders' ownership, and may reduce our share value.***

If, in the future, we issue additional shares of capital stock, the future issuance may result in substantial dilution in the percentage of our Class A common stock held by our then existing shareholders. We may value any equity issued in the future on an arbitrary basis. Many of our acquisitions will require the issuance of our capital stock as part of the consideration provided. The issuance of capital stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the shares held by our investors, and might have an adverse effect on any trading market for our Class A common stock.

***Trading on the OTC Markets is volatile, sporadic and often thin, which could depress the market price of our Class A common stock and make it difficult for our stockholders to resell their Class A common stock.***

Our Class A common stock is quoted on the OTCQB tier of the OTC Markets. Trading in securities quoted on the OTC Markets is often thin and characterized by wide fluctuations in trading prices, due to many factors, some of which may have little to do with our operations or business prospects. This volatility could depress the market price of our Class A common stock for reasons unrelated to operating performance. Moreover, the OTC Markets is not a stock exchange, and trading of securities on the OTC Markets is often more sporadic than the trading of securities listed on a stock exchange like NASDAQ or the NYSE. Our Class A common stock has a history of thin trading. These factors may result in investors having difficulty reselling any shares of our Class A common stock.

***Our Class A common stock price is likely to be highly volatile because of several factors, including a limited public float.***

The market price of our Class A common stock has been volatile in the past. The market price of our Class A common stock is likely to be highly volatile in the future, as well. You may not be able to resell shares of our Class A common stock following periods of volatility because of the market's adverse reaction to volatility.

Other factors that could cause such volatility may include, among other things:

- actual or anticipated fluctuations in our operating results;
- the absence of securities analysts covering us and distributing research and recommendations about us;
- we may have a low trading volume for a number of reasons, including that a large portion of our stock is closely held;
- overall stock market fluctuations;
- announcements concerning our business or those of our competitors;
- actual or perceived limitations on our ability to raise capital when we require it, and to raise such capital on favorable terms;
- conditions or trends in the industry;
- litigation;
- changes in market valuations of other similar companies;
- future sales of Class A common stock;
- departure of key personnel or failure to hire key personnel; and
- general market conditions.

Any of these factors could have a significant and adverse impact on the market price of our Class A common stock. In addition, the stock market in general has at times experienced extreme volatility and rapid decline that has often been unrelated or disproportionate to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our Class A common stock, regardless of our actual operating performance.

***Our Class A common stock is currently, has been in the past, and may be in the future, a “penny stock” under SEC rules. It may be more difficult to resell securities classified as “penny stock.”***

Our Class A common stock is a “penny stock” under applicable SEC rules (generally defined as non-exchange traded stock with a per-share price below \$5.00). Unless we obtain a per-share price above \$5.00, these rules impose additional sales practice requirements on broker-dealers that recommend the purchase or sale of penny stocks to persons other than those who qualify as “established customers” or “accredited investors.” For example, broker-dealers must determine the appropriateness for non-qualifying persons of investments in penny stocks. Broker-dealers must also provide, prior to a transaction in a penny stock not otherwise exempt from the rules, a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, disclose the compensation of the broker-dealer and its salesperson in the transaction, furnish monthly account statements showing the market value of each penny stock held in the customer’s account, provide a special written determination that the penny stock is a suitable investment for the purchaser, and receive the purchaser’s written agreement to the transaction.

Legal remedies available to an investor in “penny stocks” may include the following:

- If a “penny stock” is sold to the investor in violation of the requirements listed above, or other federal or states securities laws, the investor may be able to cancel the purchase and receive a refund of the investment.
- If a “penny stock” is sold to the investor in a fraudulent manner, the investor may be able to sue the persons and firms that committed the fraud for damages.

However, investors who have signed arbitration agreements may have to pursue their claims through arbitration.

These requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit the market price and liquidity of our securities. These requirements may restrict the ability of broker-dealers to sell our Class A common stock and may affect your ability to resell our Class A common stock.

Many brokerage firms will discourage or refrain from recommending investments in penny stocks. Most institutional investors will not invest in penny stocks. In addition, many individual investors will not invest in penny stocks due, among other reasons, to the increased financial risk generally associated with these investments.

For these reasons, penny stocks may have a limited market and, consequently, limited liquidity. We can give no assurance that our Class A common stock will not remain classified as a “penny stock” in the future.

***If we fail to maintain effective internal control over financial reporting, the price of our securities may be adversely affected.***

Our internal control over financial reporting may have weaknesses and conditions that could require correction or remediation, the disclosure of which may have an adverse impact on the price of our Class A common stock. We are required to establish and maintain appropriate internal control over financial reporting. Failure to establish those controls, or any failure of those controls once established, could adversely affect our public disclosures regarding our business, prospects, financial condition or results of operations. In addition, management’s assessment of internal control over financial reporting may identify weaknesses and conditions that need to be addressed in our internal control over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting or disclosure of management’s assessment of our internal control over financial reporting may have an adverse impact on the price of our Class A common stock.

***We are required to comply with certain provisions of Section 404 of the Sarbanes-Oxley Act of 2002, as amended (the “Sarbanes-Oxley Act”) and if we fail to continue to comply, our business could be harmed and the price of our securities could decline.***

Rules adopted by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act require an annual assessment of internal control over financial reporting, and for certain issuers (but not us) an attestation of this assessment by the issuer’s independent registered public accounting firm. The standards that must be met for management to assess the internal control over financial reporting as effective are evolving and complex, and require significant documentation, testing, and possible remediation to meet the detailed standards. We expect to incur significant expenses and to devote resources to Section 404 compliance on an ongoing basis. It is difficult for us to predict how long it will take or costly it will be to complete the assessment of the effectiveness of our internal control over financial reporting for each year and to remediate any deficiencies in our internal control over financial reporting. As a result, we may not be able to complete the assessment and remediation process on a timely basis. In the event that our Chief Executive Officer or principal financial officer determines that our internal control over financial reporting is not effective as defined under Section 404, we cannot predict how regulators will react or how the market prices of our securities will be affected; however, we believe that there is a risk that investor confidence and the market value of our securities may be negatively affected.

***Shares eligible for future sale may adversely affect the market.***

From time to time, certain of our stockholders may be eligible to sell all or some of their shares of Class A common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144 promulgated under the Securities Act, subject to certain limitations. In general, pursuant to Rule 144, non-affiliate stockholders may sell freely after six months, subject only to the current public information requirement. Affiliates may sell after six months, subject to the Rule 144 volume, manner of sale (for equity securities), current public information, and notice requirements. Given the limited trading of our Class A common stock, resale of even a small number of shares of our Class A common stock pursuant to Rule 144 or an effective registration statement may adversely affect the market price of our Class A common stock.

***The Financial Industry Regulatory Authority (“FINRA”) sales practice requirements may also limit a stockholder’s ability to buy and sell our Class A common stock.***

In addition to the penny stock rules discussed above, FINRA rules require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative, low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Class A common stock, which may limit the ability to buy and sell our stock and have an adverse effect on the market value for our shares.

***An investor’s ability to trade our Class A common stock may be limited by trading volume.***

The Company’s Class A common stock is currently quoted on the OTCQB under the symbol, “GLAI.” An active trading market for our Class A common stock has not developed, and may not develop, on the OTCQB. A limited trading volume may prevent our shareholders from selling shares at such times or in such amounts as they may otherwise desire.

***Our Company has a concentration of stock ownership and voting control, which may have the effect of delaying, preventing, or deterring a change of control.***

Our stock ownership is highly concentrated. Through ownership of shares of our Class A common stock and Class B common stock, one shareholder, Darko Horvat, our Chief Executive Officer and Chairman of the Board, beneficially owns approximately 53% of our total outstanding shares of Class A common stock. In addition to Mr. Horvat’s ownership of a substantial amount of our Class A common stock, Mr. Horvat holds 40,000,000 shares of our Class B common stock. Each share of Class B common stock has 50 votes per share and is convertible into one share of Class A common stock at the option of the holder. Accordingly, as a result of Mr. Horvat’s Class B common stock ownership, Mr. Horvat, acting alone, is able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions. This concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our Company. It could also deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of our Company and it may affect the market price of our Class A common stock.

***We have not voluntarily implemented various corporate governance measures, in the absence of which, shareholders may have more limited protections against interested director transactions, conflicts of interest and similar matters.***

Federal legislation, including the Sarbanes-Oxley Act, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements; others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or NASDAQ, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges, are those that address the Board of Directors’ independence, audit committee oversight, and the adoption of a code of ethics. As our securities are not listed on a national securities exchange, we are not required to adopt such corporate governance measures; however, we intend to adopt such measures in the future. It is possible that if we were to adopt corporate governance measures, shareholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. For example, in the absence of audit, nominating and compensation committees comprised of at least a majority of independent directors, decisions concerning matters such as compensation packages to our senior officers and recommendations for director nominees, may be made by a majority of directors who have an interest in the outcome of the matters being decided. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

*Because we will not pay dividends in the foreseeable future, stockholders will only benefit from owning Class A common stock if it appreciates.*

We have never paid dividends on our Class A common stock and we do not intend to do so in the foreseeable future. We intend to retain any future earnings to finance our growth. Accordingly, any potential investor who anticipates the need for current dividends from his investment should not purchase our Class A common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

#### **ITEM 1C. CYBERSECURITY**

We operate in the artificial intelligence sector, which is subject to various cybersecurity risks that could adversely affect our business, financial condition, and results of operations, including intellectual property theft; fraud; extortion; harm to employees or customers; violation of privacy laws and other litigation and legal risk; and reputational risk. We recognize the critical importance of developing, implementing, and maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our data. We currently have security measures in place to protect our clients' information and prevent data loss and other security breaches, including a cybersecurity risk assessment program. Both management and the Board of Directors are actively involved in the continuous assessment of risks from cybersecurity threats, including prevention, mitigation, detection, and remediation of cybersecurity incidents.

Our IT team is responsible for day-to-day assessment and management of risks from cybersecurity threats, including the prevention, mitigation, detection, and remediation of cybersecurity incidents.

We undertake activities to prevent, detect, and minimize the effects of cybersecurity incidents including an annual risk review. We also have policies and procedures to oversee and identify the risks from cybersecurity threats associated with our use of third-party service providers.

To date, no cybersecurity incident (or aggregation of incidents) or cybersecurity threat has materially affected our results of operations or financial condition. However, an actual or perceived breach of our security could damage our reputation and prevent us from attracting potential Acquisitions or subject us to third-party lawsuits, regulatory fines or other actions or liabilities, any of which could adversely affect our business, operating results or financial condition.

#### **ITEM 2. PROPERTIES**

The Company leases on a month-to-month basis virtual office space at 110 Front Street, Suite 300, Jupiter, FL 33477. Monthly rent is \$149. On April 20, 2026, Global AI Romania began leasing an office space Bd. Ion Mihalache nr. 15-17, Sector 1, Bucharest. The lease term is for one year, for annual consideration of €150,486. We believe that these facilities are suitable and adequate for our current operations.

#### **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Defending such proceedings is costly and can impose a significant burden on management and employees. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our Class A common stock is quoted on the OTCQB market tier of the OTC Markets Group under the symbol “GLAI.” Securities quoted on the OTCQB trade via a dealer network, as opposed to trading on a centralized stock exchange, such as the NYSE. In order to have securities quoted on the OTCQB, a company must be current in its financial reporting, but it is not subject to any minimum financial requirements and listing standards, as is the case with national securities exchanges. Trading in OTCQB stocks can be volatile, sporadic and risky, as thinly traded stocks tend to move more rapidly in price than more liquid securities. Such trading may also depress the market price of our Class A common stock and make it difficult for our stockholders to resell their Class A common stock.

The following table sets forth, as reported by the OTCQB, the per share high and low bid quotations for our Class A common stock for each of the periods indicated. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions. The data in the table below presents historical information only and is not intended to predict future sale prices of our Class A common stock. Trading in securities, such as our Class A common stock, on the OTC Markets may be volatile and thin and characterized by wide fluctuations in trading prices.

	<u>High</u>	<u>Low</u>
Fiscal Year Ended December 31, 2024		
Quarter Ended March 31, 2024	\$ 0.5300	\$ 0.1300
Quarter Ended June 30, 2024	\$ 0.2500	\$ 0.1300
Quarter Ended September 30, 2024	\$ 0.1300	\$ 0.1000
Quarter Ended December 31, 2024	\$ 0.1700	\$ 0.1000
Fiscal Year Ended December 31, 2025		
Quarter Ended March 31, 2025	\$ 0.3998	\$ 0.1000
Quarter Ended June 30, 2025	\$ 0.8000	\$ 0.2100
Quarter Ended September 30, 2025	\$ 0.6250	\$ 0.2600
Quarter Ended December 31, 2025	\$ 1.5000	\$ 0.4333

As of May 28, 2026, the Company had 114,862,024 shares of Class A common stock outstanding. As of May 28, 2026, our Class A common stock was held by approximately 80 shareholders of record. The number of record holders does not include beneficial owners of Class A common stock whose shares are held in the names of banks, brokers, nominees or other fiduciaries. The closing price of our Class A common stock on the OTCQB on May 27, 2026 was \$0.7075.

#### Dividend Policy

We have not paid any cash dividends on our Class A common stock and do not plan to pay any such dividends in the foreseeable future. Our Board of Directors will determine our future dividend policy on the basis of many factors, including results of operations, capital requirements, and general business conditions.

#### Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

On January 28, 2025, the Company issued an aggregate of 550,000 shares of Class A common stock at a purchase price of \$2.00 per share, for aggregate proceeds to the Company of \$1,100,000. The issuance was made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act and/or Rule 506 of Regulation D promulgated thereunder.

#### ITEM 6. [RESERVED]

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the notes to those financial statements that are included elsewhere in this annual report on Form 10-K.

### Overview

The Company is engaged in the development and commercialization of an enterprise-grade agentic artificial intelligence (“AI”) platform (the “Agentic AI Platform”) and a suite of related agentic AI products. The Agentic AI Platform is designed to enable enterprises to discover, deploy, govern, measure, and continuously improve agentic AI-driven business operations across a broad range of industries, including regulated sectors such as banking, financial services, insurance, healthcare, and life sciences.

In parallel with its internal product development and organic growth, the Company has implemented a strategic mergers and acquisitions (“M&A”) program (the “M&A Program”), focused on identifying, acquiring, integrating, and further developing AI-based technology companies and assets. The Company’s M&A Program is concentrated on companies operating in agentic AI and adjacent AI technologies serving enterprises, institutions, and industries.

The Company believes that its combined strategy of organic product development and growth, together with strategic acquisitions through its M&A Program, will enable it to accelerate growth, broaden its addressable market, deepen its competitive position in the agentic AI sector, and create long-term value for its stockholders. There can be no assurance, however, that the Company will identify suitable acquisition targets, complete any contemplated acquisitions on favorable terms, or at all, or successfully integrate acquired businesses.

We have a dedicated R&D and engineering team which is tasked with developing a suite of AI products and solutions designed to tackle complex challenges and automate processes across industries, leveraging an agentic-AI approach. Our focus is on building AI applications and solutions that are secure, scalable, and privacy-centric. Our R&D and engineering team, led by 14 senior AI specialists and software engineers, is tasked with driving the development of groundbreaking AI technologies, positioning Global AI at the forefront of enterprise AI innovation.

On December 14, 2024, the Company established a subsidiary in Israel named GL AI Ltd. Further, in December 2024, the Company signed its first commercial contract with an enterprise customer in Israel.

The Company’s results of operations and financial condition are, and are expected to continue to be, materially influenced by the following factors:

- the rate at which the Company commercializes the Agentic AI Platform and successfully introduces new products and capabilities;
- the Company’s ability to identify, complete, integrate, and realize the anticipated benefits of acquisitions;
- the Company’s ability to acquire, retain, and expand customer relationships, including through cross-selling of products across acquired businesses;
- the pace of investment in research and development, sales and marketing, and infrastructure required to support growth;
- prevailing macroeconomic conditions, the regulatory environment for AI technologies, and the competitive landscape in the agentic AI sector; and
- the Company’s ability to access capital on favorable terms to fund operations and acquisitions.

## Components of Results of Operations

*Revenue.* The Company generates revenues primarily from (i) software license for access to the Agentic AI Platform and related products, (ii) support and maintenance fees tied to platform usage, (iii) outcome-indexed fees tied to realized customer outcomes, and (iv) professional services fees related to implementation, integration, and advisory engagements.

*Cost of Revenues.* Cost of revenues consists primarily of expenses related to hosting and infrastructure (including third-party cloud computing services and foundation model usage), personnel costs (including salaries, benefits, and stock-based compensation) for employees engaged in delivering the Company's products and services, amortization of acquired developed technology, and allocated overhead. Cost of revenues is expected to vary with the modality and configuration of customer deployments, including the proportion of workloads executed on customer-owned infrastructure versus cloud-based infrastructure.

## Operating Expenses

*Research and Development.* Research and development expenses consist primarily of personnel costs (including salaries, benefits, and stock-based compensation) for engineers and other personnel engaged in the design, development, and enhancement of the Agentic AI Platform and related products, costs of foundation model access and experimentation, third-party software and tools, and allocated overhead. The Company expects research and development expenses to increase in absolute dollars as the Company continues to invest in product innovation, although such expenses may decline as a percentage of revenues over time.

*Sales and Marketing.* Sales and marketing expenses consist primarily of personnel costs (including salaries, commissions, benefits, and stock-based compensation) for sales and marketing personnel, costs of demand generation, marketing programs, customer events, travel, and allocated overhead. Sales and marketing expenses also include costs associated with the Company's forward-deployed engineering model, in which technical personnel are embedded directly with customers during the pursuit and early deployment phases of the customer lifecycle. The Company expects sales and marketing expenses to increase in absolute dollars as the Company expands its sales organization, deepens enterprise customer relationships, and supports the integration of Acquisitions.

*General and Administrative.* General and administrative expenses consist primarily of personnel costs (including salaries, benefits, and stock-based compensation) for executive, finance, legal, human resources, and information technology functions, professional services fees (including audit, legal, and consulting fees), insurance, public-company compliance costs, and allocated overhead. The Company expects general and administrative expenses to increase in absolute dollars in support of growth, regulatory and compliance obligations, and costs associated with being a public reporting company.

## Recent Developments

### *Commercial Launch of the Agentic AI Platform*

The principal commercial achievement of fiscal year 2025 was the commencement of revenue-generating sales of the Company's Agentic AI Platform to enterprise customers. During December 2025, the Company executed software license and platform contracts with six enterprise customers, marking the transition of the Company's business from a development and early-stage commercialization phase to a phase characterized by enterprise-grade, contracted deployments of the Agentic AI Platform.

The six enterprise contracts executed in December 2025 spanned multiple regulated and mission-critical industry verticals, including pharmaceutical and life sciences, insurance, and retail. A number of these customers are among the largest enterprises in their respective sectors and geographies, with operations in Europe and globally. The Company's customer engagements reflect its strategic focus on, among others, regulated, mission-critical enterprise environments, and we believe demonstrate the commercial viability of the Agentic AI Platform across multiple industry verticals.

Management believes that the 2025 commercial launch of the Agentic AI Platform, together with the customer engagements executed in connection with that launch, establishes a foundation for the Company's continued enterprise customer acquisition strategy, validates the technical and operational scalability of the Agentic AI Platform, and creates reference architectures suitable for replication across customers, industries, and geographies in future periods.

## *2026 Customer Engagements*

In 2026, the Company had a number of additional customer deployments, expansions of existing customer engagements, and new enterprise contracts, including the following:

- The Company entered into an agreement to deploy the Agentic AI Platform with one of Europe's larger energy and utilities companies. The deployment is focused on enabling near real-time pricing synchronization across the customer's commercial systems during month-end sales cycles, orchestrating and governing the customer's existing system integrations without requiring replacement of core infrastructure. The engagement marked the Company's expansion into regulated, mission-critical energy and utilities environments.
- The Company deployed the Agentic AI Platform with a leading European insurance and asset management group to modernize and automate a high-volume, compliance-critical insurance back-office workflow. The deployment replaced a fully manual, document-intensive process with a governed agentic AI validation layer, fully integrated with the customer's existing customer channels and core back-office systems, executed in alignment with the customer's enterprise security, data privacy, and regulatory compliance standards.
- 'The Company executed a contract with one of the world's largest pharmaceutical and life sciences companies to automate and govern multiple compliance-critical and data-intensive business processes. Under the agreement, the Company is deploying the Agentic AI Platform to support regulatory monitoring, compliance reporting, and internal human resources operations, with full auditability across the reporting lifecycle and alignment with the regulatory standards applicable to global pharmaceutical organizations operating across multiple jurisdictions.
- 'The Company entered into a contract with one of the world's largest supermarket operators to deploy the Agentic AI Platform across the customer's supplier invoice lifecycle. The deployment automates how supplier invoices are received, validated, and recorded across the customer's finance systems, with the Agentic AI Platform's agents operating continuously, processing invoices without manual intervention, and escalating exceptions for finance team review.
- The Company deployed an agentic automated invoice processing solution for a leading European insurance group, representing a live, production implementation within a highly regulated financial environment. The deployment automates the full invoice processing workflow, including ingestion, processing, and system integration, operates on a scheduled basis with multiple daily processing cycles, and provides full auditability of each processing run.
- The Company effectuated a full production deployment of the Agentic AI Platform with a Fortune Global 500 pharmaceutical company. 'The Agentic AI Platform is operating in production across regulatory reporting and payroll workflows, with end-to-end integration with the customer's ERP, human resources, inventory, and financial systems.'

## *Industry Diversification*

Considering the six enterprise contracts executed in 2025 and the 2026 customer engagements, the Company's customer base reflects a deliberate strategy of industry diversification. The Company has commercialized the Agentic AI Platform across pharmaceutical and life sciences, insurance and asset management, retail and supermarket operations, energy and utilities, commercial aviation, and with customers based primarily in Europe and operating across multiple regulatory jurisdictions. The Company believes that this diversification reduces dependence on any single industry, mitigates customer-concentration risk, and provides a foundation for cross-vertical product enhancement and customer reference development.

## Results of Operations

### Financial Overview

For the years ended December 31, 2025 and 2024, we generated revenues of \$143,838 and \$24,896, respectively, and reported a net loss of \$2,371,546 and \$1,001,095, respectively. We had negative cash flows used in operating activities of \$1,944,156 and \$927,368, respectively. As noted in our consolidated financial statements, as of December 31, 2025, we had an accumulated deficit of \$5,424,034.

For the Year Ended December 31, 2025 Compared to the Year Ended December 31, 2024

	For the Year Ended December 31,		Variance (\$)	Variance (%)
	2025	2024		
Revenues	\$ 143,838	\$ 24,896	\$ 118,942	478%
Cost of revenues	101,445	15,344	86,101	561%
Gross profit	42,393	9,552	32,841	344%
<b>Operating expenses:</b>				
General and administrative expenses	769,980	324,042	445,938	138%
Research and development	—	44,307	(44,307)	(100)%
Sales and marketing	203,109	—	203,109	100%
Professional fees	1,377,716	642,298	735,418	114%
Total operating expenses	2,350,805	1,010,647	1,340,158	133%
Loss from operations	(2,308,412)	(1,001,095)	(1,307,317)	131%
<b>Other expenses:</b>				
Financial expenses, net	(28,105)	—	(28,105)	(100)%
Other expenses, net	(28,105)	—	(28,105)	(100)%
Net loss before taxes	(2,336,517)	(1,001,095)	(1,335,422)	133%
Income tax provision	(35,029)	—	(35,029)	100%
Net loss	\$ (2,371,546)	\$ (1,001,095)	\$ (1,370,451)	137%

**Revenues:** For the twelve months ended December 31, 2025, the Company generated revenues of \$143,838, compared to \$24,896 for the twelve months ended December 31, 2024, representing an increase of 478%. This increase was primarily due to an increase in revenues from software license sales and related services in 2025.

**Operating Expenses:** Operating expenses increased to \$2,350,805 for the year ended December 31, 2025, from \$1,010,647 for the year ended December 31, 2024 — a 133% increase. The primary reason for the increase in operating expenses were increases in general and administrative, sales and marketing, and professional fees of \$445,938 or 138%, \$203,109 or 100%, and \$735,418 or 114%, respectively and a decrease in research and development expenses of \$44,307 or 100% due to the capitalization of the expenses.

**Loss from Operations:** The Company reported a loss from operations of \$2,308,412 for the year ended December 31, 2025, compared to a loss of \$1,001,095 for the year ended December 31, 2024, representing an increase of 131%. The primary reason for this was due to the increase in operating expenses during the current period.

The Company has historically funded its operations through a combination of equity issuances, debt financings, and, to a lesser extent, cash generated from operating activities. The Company's principal uses of cash include funding research and development activities, sales and marketing investments, general and administrative expenses, working capital requirements, capital expenditures.

The Company's future capital requirements will depend on numerous factors, including the rate of growth of the Agentic AI Platform business, the timing and size of future acquisitions pursuant to the Company's M&A Program, working capital and capital expenditure needs, and the timing of cash flows from operations. The Company may seek to raise additional capital through equity issuances, debt financings, or other arrangements, although there can be no assurance that such financing will be available on favorable terms, or at all.

The Company's M&A Program is expected to require ongoing access to capital. The Company expects to finance future acquisitions through the issuance of equity securities, the incurrence of indebtedness, or other forms of consideration. The use of any particular form of consideration will depend on the size and structure of the applicable acquisition, prevailing market conditions, and the Company's overall capital structure and strategic objectives.

As of December 31, 2025, the Company had cash on hand of \$77,200 and a working capital deficit of \$5,557,828, compared to cash of \$9,929 and a working capital deficit of \$689,892 at December 31, 2024. The increase in the deficit was largely due to cash operating losses and expanded operations. Management is actively seeking investor funding and pursuing strategic alternatives, including a potential merger or combination with another operating company, to improve liquidity and financial position.

Cash Flows for the Years Ended December 31, 2025 and 2024

	For the Years Ended December 31,	
	2025	2024
Net cash (used in) provided by:		
Operating activities	\$ (1,944,156)	\$ (927,368)
Investing activities	(1,931,604)	—
Financing activities	3,943,031	753,333
Net increase (decrease) in cash	<u>\$ 67,271</u>	<u>\$ (174,035)</u>

Net cash used in operating activities was \$1,944,156 for the year ended December 31, 2025, as compared to net cash used in operating activities of \$927,368 for the year ended December 31, 2024, this increase was primarily due to the increases in general and administrative and professional fees expense.

Net cash used in investing activities was \$1,931,604 for the year ended December 31, 2025, as compared to net cash used in operating activities of \$0 for the year ended December 31, 2024, this increase was primarily due to the capitalization of research and development costs and purchase of property and equipment.

Net cash provided by financing activities was \$3,943,031 for the year ended December 31, 2025, as compared to the net cash provided by investing activities of \$753,333 for the year ended December 31, 2024. This increase is due to \$1,100,000 in proceeds from sale of Class A common stock, \$136,667 of receipts from subscriptions receivable and \$2,706,364 in advance payables.

### Related Party Transactions

For information on related party transactions and their financial impact, see Note 3 to the financial statements.

### Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements. These financial statements are prepared in accordance with GAAP, which requires us to make estimates and assumptions that affect the reported amounts of our assets and liabilities and revenues and expenses, to disclose contingent assets and liabilities on the date of the consolidated financial statements, and to disclose the reported amounts of revenues and expenses incurred during the financial reporting period. We continue to evaluate the estimates and assumptions that we believe to be reasonable under the circumstances. We rely on these evaluations as the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. We believe critical accounting policies reflect the more significant judgments and estimates used in preparation of our consolidated financial statements.

### Revenue Recognition

The Company recognizes revenue in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 606, “Revenue from Contracts with Customers”. Revenues are recognized when control is transferred to customers in amounts that reflect the consideration the Company expects to be entitled to receive in exchange for those goods. Revenue recognition is evaluated through the following five steps: (i) identification of the contract, or contracts, with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations in the contract; and (v) recognition of revenue when or as a performance obligation is satisfied.

### **Research and Development Costs**

The Company capitalizes costs in accordance with ASC 985-20 “Software – Costs of Software To Be Sold, Leased, or Marketed.” Beginning January 1, 2025, as technological feasibility had been established, all internal software development costs are capitalized until the product is available for general release to customers.

Judgment is required in determining when technological feasibility of a product is established. We have determined that technological feasibility for our software products is reached after all high-risk development issues have been resolved through coding and testing. Generally, this occurs shortly before the commencement of product sales. The amortization of these costs is included in cost of revenue over the estimated life of the products, which the Company has determined to be three years.

In 2024, the Company expensed research and development costs as incurred. Research and development activities primarily include the design, development, and testing of new products, technologies, or significant improvements to existing products. Costs incurred in connection with these activities, including salaries and benefits of personnel directly engaged in R&D, materials and supplies used in the development process, third-party development costs, are charged to expenses as incurred.

### **Recently Issued Accounting Pronouncements**

In 2024, the FASB issued Accounting Standards Update 2024-03, which requires the disaggregated disclosure of certain costs and expenses on an interim and annual basis. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027 and can be applied prospectively with the option for retrospective application to all prior periods presented in the financial statements, with early adoption permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

### **Off-Balance Sheet Arrangements**

As of December 31, 2025, we did not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources, that is material to investors.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable for smaller reporting companies.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements and related financial statement schedules required to be filed are listed in the Index to Financial Statements and are incorporated herein and in Item 15 of Part IV of this Annual Report on Form 10-K.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On March 24, 2026, the Board of Directors received a letter from Chaikin, Cohen, Rubin & Co. (“CCR”) resigning as the Company’s independent registered public accounting firm, effective as of March 10, 2026. The Board of Directors accepted CCR’s resignation as of March 25, 2026.

The resignation letter noted that CCR had to discontinue their engagement due to internal considerations on CCR’s part and their decision was entirely unrelated to the Company. CCR has served as the Company’s independent registered public accounting firm since June 1, 2025.

The report of CCR on the consolidated financial statements of the Company for the fiscal year ended December 31, 2024 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle, other than an explanatory paragraph relating to the Company’s ability to continue as a going concern.

During the Company’s fiscal years ended December 31, 2024, and subsequent interim period through March 10, 2026, there were no (i) disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K) between the Company and CCR on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures that, if not resolved to CCR’s satisfaction, would have caused CCR to make reference to the matter in its reports on the Company’s consolidated financial statements; or (ii) “reportable events” as defined in Item 304(a)(1)(v) of Regulation S-K.

On March 25, 2026, the Board appointed Barzily & Co. (“Barzily”) to serve as the Company’s independent registered public accounting firm, effective as of March 18, 2026.

During the Company’s fiscal years ended December 31, 2024 and 2023 and the subsequent interim period through March 18, 2026, neither the Company nor anyone on its behalf consulted Barzily regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, and no written report or oral advice was provided by Barzily to the Company that Barzily concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing, or financial reporting issue, or (ii) any matter that was either the subject of a disagreement (as described in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a “reportable event” (as described in Item 304(a)(1)(v) of Regulation S-K).

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

As of December 31, 2025, we carried out an evaluation required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), under the supervision and with the participation of our management, including our Chief Executive Officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rule 13a-15(e). Disclosure controls and procedures are designed with the objective of ensuring that (i) information required to be disclosed in an issuer’s reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) information is accumulated and communicated to management, including our Chief Executive Officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Based on that evaluation, our Chief Executive Officer and principal financial officer concluded that, as of December 31, 2025, our disclosure controls and procedures were not effective. The ineffectiveness of our disclosure controls and procedures was due to the existence of the following material weakness:

- We did not maintain a sufficient complement of personnel with the appropriate level of technical accounting expertise to support effective controls, compounded by limitations in our financial reporting system, which required extensive manual reconciliation processes that lacked sufficient review and documentation, and we relied on outsourced or part-time chief financial officer/controller arrangements.

## **Management’s Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2025, based on the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). Based on this evaluation, our management concluded that our internal control over financial reporting was not effective as of December 31, 2025.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Management necessarily applied its judgment in assessing the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Because of the inherent limitations in a control system, misstatements due to error or fraud may occur and may not be detected.

This annual report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding the Company’s internal control over financial reporting. We were not required to have, nor have we engaged our independent registered public accounting firm to perform, an audit on our internal control over financial reporting pursuant to the rules of the SEC that permit us to provide only management’s report in this annual report on Form 10-K.

## **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting during the three months ended December 31, 2025 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

## **ITEM 9B. OTHER INFORMATION**

On May 19, 2026, the Company filed a Certificate of Correction with the Secretary of State of the State of Nevada.

The Company previously filed, on January 29, 2024, with the Secretary of State of the State of Nevada a Certificate of Amendment (the “Stock Split Certificate of Amendment”) to the Company’s Amended and Restated Articles of Incorporation (the “Articles”) which, among other things, purportedly effectuated a 4-for-1 forward split of the Company’s Class B common stock, purportedly resulting in the 10,000,000 shares of issued and outstanding Class B common stock being split into 40,000,000 shares of Class B common stock (the “Class B Forward Split”), but the Articles only authorized 10,000,000 shares of Class B common stock. The Company intended to include in the Stock Split Certificate of Amendment an increase of the number of authorized shares of common stock from 250,000,000 shares to 280,000,000 shares, and to increase the number of authorized shares of Class B common stock from 10,000,000 shares to 40,000,000 shares (collectively, the “Increase of Authorized Shares”). As a result of the Increase of Authorized Shares not being included in the Stock Split Certificate of Amendment, the number of shares Class B common stock purported to result from the Class B Forward Split exceeded the number of authorized shares of Class B common stock. On and following January 29, 2024 (the “Intended Issuance Date”), the Company operated as though the Stock Split Certificate of Amendment had included the Increase of Authorized Shares and was validly in effect, and as though the Increase of Authorized Shares was validly effectuated on the Intended Issuance Date.

As a result of the filing of the Certificate of Correction, the Stock Split Certificate of Amendment was amended, effective as of the Intended Issuance Date, to (i) increase the number of authorized shares of common stock from 250,000,000 shares to 280,000,000 shares, and (ii) increase the number of authorized shares of Class B common stock from 10,000,000 shares to 40,000,000 shares.

The foregoing description of the Certificate of Correction is qualified in its entirety by reference to the full text of the Certificate of Correction, a copy of which is filed as Exhibit 3.9 to this Annual Report on Form 10-K and is incorporated herein by reference.

## **ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth the names, positions and ages of our directors and executive officers as of May 28, 2026. Our directors are elected by our stockholders at each annual meeting and serve until their successors are elected and qualified. Officers are appointed by our Board of Directors and their terms of office are at the discretion of our Board.

Name	Age	Position(s)
Darko Horvat	59	Chief Executive Officer and Chairman of the Board
Nevenka Cresnar Pergar	64	Director
Andrej Rucigaj	63	Director

Biographical information concerning our directors and executive officers listed above is set forth below.

**Darko Horvat** – Darko Horvat has served as our Chief Executive Officer and Chairman of the Board since September 2025. He brings more than three decades of international finance, capital markets, technology, and corporate leadership experience. Prior to joining the Company and for a period for more than five years, Mr. Horvat served as a private investor and as Executive Chairman of The Horvat Family Office. Recognized as a Young Global Leader by the World Economic Forum in Davos in 2010, he has built, scaled, managed and advised companies across industries and continents, while leading complex, high-value cross-border transactions. Mr. Horvat’s entrepreneurial journey began in Slovenia in 1989, where he launched new businesses and entered joint ventures with international corporations and financial institutions. In the early 1990s, he founded and built the country’s largest regulated closed-end fund management company, cementing his reputation as one of Europe’s leading financial innovators. By 1995, he had expanded into global markets, executing investments and transactions across the United States, Europe, Asia, and the Middle East. In 2002, he founded The Horvat Family Office, London, where he has served as Executive Chairman, overseeing investments across technology, pharmaceuticals, industrial conglomerates, and financial services. Over the course of his career, Mr. Horvat has structured multi-billion-dollar transactions, engineered pivotal exits, and guided companies through global expansion, IPOs, and complex corporate restructurings. He has also advised international investment firms on governance, strategy, and growth. Mr. Horvat holds a Bachelor of Science in Electrical Engineering from the University of Ljubljana, an MBA from Clemson University, and an honorary doctorate from the University of Haifa.

**Nevenka Cresnar Pergar** – Ms. Pergar has served as a member of our Board since 2024. In addition, from May 2024 to September 2025, she also served as our interim President, Chief Executive Officer and Chairman of the Board. Ms. Pergar is the owner and director of NP Consulting, an independent advisory firm providing legal and business consultancy services. She has served in this capacity for over five years. She specializes in advising foreign investors on entering the Slovenian market and supports Slovenian companies in identifying and evaluating strategic investment opportunities. Her experience also includes working with foreign investors on major real estate development projects. Previously, she worked for one of the largest private equity funds in Slovenia and has held leadership roles on the supervisory boards of prominent companies such as the Port of Koper, European Architectural Systems, LUX (owners of Trimo Trebnje), and served as a non-executive director on the Board of Directors of NEPI. From 1998 to 2003, she was a member of two Slovenian governments, serving as Secretary General and later as Junior Minister for Public Administration, following her earlier role in the Ministry of Economy from 1988 to 1995. Mrs. Pergar holds a law degree from the University of Ljubljana and an MBA in finance from Clemson University, South Carolina, USA. She currently serves as a member of the Board of Governors and Chair of the Investment Committee at AmCham Slovenia and is a member of the Managers’ Association of Slovenia.

**Andrej Rucigaj** - Andrej Rucigaj has served as a member of our Board since 2023. Mr. Rucigaj has been a private investor for over five years, and is a visionary investment executive and accomplished C-suite leader with over 25 years of global experience in private equity, corporate restructuring, and strategic advisory. Renowned for his expertise in high-value and tech-driven investments, he has successfully led complex, multi-million-euro transactions and driven business transformations across Switzerland, Germany, the UK, the Netherlands, and Southeastern Europe. Currently focused on strategic investments in AI-powered enterprises, Andrej leverages his deep financial insight to identify and scale emerging technology ventures. His core strengths include private equity, venture capital, mergers and acquisitions, strategic exits, and global portfolio management, with a focus on the energy, industrials, and technology sectors. A trusted board-level advisor, he is known for his leadership in corporate governance and cross-border investment strategies. Andrej holds an MBA from INSEAD and a B.Sc. in Electrical Engineering from ETH Zurich.

**Family Relationships.** There are no family relationships among our directors or executive officers.

**Involvement in Certain Legal Proceedings.** None of our directors or executive officers has been involved in any of the following events during the past 10 years:

- any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences);
- being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; or
- being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

### ***Board Leadership Structure and Board's Role in Risk Oversight***

We have not separated the positions of Chairman of the Board and Chief Executive Officer. Mr. Horvat has served as our Chairman of the Board and Chief Executive Officer since September 2025. We believe that combining the positions of Chairman and Chief Executive Officer allows for focused leadership of our organization which benefits us in our relationships with investors, customers, suppliers, employees and other constituencies. We believe that consolidating the leadership of the Company under Mr. Horvat is the appropriate leadership structure for our Company at this time. However, no single leadership model is right for all companies and at all times. The Board recognizes that depending on the circumstances, other leadership models, such as the appointment of a lead independent director, might be appropriate. Accordingly, the Board may periodically review its leadership structure.

Our Board is generally responsible for the oversight of corporate risk in its review and deliberations relating to our activities. Our principal source of risk falls into the financial category. The Board oversees management of financial risks, and our Board regularly reviews information regarding our cash position, liquidity and operations, as well as the risks associated with each. The Board regularly reviews plans, results and potential risks related to our business. The Board is also expected to oversee risk management as it relates to our compensation plans, policies and practices for all employees including executives and directors, particularly whether our compensation programs may create incentives for our employees to take excessive or inappropriate risks which could have a material adverse effect on the Company.

### ***Director Independence***

Our Board has undertaken a review of the independence of each director. Based on information provided by each director concerning his or her background, employment and affiliations, our Board has determined that Ms. Perger does not have a material relationship with us that could compromise her ability to exercise independent judgment in carrying out her responsibilities and that Ms. Perger is "independent" as that term is defined under the listing standards of Nasdaq.

### ***Corporate Governance***

Our Board has not established any committees, including an audit committee, a compensation committee or a nominating committee, or any committee performing a similar function. The functions of those committees are being undertaken by our Board.

We do not have a policy regarding the consideration of any director candidates that may be recommended by our stockholders, including the minimum qualifications for director candidates, nor have our officers and directors established a process for identifying and evaluating director nominees. We have not adopted a policy regarding the handling of any potential recommendation of director candidates by our stockholders, including the procedures to be followed. Given our relative size, we do not anticipate that any of our stockholders will make such a recommendation in the near future. In the event such a proposal is made, all current members of our Board will participate in the consideration of director nominees.

Our securities are not quoted on an exchange that has requirements that a majority of our Board members be independent and we are not currently otherwise subject to any law, rule or regulation requiring that all or any portion of our Board of Directors include "independent" directors, nor are we required to establish or maintain an audit committee or other committee of our Board. Until such time as our Company further develops our business, achieves a stronger revenue base and has sufficient working capital to purchase directors' and officers' insurance, we do not have any immediate plans to establish an audit committee and attract an independent director who will qualify as an audit committee financial expert.

### ***Procedures for Contacting the Board***

The Board has established a process for stockholders and other interested parties to send written communications to the Board or to individual directors, as applicable. Such communications should be addressed to:

Global AI, Inc. Board of Directors  
c/o Global AI, Inc.  
110 Front Street, Suite 300  
Jupiter, FL 33477

The Board has instructed the Chairman to promptly forward all communications so received to the full Board or the individual Board member(s) specifically addressed in the communication. Comments or questions regarding our accounting, internal controls or auditing matters, our compensation and benefit programs, or the nomination of directors and other corporate governance matters will remain with the full Board.

Depending on the subject matter, the Company's Chairman will:

- Forward the communication to the director or directors to whom it is addressed;
- Attempt to handle the inquiry directly, for example, where it is a request for information about our Company or if it is a stock-related matter; or
- Not forward the communication if it is primarily commercial in nature or if it relates to a topic that is not relevant to the Board or is otherwise improper.

***Code of Ethics.*** The Company adopted the Code of Ethics and Business Conduct (the "Code of Ethics"), which applies to all of its directors, officers (including our principal executive officer, principal financial officer, principal accounting officer or controller, and any person performing similar functions) and employees. The Code of Ethics is available on our website at [investors.global.ai/](http://investors.global.ai/).

We are required to disclose any amendment to, or waiver from, a provision of our code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer, controller, or persons performing similar functions. We intend to use our website as a method of disseminating this disclosure, as permitted by applicable SEC rules. Any such disclosure will be posted to our website within four business days following the date of any such amendment to, or waiver from, a provision of our code of ethics.

***Insider Trading Arrangements and Policies.*** We have adopted an insider trading policy (the "Insider Trading Policy") that governs the purchase, sale, and/or other transactions of our securities by our directors, officers and employees. A copy of our insider trading policy has been filed with the SEC and is available on our website at [investors.global.ai/](http://investors.global.ai/). In addition, with regard to us trading in our own securities, it is our policy to comply with the federal securities laws and the applicable exchange listing requirements in all respects.

***Anti-Hedging Policy.*** Under the terms of our Insider Trading Policy, we prohibit each officer, director and employee, and each of their family members and controlled entities, from engaging in certain forms of hedging or monetization transactions. Such transactions include those, such as zero-cost collars and forward sale contracts, that would allow them to lock in much of the value of their stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock, and to continue to own the covered securities but without the full risks and rewards of ownership.

## ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth certain information concerning the compensation of our “named executive officers” (as defined in Regulation S-K Item 402(m)), during the last two fiscal years.

**2025 Summary Compensation Table**

<b>Name &amp; Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Stock Awards</b>	<b>Option Awards</b>	<b>Non-Equity Incentive Plan</b>	<b>Non-Qualified Deferred Compensation Earnings</b>	<b>All Other Compensation</b>	<b>Total</b>
Darko Horvat, Chief Executive Officer (1)	2025	-	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-	-
Nevenka Cresnar Pergar, Former Interim Chief Executive Officer (2)	2025	-	-	-	-	-	-	-	-
	2024	62,100	-	-	-	-	-	-	62,100

(1) Mr. Horvat was appointed Chief Executive Officer on September 12, 2025.

(2) Ms. Pergar ceased to be an executive officer of the Company on September 12, 2025.

### Narrative Description of Named Executive Officer Compensation

The named executive officers did not receive any compensation for their services as executive officers in 2025. For information regarding Ms. Perger’s compensation for her services as a director, see “Director Compensation.”

On September 19, 2025, the Company and Mr. Horvat entered into the Horvat Agreement, effective as of September 1, 2025. Pursuant to the terms of the Horvat Agreement, the Company agreed to pay Mr. Horvat an initial annual base salary of \$650,000. Mr. Horvat was also eligible for annual incentive compensation targeted at 50% of base salary, subject to performance against key performance indicators established by the Board of Directors.

The Horvat Agreement also provided for equity incentives, including:

- Time-based stock option grant equal to 2.5% of outstanding equity, vesting over four years with a one-year cliff;
- Milestone-based stock option grant equal to 2.5% of outstanding equity, vesting over four years upon achievement of performance milestones; and
- Market capitalization restricted stock unit milestone grants, with awards valued at \$18.75 million to \$37.5 million upon achievement of certain market capitalization thresholds, subject to Board approval and liquidity conditions.

In addition, Mr. Horvat was entitled to a sale bonus equal to 1% of enterprise value upon consummation of a qualifying change of control transaction with a pre-determined enterprise value.

Shortly after entering into the Horvat Agreement, the Company and Mr. Horvat determined that they wished to terminate the Horvat Agreement, although Mr. Horvat would continue to serve as a non-employee Chief Executive Officer. The Company and Mr. Horvat memorialized this understanding in the Horvat Termination Agreement, dated as of May 13, 2026, by and between the Company and Mr. Horvat. Pursuant to the Horvat Termination Agreement, the termination of the Horvat Agreement was deemed effective as of September 19, 2025.

Mr. Horvat continued to serve as Chief Executive Officer following termination of the Horvat Agreement and entry into the Termination Agreement.

**Outstanding Equity Awards at 2025 Fiscal Year End.** There were no outstanding equity awards as of December 31, 2025.

**Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Nonpublic Information**

We do not have any formal policy that requires us to grant, or avoid granting, stock options at particular times. If options are to be granted, the Board generally would seek to grant annual stock option awards after its Annual Report on Form 10-K has been filed. The timing of any stock option grants in connection with new hires, promotions, or other non-routine grants is tied to the event giving rise to the award (such as an employee's commencement of employment or promotion effective date). As a result, in all cases, the timing of grants of stock options occurs independent of the release of any material nonpublic information, and we do not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

No stock options were issued to executive officers in 2025 during any period beginning four business days before the filing of a periodic report or current report disclosing material non-public information and ending one business day after the filing or furnishing of such report with the SEC.

**Director Compensation**

Except as set forth below, we did not pay any compensation or make any equity awards or non-equity awards to any of our non-employee directors during fiscal year 2025. Directors may be reimbursed for travel and other expenses directly related to their activities as directors. Directors who also serve as employees receive no additional compensation for their service as directors.

**2025 Director Compensation**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Total (\$)
Nevenka Cresnar Pergar	70,398(1)	-	70,398(1)

(1) Represents fees earned for services provided as a member of the Board.

**Global Equity Incentive Plan (2026)**

On January 30, 2026, the Board and the Company's majority stockholder approved the Equity Plan. The Equity Plan provides for the grant of equity-based awards to employees, directors and other service providers of the Company and its affiliates. A total of 15,000,000 shares of the Company's Class A common stock has been reserved for issuance under the Equity Plan.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth, as of May 28, 2026, certain information with respect to the beneficial ownership of shares of our Class A common stock by: (i) each person known to us to be the beneficial owner of more than 5% of our outstanding shares of Class A common stock, (ii) each director or nominee for director of our Company, (iii) each of the named executive officers, and (iv) our directors and executive officers as a group. Unless otherwise indicated, the address of each shareholder is c/o our Company at our principal office address:

Beneficial Owners	Amount and Nature of Beneficial Ownership (1)	Percent of Class (2)
<b>Named Executive Officers and Directors:</b>		
Darko Horvat	82,327,864(3)	53.16%
Nevenka Cresnar Pergar	400,000	*
Andrej Rucigaj	-	*
Executive Officers and Directors as a Group (3 persons)	82,727,864(3)	53.42%
<b>Other 5% Stockholders:</b>		
Danko Djunic	11,400,000	9.92%
GlobalTI Tech Investment GmbH	11,400,000	9.92%
Marktflagge GmbH	14,600,000	12.71%
Puma Brandenburg Ventures Limited	15,400,000	13.41%

\* Less than 1%.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC which generally attribute beneficial ownership of securities to persons who possess sole or shared voting power and/or investment power with respect to those securities. Unless otherwise indicated, voting and investment power are exercised solely by the person named above or shared with members of such person's household. This includes any shares such person has the right to acquire within 60 days.
- (2) Percent of class is calculated on the basis of 114,862,024 shares of Class A common stock outstanding on May 28, 2026. As of May 28, 2026, there were 40,000,000 shares of Class B common stock outstanding. Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder.
- (3) Represents (i) 42,327,864 shares of Class A common stock, and (ii) 40,000,000 shares of Class B common stock. The Class A common stock and the Class B common stock vote together as a single class on all matters, including the election of directors. Each share of Class A common stock has one vote per share and each share of Class B common stock has 50 votes per share. Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder.

## Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 31, 2025, regarding our compensation plans under which equity securities are authorized for issuance:

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by security holders	-	-	-
Equity compensation plans not approved by security holders	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

As of December 31, 2025, we did not have any compensation plans under which equity securities were authorized for issuance. On January 30, 2026, the Board and our majority stockholder approved the Equity Plan. The Equity Plan provides for the grant of equity-based awards to employees, directors and other service providers of the Company and its affiliates. A total of 15,000,000 shares of the Company's Class A common stock has been reserved for issuance under the Equity Plan. As of May 28, 2026, there were 12,300,000 shares of Class A common stock available for award under the Equity Plan.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

### *Policies and Procedures for Related Party Transactions*

Under Item 404 of Regulation S-K, a related person transaction is any actual or proposed transaction, arrangement or relationship or series of similar transactions, arrangements or relationships, including those involving indebtedness not in the ordinary course of business, to which we or our subsidiary were or are a party, or in which we or our subsidiary were or are a participant, in which the amount involved exceeded or exceeds the lesser of \$120,000 or 1% of the average of our total assets at year-end for the last two completed fiscal years and in which any of our directors, nominees for director, executive officers, beneficial owners of more than 5% of any class of our voting securities (a "significant shareholder"), or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest.

We recognize that transactions between us and any of our directors or executives or with a third party in which one of our officers, directors or significant shareholders has an interest can present potential or actual conflicts of interest and create the appearance that our decisions are based on considerations other than the best interests of our Company and stockholders.

We do not have a written policy for the review, approval or ratification of transactions with related parties or conflicted transactions. When such transactions arise, they are referred to our Board of Directors for its consideration.

From time to time, we engage in transactions with related parties. The following is a summary of the related party transactions during the fiscal years ended December 31, 2025 and 2024, and any proposed transactions, requiring disclosure pursuant to Item 404 of Regulation S-K. We believe the terms obtained or consideration that we paid or received, as applicable, in connection with the transactions described below were comparable to terms available or the amounts that would be paid or received, as applicable, in arm's-length transactions.

### *Related Party Transactions*

As of December 31, 2025, and 2024, the Company had an outstanding balance of \$4,909,270 and \$390,000, respectively, due to funds received from a related party and amounts paid directly by the related party to subcontractors and other service providers of the Company. The Company is in discussions with the related party as to formalizing an agreement related to services performed on behalf of the Company.

These advance payables carry no interest and do not have a maturity date. The cash proceeds from these advances were used for operating purposes.

### *Director Independence*

Our Board has undertaken a review of the independence of each director. Based on information provided by each director concerning his or her background, employment and affiliations, our Board has determined that Ms. Perger does not have a material relationship with us that could compromise her ability to exercise independent judgment in carrying her responsibilities and that Ms. Perger is "independent" as that term is defined under the listing standards of Nasdaq.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

CCR served as the Company's independent registered public accounting firm until March 10, 2026. Effective March 25, 2026, the Board appointed Barzily to serve as the Company's independent registered public accounting firm.

We do not currently have an audit committee; however it is our policy to have all audit and audit-related fees pre-approved by the Board of Directors. The Board of Directors reviews and approves audit and permissible non-audit services performed by its independent registered public accounting firm, as well as the fees charged for such services.

In the Board's review of audit and non-audit services performed by the Company's independent registered public accounting firm, the Board of Directors considered whether the provision of such services is compatible with maintaining independence. All of the services provided, and fees charged, by our independent registered public accounting firm in 2025 and 2024 were approved by the Board of Directors.

The following table shows the fees that were billed for the audit and other services provided by Barzily and CCR for the fiscal years ended December 31, 2025 and 2024:

	Barzily		CCR	
	2025	2024	2025	2024
Audit Fees (1)	\$ 54,000	\$ -	\$ -	\$ 65,000
Audit-related Fees (2)	-	-	-	-
Tax Fees (3)	-	-	-	-
All Other Fees (4)	-	-	-	5,200

(1) Audit Fees: This category includes the audit of our annual financial statements, review of financial statements included in our Quarterly Reports on Form 10-Q and services that are normally provided by the independent registered public accounting firm in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

(2) Audit-Related Fees: This category consists of assurance and related services by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees." No audit-related fees were billed by our independent registered public accounting firm for the fiscal years ended December 31, 2025 or 2024.

(3) Tax Fees: This category consists of professional services rendered by our independent registered public accounting firm for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice. No tax fees were billed by our independent registered public accounting firm for the fiscal years ended December 31, 2025 or 2024.

(4) All Other Fees: This category consists of fees for other miscellaneous items.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### (a)(1) Financial Statements

The financial statements and Report of Independent Registered Public Accounting Firm are listed in the "Index to Financial Statements" below and are included beginning on page F-1 hereto.

#### (2) Financial Statement Schedules

All schedules for which provision is made in the applicable accounting regulations of the SEC are either not required under the related instructions, are not applicable (and therefore have been omitted), or the required disclosures are contained in the financial statements included herein.

#### INDEX TO FINANCIAL STATEMENTS

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<a href="#">Report of Independent Registered Public Accounting Firm</a> (PCAOB ID No. 2015)	F-1
<a href="#">Consolidated Balance Sheets</a>	F-3
<a href="#">Consolidated Statements of Operations</a>	F-4
<a href="#">Consolidated Statements of Changes in Stockholders' Deficit</a>	F-5
<a href="#">Consolidated Statements of Cash Flows</a>	F-6
<a href="#">Notes to the Consolidated Financial Statements</a>	F-7

#### (3) Exhibits

We hereby file as part of this annual report the exhibits listed in the Exhibit Index immediately preceding the signature page hereto. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference facilities maintained by the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates or on the SEC website at [www.sec.gov](http://www.sec.gov).



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Global AI, Inc.

### *Opinion on the Financial Statements*

We have audited the accompanying consolidated balance sheet of Global AI, Inc. and its subsidiaries (“the Company”) as of December 31, 2025 and 2024, the related consolidated statement of operations and comprehensive income, changes in stockholders’ deficit and cash flows, for the years then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations, and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

### **Restatement of Previously Issued Financial Statements**

As discussed in Note 1 to the financial statements, the Company has restated its previously issued 2024 consolidated financial statements to correct a misstatement.

### **Reaudit of 2024 Financial Statements**

The consolidated financial statements of the Company as of and for the year ended December 31, 2024, before the effects of the restatement described in Note 1, were previously audited by another independent registered public accounting firm.

Subsequent to our appointment as the Company’s independent registered public accounting firm, we performed a reaudit of the Company’s consolidated financial statements as of and for the year ended December 31, 2024 in accordance with the standards of the Public Company Accounting Oversight Board (“PCAOB”). We have obtained sufficient appropriate audit evidence to support our opinion on the 2024 consolidated financial statements included herein.

Accordingly, our opinion on the accompanying consolidated financial statements as of and for the year ended December 31, 2024 is based solely on our audit procedures and reaudit procedures, and not on the report of the predecessor auditor

### *Going concern*

The accompanying financial statements are presented on a going-concern basis. As discussed in Note 2 to the consolidated financial statements, the Company does not have sufficient existing cash resources to fund its current limited operations. The Company has suffered losses from operations, has a working capital deficiency and cash used in operating activities. These matters, among others, raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plan regarding to these matters are also described in Note 2. The financial statements do not include any adjustments for the values of assets and liabilities and their classification that may be necessary in the event that the Company is no longer able to continue its operations as a going concern.

### *Basis for Opinion*

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### ***Critical Audit Matter***

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the board of Directors and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

### ***Capitalization of Software Development Costs***

As described in Note 1 to the financial statements, the Company capitalizes certain costs associated with the Software development of its proprietary software platform once technological feasibility has been established. For the year ended December 31, 2025, the Company capitalized \$3,664,957 of Software development costs.

Significant judgment required by management in determining:

- the point at which technological feasibility is achieved, and
- whether costs incurred subsequent to that point qualify for capitalization.

This determination involves subjective assessments of project progress, technical milestones, and the nature of activities performed, which directly impact the timing and amount of expense recognition.

How the Matter Was Addressed in the Audit:

Our audit procedures related to the capitalization of software development costs included, among others:

- Evaluating management's policies for capitalization and assessing their consistency with applicable accounting standards.
- Assessing the determination of technological feasibility by reviewing project documentation, Consulted with in house leader in the field, holding discussions with engineering and product personnel and evaluating whether feasibility was established in accordance with the Company's stated policy.
- Testing a sample of capitalized costs by examining underlying agreements with contractors and payments, evaluating whether activities performed were directly attributable to development efforts and assessing whether such costs were incurred after technological feasibility.
- Evaluating the completeness and accuracy of capitalization cut-off, including comparing capitalized costs to project timelines and release dates.
- Assessing disclosures in the financial statements for adequacy and consistency with the underlying accounting.

We have served as the Company's auditors since 2026.

*/s/ Barzily and Co. CPAs*  
\_\_\_\_\_  
BARZILY AND CO., CPA's  
Jerusalem, Israel  
May 28, 2026

**GLOBAL AI, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
	(Restated)	
<b>ASSETS:</b>		
Current Assets:		
Cash	\$ 77,200	\$ 9,929
Accounts receivable, net	124,778	29,128
Prepaid Expenses	113,665	—
<b>Total current assets</b>	<u>315,643</u>	<u>39,057</u>
Long-term deposit	703	—
Property and equipment, net	67,397	—
Capitalized research and development costs	3,664,957	—
<b>TOTAL ASSETS</b>	<u>\$ 4,048,700</u>	<u>\$ 39,057</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable	\$ 591,104	\$ 299,918
Advance payable – related party	4,909,270	390,000
Deferred revenue	98,932	—
Accrued expenses	231,128	30,923
Current tax liabilities	43,037	8,108
<b>Total current liabilities</b>	<u>5,873,471</u>	<u>728,949</u>
<b>TOTAL LIABILITIES</b>	<u>5,873,471</u>	<u>728,949</u>
<b>STOCKHOLDERS' DEFICIT:</b>		
Class A common stock, \$0.001 par value; 240,000,000 shares authorized; 114,898,024 and 114,348,024 issued and outstanding as of December 31, 2025, and December 31, 2024, respectively	114,898	114,348
Class B common stock, \$0.001 par value; 40,000,000 shares authorized; 40,000,000 issued and outstanding as of December 31, 2025, and December 31, 2024	40,000	40,000
Additional paid-in capital	3,444,365	2,208,248
Accumulated deficit	(5,424,034)	(3,052,488)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<u>(1,824,771)</u>	<u>(689,892)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 4,048,700</u>	<u>\$ 39,057</u>

The accompanying notes are an integral part of these consolidated financial statements.

**GLOBAL AI, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31, 2025	Year Ended December 31, 2024
<b>Revenues:</b>		
Revenues	\$ 143,838	\$ 24,896
Cost of revenues	101,445	15,344
<b>Gross Profit</b>	<b>42,393</b>	<b>9,552</b>
<b>Operating expenses:</b>		
General and administrative expenses	769,980	324,042
Research and development	—	44,307
Sales and marketing	203,109	—
Professional fees	1,377,716	642,298
<b>Total Operating Expenses</b>	<b>2,350,805</b>	<b>1,010,647</b>
<b>LOSS FROM OPERATIONS</b>	<b>(2,308,412)</b>	<b>(1,001,095)</b>
<b>Other expenses:</b>		
Financial expenses, net	(28,105)	—
<b>Total Other Expense, net</b>	<b>(28,105)</b>	<b>—</b>
<b>Net loss before taxes</b>	<b>(2,336,517)</b>	<b>(1,001,095)</b>
Income tax expense	35,029	—
<b>Net loss</b>	<b>\$ (2,371,546)</b>	<b>\$ (1,001,095)</b>
Net loss per share (Class A and Class B), basic and diluted	\$ (0.02)	\$ (0.01)
Weighted average shares outstanding (Class A and Class B), basic and diluted	154,862,024	154,348,024

The accompanying notes are an integral part of these consolidated financial statements.

**GLOBAL AI, INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, AND 2024**

	Class A Common Stock		Class B Common Stock		Additional Paid In Capital	Stock Receivable	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
<b>Balance as of December 31, 2024</b>	<u>114,348,024</u>	<u>114,348</u>	<u>40,000,000</u>	<u>40,000</u>	<u>2,344,915</u>	<u>(136,667)</u>	<u>(3,052,488)</u>	<u>(689,892)</u>
Common stock issued in offering	550,000	550	—	—	1,099,450	—	—	1,100,000
Cash received from subscription receivable	—	—	—	—	—	136,667	—	136,667
Net Loss	—	—	—	—	—	—	(2,371,546)	(2,371,546)
<b>Balance as of December 31, 2025</b>	<u>114,898,024</u>	<u>114,898</u>	<u>40,000,000</u>	<u>40,000</u>	<u>3,444,365</u>	<u>—</u>	<u>(5,424,034)</u>	<u>(1,824,771)</u>

  

	Class A Common Stock		Class B Common Stock		Additional Paid In Capital	Stock Receivable	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
<b>Balance as of December 31, 2023</b>	<u>114,348,024</u>	<u>114,348</u>	<u>40,000,000</u>	<u>40,000</u>	<u>2,344,915</u>	<u>(500,000)</u>	<u>(2,051,393)</u>	<u>(52,130)</u>
Cash received from subscription receivable	—	—	—	—	—	363,333	—	363,333
Net Loss	—	—	—	—	—	—	(1,001,095)	(1,001,095)
<b>Balance as of December 31, 2024 (Restated)</b>	<u>114,348,024</u>	<u>114,348</u>	<u>40,000,000</u>	<u>40,000</u>	<u>2,344,915</u>	<u>(136,667)</u>	<u>(3,052,488)</u>	<u>(689,892)</u>

The accompanying notes are an integral part of these consolidated financial statements.

**GLOBAL AI, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b> (Restated)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (2,371,546)	\$ (1,001,095)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	11,453	—
Changes in operating assets and liabilities:		
Increase in accounts receivable	(95,650)	(29,128)
(Increase) decrease in prepaid expenses	(113,665)	1,095
Increase in accounts payable and accrued liabilities	625,252	98,751
Increase in payroll taxes payable	—	3,009
Net cash used in operating activities	\$ (1,944,156)	\$ (927,368)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capitalization of research and development costs	(1,852,051)	—
Increase in restricted deposit	(703)	—
Purchase of property and equipment	(78,850)	—
Net cash used in investing activities	\$ (1,931,604)	\$ —
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from sale of Class A common stock	1,100,000	—
Increase in advance payable – related party	2,706,364	390,000
Proceeds from subscription receivable	136,667	363,333
Net cash provided by financing activities	\$ 3,943,031	\$ 753,333
Net increase (decrease) in cash and cash equivalents	67,271	(174,035)
Cash and cash equivalents, beginning of the year	9,929	183,964
<b>Cash and cash equivalents, end of the year</b>	<b>\$ 77,200</b>	<b>\$ 9,929</b>
<b>Supplemental disclosures for cash flow information:</b>		
Cash paid during the year for interest	\$ —	\$ —
<b>Non-cash transactions:</b>		
Suppliers paid through advance payable - related party	\$ 1,812,906	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

**GLOBAL AI, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**Note 1 - Nature of Operations and Summary of Significant Accounting**

**Nature of Operations**

Global AI was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 6, 2009. In April 2009, the Company changed its name to My Catalogs Online, Inc. In November 2012, the Company changed its name to Bright Mountain Holdings, Inc. In August 2013, the Company changed its name to Wall Street Media Co, Inc.

On September 12, 2023, Ingenious Investment AG purchased, from its own funds, from existing shareholders of the Company, in a series of private transactions, a total of 99,777,864 shares of the Company’s Class A common stock, representing 92.7% of the outstanding shares of the Company’s Class A common stock at such time.

In October 2023, the Company changed its name to Global AI, Inc.

On February 6, 2024, Ingenious Investment AG transferred an aggregate of 58,988,932 shares of Series A common stock. As a result of such transfers:

- Darko Horvat, our current Chief Executive Officer and Chairman of the Board and a significant stockholder of the Company, acquired 16,388,932 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock;
- Nevenka Cresnar Pergar, a current member of our Board, acquired 400,000 shares of Class A common stock;
- Each of Danko Djunic, GlobalTI Tech Investment GmbH, and Marktflagge GmbH acquired 11,400,000 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock; and
- Weiss Media GmbH acquired 8,000,000 shares of Class A common stock, representing over 5% of our then-outstanding Class A common stock.

Messrs. Horvat and Djunic, GlobalTI Tech Investment GmbH, and Marktflagge GmbH continue to be significant stockholders of the Company.

On November 1, 2023, the Company issued 10,000,000 shares of Series B common stock to each of Ingenious Investment AG and Mr. Horvat for a purchase price of \$0.10 per share (representing an aggregate purchase price of \$500,000). On November 20, 2023, the Company issued an additional 10,000,000 shares of Series B common stock to each of Ingenious Investment AG and Mr. Horvat for a purchase price of \$0.10 per share (representing an aggregate purchase price of \$500,000).

On December 14, 2024, the Company established a subsidiary in Israel named GL AI Ltd. On September 5, 2025, the Company established a subsidiary in Romania named GLOBAL AI RO Ltd.

On January 24, 2025, Ingenious Investment AG sold 25,938,932 shares of Class A common stock and 20,000,000 shares of Class B common stock to Mr. Horvat. As a result of this transaction, Mr. Horvat held 42,327,864 shares of Class A common stock, representing approximately 53% of our total outstanding shares of Class A common stock. In addition, following this transaction, Mr. Horvat held (and, as of May 28, 2026, continued to hold) 40,000,000 shares of our Class B common stock. Each share of Class B common stock has 50 votes per share and is convertible into one share of Class A common stock at the option of the holder. Accordingly, following the closing of this transaction, as a result of Mr. Horvat’s Class B common stock ownership, Mr. Horvat, acting alone, was able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions.

The Company is engaged in the development and commercialization of an enterprise-grade agentic artificial intelligence (“AI”) platform (the “Agentic AI Platform”) and a suite of related agentic AI products. The Agentic AI Platform is designed to enable enterprises to discover, deploy, govern, measure, and continuously improve agentic AI-driven business operations across a broad range of industries, including regulated sectors such as banking, financial services, insurance, healthcare, and life sciences.

In parallel with its internal product development and organic growth, the Company has implemented a strategic mergers and acquisitions (“M&A”) program (the “M&A Program”), focused on identifying, acquiring, integrating, and further developing AI-based technology companies and assets. The Company’s M&A Program is concentrated on companies operating in agentic AI and adjacent AI technologies serving enterprises, institutions, and industries.

The Company believes that its combined strategy of organic product development and growth, together with strategic acquisitions through its M&A Program, will enable it to accelerate growth, broaden its addressable market, deepen its competitive position in the agentic AI sector, and create long-term value for its stockholders. There can be no assurance, however, that the Company will identify suitable acquisition targets, complete any contemplated acquisitions on favorable terms, or at all, or successfully integrate acquired businesses.

The Company’s stock is quoted on the OTCQB tier of the OTC Markets under the symbol “GLAI.”

**Restatement**

The Company has restated the consolidated financial statements at December 31, 2024 in order to correct certain balances previously recorded. Certain payments by an investor were initially classified as part of payments in respect of a previously signed investment agreement. Management determined that a portion of those funds were not related to the aforementioned investment agreements and were subsequently recorded as Advances Payable – Related Party.

In addition, the Company had previously presented all the classes of common stock as one line item on the consolidated balance sheet. As the shares of Class B common stock have different voting rights, the Company has determined that the two classes of common shares should be presented separately on the consolidated balance sheet.

<b>Consolidated Balance Sheet</b>	<b>As Previously Reported</b>	<b>Adjustment</b>	<b>As Restated</b>
Advance payable – related party	—	390,000	390,000

Class A common stock	154,348	(40,000)	114,348
Class B common stock	—	40,000	40,000
Additional paid-in capital	2,598,248	(390,000)	2,208,248

<b>Consolidated Statement of Cash Flows</b>	<b>As Previously Reported</b>	<b>Adjustment</b>	<b>As Restated</b>
Cash flows from financing activities			
Increase in advance payable - related party	—	390,000	390,000
Proceeds from subscription receivable	753,333	(390,000)	363,333

### **Principles of Consolidation and Basis of Presentation**

The consolidated financial statements include the accounts of Global AI Inc. and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

### **Basis of Presentation**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), as issued by the Financial Accounting Standards Board (“FASB”) and codified in the Accounting Standards Codification (“ASC”). These financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the Company’s financial position as of December 31, 2025, and the results of its operations and cash flows for the years ended December 31, 2025, and 2024.

These financial statements have been audited by an independent registered public accounting firm, as stated in their report included herein. The Company’s fiscal year ends on December 31.

## **Use of Estimates**

The financial statements are prepared in accordance with GAAP. These accounting principles require the Company to make certain estimates, judgments and assumptions. The Company believes that the estimates, judgments and assumptions upon which it relies are reasonable based upon information available at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. The financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. Significant estimates include the capitalization of research and development costs and the valuation allowance on deferred tax assets/liabilities.

## **Functional Currency**

The Company accounts for foreign currency transactions pursuant to ASC 830, "Foreign Currency Matters". The functional currency of the Company and its subsidiaries is the U.S. dollar, as the U.S. dollar is the currency of the primary economic environment in which the Company operates. The accompanying financial statements have been expressed in U.S. dollars. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statements of operations.

## **Cash and Cash Equivalents**

The Company considers all highly liquid investments with original maturities of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost, which approximates fair value. The Company did not have any cash equivalents as of December 31, 2025, or December 31, 2024.

## **Property and Equipment**

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recognized over an asset's estimated useful life using the straight-line method beginning on the date an asset is placed in service. The Company regularly evaluates the estimated remaining useful lives of the Company's property and equipment to determine whether events or changes in circumstances warrant a revision to the remaining period of depreciation. Maintenance and repairs are charged to expense as incurred. Depreciation expense for the years ended December 31, 2025, and 2024 was \$11,453 and \$0, respectively. Depreciation expense is included in capitalized research and development costs in the accompanying consolidated balance sheet.

## **Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses consist of monies owed to vendors and may contain estimates for services provided but not billed within the normal course of business.

## **Revenue Recognition**

The Company recognizes revenue in accordance with ASC Topic 606, "Revenue from Contracts with Customers". Revenues are recognized when control is transferred to customers in amounts that reflect the consideration the Company expects to be entitled to receive in exchange for those goods. Revenue recognition is evaluated through the following five steps: (i) identification of the contract, or contracts, with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations in the contract; and (v) recognition of revenue when or as a performance obligation is satisfied.

The Company's primary revenue is derived from developing and searching for AI based products, solutions, and services for its customers. Revenue is generally recognized over time, typically upon completion of services, which is the point at which control transfers to the customer.

## Research and Development Costs

The Company capitalizes costs in accordance with ASC 985-20 “Software – Costs of Software To Be Sold, Leased, or Marketed.” Beginning January 1, 2025, as technological feasibility had been established, all internal software development costs are capitalized until the product is available for general release to customers.

Judgment is required in determining when technological feasibility of a product is established. Management has determined that technological feasibility for its software products is reached after all high-risk development issues have been resolved through coding and testing. Generally, this occurs shortly before the commencement of product sales. The amortization of these costs is included in cost of revenue over the estimated life of the products, which the Company has determined to be three years. The Company evaluates the capitalized research and development costs once a year to determine if any impairment has occurred. The Company determined that there was no impairment to the value of the capitalized research and development costs as of December 31, 2025.

In 2024, the Company expensed research and development costs as incurred. Research and development activities primarily include the design, development, and testing of new products, technologies, or significant improvements to existing products. Costs incurred in connection with these activities, including salaries and benefits of personnel directly engaged in R&D, materials and supplies used in the development process, third-party development costs, were charged to expenses as incurred.

## Income Taxes

The Company utilizes ASC 740 “*Income Taxes*” which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income.

The Company recognizes the impact of a tax position in the financial statements only if that position is more likely than not to be sustained upon examination by taxing authorities, based on the technical merits of the position. Our practice is to recognize interest and/or penalties, if any, related to income tax matters in income tax expense.

## Segment Information

Operating segments are identified as components of an enterprise for which separate discrete financial information is available for evaluation by the Company’s chief operating decision maker (“CODM”) and relied upon when making decisions regarding resource allocation and assessing performance. When evaluating the Company’s financial performance, the CODM reviews total revenues, total expenses, and expenses by functional classification, using this information to make decisions on a company-wide basis.

The Company currently operates in one reportable segment pertaining to customer services. The CODM for the Company is the Chief Executive Officer (the “CEO”). The Company’s CEO reviews operating results on an aggregate basis and manages the Company’s operations as a whole for the purpose of evaluating financial performance and allocating resources. Accordingly, the Company has determined that it has a single reportable and operating segment structure. The CEO uses aggregate net loss to allocate resources in the annual budgeting and forecasting process and also uses that measure as a basis for evaluating financial performance regularly by comparing actual results with established budgets and forecasts. The measure of segment assets is reported on the balance sheets as total assets. Segment revenues and expenses are identical to that disclosed in the accompanying statement of operations.

## **Related Party Transactions**

The Company follows ASC 850, "Related Party Disclosures" for the identification of related parties and disclosure of related party transactions. See Note 3 for details of related party transactions.

## **Basic and Diluted Net Income (Loss) per Common Share**

The Company computes net income (loss) per common share in accordance with ASC Topic 260, Earnings Per Share. Basic net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of Class A common shares outstanding during the period. Diluted net income (loss) per common share is computed by dividing the net income (loss) by the weighted average number of Class A common shares outstanding for the period and, if diluted, potential Class A common shares outstanding during the period. Potentially dilutive securities consist of the incremental Class A common shares issuable upon exercise of common stock equivalents such as stock options and convertible debt instruments. Potentially dilutive securities are excluded from the computation if their effect is anti-dilutive. There were no potentially dilutive securities outstanding at December 31, 2025, or 2024.

## **Recently Issued Accounting Pronouncements**

The Company evaluates the impact of newly issued accounting pronouncements by the "FASB" and other standard-setting bodies on an ongoing basis, and adopts those that are applicable as of their effective dates.

In 2024, the FASB issued Accounting Standards Update 2024-03, which requires the disaggregated disclosure of certain costs and expenses on an interim and annual basis. The new standard is effective for annual periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027 and can be applied prospectively with the option for retrospective application to all prior periods presented in the financial statements, with early adoption permitted. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

## **Note 2 - Going Concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. For the year ended December 31, 2025, the Company incurred a net loss of \$2,371,546 and used \$1,944,156 of cash in operating activities. As of December 31, 2025, the Company had negative working capital of \$5,557,828 and a stockholders' deficit of \$1,824,771. These conditions raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date these financial statements are issued.

Management is actively seeking investor funding and pursuing strategic alternatives, including a potential merger or combination with another operating company, to improve liquidity and financial position. However, there is no assurance that such funding will be obtained or that any transaction will be completed successfully. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### Note 3 –Related Party Transactions

As of December 31, 2025, and 2024, the Company had an outstanding balance of \$4,909,270 and \$390,000, respectively, due to funds received from a related party and amounts paid directly by the related party to subcontractors and other service providers of the Company. The Company is in discussions with the related party as to formalizing an agreement related to services performed on behalf of the Company.

These advance payables carry no interest and do not have a maturity date. The cash proceeds from these advances were used for operating purposes.

The Company recorded director fees in the amount of \$70,398 and \$62,100 for the years ended December 31, 2025 and 2024, respectively. The Company received services from a director in the amount of \$173,337 during the year ended December 31, 2025, which are included in general and administrative expenses in the consolidated statement of operations.

Accounts payable as of December 31, 2024 included a balance of \$32,960 due to a director.

### Note 4 – Stockholders’ Deficit

As of December 31, 2025 and 2024, the Company had 280,000,000 authorized shares of common stock, consisting of (i) 240,000,000 shares of Class A common stock, \$0.001 par value per share, and (ii) 40,000,000 shares of Class B common stock, \$0.001 par value per share. The holders of Class A common stock and Class B common stock vote together as a single class on all matters, including the election of directors.

#### Class A Common Stock

As of December 31, 2025, and 2024, the Company had 114,898,024 and 114,348,024 shares, respectively, of Class A common stock issued and outstanding. Each share of Class A common stock has one vote per share.

#### Class B Common Stock

As of December 31, 2025, and 2024, the Company had 40,000,000 shares of Class B common stock issued and outstanding. Each share of Class B common stock has 50 votes per share.

#### Shares issued in offering

On January 28, 2025, the Company entered into securities purchase agreements with an investor, pursuant to which the Company agreed to sell and issue an aggregate of 550,000 shares of Class A common stock at a purchase price of \$2.00 per share for aggregate proceeds to the Company of \$1,100,000.

### Note 5 – Commitments and Contingencies

From time to time, the company may be involved in asserted claims arising out of our operations in the normal course of business. As of December 31, 2025, and 2024, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the Company’s results of operations.

### Note 6 – Income Taxes

The Company estimated NOL carry-forwards for Federal and State income tax purposes of \$8,298,331 and \$7,661,483 as of December 31, 2025, respectively, and \$2,241,328 and \$1,604,480 for federal and state as of December 31, 2024, respectively. Foreign NOL carryforwards consisted of \$0 for Israel and \$27,481 for Romania as of December 31, 2025, and \$34,755 for Israel and \$0 for Romania as of December 31, 2024. The year-over-year change reflects the full utilization of the Israel NOL carryforward and the generation of a new NOL in Romania during 2025. No tax benefit was reported with respect to these NOL carry-forwards in the accompanying financial statements because the Company believes the realization of the Company’s deferred tax assets was not considered more likely than not to be realized and accordingly, the potential tax benefits of the deferred tax assets are fully offset by a full valuation allowance. The Company’s deferred tax assets and liabilities as of December 31, 2025 and 2024 are as follows:

	Year Ended December 31,	
	2025	2024
Deferred tax assets:		
Software development costs	(920,889)	
Net operating loss carryforwards	\$ 2,079,938	\$ 549,202
<b>Total deferred tax assets</b>	<b>1,159,049</b>	<b>549,202</b>
Valuation allowance	(1,159,049)	(549,202)
Net deferred tax assets (liabilities)	\$ —	—

The differences between the total calculated income tax provision and the expected income tax computed using the U.S. federal income tax rate are as follows:

	Year Ended December 31,			
	2025		2024	
	%	Amount	%	Amount
U.S. federal statutory tax rate	21.00%	\$ (476,299)	21.00%	\$ (210,230)
State and local income tax, net of federal income tax effect				
Florida income tax	4.58%	(103,934)	4.34%	(43,161)
NOL true-up	(0.07)%	1,510	0.00%	—
Change in state valuation allowance	(4.52)%	102,424	(4.34)%	43,161
Foreign tax effects				
Israel	(0.13)%	3,046	0.00%	—
Romania	0.13%	(3,023)	0.00%	—
Changes in valuation allowances	(22.57)%	511,819	(20.98)%	210,052
Nontaxable or nondeductible items	(0.01)%	181	(0.02)%	178
Other adjustments	0.03%	(695)	0.00%	—
<b>Income tax expense</b>	<b>(1.54)%</b>	<b>\$ 35,029</b>	<b>0.00%</b>	<b>—</b>

Income tax expense consists of the following for the years ending December 31, 2025, and 2024:

	December 31, 2025	December 31, 2024
Current income tax (benefit) expense		
Federal	\$ —	\$ —
State	—	—
Israel	35,029	—
Romania	—	—
	<u>\$ 35,029</u>	<u>\$ —</u>

#### Note 7 – Subsequent Events

The Company has evaluated subsequent events through May 28, 2026, the date the financial statements were available to be issued. Based on this evaluation, except as set forth below, no events have occurred that require disclosure or adjustment to the financial statements as of and for the period ended December 31, 2025.

##### Stock Option Grants

On April 6, 2026, the Company granted an aggregate of 2,700,000 options to purchase shares of the Company's Class A common stock to certain consultants as compensation for services rendered. The options, which have a -year term and an exercise price of \$0.5491 per share, vest with respect to 25% of the option on April 7, 2027. The remaining 75% vest on a quarterly basis thereafter, such that upon the lapse of each applicable quarter, a number of shares equal of 6.25% of the shares underlying the option will vest. In each case, vesting assumes the optionee continues to be a service provider on the relevant date.

##### Certificate of Correction

On May 19, 2026, the Company filed a Certificate of Correction with the Secretary of State of the State of Nevada.

The Company previously filed, on January 29, 2024, with the Secretary of State of the State of Nevada a Certificate of Amendment (the "Stock Split Certificate of Amendment") to the Company's Amended and Restated Articles of Incorporation (the "Articles") which, among other things, purportedly effectuated a 4-for-1 forward split of the Company's Class B common s, purportedly resulting in the 10,000,000 shares of issued and outstanding Class B common stock being split into 40,000,000 shares of Class B common stock (the "Class B Forward Split"), but the Articles only authorized 10,000,000 shares of Class B common stock. The Company intended to include in the Stock Split Certificate of Amendment an increase of the number of authorized shares of common stock from 250,000,000 shares to 280,000,000 shares, and to increase the number of authorized shares of Class B common stock from 10,000,000 shares to 40,000,000 shares (collectively, the "Increase of Authorized Shares"). As a result of the Increase of Authorized Shares not being included in the Stock Split Certificate of Amendment, the number of shares Class B common stock purported to result from the Class B Forward Split exceeded the number of authorized shares of Class B common stock. On and following January 29, 2024 (the "Intended Issuance Date"), the Company operated as though the Stock Split Certificate of Amendment had included the Increase of Authorized Shares and was validly in effect, and as though the Increase of Authorized Shares was validly effectuated on the Intended Issuance Date.

As a result of the filing of the Certificate of Correction, the Stock Split Certificate of Amendment was amended, effective as of the Intended Issuance Date, to (i) increase the number of authorized shares of common stock from 250,000,000 shares to 280,000,000 shares, and (ii) increase the number of authorized shares of Class B common stock from 10,000,000 shares to 40,000,000 shares.

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit Type</b>
3.1	<a href="#"><u>Articles of incorporation of the registrant dated January 6, 2009 (incorporated by reference to Exhibit 3.1 to the registrant's Annual Report on Form 10-K filed with the Commission on December 20, 2021).</u></a>
3.2	<a href="#"><u>Certificate of amendment to articles of incorporation of the registrant dated September 21, 2009 (incorporated by reference to Exhibit 3.1 to the registrant's registration statement on Form S-1 (File No. 333-163439) filed with the Commission on December 2, 2009).</u></a>
3.3	<a href="#"><u>Certificate of change to articles of incorporation of the registrant dated November 14, 2012 (incorporated by reference to Exhibit 3.3 to the registrant's Annual Report on Form 10-K filed with the Commission on December 20, 2021).</u></a>
3.4	<a href="#"><u>Certificate of amendment to articles of incorporation of the registrant dated November 14, 2012 (incorporated by reference to Exhibit 3.4 to the registrant's Annual Report on Form 10-K filed with the Commission on December 20, 2021).</u></a>
3.5	<a href="#"><u>Certificate of amendment to articles of incorporation of the registrant dated August 20, 2013 (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Commission on September 19, 2013).</u></a>
3.6	<a href="#"><u>Amended and Restated Articles of Incorporation of Global AI, Inc., dated October 24, 2023 (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Commission on October 30, 2023).</u></a>
3.7	<a href="#"><u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Global AI, Inc., dated January 29, 2024 (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Commission on January 31, 2024).</u></a>
3.8	<a href="#"><u>Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the registrant's registration statement on Form S-1 (File No. 333-163439) filed with the Commission on December 2, 2009).</u></a>
3.9*	<a href="#"><u>Certificate of Correction, dated May 19, 2026.</u></a>
10.1	<a href="#"><u>Share Purchase Agreement, dated as of December 31, 2024, by and among the registrant, Tectu Biz Ltd. and certain of its shareholders as identified therein (incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K filed with the Commission on January 7, 2025).</u></a>
10.2†	<a href="#"><u>Executive Employment Agreement, dated as of August 15, 2025, between Global AI Inc. and Scott Clark (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on August 22, 2025).</u></a>
10.3	<a href="#"><u>Form of Indemnification Agreement between the Company and each of its directors and executive officers (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed with the Commission on August 22, 2025).</u></a>

- 10.4\*\*\* † [Executive Employment Agreement, dated as of September 19, 2025, between Global AI Inc. and Darko Horvat \(incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on September 26, 2025\).](#)
- 10.5 [Termination and Release Agreement, dated as of November 12, 2025, by and among the registrant, Tectu Biz Ltd. and certain of its shareholders as identified therein \(incorporated by reference to Exhibit 10.5 to the registrant's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2025\).](#)
- 10.6† [Global AI, Inc. Global Equity Incentive Plan \(2026\) \(incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on February 4, 2026\).](#)
- 10.7 [Termination and Release Agreement, dated as of May 13, 2026, by and between the registrant and Darko Horvat \(incorporated by referenced to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on May 19, 2026\).](#)
- 14.1\* [Code of Ethics and Business Conduct.](#)
- 16.1 [Letter from Chaikin, Cohen, Rubin & Co., dated March 25, 2026 \(incorporated by reference to Exhibit 16.1 to the registrant's Current Report on Form 8-K filed with the Commission on March 26, 2026\).](#)
- 19.1\* [Insider trading policy.](#)
- 21.1\* [Subsidiaries of the registrant.](#)
- 31.1\* [Certification of Principal Executive Officer \(Section 302\)](#)
- 31.2\* [Certification of Principal Financial Officer \(Section 302\)](#)
- 32.1\*\* [Certification of Principal Executive Officer and Principal Financial Officer \(Section 906\)](#)
- 101.INS\* Inline XBRL Instance
- 101.SCH\* Inline XBRL Taxonomy Extension Schema
- 101.CAL\* Inline XBRL Taxonomy Extension Calculation
- 101.DEF\* Inline XBRL Taxonomy Extension Definition
- 101.LAB\* Inline XBRL Taxonomy Extension Labels
- 101.PRE\* Inline XBRL Taxonomy Extension Presentation
- 104\* Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Filed herewith.

\*\* Furnished herewith.

\*\*\* Certain portions of this exhibit have been redacted as they are both not material and are of the type of information that the registrant treats as private or confidential. The omissions have been indicated by "[\*\*\*]". The Company agrees to furnish supplementally an unredacted copy of the exhibit to the SEC upon its request.

† Management contract, compensatory plan or arrangement.

## ITEM 16. FORM 10-K SUMMARY

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### Global AI, Inc.

/s/ Darko Horvat

Darko Horvat  
Chief Executive Officer

Date: May 28, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the registrant and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Darko Horvat</u> Darko Horvat	Chief Executive Officer and Chairman of the Board (principal executive officer, principal financial officer and principal accounting officer)	May 28, 2026
<u>/s/ Nevenka Cresnar Pergar</u> Nevenka Cresnar Pergar	Director	May 28, 2026
<u>/s/ Andrej Rucigaj</u> Andrej Rucigaj	Director	May 28, 2026



STATE OF NEVADA

**FRANCISCO V. AGUILAR**  
Secretary of State



**C. MURPHY HEBERT**  
Chief Deputy Secretary of State

**DEANNA L. REYNOLDS**  
Deputy Secretary for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Business Entity - Filing Acknowledgement**

05/19/2026

**Work Order Item Number:** W2026051900641-5225787  
**Filing Number:** 20265750281  
**Filing Type:** Certificate of Correction  
**Filing Date/Time:** 5/19/2026 10:30:00 AM  
**Filing Page(s):** 5

**Indexed Entity Information:**

**Entity ID:** E0009662009-0      **Entity Name:** Global AI, Inc.  
**Entity Status:** Active      **Expiration Date:** None

Commercial Registered Agent  
CORPORATE CREATIONS NETWORK INC.  
112 NORTH CURRY STREET, Carson City, NV 89703, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR  
Secretary of State





**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

Filed in the Office of	Business Number
<i>F. Aguilar</i>	E0009662009-0
Secretary of State	Filing Number
State Of Nevada	20265750281
	Filed On
	5/19/2026 10:30:00 AM
	Number of Pages
	5

# Certificate of Correction

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A

(Only one document may be corrected per certificate.)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Name of document with inaccuracy or defect.
3. Filing date of document with inaccuracy or defect.
4. Brief description of inaccuracy or defect.
5. Correction of inaccuracy or defect.
6. Must be signed by Authorized Signer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Global AI, Inc"/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20091321500"/>
<b>2. Document:</b>	Name of document with inaccuracy or defect: <input type="text" value="Certificate of Amendment"/>
<b>3. Filing Date:</b>	Filing date of document which correction is being made: <input type="text" value="January 29, 2024"/>
<b>4. Description:</b>	Description of inaccuracy or defect: <input type="text" value="The Certificate of Amendment failed to include provisions increasing the authorized shares of common stock to 280,000,000 shares and the authorized shares of Class B Common Stock to 40,000,000 shares."/>
<b>5. Correction:</b>	Correction of inaccuracy or defect: <input type="text" value="The following is added to the Certificate of Amendment:...[as set forth in the attached]"/>
<b>6. Signature:</b> (Required)	<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>Signed by:</p> <p><b>X</b>  _____            75A3BD1663C9499...  <b>Signature</b></p> </div> <div style="width: 35%;"> <p><input type="text" value="05/19/2026"/>  <b>Date</b></p> </div> </div>

This form must be accompanied by appropriate fees.



Upon the Effective Time, the number of authorized shares of common stock shall be increased to 280,000,000 shares of common stock, par value \$0.001 per share, consisting of 240,000,000 shares of Class A Common Stock, par value \$0.001 per share, and 40,000,000 shares of Class B Common Stock, par value \$0.001 per share.



CERTIFICATE OF VALIDATION  
PURSUANT TO SECTION 78.0296 OF THE NEVADA REVISED STATUTES

MAY 19, 2026

Global AI, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of Nevada, hereby certifies as follows:

1. For purposes of ratifying and validating in all respects otherwise defective corporate acts in accordance with Section 78.0296 of the Nevada Revised Statutes (the "NRS") the Corporation's Board of Directors (the "Board") adopted certain resolutions by the Written Consent of the Board of Directors on May 19, 2026 (the "Board Resolutions") ratifying the defective corporate acts; and shareholders of the Corporation holding a majority of the voting power entitled to vote thereon adopted certain resolutions by Written Consent of the Shareholders May 19, 2026 approving the Board Resolutions and the ratification of the Board (the "Shareholder Resolutions").
2. The Board Resolutions were duly adopted by the Board and the Shareholder Resolutions were duly adopted by the shareholders of the Corporation as of the date first above written.
3. The Board Resolutions and the Shareholder Resolutions were duly adopted in accordance with the provisions of the NRS and the Articles of Incorporation and Bylaws of the Corporation all other applicable laws.
4. The defective corporate acts that are referenced in the Board Resolutions the Shareholder Resolutions and the Certificate of Validation are:
  - (a) The Corporation has previously filed, on January 29, 2024, with the Secretary of State of the State of Nevada a Certificate of Amendment (the "Certificate of Amendment") to the Amended and Restated Articles of Incorporation of the Corporation (the "Articles") which, among other things, purportedly effected a four-for-one forward split of the Class B Common Stock, par value \$0.001 per share of the Corporation (the "Class B Stock"), purportedly resulting in the 10,000,000 shares of issued and outstanding Class B Stock being split into 40,000,000 shares of Class B Stock (the "Class B Forward Stock Split"), but the Articles only authorize 10,000,000 shares of Class B Stock.
  - (b) The Corporation had intended to include in the Certificate of Amendment an increase of the number of authorized shares of common stock from 250,000,000 shares of common stock, par value \$0.001 per share, to 280,000,000 shares of common stock, par value \$0.001 per share, and to increase the number of authorized shares of Class B



Stock from 10,000,000 shares of Class B Stock to 40,000,000 shares of Class B Stock (collectively, the "Increase of Authorized Shares").

(c) As a result of the Increase of Authorized Shares not being included in the Certificate of Amendment, the number of shares Class B Stock purported to result from the Class B Forward Stock Split exceeded the number of authorized shares of Class B Stock.

(d) On and following January 29, 2024 (the "Intended Issuance Date"), the Corporation operated as though the Certificate of Amendment had included the Increase of Authorized Shares and was validly in effect, and as though the Increase of Authorized Shares was validly effected on the Intended Issuance Date.

5. This Certificate accompanies that certain Certificate of Correction (the "Certificate of Correction"), which is being concurrently filed on the date hereof with the Nevada Secretary of State in accordance with NRS Chapter 78 to ratify and validate the Certificate of Amendment filed on January 29, 2024 and to amend the number of authorized shares of common stock from 250,000,000 shares of common stock, par value \$0.001 per share, to 280,000,000 shares of common stock, par value \$0.001 per share, and to amend the number of authorized shares of Class B Stock from 10,000,000 shares of Class B Stock to 40,000,000 shares of Class B Stock
6. The effective date and time of the Certificate of Correction is January 29, 2024, at 11:45 a.m., local time.

*[Signature appears on following page]*



IN WITNESS WHEREOF, the Corporation has caused this Certificate of Validation to be executed by its duly authorized officer as of May 19, 2026.

Signed by:  
  
By: 75A3BD1663C9499  
Darko Horvat  
Chief Executive Officer



GLOBAL AI, INC.

CODE OF ETHICS AND BUSINESS CONDUCT

1. Introduction.

1.1. The Board of Directors of Global AI, Inc. (the “Company”) has adopted this Code of Ethics and Business Conduct (the “Code”) in order to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- (c) promote compliance with applicable governmental laws, rules and regulations;
- (d) promote the protection of Company assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

1.2. All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below in Section 10, Reporting and Enforcement.

2. Honest and Ethical Conduct.

2.1. The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

2.2. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

3. Conflicts of Interest.

3.1. A conflict of interest occurs when an individual’s private interest (or the interest of a member of his or her family or close friend(s) or business associate(s)) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family or a close friend(s) or business associate(s)) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family or close friend(s) or business associate(s)) receives improper personal benefits as a result of his or her position in the Company.

3.2. Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members or a close friend(s) or business associate(s) are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or officer or their family members or close friend(s) or business associate(s) are expressly prohibited.

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3.3. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in Section 3.4.

3.4. Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor or the Principal Financial Officer (“PFO”) until a Chief Financial Officer (“CFO”) is appointed by the Company, or a designee. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the PFO or designee with a written description of the activity and seeking the PFO’s, or designee’s, written approval. If the supervisor is himself involved in the potential or actual conflict, the matter should instead be discussed directly with the PFO, President or designee.

3.5. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

#### 4. Compliance.

4.1. Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

4.2. Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Company’s legal counsel, Anthony, Linder & Cacomanolis, PLLC, 1700 Palm Beach Lakes Blvd., Suite 820, West Palm Beach, FL 33401 – Attention: Laura Anthony, Esq., (561) 514-0936.

4.3. No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company’s securities while in possession of material non-public information regarding that company, except as otherwise permitted under the Insider Trading Policy of Global AI, Inc. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to (i) obtain profit for himself or herself; or (ii) directly or indirectly “tip” others who might make an investment decision on the basis of that information.

#### 5. Disclosure.

5.1. The Company’s periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

5.2. Each director, officer and employee who contributes in any way to the preparation or verification of the Company’s financial statements and other financial information must ensure that the Company’s books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company’s accounting and internal audit processes, controls and procedures from time to time in effect, as well as the Company’s independent public accountants and counsel.

5.3. Each director, officer and employee who is involved in the Company’s disclosure process must:

(a) be familiar with and comply with the Company’s disclosure controls and procedures and its internal control over financial reporting; and

(b) take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

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6. Protection and Proper Use of Company Assets.

6.1. All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

6.2. All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

6.3. The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes, among other things, intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and may result in civil or criminal penalties.

7. Corporate Opportunities. All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members or close friend(s) or business associate(s)) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members or close friend(s) or business associate(s)). In addition, no director, officer or employee may compete with the Company.

8. Confidentiality. Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

9. Fair Dealing. Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

10. Reporting and Enforcement.

10.1. Reporting and Investigation of Violations.

(a) Actions prohibited by this code involving directors or executive officers must be reported to the Audit Committee.

(b) Actions prohibited by this code involving any other person must be reported to the reporting person's supervisor, PFO or designee.

(c) After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisor, the PFO or the designee must promptly take all appropriate actions necessary to investigate.

(d) All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

10.2. Enforcement.

(a) The Company must ensure prompt and consistent action against violations of this Code.

(b) If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

(c) If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor, PFO or designee determines that a violation of this Code has occurred, the supervisor, PFO or designee will report such determination to the Chief Executive Officer.

(d) Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the Chief Executive Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

10.3. Waivers.

(a) The Board of Directors sitting with active quorum and not pursuant to a delegated authority to any other committee thereof may, in its discretion, waive any violation of this Code.

(b) Any waiver for a director or an executive officer shall be disclosed as required by SEC and the rules of any securities exchange on which the Company's securities are listed.

10.4. Prohibition on Retaliation. The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

**ADOPTED:** This 15th day of May, 2026.

*[Remainder of Page Intentionally Blank]*

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**ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

To be signed and returned to the Chief Executive Officer.

I, \_\_\_\_\_, acknowledge that I have received and read a copy of the Code of Ethics and Business Conduct of Global AI, Inc. (the "Code"). I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Chief Executive Officer if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

By: \_\_\_\_\_  
*(signature)*

Name: \_\_\_\_\_

Date: \_\_\_\_\_

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## GLOBAL AI, INC.

## INSIDER TRADING POLICY

Adopted May 15, 2026

“Insiders” of Global AI, Inc., a Nevada corporation (“Company”), are subject to individual responsibilities and restrictions in addition to the responsibilities and obligations of the company itself. An “insider” of a company is a person who is a director, officer, contractor, employee, advisor or consultant in possession of nonpublic material information regarding a company, as well as a shareholder owning 5% or more of the company’s stock. If you have been provided with a copy of this Insider Trading Policy (this “Policy”) of the Company, you are subject to the rules contained herein. Accordingly, as Insiders of the Company, you are subject to restrictions imposed by federal securities laws with respect to purchases and sales of the Company’s shares.

**THE BASICS**

***No person may trade in a company’s securities if the person has material information, which has not yet been publicly disclosed.***

<b><u>Person:</u></b>	Directors, officers, advisors, consultants, contractors and employees at all levels within the Company (and, in addition, persons outside the Company that receive tips from insiders).
<b><u>Trade:</u></b>	Transactions involving the purchase or sale of company stock, exercise of company options and warrants, puts, calls and other company securities.
<b><u>Material Information:</u></b>	Information that a reasonable investor would consider important, as part of the total mix of available information, in reaching his or her investment decision.
<b><u>Publicly Disclosed:</u></b>	Disclosed broadly to the marketplace (such as by a company press releases or an filing with the Securities and Exchange Commission (the “SEC”)) and the investing public has had time to absorb the information fully.

So long as you are an Insider, the rules contained herein apply to:

- You;
- Your family members who reside with you; and
- Any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in company securities).

You are responsible for the transactions of these other persons, and therefore, you should make them aware of these procedures and their need to confer with you before they engage in any transaction subject to these procedures. As used in this Policy, “you” or means any individual or entity subject to the policies and procedures described herein.

The consequences of illegal insider trading are severe and can result in civil and criminal liability, as well as disciplinary action by the Company. In addition, a person can be held responsible for the trading violations of others if inside information is passed on, resulting in insider trading by others. Penalties can include:

*For Individuals:*

- Civil penalties up to three times the profit gained or loss avoided (including, in certain circumstances, from persons who “control” the primary violator).
-

- Private remedy against insider trading for benefit of persons who traded in the same securities contemporaneously.
- Maximum of 30 years imprisonment.
- Fines of up to \$5 million for individuals.

*For Entities:*

- Civil penalties of \$1 million or three times the profit gained or loss avoided (including, in certain circumstances, from persons who “control” the entity), whichever is greater;
- Criminal penalties of up to \$25 million.

Any of the above consequences would seriously harm the reputation and career of the offender, as well as the Company. The size of a transaction in violation of this Policy has no impact on potential insider trading liability, SEC investigations and lawsuits. Additionally, if the Company concludes an employee has violated this Policy, the Company may dismiss the or commence other disciplinary actions against the violating employee, whether the act was intentional or not.

### **INSIDER TRADING EXPLAINED**

#### **No Trading or Acting on Inside Information**

If you are aware of material nonpublic information relating to the Company, you may not, either directly or through family members or other persons or entities:

- Buy or sell securities of the Company (other than as explained herein);
- Make a gift of Company securities;
- Engage in any other action to take personal advantage of that information; or
- Pass that information on to others outside the Company, including family and friends.

Also, if you learn of material nonpublic information about another company with which the Company does business, including a customer or supplier, you may not trade in the other company’s securities until the information becomes public or is no longer material.

Transactions that may be necessary or justifiable for independent, personal reasons (such as the need to raise money for an emergency expenditure) are not exempted from these rules. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company’s reputation for adhering to the highest standards of conduct.

#### **When Information Becomes Public**

Information is not deemed to become “public” until the information has been disclosed broadly to the marketplace (such as by Company press releases or an SEC filing) and the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, information will not be considered fully absorbed by the marketplace until **the third trading day after the day the information has been publicly disclosed.**

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Examples:

<b>If the Information is Announced:</b>	<b>You May Begin Trading:</b>
Monday	Thursday
Friday	Wednesday
Friday Before a Monday Holiday	Thursday

### **What Constitutes Material Information**

Material information is any information that a reasonable investor would consider important in making a decision to buy, hold, or sell securities. *Any information that might reasonably be expected to affect the Company's stock price, whether it is positive or negative, should be considered material.* Some examples of information that would ordinarily be regarded as material are:

- Projections of future earnings or losses, or other earnings guidance;
- Earnings that are inconsistent with the consensus expectations of the investment community;
- A pending or proposed merger, acquisition or tender offer;
- A pending or proposed acquisition or disposition of a significant asset;
- A change in dividend policy, the declaration of a stock split, or an offering of additional securities;
- A change in management;
- Development of a significant new product or process;
- Impending bankruptcy or the existence of severe liquidity problems;
- The gain or loss of a significant customer or supplier; or
- Imminent issuance of a new patent.

Anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

Whether information is "material" may be difficult to determine. For this reason, you are urged to contact company counsel if you have any questions as to whether any particular information is or is not material.

### **No Individual Disclosure of Information**

You may not disclose information about the Company to anyone outside the Company, including family members and friends, and you may not discuss the Company or its business in an internet "chat room" or similar internet-based forum.

### **Transactions by Non-Residents**

The same restrictions apply regardless of whether a person is resident within the United States.

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## Other Prohibited Transactions

The Company considers it improper and inappropriate for any director, officer or other employee of the Company to engage in speculative transactions in the Company's securities or other transactions which might give the appearance of impropriety. A broker or a person whom you deem to be investment-savvy, may suggest one of the following, more sophisticated types of transactions; however, they are prohibited. If you are unsure about the type of transaction that has been suggested to you, please contact company counsel. These types of transactions include:

- **Derivative Securities.** This involves transactions with warrants. You may not engage in transactions in puts, calls or other derivative securities based on the Company's securities.
- **Hedging Transactions.** The best way to understand hedging is to think of it as insurance. When people decide to hedge, they are insuring themselves against a negative event. This doesn't prevent a negative event from happening, but if it does happen and you're properly hedged, the impact of the event is reduced. So, hedging occurs almost everywhere, and we see it every day. For example, if you buy house insurance, you are hedging yourself against fires, break-ins or other unforeseen disasters. Ask your broker or company counsel for details.
- **Margin Accounts and Pledges.** You may not purchase Company securities on margin, or borrow against any account in which Company securities are held, or pledge Company securities as collateral for a loan.
- **Trading in Securities on a Short-term Basis.** Company securities purchased in the open market (i.e., not via obtained via an employee stock option or employee stock purchase plan) should be held for a minimum of six months. Prior written consent from the Company must be obtained by any employee desiring to sell Company securities that were purchased in the open market and that have not been owned for greater than six months. A written request for such consent from the Company must be requested at least three business days prior to the proposed sale, and cannot be requested more than five days prior to the proposed sale.

## Transactions Under Company Plans

**Stock Option Exercises.** These rules do not apply to your cash exercise of an employee stock option given to you under and in connection with the Company's stock incentive plan or similar plan from time to time in effect, unless it is a sale of stock that is part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

**Exception for Approved 10b5-1 Plans.** Trades by members of the Board of Directors, officers or employees in the Company's securities that are executed pursuant to an approved 10b5-1 trading plan (a "Trading Plan") are not subject to the prohibition on trading on the basis of material non-public information contained in this Policy or to the restrictions set forth above relating to pre-clearance procedures and blackout periods.

Federal securities laws allow affirmative defenses from insider trading liability under SEC Rule 10b5-1 for trading plans that meet certain requirements. Insider trading lawsuits may still be brought against individuals trading under such a Trading Plan. This Policy permits individuals to adopt SEC Rule 10b5-1 compliant Trading Plans with brokers for trading of the Company's securities and the exercise of options upon prior written approval by the Company. The Company may also choose to review a proposed Trading Plan, and reserves the right to reject a Trading Plan if it so chooses.

**Revocation/Amendments to Trading Plans.** Amendments of a Trading Plan may not occur once a Trading Plan is in place. Revocations of a Trading Plan may occur upon written notice to the broker, but only if the individual is not aware of any material non-public information of the Company at the time of revocation. However, if the individual terminates the Trading Plan after the first option exercise or stock sale, then the individual must cancel all outstanding Trading Plans and agree not to enter into another Trading Plan until six months after termination of the Trading Plan.

Under certain circumstances, a Trading Plan must be revoked or suspended by the Company. This includes circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Company is authorized to notify the broker in such circumstances.

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## HOW TO TRADE

### **Pre-Clearance Requirement**

While you are subject to these rules, you may not engage in any transaction involving the Company's securities (including a stock plan transaction such as an option exercise, gift, loan or pledge or hedge, contribution to a trust, or any other transfer) without first obtaining pre-clearance of the transaction from both the Chief Executive Officer and either (a) the General Counsel or (b) the Chief Financial Officer/Principal Financial Officer. A request for pre-clearance should be submitted to one of these persons at least one week in advance of the proposed transaction. The Chief Executive Officer, General Counsel and Chief Financial Officer/Principal Financial Officer are under no obligation to approve a trade submitted for pre-clearance and may determine not to permit the trade, and they will have no liability for any refusal to permit a trade or for any delay in making or communicating a decision.

### **Quarterly Blackout Periods**

The Company's announcement of its quarterly financial results almost always has the potential to have a material effect on the market for the Company's securities. Therefore, in order to avoid even the appearance of trading while aware of material nonpublic information, you generally will not be pre-cleared to trade in the Company's securities during the following periods:

<b>Quarterly Blackout Period <u>Begins</u>:</b>	Seven days prior to the end of the Company's fiscal quarter. (The Company's fiscal quarters end on March 31, June 30, September 30 and December 31 of each year.)
<b>Quarterly Blackout Period <u>Ends</u>:</b>	At the close of trading on the exchange upon which the Company's stock is listed for trading, or OTC Markets, as applicable, on the second full trading day following the Company's filing of its quarterly report with the SEC.

### **Event-Specific Blackouts**

From time to time, an event may occur that is material to the Company and is known by only a few individuals inside the Company. If you are one of those individuals, or if it would appear to an outsider that you were likely to have had access to information about such an event, then you will not be allowed to trade in the Company's securities so long as the event remains material and nonpublic.

Also, the Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, SEC filing on Form 8-K or other means designed to achieve widespread dissemination of the information. You should anticipate that trades are unlikely to be pre-cleared while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market. The existence of an event-specific blackout will not be announced. If you request pre-clearance of a transaction in the Company's securities during an event-specific blackout, you will be informed of the existence of a blackout period, but you may not be advised of the reason for the blackout.

If you are made aware of the existence of an event-specific blackout you should not disclose the existence of the blackout to any other person. Whether or not you are designated as being subject to an event-specific blackout you still have the obligation not to trade while aware of material nonpublic information.

The prohibitive rules described herein and imposed by the Company upon you as a term of your employment or retainer cease to apply to your transactions in Company securities upon the expiration of any "blackout period" in existence at the time of the termination of your service as a director, executive officer or employee. Be aware that many of the federal rules may continue to apply to you after the termination of your service with the Company.

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### **COMPANY ASSISTANCE**

Compliance with this Policy by all employees is of the utmost importance both for the employee and for the Company. If you have any questions about insider trading or its application to any proposed transaction you may obtain additional guidance from the Company's outside General Counsel (Laura Anthony, Esq. at Anthony, Linder & Cacomanolis, PLLC), who can be reached by telephone at (561) 514-0936. Due to the serious consequences of illegal insider trading, we urge you to err on the side of caution and contact our General Counsel with any and all questions regarding this topic. Ultimately, however, the responsibility for adhering to insider trading rules and avoiding unlawful transactions rests with you.

### **AMENDMENTS**

Officers of the Company may, from time to time, make non-substantive amendments to this Policy (including, without limitation, substitution of the names of the appropriate contact persons within the Company) without prior approval of the Company's Board of Directors.

### **ACKNOWLEDGEMENTS**

All directors, officers and employees of the Company and its subsidiaries must acknowledge their receipt of, understanding of, and intent to comply with, this Policy. This acknowledgment will constitute each such person's consent for the Company to issue any necessary stop-transfer orders to the Company's transfer agent to enforce compliance with this Policy. As a condition of continued employment or engagement all employees (and all other persons, such as consultants or contractors, designated by the Company as subject to this Policy) must periodically acknowledge, electronically or in writing, that they have read and agree to abide by this Policy.

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## Subsidiaries

Entity Name	Place of Organization
GL AI Ltd.	Israel
GLOBAL AI RO Ltd.	Romania
Global AI Services (US) Inc.	Nevada
Global AI IT (US) Inc.	Nevada

## CERTIFICATIONS

I, Darko Horvat, certify that:

1. I have reviewed this annual report on Form 10-K for the for the fiscal year ended December 31, 2025 of Global AI, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 28, 2026

By: /s/ Darko Horvat

Name: Darko Horvat

Title: Chief Executive Officer

(principal executive officer)

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## CERTIFICATIONS

I, Darko Horvat, certify that:

1. I have reviewed this annual report on Form 10-K for the for the fiscal year ended December 31, 2025 of Global AI, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 28, 2026

By: /s/ Darko Horvat

Name: Darko Horvat

Title: Chief Executive Officer

(principal financial officer)

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**CERTIFICATION PURSUANT  
TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report on Form 10-K of Global AI, Inc. (the "Company") for the fiscal year ended December 31, 2025 (the "Report") I, Darko Horvat, Chief Executive Officer of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 28, 2026

By: /s/ Darko Horvat

Name: Darko Horvat

Title: Chief Executive Officer (principal executive officer and principal financial officer)

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