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Genius Group Addresses Investor Questions on Share Consolidation, Capital Strategy and Future Growth

SINGAPORE, Nov. 17, 2026 (GLOBE NEWSWIRE) -- Genius Group Limited (NYSE American: GNS) ("Genius Group", "GNS" or the "Company"), a leading AI-powered education group, today answers the most frequently asked questions received from shareholders following the Company's recently announced share consolidation and announcement of an Extraordinary General Meeting ("EGM").

The Company previously announced that its 1-for-10 share consolidation is expected to become effective November 20, 2026, with trading expected to recommence on NYSE American on a split-adjusted basis, subject to applicable exchange requirements and procedures.

Roger James Hamilton, Founder and CEO of Genius Group, said: *"The answers we are providing today are intended to address shareholders' questions directly, and to reiterate our focus on preserving and building shareholder value whilst addressing alleged manipulation of our Company's stock via legal means. We acknowledge shareholders' concerns following the decline in our share price over the last year. This decline is in sharp contrast to our improvements in revenue, operating profitability and balance-sheet strength. We remain focused on growing Net Asset Value Per Share, limiting dilution and building a business that creates long-term shareholder value."*

Answers to Frequently Asked Questions ("FAQs") from Shareholders

1. Why is Genius Group undertaking a share consolidation after previously indicating that it did not believe one would be necessary?

The Company previously did not expect a share consolidation would become necessary, based on improvements in its operating performance, financial position and reported Net Asset Value Per Share ("NAVPS"). In August 2026, the Company reported net assets of approximately $106 million and a price-to-book ratio of approximately 0.26x, compared with a reported U.S. education-sector benchmark of approximately 2.60x [1].

For the Company's share price to fall to $0.10, a level where the Company would be at risk of delisting, the Company's implied price-to-book ratio would drop to approximately 0.16x, or about 6% of that cited sector benchmark. Management regarded such an extreme discount as highly unlikely given the underlying improvements in the business.

Nevertheless, last week the share price declined to $0.10. NYSE American may suspend trading and initiate delisting proceedings for securities trading at abnormally low prices under

Section 1003(f)(v) of its Company Guide. The Board has been in discussions with NYSE American and concluded that a consolidation was a necessary step to address immediate listing risk.

2. Why is Genius Group undertaking a share consolidation rather than buying back additional shares?

The Company has made substantial share buybacks in the last 12 months, including approximately 4.4 million shares between August 2025 and January 2026 and approximately 12.6 million shares in June 2026. This is a total of 17 million shares purchased over the last 12 months. In addition, the Founder and CEO has also made significant open market purchases: As recently as October 1, 2026, the Company announced an additional one million shares purchased by the CEO, bringing his purchases since January 2024 to approximately 6.5 million shares for $3.1 million.

Further buybacks have been curtailed in recent months due to the Company's current plans to dual list on the Australian Securities Exchange ("ASX").

The Company is currently working on meeting the criteria for an ASX dual listing which requires a positive net working capital surplus, with current assets exceeding current liabilities. Genius Group announced on November 4, 2026 that it had achieved a positive net working capital surplus in October 2026 following its positive operational growth and balance sheet restructuring. Utilizing the Company's cash for further buybacks at this time would have resulted in the risk of the Company falling back below the ASX positive net working capital criteria, further delaying the ability for the Company to proceed with its dual listing plans.

Furthermore, the ASX has a minimum issue price of A$0.20 per share. In addition, the SEC approved a new NYSE American rule on August 14, 2026 establishing a US$0.25 minimum trading price threshold, below which listed securities face immediate suspension and delisting proceedings with no cure period. This rule is scheduled to take effect on July 1, 2027.

Based on these factors, the Company believes it is more prudent to proceed first with the ASX dual listing prior to further share buybacks, and in light of the Company's operational improvements and share buybacks in the last year failing to reverse the decline in its share price, the long term effect of a share consolidation and successful completion of an ASX dual listing would be more beneficial to its shareholders in the long term.

3. Will the share consolidation affect Genius Group's business operations, financial position or the value of shareholders' investments?

The 1-for-10 share consolidation is purely a mechanical adjustment. The share consolidation itself does not alter the Company's operations, assets, liabilities, aggregate equity, revenue or earnings. Each shareholder holds the same percentage of the Company as before. The market value of shareholders' investments will continue to be determined by trading once the shares resume trading.

Genius Group's business performance has improved significantly over the past year, even as the share price declined over the same period. In its auditor-reviewed, unaudited first-half

2026 results, the Company reported a year-on-year revenue increase of 140% compared to H1 2025; a year-on-year increase in gross profit of 188%; and net profit from operations of $6.4 million, compared with a $2.8 million operating loss in the prior-year period. Total net loss declined 79% to $4.0 million, and reported net assets were approximately $106 million.

For the nine months ended September 30, 2026, the Company separately reported unaudited operational revenue up 112% year-on-year; gross profit up 147% year-on-year; and net profit from operations of $6.7 million, compared with a $2.3 million operating loss in the prior-year period. The Company's financial disclosures and definitions are available in its prior press releases and SEC disclosures.

Management remains focused on increasing underlying value and NAVPS, while pursuing appropriate lawful measures concerning suspected irregular trading activity.

4. How many shares will be outstanding after the consolidation and proposed cancellations, and what is the Net Asset Value Per Share (NAVPS)?

The Company estimates approximately 207.2 million pre-consolidation shares, that will reduce to approximately 20.7 million following the planned 1-for-10 consolidation. The estimate of 207.2 million pre-consolidation shares issued is an increase of 33.8 million shares from the 173.4 million shares reported at June 30 in the Company's auditor-reviewed H1 2026 results. This increase is as a result of shares issued in relation to the previously announced American Ventures and Jewel Bank transaction, together with limited use of the Company's ATM facility. The total float of the Company is 176.8 million shares after deducting 30.4 million shares owned by insiders. The total float will reduce to approximately 17.7 million following the planned share consolidation.

The EGM announced on November 13, 2026, proposes cancellation of 20 million ERL related shares, comprising 14.5 million shares surrendered by ERL and 5.5 million shares held in treasury and up to 7.4 million shares associated with the LZG arbitration award, each stated on a pre-consolidation basis. These total up to 27.4 million shares, under the resolutions as currently described.

The last reported NAVPS based on the Company's auditor-reviewed 2026 H1 financials dated June 30, 2026 was $0.61 per share. The next reported NAVPS will be based on the Company's full-year audited financials dated December 31, 2026.

The effect of a 1-for-10 consolidation is to increase the NAVPS by a factor of x10. Management intends to continue to take the necessary steps with a target to increase the Company's NAVPS above $10.00 per share as rapidly as its operations and capital structure allow.

The Company's goal is for its share price to rise, through a combination of increasing its NAVPS, investor outreach and fair price discovery, to levels that are attractive to institutional investors. Many institutional funds, mutual funds and ETFs have internal policies that restrict or prohibit investment in securities priced below US$5.00 per share, and the SEC's penny stock regulations impose additional compliance burdens on broker-dealers handling securities below that threshold.

The Company's long term target is to bring the Company's share price above these

institutional investment thresholds, broadening the potential investor base for all shareholders. Investor roadshows are currently being planned for the Company's projects in Australia, Singapore, Indonesia and the broader Southeast Asian region, and the Company's shareholders will be provided with further details in the near future.

5. What is Genius Group doing to minimize future shareholder dilution, and will the ATM financing facility be cancelled or suspended?

Minimizing share dilution is a focus of the Company. With operating units reporting positive net profit from operations, management intends to support growth increasingly through operating cash generation, project-level investment and financing structures that do not require equivalent new issuances of common shares. In 2026, the Company has issued approximately 43 million shares in relation to its ATM financing facility, which is equivalent to approximately 20.8% dilution of the Company's issued share capital. This level of dilution is disproportionate to the approximate 83% decline in the Company's share price from $0.58 to $0.10. During this period, despite the dilution, the Company's net assets increased from approximately $97 million at December 31, 2025 to approximately $106 million at June 30, 2026. As a result, the Company does not believe the use of the Company's ATM was a central factor in the drop in the Company's share price. Shareholders of a company that is diluting excessively without adding value would expect their NAVPS to decrease. By contrast, Genius Group's NAVPS increased to $0.61 at June 30, 2026.

Furthermore, the ATM financing facility raises at the market price, in contrast to the alternative forms of equity financing available to the Company, such as Private Investment in Public Equity (PIPE) financing, which is usually executed at a discount to the market price, and the Company's use of the ATM is always limited to approximately 5% to 10% of the daily trading volume when it is utilized to ensure it does not unduly impact the Company's share price.

Despite management's view that its prudent use of its ATM and focus on NAVPS does not result in excessive use of its ATM, the Company has the following plans to raise more funding for its projects via the use of preferred shares, with less reliance on either debt or the issuance of ordinary shares, and in turn continuing to increase NAVPS:

For the Company's Genius City project, the Company is developing a project-based financing initiative targeting $10 million in project-based financing from Asia-based investors through a preferred equity mechanism. The Company's investor roadshows mentioned above are intended to attract institutional capital to its Genius City projects without dilution to ordinary shareholders.

For the Company's dual treasury, the Company has previously announced plans for, and received shareholder approval for, a preferred share structure designed not to dilute holders of ordinary shares. The Company's broader intention is to continue with its share buyback mandate once it has successfully dual listed.

Regarding the ATM facility, the Company currently has two SEC-registered ATM facilities: A $100 million facility and a $1 billion facility, totalling $1.1 billion. The Company's limited use of this ATM is reflected in a utilization percentage of less than 1% of the ATM facility utilized to date in 2026. These ATMs are currently suspended as is the trading of the Company's shares, however they have not been cancelled. In light of the Company's more recently

announced project-based financing strategy, the Board expects to provide an update on its ATM facility to shareholders in the near future.

6. Why is Genius Group seeking shareholder approval for another potential share consolidation, and does this mean a further share consolidation is planned?

No further share consolidation is currently planned.

At the EGM scheduled for December 29, 2026, the Board is seeking precautionary authority to implement a further consolidation. The precautionary authority is being sought as a protective measure. Management believes a company without pre-approved consolidation authority can become a target for market participants seeking to exploit the absence of that safeguard. Having the authority in place provides the Board with flexibility and sends a clear signal to the market that the Company has the tools to maintain listing compliance if circumstances require.

7. What is the status of the Company's legal actions regarding alleged market manipulation?

Genius Group has made progress in several distinct proceedings, each subject to its own legal process.

ICC arbitration against LZG International: In April 2026, the Company announced a favorable final award relating to the return of 7.4 million shares and approximately $7.97 million in monetary damages, legal fees and expenses. The Company has petitioned the U.S. District Court for the Southern District of New York to confirm the award under Section 9 of the Federal Arbitration Act.

RICO litigation: In September 2026, the Company announced that the United States District Court for the Southern District of Florida had denied defendants' motions to dismiss certain RICO claims. This permits those claims to proceed. The Company's claims will now proceed to discovery. The lawsuit seeks substantial damages.

Shareholder class action: A separate class action alleging unlawful trading practices related to the Company's ordinary shares by various parties was filed by Genius Group investors in June 2026. The Company is a part of the class action as a class member and continues to monitor proceedings.

The Company also continues to work with its legal team and ShareIntel to track and analyze trading in GNS shares and intends to pursue appropriate legal and regulatory avenues when supported by evidence. The Company expects further developments in these legal matters in the coming months.

8. What is the timeline for the proposed ASX dual listing, and how will it benefit shareholders?

Genius Group has pursued a proposed ASX dual listing throughout 2026, following its engagement of DLA Piper in December 2025 and further to an application for in-principle advice. After receiving initial ASX feedback, the Company has continued to work towards satisfying various financial and admission requirements. These included achieving a positive net working capital and meeting a series of financial reporting requirements, capital

requirements and capital structure criteria to qualify for the dual listing.

On November 4, 2026, Genius Group announced that it had achieved a positive net working capital surplus in October 2026, further to which the Board approved proceeding toward a formal ASX application through CHESS Depositary Interests, or CDIs. Whilst the application is proceeding, the admission and timing is dependent on ASX assessment and approval.

The Company believes an ASX dual listing can benefit shareholders in several important ways. First, the Company believes a dual listing on a second exchange supports fairer price discovery, as any pricing discrepancy on one exchange can be corrected through natural arbitrage activity on the other. Second, it will provide access to institutional capital in Australia and Southeast Asia, where the Company's operations, revenue and growth are concentrated. Third, the ASX has a strong regulatory framework with strict rules regarding market integrity, which the Company expects will provide an additional layer of protection for shareholders.

9. What progress is Genius Group making toward sustainable profitability and growth, and how will it fund future initiatives without excessive dilution?

Genius Group's operating units have been generating net profit from operations throughout 2026. Management anticipates that the Company's profitable growth will continue, supported by strong and accelerating demand for AI-powered reskilling and future-of-work education.

The global AI-in-education market is projected to grow at a compound annual growth rate of between 31% and 43% through 2030 [2][3]. The Company is well positioned in this market through its Genius City model.

As explained above, future initiatives will be funded primarily on a project-by-project basis, with separate entities for each Genius City project raising capital from local and project-specific investors through project-based debt and preferred share structures. This approach is designed to minimize future dilution for holders of common stock while providing the capital necessary to execute the Company's growth strategy.

10. What are the Company's plans to increase shareholder value and improve investor confidence?

The Company regards growth in underlying net assets and NAVPS as important indicators of progress. Its operating units have reported stronger results during 2026 and management intends to sustain that operational improvement.

Its priorities are to: Grow NAVPS through profitable operations and disciplined allocation of capital; Minimize future ordinary-share dilution through project-level financing and appropriate share cancellations and future share buybacks; Advance the proposed ASX dual listing and broader investor engagement; Pursue legal actions and continued monitoring of suspected trading irregularities; And continue to provide regular, specific updates through the Company's investor-relations website and official channels.

Finally, share consolidations are not inherently negative corporate actions. A number of well-known companies have executed reverse stock splits and gone on to deliver exceptional returns for shareholders.

Booking Holdings (formerly Priceline) executed a 1-for-6 reverse split in 2003 when its shares were trading around US$3.50; the company subsequently grew to become one of the most valuable online travel companies in the world, with shares appreciating over 7,000%. Citigroup executed a 1-for-10 reverse split in 2011 as part of its post-financial-crisis recovery and went on to rebuild into a stable, profitable institution.

Laboratory Corporation of America executed a 1-for-10 reverse split in 2000 and recovered so strongly that it later completed two separate forward stock splits. These examples demonstrate that a share consolidation, when accompanied by strong operational performance and disciplined capital management, can be an inflection point for long-term shareholder value creation.

Genius Group is modelling its path on companies like these, and intends to use this share consolidation as a stepping stone to a stronger, more institutional-grade share structure for the benefit of all shareholders, while taking every step within its control to increase shareholder value and improve investor confidence.

The Company is also committed to continue to communicate what it views as the abnormal discrepancy between the Company's share price and NAVPS, together with the extremely low price-to-book ratio when compared to its peers, and will continue to take all available steps in pursuit of a fair price reflective of the Company's net assets, performance and growth rate.

Sources

[1] NYU Stern School of Business (Aswath Damodaran), Price and Value to Book Ratio by Sector (US), January 2026. U.S. education sector (32 firms) trades at an average price-to-book ratio of 2.60x. https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/pbvdata.html

[2] Grand View Research, AI in Education Market Size, Share & Trends Analysis Report, 2025-2030. Global AI in education market forecast to grow from US$5.88 billion in 2024 to US$32.27 billion by 2030, at a CAGR of 31.2% from 2025 to 2030. https://www.grandviewresearch.com/industry-analysis/artificial-intelligence-ai-education-market-report

[3] Mordor Intelligence, AI in Education Market Size & Share Analysis, 2025-2030. Global AI in education market forecast to grow from US$6.90 billion in 2025 to US$41.01 billion by 2030, at a CAGR of 42.83%. https://www.mordorintelligence.com/industry-reports/ai-in-education-market

About Genius Group

Genius Group (NYSE: GNS) is a global education group delivering AI powered, education and acceleration solutions for the future of work. Genius Group serves 6 million users in over 100 countries through its Genius City model and online digital marketplace of AI training, AI tools and AI talent. It provides personalized, entrepreneurial AI pathways combining human talent with AI skills and AI solutions at the individual, enterprise and government level. To learn more, please visit geniusgroup.ai.

Investor Notice

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described in our most recent Annual Report on Form 20-F, as amended for the fiscal year ended December 31, 2025, filed with the SEC on March 9, 2026. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment. The risks and uncertainties we describe are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See “Forward-Looking Statements” below.

Forward-Looking Statements

Statements made in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of words such as “may,” “will”, “plan,” “should,” “expect,” “anticipate,” “estimate,” “continue,” or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading “Risk Factors” in the Company's Annual Reports on Form 20-F, as may be supplemented or amended by the Company's Reports of a Foreign Private Issuer on Form 6-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise. No information in this press release should be construed as any indication whatsoever of the Company’s future revenues, results of operations, or stock price.

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