Netcapital, Inc. Securities Fraud Class Action Lawsuit - NCPL

Netcapital, Inc.
NASDAQ: NCPL

Affected NCPL Investor Summary

- **Who:** Netcapital, Inc. (NASDAQ: NCPL)
- **What:** Securities fraud class action lawsuit filed
- **Class Period:** December 15, 2021 through September 3, 2026
- **Deadline to Seek Lead Plaintiff Status:** December 7, 2026
- **Key Lawsuit Allegations:** Material misstatements and/or omissions concerning the company's revenue source
- **Investor Action:** Contact Kessler Topaz Meltzer & Check, LLP (www.ktmc.com) for recovery options

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The *Netcapital, Inc.* securities fraud class action lawsuit was filed on behalf of those who purchased or otherwise acquired *Netcapital, Inc.* ("*Netcapital*") (NASDAQ: NCPL) securities between December 15, 2021 and September 3, 2026, inclusive (the "Class Period"). Captioned *Chance v. Netcapital, Inc.,* No. 26-cv-14584 (D. Mass.), the *Netcapital* class action lawsuit alleges that *Netcapital* and/or certain of its officers and/or directors violated federal securities laws by making false or misleading statements and/or omitted to disclose material information.

If you lost money as a result of your *Netcapital* investment and want to find out more about this action and your rights, fill out the form on this page or contact attorney Jonathan Naji, Esq. of KTMC by calling (484) 270-1453 or via e-mail at info@ktmc.com. Lead plaintiff motions must be filed with the court no later than December 7, 2026.

COMPLAINT ALLEGATION SUMMARY:

The complaint alleges that, throughout the Class Period, Defendants made materially false and/or misleading statements, as well as failed to disclose material facts about the company's business, operations, and prospects. Specifically, Defendants misrepresented and/or failed to disclose that: (1) *Netcapital* improperly recognized material revenues from what were, in reality, sham consulting agreements; (2) said consulting agreements were backdated and some were forged entirely; (3) certain transactions were improperly undisclosed related-party transactions; (4) *Netcapital's* certifications pursuant to the Sarbanes-Oxley Act 2002 were false; and (5) as a result of the foregoing, Defendants' statements about the company's business, operations, and prospects were materially false and misleading and/or lacked a reasonable basis at all relevant times.

WHY DID NETCAPITAL'S STOCK DROP?

On September 3, 2026, after market close, *Netcapital* filed with the SEC a Current Report on Form 8-K disclosing that on August 27, 2026, Avi Liss had resigned as a member of the Board of Directors, and from all committees of the Board on which he served, including the Audit Committee, effective immediately. In his resignation letter, Liss stated that his

resignation was "in light of the serious allegations recently asserted against the Company and certain current and former officers, directors, and other individuals." On this news, the price of *Netcapital* stock fell more than 8% on September 4, 2026, and a further 13.2% by September 8, 2026.

THE LEAD PLAINTIFF PROCESS:

The Private Securities Litigation Reform Act of 1995 permits any investor who purchased or acquired *Netcapital* securities during the Class Period to seek appointment as lead plaintiff in the *Netcapital* class action lawsuit. A lead plaintiff is a representative party that acts on behalf of other class members in directing the litigation. In order to be appointed lead plaintiff, the Court must determine that the class member's claim is typical of the claims of other class members, and that the class member will adequately represent the class. Your ability to share in any recovery is not, however, affected by the decision whether or not to serve as a lead plaintiff. Filling out the online form above or communicating with any counsel is not necessary to participate or share in any recovery achieved in this case. Any member of the purported class may move the court to serve as a lead plaintiff through counsel of his/her choice, or may choose to do nothing and remain an inactive class member.

ABOUT KESSLER TOPAZ MELTZER & CHECK, LLP:

Kessler Topaz Meltzer & Check, LLP (KTMC) is a leading U.S. plaintiff-side law firm focused on securities-fraud class actions and global investor protection. The firm represents individual investors as well as institutions, such as major pension funds, asset managers, and international investors. KTMC has led some of the largest recoveries in securities litigation and has been recognized by peers and the legal media with numerous accolades, including being recognized in Chambers & Partners USA 2026 as a Band 1 Top Firm in Securities and Class Actions, Legal 500's Tier 1 Rankings for Securities and M&A Litigation, The National Law Journal's Plaintiff's Hot List and Trailblazers in Plaintiffs' Law, BTI Consulting Group's Honor Roll of Most Feared Law Firms, The Legal Intelligencer's Class Action Firm of the Year, Lawdragon's Leading Plaintiff Financial Lawyers, and Law360's Titans of the Plaintiffs Bar. The firm operates globally with offices in Pennsylvania and California. KTMC has recovered over $25 billion for our clients and the classes they represent.