Exhibit 9.1  
\*\*Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant hereby agrees to supplementally furnish to the SEC upon request any omitted schedule or exhibit.  
VOTING AGREEMENT  
This Voting Agreement (this “Agreement”), dated as of June [\_\_], 2024, is by and among MultiSensor AI Holdings, Inc., a Delaware corporation with offices located at 0000 Xxxx Xxxxxxxx Xxxxx, Xxxxxxxx, Xxxxx 00000 (the “Company”), and each Person listed on Schedule A hereto (each, a “Key Holder” and, collectively with the Company, the “Parties”). Except as otherwise defined herein, capitalized terms have the meanings given to them in the Purchase Agreement (as defined below).  
RECITALS  
A.Each Key Holder, as of the date hereof, is the Beneficial Owner (as defined below) of the number of shares of the Company’s common stock, par value $0.0001 per share (“Common Stock”), set forth opposite such Key Holder’s name on Schedule A hereto (such shares, the “Existing Shares” and, together with any additional shares of Common Stock acquired pursuant to Section 1(c), the “Shares”).  
B.The Company proposes to enter into that certain securities purchase agreement, dated as of or about the date hereof (the “”), with each purchaser identified on the signature pages thereto (each, including its successors and assigns, a “” and collectively, the “”), pursuant to which, among other things, the Purchasers shall purchase, and the Company shall issue and sell, for an aggregate purchase price of $15,000,000.00, (a) [\_\_\_\_] shares of Common Stock, and (b) Pre-Funded Warrants, which shall be exercisable for shares of Common Stock (the “”) immediately upon the Company obtaining Stockholder Approval to issue the Warrant Shares, in substantially the form attached as Exhibit B to the Purchase Agreement, upon the terms and conditions set forth in the Purchase Agreement.