

Company No. 00092343 (England and Wales)

The Smarter Web Company Plc

**Unaudited Condensed Consolidated Interim Financial Statements
for the six months ended 30 April 2026**

The Smarter Web Company Plc

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Chief Executive Officer's Statement

For the six months ended 30 April 2026

The six months ended 30 April 2026 represented a period of significant progress across all areas of the business. The Group's strategy is built on three equally important pillars: a profitable and growing operating business that generates recurring revenues; a Bitcoin treasury that provides long-term balance sheet strength and capital appreciation; and a disciplined acquisition programme through which we broaden and deepen the Group's operational platform. Each pillar is designed to reinforce the others, and together they form the foundation of the Group's long-term strategy.

The acquisition of Squarebird Agency Ltd ("Squarebird"), completed on 20 February 2026, marked an important step in the execution of that strategy. The Group now operates two complementary digital agencies, The Smarter Web Company Operations Limited and Squarebird — both of which are profitable, growing and increasingly working together to win new business and deliver improved outcomes for clients.

The operating loss of £2.7 million for the period predominantly reflects the one-off costs associated with the Company's successful uplisting to the Main Market of the London Stock Exchange. The reported loss of £71.9 million is almost entirely attributable to a non-cash accounting adjustment arising from the decline in the Bitcoin price during the period. Excluding these non-cash movements, the underlying performance of the business was in line with the Board's expectations.

The Bitcoin treasury remained the cornerstone of the Group's balance sheet, with holdings of 2,778 Bitcoin at the period end carrying a market value of £157 million. During the period, the Company established a \$30 million Bitcoin-backed credit facility with Coinbase, providing the financial flexibility both to continue accumulating Bitcoin and to fund the repurchase of 42 million pre-IPO warrants, materially reducing the fully diluted share count and increasing the Bitcoin attributable to each share — an outcome the Board considers directly beneficial to existing shareholders.

It is worth reminding shareholders that Bitcoin is a volatile asset and that periods of challenging price action are a feature of its history rather than an exception to it. Every material move higher has been accompanied by periods that test conviction, and the recent price environment is no different. The Directors remain confident in the long-term case for Bitcoin, supported by the material progress we are seeing in institutional adoption, regulatory acceptance and broader mainstream recognition. Our conviction in Bitcoin has never been stronger.

A significant milestone during the period was the Company's inclusion in the FTSE All-Share and FTSE SmallCap indices with effect from 23 March 2026, achieved within two months of the Main Market admission. Index inclusion extends the Company's reach to a broader universe of institutional investors, including index-tracking funds, and has enhanced the liquidity profile of the Company's shares. The Board considers this an important step in establishing The Smarter Web Company as a credible and well-regarded constituent of the UK public markets.

During the period, the Company adopted its Long-Term Incentive Plan, under which nil-cost options were granted to directors and employees. Vesting is conditional upon achievement of demanding share price and market capitalisation milestones, which require substantial appreciation in the value of the business before any benefit is delivered to participants.

The Board enters the second half of the 2026 financial year with confidence. Both operating divisions are performing in line with expectations, the pipeline of acquisition opportunities continues to develop, and the platform established during the period provides a strong foundation from which to execute the Group's strategy. The Board's ambition remains unchanged: to build one of the UK's leading companies, supported by a profitable and growing operating platform, a Bitcoin treasury that delivers long-term capital appreciation, and a disciplined approach to value creation for shareholders.

Finally, I would like to express my gratitude to our shareholders for their continued support, to our team for their dedication and hard work, and to our advisers and partners for their commitment throughout the period as we aim to make The Smarter Web Company PLC into one of the largest public companies in the UK.

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Principal risks and uncertainties

The principal risks and uncertainties facing the Group are monitored on an ongoing basis. The Board has reviewed the principal risks and uncertainties disclosed in the 2025 Annual Report and concluded that they remain applicable for the remainder of the current financial year. A detailed description of these risks is set out on page 16 of the 2025 Annual Report. In addition, the Board has identified two further risks arising during the period that are worthy of note: the risks associated with the Coinbase Bitcoin-backed credit facility, and those relating to the post-acquisition integration of Squarebird.

The Company draws on a \$30 million Bitcoin-backed credit facility with Coinbase, secured against the Company's Bitcoin holdings. The principal risk associated with this facility is that a material decline in the Bitcoin price could reduce the value of the collateral relative to the outstanding loan balance, potentially requiring the Company to provide additional collateral or reduce the drawn balance at short notice. The Directors monitor the facility and the collateral coverage ratio on a regular basis and are satisfied that, at current Bitcoin price levels, the Company maintains significant headroom.

The acquisition of Squarebird was completed on 20 February 2026. As with any acquisition, there are integration risks to manage, including the retention of key personnel, the alignment of operational processes and the maintenance of client relationships during the transition period. The Directors consider this risk to be substantially mitigated by the decision to operate Squarebird as a standalone entity under its own brand and management, preserving the culture, client relationships and operational identity that underpinned its pre-acquisition performance. The two businesses will collaborate and cross-refer where opportunities arise, but each will continue to operate independently. The Directors are satisfied that both businesses are performing in line with expectations and will continue to monitor progress during the remainder of the financial year.

Directors' Responsibility Statement

We confirm that to the best of our knowledge:

- The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting', as adopted for use in the United Kingdom.
- Give a true and fair view of the assets, liabilities, financial position and loss of the Group.
- The interim management report includes a fair review of the information required by DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the set of interim financial statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and
- The interim management report includes a fair review of the information required by DTR 4.2.8R of the Disclosure and Transparency Rules, being the information required on related party transactions.

The interim management report was approved by the Board, and the above responsibility statement was signed on its behalf by:

Andrew Webley
Chief Executive Officer
29 June 2026

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Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 April 2026

	Notes	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Continuing operations			
Revenue	4	397,473	-
Cost of sales		(26,460)	-
Gross profit		371,013	-
Administrative expenses		(3,087,786)	(207,221)
Operating loss	5	(2,716,773)	(207,221)
Other expenses		-	(173,046)
Other gains and losses	6	(68,681,898)	-
Finance costs	7	(24,677)	(339,299)
Loss before taxation		(71,423,348)	(719,566)
Tax expense		(526,840)	-
Loss for the period		(71,950,188)	(719,566)
Loss per ordinary share (pence)			
Basic and diluted	8	(21.81)	(0.97)

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Condensed Consolidated Statement of Financial Position

For the six months ended 30 April 2026

		As at 30 April 2026 Unaudited £	As at 31 October 2025 Audited £
	Notes		
Assets			
Non-current assets			
Financial assets		1,649	1,649
Cryptocurrency	9	157,123,888	220,003,460
Intangible assets	10	1,613,724	1,031,501
Property, plant and equipment		40,803	16,206
Right- of-use asset		77,877	18,199
Total non-current assets		158,857,941	221,071,015
Current assets			
Trade and other receivables		683,989	466,259
Cash and cash equivalents		1,273,024	1,503,118
Total current assets		1,957,013	1,969,377
TOTAL ASSETS		160,814,954	223,040,392
Liabilities			
Current liabilities			
Trade and other payables		603,194	375,087
Borrowings	11	23,674,094	10,957,578
Lease liabilities		29,386	30,112
Total current liabilities		24,306,674	11,362,777
Non-current liabilities			
Lease liabilities		75,561	7,523
Deferred tax liabilities		1,857,038	1,290,740
Total non-current liabilities		1,932,599	1,298,263
TOTAL LIABILITIES		26,239,273	12,661,040
NET ASSETS		134,575,681	210,379,352
Share capital	12	358,882	645,687
Share premium	12	213,636,407	208,760,100
Merger relief reserve		1,149,623	618,689
Warrant reserve	13	578,614	1,180,063
Share-based payment reserve	14	4,441	-
Capital redemption reserve		345,450	-
Accumulated losses		(81,497,736)	(825,187)
TOTAL EQUITY		134,575,681	210,379,352

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Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 April 2026

	Share capital £	Share premium £	Merger relief reserve £	Share based payment reserve £	Warrant reserve £	Capital redemption reserve £	Accumulated losses £	Total equity £
At 1 November 2024 (audited)	352,500	1,515,032	-	-	-	-	(2,788,916)	(921,384)
Loss for the period	-	-	-	-	-	-	(719,566)	(719,566)
Total comprehensive loss for the period	-	-	-	-	-	-	(719,566)	(719,566)
Transactions with owners in their capacity as owners:								
Shares issued	139,851	3,520,569	-	-	-	-	-	3,660,420
Issue costs	-	(345,030)	-	-	-	-	-	(345,030)
Warrant reserve	-	(30,095)	-	-	1,180,063	-	-	1,149,968
Conversion of convertible loan note	-	-	-	-	-	-	339,188	339,188
Total transactions with owners	139,851	3,145,444	-	-	1,180,063	-	339,188	4,804,546
At 30 April 2025 (unaudited)	492,351	4,660,476	-	-	1,180,063	-	(3,169,294)	3,163,596
At 1 November 2025 (audited)	645,687	208,760,100	618,689	-	1,180,063	-	(825,187)	210,379,352
Loss for the period	-	-	-	-	-	-	(71,950,188)	(71,950,188)
Total comprehensive loss for the period	-	-	-	-	-	-	(71,950,188)	(71,950,188)
Transactions with owners in their capacity as owners:								
Shares issued	50,000	4,900,149	-	-	-	-	-	4,950,149
Issue costs	-	(190,944)	-	-	-	-	-	(190,944)
Exercise of warrants	6963	167,102	-	-	(85,527)	-	85,527	174,065
Share-based payment	-	-	-	4,441	-	-	-	4,441
Buyback of warrants	-	-	-	-	(515,922)	-	(8,807,888)	(9,323,810)
Acquisition of subsidiary	1,682	-	530,934	-	-	-	-	532,616
Cancellation of deferred shares	(345,450)	-	-	-	-	345,450	-	-
Total transactions with owners	(286,805)	4,876,307	530,934	4,441	(601,449)	345,450	(8,722,361)	(3,853,483)
At 30 April 2026 (unaudited)	358,882	213,636,407	1,149,623	4,441	578,614	345,450	(81,497,736)	134,575,681

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Condensed Consolidated Statement of Cash Flows

For the six months ended 30 April 2026

	Notes	Six months ended 30 Apr 2026 Unaudited £	Six months ended 30 Apr 2025 Unaudited £
Cash flow from operating activities			
Loss before tax		(71,423,348)	(719,566)
Adjustments for:			
Depreciation of property, plant and equipment		2,920	-
Amortisation of right of use assets		11,446	-
Amortisation of intangible assets	10	32,712	-
Gain on loan write off		-	(660,260)
Fair value gain on listed securities		-	833,306
Other gains and losses	6	68,681,898	-
Finance costs	7	21,495	339,298
Share based payment	14	4,441	-
Changes in working capital:			
Decrease/(increase) in trade and other receivables		166,240	(533,143)
Increase in trade and other payables		12,766	371,910
Net cash used in operating activities		(2,489,430)	(368,455)
Cash flows from investing activities			
Purchase of cryptocurrency	9	(7,940,454)	-
Acquisition of subsidiary, net of cash acquired	16	(116,610)	(77,701)
Purchase of property, plant and equipment		(2,309)	-
Net cash used in investing activities		(8,059,373)	(77,701)
Cash flows from financing activities			
Proceeds from issue of share capital		4,834,319	627,022
Issue costs	12	(190,944)	-
Buyback of warrants	13	(9,323,810)	-
Proceeds from warrants exercised	13	174,065	-
Proceeds from borrowings	11	15,603,004	1,185,470
Repayment of borrowings	11	(748,360)	(135,279)
Finance costs	7	(21,495)	(111)
Lease principal paid		(8,070)	-
Net cash generated by financing activities		10,318,709	1,677,102
Net (decrease)/increase in cash and cash equivalents		(230,094)	1,230,946
Cash and cash equivalents at beginning of period		1,503,118	109,252
Cash and cash equivalents at end of period		1,273,024	1,340,198

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Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 April 2026

1. General information

The Smarter Web Company Plc (the “Company”) is a public limited company incorporated and domiciled in England and Wales. Its registered address is 160 Aztec West, Almondsbury, Bristol, United Kingdom, BS32 4TU.

On 20 February 2026, the Company acquired the entire shareholding of Squarebird Agency Ltd as detailed in note 16.

2. Basis of preparation

These condensed consolidated interim financial statements include the results of the Company and its subsidiaries (together, the “Group”) and have been prepared in accordance with UK-adopted International Accounting Standard IAS 34 “Interim Financial Reporting”. They do not constitute statutory accounts as defined in s434 of the Companies Act 2006.

The interim financial statements should be read in conjunction with the consolidated annual financial statements for the year ended 31 October 2025, which were prepared in accordance with UK-adopted International Accounting Standards.

The interim financial statements are presented in Pounds Sterling (“GBP”) which is the presentational currency.

The interim financial information for the six months ended 30 April 2026 and 2025 have not been audited or reviewed by the auditors. The comparative financial information for the year ended 31 October 2025 has been derived from the audited financial statements for that period. A copy of those statutory financial statements for the year ended 31 October 2025 has been delivered to the Registrar of Companies. The report of the independent auditors on those financial statements was unqualified and did not contain a statement under Sections 498 (2) or (3) of the Companies Act 2006.

Going concern

As at 30 April 2026 the Group had a cash balance of £1.3 million (31 October 2025: £1.5 million), and net assets of £135 million (31 October 2025: £210 million).

The Directors have considered the applicability of the going concern basis in the preparation of these interim financial statements. This included the review of internal budgets and financial results which show, taking into account reasonably probable changes in financial performance that the Group should be able to operate within the level of its current funding arrangements.

The Directors have a reasonable expectation that the Group will have ample resources to continue in operation for the foreseeable future, underpinned by a significant Bitcoin treasury. The successful completion of several fundraises since the period end have further strengthened the Group’s liquidity position. For this reason, they have adopted the going concern basis in the preparation of the interim financial statements.

Accounting policies

The condensed consolidated interim financial statements have been prepared using applicable accounting policies and practices consistent with those adopted in the statutory audited consolidated annual financial statements for the year ended 31 October 2025 and those expected to be in force for the year ending 31 October 2026.

Critical accounting estimates and judgements

The preparation of the condensed consolidated interim financial statements requires Directors to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these judgements and estimates.

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Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 April 2026

2. Basis of preparation (continued)

In preparing these condensed consolidated interim financial statements, the significant judgements made by Directors in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the year ended 31 October 2025, with the addition of the following:

Acquisition of Squarebird Agency Ltd - identifiable assets and liabilities assumed

The fair value of intangible assets acquired through business combinations involves the use of valuation techniques and the estimation of future cash flows to be generated over a number of years. Directors are currently finalising the valuation of the intangible assets acquired, and if required, will adjust the provisional fair values recorded in these interim financial statements in the annual financial statements for the year ending 31 October 2026, in line with paragraph 46 of IFRS 3. Further details of the acquisition are included in note 16.

Valuation of share-based payments

During the period ended 30 April 2026, the Group issued share options to its Directors and employees. Accounting for equity-settled share-based payments requires the use of valuation models to estimate their fair values and vesting periods. These models require the Directors to make assumptions regarding the share price volatility, risk free rate and expected life of awards in order to determine the fair values of the awards at grant date. Further details are included in note 14.

3. Segmental disclosures

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions. The Group consists of one operating segment, being the provision of website development services, which encompasses the Group's two operating subsidiaries: The Smarter Web Company Operations Limited and Squarebird Agency Ltd. Therefore, no segmental reporting is presented.

4. Revenue

	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Revenue from website design services	397,473	-

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For the six months ended 30 April 2026

5. Operating loss

	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Operating loss is presented after charging:		
Depreciation of property, plant and equipment	2,920	-
Amortisation of right of use assets	11,446	-
Amortisation of intangible assets	32,712	-
Professional and legal fees	153,846	65,616
Employee benefit expense	1,243,958	31,000
Listing fees	1,259,760	-
Other expenses	31,766	110,605

6. Other gains and losses

	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Loss on change in fair value of cryptocurrency assets (note 9)	70,820,026	-
Gain on change in fair value of Smarter Convert CLN (note 11)	(5,314,688)	-
Release of Day 1 losses on Smarter Convert CLN (note 11)	3,176,560	-
	68,681,898	-

7. Finance costs

	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Effective interest on pre-IPO convertible loan note	-	339,188
Bank fees	2,081	111
Exchange rate gains and losses	3,182	-
Interest on Coinbase facility (note 11)	19,414	-
	24,677	339,299

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For the six months ended 30 April 2026

8. Loss per share

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of Ordinary shares in issue during the year. As the Group is loss making, the effect of instruments that convert into Ordinary shares is considered anti-dilutive.

The weighted average number of shares used in the calculations are set out below:

	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Loss attributable to equity holders of the Company	(71,950,188)	(719,566)
Weighted average number of Ordinary shares in issue	329,887,452	74,363,297
Basic and diluted per share (pence)	(21.81)	(0.97)

9. Cryptocurrency

	£
Balance at 1 November 2025 (audited)	220,003,460
Additions	7,940,454
Fair value loss, recognised in profit or loss	(70,820,026)
Balance at 30 April 2026 (unaudited)	157,123,888

The fair value of Bitcoin as at 30 April 2026 was calculated by reference to the unadjusted market price as at 23:59 UK time on 30 April 2026, provided by the Group's bitcoin broker, which is a Level 1 input under the fair value hierarchy of IFRS 13. Had Bitcoin been measured on a historical cost basis, its carrying value would have been £228,487,638 as at 30 April 2026 (31 October 2025: £220,547,184). As at 30 April 2026, the Group held 2778 Bitcoin of which 177.89 were funded by the Smarter Convert CLN (refer to note 11).

10. Intangible assets

	Goodwill £	Intangible asset - Software £	Intangible asset – Customer relationships £	Intangible asset – brand £	Total £
Cost					
As at 01 November 2025 (Audited)	746,315	15,079	267,424	12,869	1,041,687
Acquisition of subsidiary	447,847	-	112,548	54,540	614,935
As at 30 April 2026 (Unaudited)	1,194,162	15,079	379,972	67,409	1,656,622
Accumulated amortisation					
As at 01 November 2025 (Audited)	-	520	9,222	444	10,186
Amortisation	-	520	15,324	16,868	32,712
As at 30 April 2026 (Unaudited)	-	1,040	24,546	17,312	42,898
Carrying amount					
As at 1 November 2025 (Audited)	746,315	14,559	258,202	12,425	1,031,501
As at 30 April 2026 (Unaudited)	1,194,162	14,039	355,426	50,097	1,613,724

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Notes to the Condensed Consolidated Financial Statements

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11. Borrowings

	As at 30 April 2026 Unaudited £	As at 31 October 2025 Audited £
Smarter Convert CLN	8,819,450	10,957,578
Coinbase facility	14,854,644	-
	<u>23,674,094</u>	<u>10,957,578</u>

Smarter Convert CLN

On 5 August 2025, the Company issued a convertible loan note ("Smarter Convert CLN") raising gross proceeds of £15,803,733, which were used to acquire 177.8909127 Bitcoins and are held in a segregated wallet. The instrument is interest-free and has a term of one year. On maturity, the instrument can be settled as follows, at the option of the noteholders ("Settlement"):

- (i) Full or partial conversion of the notes into Company shares at £2.0475 per share; or
- (ii) Transfer of the Bitcoin acquired less transaction costs; or
- (iii) Payment of the equivalent of the value of Bitcoin in GBP, USD, or EUR;

The noteholders have the option to trigger Settlement at any time. The Company has the option to trigger Settlement after 5 February 2026, if both the market price of the Company shares exceeds £3.07125 per share for 10 consecutive trading days, and the percentage increase in the Company's share price over that period exceeds the percentage increase in the price of Bitcoin.

Changes in the carrying values of Smarter Convert CLN and its components are detailed below:

	Fair value of Smarter Convert CLN £	Amortisation Day 1 Deferred Loss £	Total £
At 1 November 2025 (audited)	15,722,418	(4,764,840)	10,957,578
Change in fair value of Smarter Convert CLN	(5,314,688)	-	(5,314,688)
Amortisation of day 1 loss	-	3,176,560	3,176,560
At 30 April 2026 (unaudited)	<u>10,407,730</u>	<u>(1,588,280)</u>	<u>8,819,450</u>

The fair value of the Smarter Convert CLN is estimated using a Monte Carlo simulation, which is a Level 3 valuation technique, using the following key inputs.

	30 April 2026	31 October 2025
Trading days to maturity	67	192
Company share price	£0.352	£0.535
GBP risk-free rate	4.00%	3.65%
Annualised volatility of Company shares	98%	133%
Bitcoin price at 5 August 2026	<u>US\$ 78,105</u>	<u>US\$ 116,210</u>

Bitcoin prices at 5 August 2026 were derived from forward prices.

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For the six months ended 30 April 2026

11. Borrowings (continued)

No change to the fair value of the Smarter Convert CLN is attributable to the changes in Company's credit risk.

Coinbase facility

On 24 February 2026 the Company entered into a facility agreement with Coinbase on the following terms:

- (i) Facility size: \$30 million;
- (ii) Security: secured against Bitcoin holdings held within Coinbase;
- (iii) Interest: charged daily on cash drawn down;
- (iv) Fees: no fees other than interest on cash used; and
- (v) Maturity: no fixed maturity date; repayable at the Company's discretion.

During the period ended 30 April 2026, the Company drew down £15,603,004 and repaid £748,360 of principal and £19,414 in interest.

12. Share capital and share premium

	At 30 April 2026 Unaudited £	At 31 October 2025 Audited £
Share capital		
Ordinary shares of 0.1p each	358,882	300,237
Deferred shares of 4.9p each	-	345,450
Total share capital	358,882	645,687
Share premium	213,636,407	208,760,100

Ordinary shares

Ordinary shares of 0.1p each entitle the holders to receive dividends as declared from time to time and to vote at meetings of the Company. All ordinary shares rank equally with regard the Company's residual net assets. There are no restrictions on the transfer of shares.

During the period ended 30 April 2026, the Company issued new ordinary shares as detailed below:

	No of Shares No.	Share capital £	Share Premium £	Total £
As at 1 November 2025 (audited)	300,237,093	300,237	208,760,100	209,060,337
Transactions:				
Acquisition of subsidiary*	1,682,033	1,682	-	1,682
ATM Facility Shares	50,000,000	50,000	-	50,000
ATM Proceeds	-	-	4,900,149	4,900,149
Exercise of warrants	6,962,603	6,963	167,102	174,065
	58,644,636	58,645	5,067,251	5,125,896
Share issue costs	-	-	(190,944)	(190,944)
As at 30 April 2026 (unaudited)	358,881,729	358,882	213,636,407	213,995,289

* On acquisition of subsidiary, a merger relief reserve of £530,934 was recognised on the shares issued.

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Notes to the Condensed Consolidated Financial Statements

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12. Share capital and share premium (continued)

On 02 January 2026, the Company issued 50,000,000 shares at par value pursuant to a subscription agreement with its broker ("ATM Facility Shares"). Under the agreement, the Company issues its shares to the broker at their nominal value and the broker may sell ordinary shares on behalf of the Company subject to agreed restrictions, including weekly volume limits linked to market trading closing price, and the Company will benefit by receiving approximately 97% of the net proceeds of any sales of the shares achieved by the broker. As at 30 April 2026, none of the ATM Facility Shares have been placed by Company's broker and therefore no share premium has been recognised in respect of these shares.

ATM Proceeds represent the proceeds received by the Company from its broker under a previous ATM facility.

Of the capital raised, £115,830 was received after the balance sheet date and is included within trade and other receivables balance.

Deferred shares

On 19 March 2026, the Company repurchased all 7,050,000 Deferred shares in issue for a total consideration of 1 pence. The acquisition was financed through the issue of 1 Ordinary share. A capital redemption reserve of £345,450 was therefore recognised in equity.

13. Warrant reserve

	No	£
Balance at 1 November 2025 (audited)	105,746,975	1,180,063
Exercise of Warrants	(6,962,603)	(85,527)
Buyback of Warrants	(42,000,000)	(515,922)
Balance at 30 April 2026 (unaudited)	56,784,372	578,614

During the period ended 30 April 2026, the Company repurchased 42 million pre-IPO warrants for a total cash consideration of £9,323,810. In addition, 6,962,603 of the pre-IPO warrants were exercised. As at 30 April 2026, the Company's outstanding warrants are detailed below:

	No	Exercise price (p)	Exercise period
Pre-IPO warrants	18,875,000	2.5	2 years from 25 April 2026
SWC Operations acquisition warrants	25,778,732	2.5	2 years from 25 April 2026
Advisor warrants	2,450,000	2.5	2 years from 25 April 2026
6 October 2025 warrants	9,680,640	105.0	3 years from issue
	56,784,372		

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For the six months ended 30 April 2026

14. Share-based payments

Long-term incentive plan

On 27 April 2026 ("Grant Date"), the Group granted nil-cost options ("Options") to its executive directors and employees under its Long-Term Incentive Plan ("LTIP"). The number of Options granted to each option holder is not fixed, but is linked to the percentage of the Company's issued share capital on achievement of each performance milestone. There are 20 performance conditions linked to the Company achieving either a share price threshold or a market capitalisation threshold for 30 consecutive calendar days. The performance milestones and the corresponding number of Options that would be issued as a percentage of Company's issued share capital is detailed below:

Performance Milestone no.	Market Capitalisation	% of issued share capital	Performance Milestone no.	Share Price	% of issued share capital
1	£2.5 billion	0.19%	11	£5	0.19%
2	£5 billion	0.19%	12	£7	0.19%
3	£10 billion	0.19%	13	£10	0.19%
4	£20 billion	0.19%	14	£13	0.19%
5	£40 billion	0.19%	15	£17	0.19%
6	£80 billion	0.19%	16	£21	0.19%
7	£100 billion	0.19%	17	£25	0.19%
8	£130 billion	0.19%	18	£30	0.19%
9	£160 billion	0.19%	19	£35	0.19%
10	£200 billion	0.19%	20	£40	0.19%

The vesting of the Options is subject to the following terms:

- (i) On achievement of each Performance Milestone, the relevant number of Options vest in tranches as follows:
 - a. If achieved before 3rd anniversary of Grant Date:
 - 1/3 vests on 3rd anniversary of Grant Date;
 - 1/3 vests on 4th anniversary of Grant Date;
 - 1/3 vests on 5th anniversary of Grant Date.
 - b. If achieved after 3rd anniversary of Grant Date but before 4th anniversary of Grant Date:
 - 1/3 vests immediately;
 - 1/3 vests on 4th anniversary of Grant Date;
 - 1/3 vests on 5th anniversary of Grant Date.
 - c. If achieved after 4th anniversary of Grant Date but before 5th anniversary of Grant Date:
 - 2/3 vests immediately;
 - 1/3 vests on 5th anniversary of Grant Date;
 - d. If achieved after 5th anniversary of Grant Date:
 - Full vesting immediately;
- (ii) All unexercised Options lapse by the tenth anniversary of Grant Date;
- (iii) Continuous employment of the option holder at the date of vesting, subject to customary change of control provisions and good leaver provisions.
- (iv) Each Performance Milestone is reduced by dividends paid on ordinary shares as appropriate.

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14. Share-based payments (continued)

The LTIP includes customary malus and clawback provisions.

Therefore, Options linked to each Performance Milestone represent a separate award with a corresponding fair value and vesting period.

The vesting period of the Options is variable and linked to market-based performance condition. A Monte Carlo model was used to calculate both the fair value of the Options at the date of grant and to estimate their most likely vesting periods. The inputs into the valuation are detailed below:

Company share price at Grant Date	37.0 pence
Exercise price (pence)	Nil
Expected exercise date	Immediately on vesting
Dividend yield	0%
Annual risk-free rate	4.97%
Volatility	68.57%

The volatility of Company shares was derived from a peer group of comparable listed companies as the Company shares have not been listed for a sufficiently long period.

The total fair value for each Performance Milestone ranged between £163,769 and £nil and the expected vesting period ranged between 6 and 9 years.

The total fair value of the Options is £1,419,265 and a charge of £4,441, for the period ended 30 April 2026 is recognised within administrative expenses.

15. Related party transactions

Related parties comprise key management personnel who are the Directors of the Company. Their remuneration is detailed below:

	Six months ended 30 April 2026 Unaudited £	Six months ended 30 April 2025 Unaudited £
Short-term employment benefits	646,395	-
Social security costs	90,505	-
	<u>736,900</u>	<u>-</u>

Keysford Limited, in which Sean Edward Wade is a Director, charged consultancy fees for the six months ended 30 April 2026 of £nil (six months ended 30 April 2025: £18,000).

123 Accounting Solutions Limited, in which Mario Visconti is a Director, charged consultancy fees for the six months ended 30 April 2026 of £nil (six months ended 30 April 2025: £13,000).

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16. Business combinations

On 20 February 2026, the Company completed the acquisition of 100% of the Ordinary shares of Squarebird Agency Ltd, a web design and marketing company.

The following table summarises the provisional fair values of assets acquired, and liabilities assumed at the acquisition date:

	Provisional fair values £
Intangible asset – customer relationships	112,548
Intangible asset – trade name	54,540
Property, plant and equipment	25,208
Right of use assets	71,124
Trade and other receivables	268,139
Cash and cash equivalents	423,390
Trade and other payables	(143,026)
Lease liabilities	(75,382)
Deferred tax liability	(41,772)
Net identifiable assets acquired	694,769
Goodwill	447,847
Consideration	1,142,616

The fair values of identifiable intangible assets is provisional, pending finalisation of the financial valuation of these assets. The goodwill balance is attributable to the workforce and an increase in market share.

Purchase consideration

	£
Issue of 1,682,033 ordinary shares in the Company	532,616
Cash consideration: settled between completion and 30 April 2026	540,000
Deferred cash consideration – due within 3 months post completion	70,000
	1,142,616

Cash flow

	£
Cash paid as consideration	540,000
Less cash acquired at acquisition	(423,390)
Net cash outflow on acquisition	116,610

Acquisition costs were £76,050 and have been included within administrative expenses in profit or loss.

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For the six months ended 30 April 2026

17. Post Balance Sheet Events

Between 1 May 2026 and 29 June 2026, the Company's broker placed 3,915,150 of ATM Facility Shares for gross proceeds of £1,367,942. On 7 May 2026, the Company issued 1,283,975 ordinary shares for gross proceeds of £502,034.

Subsequent to the period end, a further 11,800,000 of Pre-IPO warrants have been exercised at 2.5p per share and 100 Bitcoin have been acquired.

On 17 June 2026, the shareholders of the Company approved a special resolution to reduce the Company's share premium account by £210,000,000. Subject to the approval by the High Court of Justice in England and Wales, the capital reduction is expected to take effect on 15 July 2026.