

08 April 2026

The Smarter Web Company PLC
(“The Smarter Web Company” or the “Company”)
Existing Warrants - Voluntary Purchase Offer

The Smarter Web Company (LSE: SWC | OTCQB: TSWCF | FRA: 3M8) announces its intention to make a discounted voluntary purchase offer for all holders of existing warrants granted in April 2025, exercisable between 24 April 2026 and 24 April 2028 (the “**Pre-IPO Warrants**”), to enable Pre-IPO Warrant holders to realise value from their warrants ahead of their vesting (the “**Voluntary Purchase Offer**”).

This follows the previous offer announced on 12 March 2026, with the results then announced on 16 March 2026.

Pre-IPO Warrants Overview

Under the terms of the Pre-IPO Warrants, holders are entitled to subscribe for new ordinary shares of 0.1p in the Company (“**Ordinary Shares**”) at an exercise price of 2.5 pence per share for a two-year period between 24 April 2026 and 24 April 2028.

The total number of Pre-IPO Warrants outstanding is 93,066,335, of which, in aggregate 66,228,732 are held by parties related to the Company, comprising 39,000,000 held by 210k Capital L.P., an existing significant shareholder affiliated with Tyler Evans (Non-Executive Director), 25,778,732 are held by Andrew Webley (Chief Executive Officer) and his spouse, and a further 1,450,000 are held by directors or employees of the Company (“**Related Holdings**”).

Pre-IPO Warrant - Discounted Voluntary Purchase Offer

To minimise any potential market disruption arising from the exercise of the Pre-IPO Warrants and to allow relevant warrant holders, at their election, to realise value from their Pre-IPO Warrants prior to their vesting date, the Company is making a voluntary offer to purchase Pre-IPO warrants from all holders (“**Warrant Holders**”).

The offer price is based on:

- A reference share price of 28.70 pence per share (the closing bid price on 07 April 2026) (“**Reference Price**”)
- The 2.5 pence warrant exercise price
- An approximate 14% discount to the net of the Reference Price less the warrant exercise

This results in an offer price of:

- 22.5 pence per warrant

This means Warrant Holders who wish to accept the offer will receive 22.5 pence per Pre-IPO Warrant in cash, ahead of their vesting on 24 April 2026, without needing to fund the exercise of their Pre-IPO Warrants.

Warrant Holders electing to participate in the Voluntary Purchase Offer must tender their entire holding of Pre-IPO Warrants, as partial tenders will not be accepted.

The Company notes that, in accordance with UK Listing Rule 9.7.5, it is subject to a limit whereby it may only purchase warrants which, on exercise, would represent less than 15% of its existing issued share capital over a 12-month period without further shareholder approval. Accordingly, the Voluntary Purchase Offer will be conducted within this limit, and the Company will purchase up to a maximum of 49,000,000 Pre-IPO Warrants. Acceptances may be scaled back on a pro rata basis if required.

Participation in this offer is entirely optional, and Warrant Holders remain free to retain their Pre-IPO Warrants and exercise them in accordance with their terms once they become exercisable.

It is noted that the Board also reserves the right, at its sole discretion, to withdraw or amend the offer at any time prior to the closing date should it consider this to be in the best interests of the Company and its shareholders.

Related Party Transaction

210k Capital L.P., an existing significant shareholder affiliated with Tyler Evans (Non-Executive Director) and therefore a related party of the Company for the purposes of UK Listing Rules, holding 39,000,000 Pre-IPO Warrants, has confirmed its intention to accept the Voluntary Purchase Offer in respect of its entire holding on behalf of the investors within 210k Capital L.P.

210k Capital L.P. has indicated that its participation reflects a preference to realise value efficiently and without the need to manage the execution and liquidity considerations associated with monetising a large number of shares.

The Board believes this represents a constructive outcome for the Company and its shareholders, supporting the simplification of the capital structure and the reduction of potential future market overhang, while providing all warrant holders with the opportunity to realise value in an orderly and transparent manner

As a related party, the purchase of Pre-IPO Warrants from 210K Capital L.P. would constitute a related party transaction under UK Listing Rule 8.2.1. The Board considers the terms of the Voluntary Purchase Offer, as described above, to be fair and reasonable as far as the shareholders are concerned and the Directors have been so advised by the Company's Sponsor, Strand Hanson Limited. In providing its advice to the Directors, Strand Hanson Limited, has taken into account the Directors' commercial assessment of the Voluntary Purchase Offer.

Andrew Webley (Chief Executive Officer), his spouse and other directors or employees have confirmed that they do not intend to participate in the Voluntary Purchase Offer. This reflects their continued long-term alignment with the Company and its shareholders, and their intention to retain full exposure to the Company's equity as the strategy develops.

Strategic Rationale

The Company believes the Voluntary Purchase Offer represents a balanced approach that:

- provides optional liquidity to Warrant Holders who may wish to realise value a fixed value for their Pre-IPO Warrants; and
- allows the Company to simplify its share capital structure and manage potential equity overhang in an orderly manner; and
- subject to acceptance, noting the discount to intrinsic value, provide the potential to improve the Company's Bitcoin metrics, including BTC Yield.

The Company intends to fund any purchases up to a maximum offer size of approximately £11 million through new debt using a portion of the Coinbase Strategic Credit Facility, announced on 24 February 2026. It is noted that the Company currently has £650,000 debt within the Coinbase Strategic Credit Facility from the previous offer, as announced on 16 March 2026, and it is intended that any borrowings will be repaid in the short term through a combination of operational cash flow and future equity issuance.

The Board believes that using short-term borrowings for this specific purpose is in the best interests of all shareholders, as it supports balance sheet flexibility and capital structure optimisation.

Closing Date

The Voluntary Purchase Offer will remain open until 17:00 (UK time) on Wednesday 08 April 2026 ("**Offer Deadline**").

All Warrant Holders eligible for this offer will shortly receive an email to request acceptance documents to complete, should they wish to accept this offer. Warrant Holders who wish to accept this offer and do not receive this email today are able to contact the Company by email at ir@smarterwebcompany.co.uk.

For Warrant Holders electing to receive payment in USD, the applicable foreign exchange rate will be fixed at the Offer Deadline.

If you are a Warrant Holder and do not wish to accept the Voluntary Purchase Offer, no further action is required at this stage.

The Company will further update shareholders through a regulatory announcement following the Offer Deadline.

Enquiries:

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About The Smarter Web Company:

The Smarter Web Company offers web design, web development and online marketing services. Clients pay an initial fee, an annual hosting charge and an optional monthly marketing charge. Growth opportunities exist for The Smarter Web Company around these existing services.

In addition to organic growth, the Company will progress an acquisition strategy targeting other businesses with a view to growing its number of clients and / or recurring revenue. The Smarter Web Company will only make acquisitions where the Directors believe the timing and opportunity is appropriate.

Since 2022, The Smarter Web Company has adopted a policy of accepting payment in Bitcoin. The Company believes that Bitcoin forms a core part of the future of the global financial system and as the Company explores opportunities through organic growth and corporate acquisitions is pioneering the adoption of a Bitcoin Treasury Policy into its strategy.

Please also see "The 10 Year Plan" announced by the Company via regulatory news at 07:00 on 28 April 2025 and available on the Company website.

Visit our website: <https://www.smarterwebcompany.co.uk>

Follow us on X: <https://x.com/smarterwebuk>

The Directors of the Company accept responsibility for the contents of this announcement.

Important Notice:

The Smarter Web Company Plc holds treasury reserves and surplus cash in Bitcoin. Bitcoin is a type of cryptocurrency or cryptoasset. Whilst the Board of Directors of the Company considers holding Bitcoin to be in the best interests of the Company, the Board remains aware that the financial regulator in the UK (the Financial Conduct Authority or FCA) considers investment in Bitcoin to be high risk. An investment in the Company is not an investment in Bitcoin, either directly or by proxy. However, the Board of Directors of the Company consider Bitcoin to be an appropriate store of value and growth for the Company's reserves and, accordingly, the Company is materially exposed to Bitcoin. Such an approach is innovative, and the Board of Directors of the Company wish to be clear and transparent with prospective and actual investors in the Company on the Company's position in this regard.

The Company is neither authorised nor regulated in the conduct of its business by the FCA. And there is currently limited regulation of cryptocurrencies (such as Bitcoin) in the UK. As with most other investments, the value of Bitcoin can go down as well as up, and therefore

the value of the Company's Bitcoin holdings can fluctuate. The Company may not be able to realise its Bitcoin exposure for the same as it paid in the first place or even for the value the Company ascribes to its Bitcoin positions due to these market movements. An investment in the Company is not protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Nevertheless, the Board of Directors of the Company has taken the decision to invest in Bitcoin, and in doing so is mindful of the special risks Bitcoin presents to the Company's financial position. These risks include (but are not limited to): (i) the value of Bitcoin can be highly volatile, with value dropping as quickly as it can rise. Investors in Bitcoin must be prepared to lose all money invested in Bitcoin; (ii) the Bitcoin market is largely unregulated. There is a risk of losing money due to risks such as cyber-attacks, financial crime and counterparty failure; (iii) the Company may not be able to buy or sell its Bitcoin at will. The ability to buy or sell Bitcoin depends on various factors, including the supply and demand in the market at the relevant time. Operational failings such as technology outages, cyber-attacks and comingling of funds could cause unwanted delay; and (iv) cryptoassets are characterised in some quarters by high degrees of fraud, money laundering and financial crime. In addition, there is a perception in some quarters that cyber-attacks are prominent which can lead to theft of holdings or ransom demands. The Board of Directors of the Company does not subscribe to such a negative view, especially in relation to Bitcoin. However, prospective investors in the Company are encouraged to do your own research before investing.

BTC Yield is a key performance indicator (KPI) that reflects the percentage change in the ratio of Total Bitcoin Holdings to Shares In Issue (Fully Diluted) over a given period. The Company uses BTC Yield to assess the performance of its Bitcoin acquisition strategy, which is intended to be accretive to shareholders.

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019.