

28 April 2026

The Smarter Web Company PLC
("The Smarter Web Company" or the "Company")
Long Term Incentive Plan - Grant of Awards

The Smarter Web Company (LSE: SWC | OTCQB: TSWCF | FRA: 3M8) announces that, following shareholder approval of its Long-Term Incentive Plan ("LTIP") at the Company's Annual General Meeting held on 19 March 2026 ("AGM"), nil-cost conditional long-term incentive awards have been granted to certain directors, members of senior management and employees under the LTIP. The LTIP was approved with 96.7% of votes cast in favour.

Background and Rationale

The Board believes that attracting, retaining and motivating talented individuals is central to the long-term success of the Company and its ability to deliver on its strategic objectives. The LTIP has been designed with this in mind and on the terms approved by shareholders, as set out in the Notice of AGM dated 23 February 2026.

The Company is at an early and important stage of its development, executing an ambitious 10-year plan focused on growing its operating business and Bitcoin treasury. Achieving this requires a team that is committed to the Company's mission over the long term.

The performance-based, milestone-driven structure of the LTIP - with vesting linked to share price and market capitalisation milestones - is specifically designed to incentivise sustained performance and retention, ensuring that key individuals remain focused on delivering long-term shareholder value rather than short-term outcomes.

In the interests of full transparency, the Company has chosen to disclose all participants in the LTIP, including the specific award levels granted to each individual.

Awards

Awards under the LTIP are structured in tranches linked to the achievement of defined performance milestones.

The following conditional awards have been granted to Persons Discharging Managerial Responsibilities ("PDMRs") and other employees, expressed as a percentage of the Company's issued share capital per milestone:

Name	% of Issued Share Capital (per milestone)
Andrew Webley	0.12%
Jesse Myers	0.12%

Name	% of Issued Share Capital (per milestone)
Jamie Knowles	0.05%
Mario Visconti	0.02%
Alex Wrench	0.02%
Laura Stanton-Hobbs	0.02%
Oliver Hewett	0.01%
Jon Bird	0.01%
Nick Bird	0.01%

In aggregate, each performance milestone represents 0.38% of the Company's issued share capital.

Across all milestones, the LTIP provides for potential awards of up to **3.8%** of the Company's issued share capital, subject to the achievement of all performance milestones.

Performance Milestones

The LTIP comprises ten performance milestones, each of which is linked to both a market capitalisation threshold and a share price threshold, as follows:

Award Number	Market Capitalisation	Share Price
1	£2.5 billion	£5
2	£5 billion	£7
3	£10 billion	£10
4	£20 billion	£13
5	£40 billion	£17
6	£80 billion	£21
7	£100 billion	£25
8	£130 billion	£30
9	£160 billion	£35

Award Number	Market Capitalisation	Share Price
10	£200 billion	£40

The milestones are performance conditions for the purposes of the LTIP and are structural features of the incentive plan only. They do not represent financial targets, forecasts or profit forecasts of the Company. There can be no assurance that any milestone will be achieved. Achievement of a milestone is measured by reference to the closing price of the Company's ordinary shares over a period of 30 consecutive calendar days. The basis on which milestone achievement is measured is set out in the LTIP rules, as summarised in the Notice of AGM dated 23 February 2026, available on the Company's website.

Structure and Vesting

The awards have been granted under the Company's LTIP as nil-cost conditional awards.

Awards will be satisfied in shares only upon conversion, with the number of shares delivered determined as a percentage of the Company's issued share capital at the time the relevant milestone is achieved.

Vesting is subject to both:

- achievement of the relevant performance milestone, with 50% of each award linked to the market capitalisation threshold and 50% linked to the share price threshold; and
- satisfaction of time-based vesting conditions.

Awards do not vest or become exercisable before the third anniversary of grant and vest in tranches over a minimum period of five years from the date of grant, subject to continued service. Where a milestone is achieved, the related award vests in equal thirds on the third, fourth and fifth anniversaries of grant. To the extent any of those anniversaries have already passed at the date of milestone achievement, the corresponding tranches vest immediately upon achievement. Awards lapse if not converted by the tenth anniversary of grant.

The LTIP includes customary malus and clawback provisions.

Andrew Webley, CEO of the Smarter Web Company, commented:

"The LTIP represents an important step in building a team that is fully aligned with The Smarter Web Company's long-term ambitions. The milestones are deliberately ambitious. They reflect our belief in where the Company can go over the next decade. By tying awards to significant market capitalisation and share price targets, and structuring vesting over a period, we are ensuring that the interests of our people and our shareholders are aligned."

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.

Notification of Transaction of Director, Persons Discharging Board Responsibilities

1	Details of the person discharging board responsibilities	
a)	Name	i) Andrew Webley ii) Mario Visconti
2	Reason for the notification	
a)	Position/status	i) CEO ii) Interim CFO and Head of Projects
b)	Initial notification /Amendment	Initial notification

3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	The Smarter Web Company plc
b)	LEI	213800VQO9FUG4PZMP73
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument	Nil-cost conditional options over ordinary shares granted under the Company's LTIP
	Identification code	GB00BPJHZ015
b)	Nature of the transaction	Grant of nil-cost conditional options under the Company's LTIP
c)	Price(s) and volume(s)	Price(s): Nil Volume(s): Options over a specified percentage of the Company's issued share capital per performance milestone; the number of shares is not determinable at grant.
	d) Aggregated information	
	- Aggregated volume	N/A – options over a specified percentage of the Company's issued share capital per performance milestone; the number of shares is not determinable at grant.
	- Price	Nil
e)	Date of the transaction	27 April 2026
f)	Place of the transaction	Outside of a trading venue