

01 June 2026

The Smarter Web Company PLC
("The Smarter Web Company" or the "Company")
Proposed Capital Reduction and Notice of General Meeting

The Smarter Web Company (LSE: SWC | OTCQB: TSWCF | FRA: 3M8) announces that it has today posted a circular including a notice of general meeting of the Company (the "**General Meeting**") to be held at 160 Aztec West, Almondsbury, Bristol, BS32 4TU on Wednesday 17 June 2026 at 10:00 a.m.

The General Meeting is being convened to obtain authority from shareholders for a proposed reduction by the Company of its share premium account by £210,000,000 (the "**Capital Reduction**").

While the Company does not currently have any intention to pay dividends to holders of ordinary shares, in line with its stated strategy, the Company may, in the future, undertake other corporate actions for which the Company will require distributable reserves. Such corporate actions could include the issuance of an alternative equity line which has attached to it a right to receive dividends, or buy-backs of the Company's share capital. Effecting the Capital Reduction now will give the Company sufficient flexibility to undertake such actions in the future, should the Board consider it appropriate or desirable to do so.

The Capital Reduction will create distributable reserves but does not, of itself, authorise any specific application of those reserves. Shareholders should note that: (i) further approvals would likely need to be sought from shareholders to effect any such corporate action which may involve the application of distributable reserves; and (ii) in seeking the approval of shareholders for the proposed Capital Reduction at the General Meeting, the directors of the Company (the "**Directors**"; collectively the "**Board**") are not indicating any commitment to undertake any future corporate action for which the Company will require distributable reserves, and there is no certainty that any corporate action that requires distributable reserves will be effected by the Company in the future.

The Capital Reduction will not involve any distribution or repayment of capital or share premium by the Company or affect the net assets of the Company. Nor will it affect the number of ordinary shares or other securities issued by the Company, including its convertible loan notes, warrants and options, or the terms and conditions that apply to the convertible loan notes, warrants and options issued by the Company.

Subject to both the passing of the special resolution at the General Meeting and the High Court of Justice in England and Wales (the "**Court**") approving the Capital Reduction, it is expected that the effective date of the Capital Reduction ("**Effective Date**") will be on or around Wednesday 15 July 2026.

The circular (containing further details of the proposals and including the notice of General Meeting) and a form of proxy (the "**Form of Proxy**"), has been posted to shareholders today and will be made available on the Company's website at: <https://www.smarterwebcompany.co.uk/>.

The circular also contains details of a historic serious loss of capital within the Company. Under s656(1) of the Companies Act 2006 (as amended), the Directors are required to call a general meeting to consider whether any and, if so, what steps should be taken to deal with the serious loss of capital. Although the Directors propose to address this matter as part of the General Meeting, it does not relate to the Capital Reduction or the Company's current business and is a historic issue.

A copy of the circular (including the notice of General Meeting), together with the Form of Proxy will be submitted to the National Storage Mechanism maintained by the Financial Conduct Authority ("**FCA**") and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> in accordance with UKLR 6.4.1R.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and date
Publication of the circular (including the notice of General Meeting)	1 June 2026
Latest time and date for receipt of Forms of Proxy	10:00 a.m. on 15 June 2026
General Meeting	10:00 a.m. on 17 June 2026
Expected date of initial directions hearing of the Court	3 July 2026
Expected date of Court hearing to confirm the Capital Reduction	14 July 2026
Expected Effective Date	15 July 2026

Notes

¹ The expected dates for the initial directions hearing of the Court and the Court hearing to confirm the Capital Reduction are based on provisional dates that have been obtained for the required Court hearings. These provisional hearing dates are subject to change and are dependent on the Court's timetable.

² The Effective Date will depend on, amongst other things, the date on which the Court confirms the Capital Reduction.

³ The timetable assumes that there is no adjournment of the General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.

⁴ If the expected dates set out above change, the Company will give notice of this by issuing an announcement via a Regulatory Information Service ("**RIS**").

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, it is pioneering the adoption of a Bitcoin Treasury Policy into its strategy.

Please also see "The 10 Year Plan" announced by the Company via RIS at 07:00 a.m. 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 Smarter Web Company's Legal Entity Identifier (LEI) is 213800VQO9FUG4PZMP73.

Important Notice:

The Smarter Web Company holds treasury reserves and surplus cash in Bitcoin. Bitcoin is a type of cryptocurrency or cryptoasset. Whilst the Board considers holding Bitcoin to be in the best interests of the Company, the Board remains aware that the FCA, the financial regulator in the United Kingdom of Great Britain and Northern Ireland ("**UK**") 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 considers 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 wishes 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 value 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 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 does not subscribe to such a negative view, especially in relation to Bitcoin. However, prospective investors in the Company are encouraged to do their own research before investing.

Overseas shareholders

The release, publication or distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves of and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Forward looking statements

This announcement contains statements that are, or may be deemed to be, "forward-looking statements". Forward-looking statements give the Company's current expectations or forecasts of future events. An investor can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as 'anticipate', 'estimate', 'expect', 'intend', 'will', 'project', 'plan', 'believe', 'target', 'outlook', 'aim', 'ambition', 'could', 'goal', 'may', 'seek', 'should' and other words and terms of similar meaning. Forward-looking statements in this announcement include, but are not limited to, statements regarding the Company's strategy, plans and objectives, the expected timetable for the Capital Reduction, the initial directions hearing and the Court hearing to confirm the Capital Reduction, the expected effective date of the Capital Reduction, the creation of distributable reserves and any future corporate actions for which the Company may require distributable reserves.

Other than in accordance with their respective legal or regulatory obligations (including under the Market Abuse Regulation, the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA), the Company, Strand Hanson Limited and Tennyson Securities (a trading name of Shard Capital Partners LLP) expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained in this announcement, whether as a result of new information, future events or otherwise.

Accordingly, no assurance can be given that any particular expectation will be met and readers are cautioned not to place undue reliance on the forward-looking statements.

Forward-looking statements are subject to assumptions, inherent risks and uncertainties, many of which relate to factors that are beyond the Company's control or precise estimate. The Company cautions investors that a number of important factors could cause actual results to differ materially from those expressed or implied in any forward-looking statement. Any

forward-looking statements made by or on behalf of the Company speak only as of the date they are made and are based upon the knowledge and information available to the Directors on the date of this announcement.