THIS ANNOUNCEMENT ("ANNOUNCEMENT") AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA, ITS STATES, TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA ("UNITED STATES" OR "U.S."), AUSTRALIA, CANADA, JAPAN, THE REPUBLIC OF SOUTH AFRICA (EACH, A "RESTRICTED JURISDICTION") OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE PROHIBITED BY ANY APPLICABLE LAW OR REGULATION.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION 2014/596/EU, WHICH IS PART OF THE DOMESTIC LAW OF THE UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND ("UK" OR "UNITED KINGDOM") PURSUANT TO THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS (SI 2019/310) ("UK MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION (AS DEFINED IN UK MAR) IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

This Announcement is an advertisement for the purposes of paragraph 12.1.4 "Advertisements and other disclosure of information" of the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook of the Financial Conduct Authority (the **"FCA"**) and is not a prospectus nor an offer of securities for sale or subscription, nor a solicitation of an offer to acquire or subscribe for securities, in any jurisdiction, including in or into any Restricted Jurisdiction.

The contents of this Announcement shall not form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. If the Company proceeds with an initial public offering (the "**Possible IPO**") of a new class of preferred shares of nominal value £0.001 each in the capital of the Company (the "**Preferred Shares**"), investors should not subscribe for or purchase any Preferred Shares except solely on the basis of the information contained in a prospectus ("**Prospectus**") in its final form (together with any supplementary prospectus, if relevant), including the risk factors set out therein, that may be published by the Company in due course, subject to the approval of the FCA, in connection with the Possible IPO and the possible admission of such Preferred Shares to listing on the non-equity shares and non-voting equity shares category of the Official List maintained by the FCA ("**Official List**") and to trading on the main market for listed securities ("**Main Market**") of London Stock Exchange plc ("**London Stock Exchange**") (together, **"Admission"**).

If approved by the FCA and published by the Company, a copy of the Prospectus will be made available for inspection on the Company's website at https://www.smarterwebcompany.co.uk, subject to certain access restrictions, and uploaded to the National Storage Mechanism maintained by the FCA ("**NSM**") and made available for inspection at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

11 September 2026

The Smarter Web Company PLC

("The Smarter Web Company" or the "Company")

Announcement of expected intention to float "MORE" Preferred Shares on the Main Market of the London Stock Exchange and to publish a Prospectus in connection with a Possible IPO of Preferred Shares and associated notice of General Meeting

The Smarter Web Company today announces that it is considering the Possible IPO of a new class of Preferred Shares (with the reserved ticker: "MORE"), and intends in due course to publish a Prospectus, subject to approval of the Prospectus by the FCA, and seek Admission of the Preferred Shares to listing on the non-equity shares and non-voting equity shares category of the Official List and to trading on the Main Market of the London Stock Exchange.

The Company also announces that it has today posted a circular including a notice of general meeting of holders of ordinary shares of nominal value £0.001 each in the capital of the Company ("**Ordinary Shares**"; "**Shareholders**") to be held at 160 Aztec West, Almondsbury, Bristol BS32 4TU, United Kingdom on 28 September 2026 at 10.00 a.m. (the "**General Meeting**").

Overview of Possible IPO

It is expected that, following the Company submitting the Prospectus for approval to the FCA and subject to receipt of such approval, the Prospectus will be published, and a further announcement will be made by the Company at that time.

If issued, the Preferred Shares will have attached to them a right for the holder to receive a cumulative variable rate weekly preferential dividend, a liquidation preference, and a right for the Company to redeem the Preferred Shares, but no right to vote at a general meeting of Shareholders.

The directors of the Company (the "**Directors**") believe that the Company will have multiple potential sources from which the dividend obligations of any Preferred Shares, if issued, may be satisfied. These include:

- recurring operating cash flows;
- substantial cash reserves;
- its Bitcoin treasury; and
- ongoing access to public capital markets, including by using the net proceeds of issuances of new Ordinary Shares or Preferred Shares.

The Company intends to target gross proceeds of between £15 million and £25 million through the Possible IPO by way of:

- an offer of Preferred Shares to institutional investors in the UK; and
- an offer of Preferred Shares to retail investors who are resident and physically present in the UK only through a retail offering platform's partner network of retail brokers, wealth managers and investment platforms, subject to such partners' participation in the Possible IPO (the "**Retail Offer**").

Completion of the Possible IPO is expected to be subject to the satisfaction of certain conditions, including:

- gross proceeds of at least £10 million being raised under the Possible IPO;

- at Admission, at least three firms being registered with the London Stock Exchange as market makers in the Preferred Shares; and
- at Admission, at least 50% of the Preferred Shares being held in public hands.

If any of these conditions are not satisfied, the Possible IPO will not proceed and Admission will not occur.

The Company also intends to put in place, from Admission, an At The Market facility (**"ATM Facility"**), pursuant to which Tennyson Capital Partners LLP would sell Preferred Shares via its broker. The ATM Facility, if implemented, would provide the Company with the flexibility to raise additional capital over time through the issuance of Preferred Shares, subject to market conditions. This proposed ATM Facility for the Preferred Shares is intended to be in addition to the At The Market facility already in place in respect of the Ordinary Shares.

Reasons for the Possible IPO

If the Company proceeds with the Possible IPO, the Company intends to utilise the proceeds from the issuance of Preferred Shares as a long-term source of capital.

The Directors believe that the Possible IPO would broaden the Company's access to institutional and retail capital, provide a flexible, long-term source of funding alongside the ATM Facility, strengthen the Company's balance sheet and financial flexibility, supporting further acquisitions of revenue-generating operational businesses, general working capital requirements, and fulfil the Company's broader strategy of creating value alongside its Bitcoin treasury.

Further details of the Possible IPO

If the Company proceeds with the Possible IPO, further details, including the final terms of the Preferred Shares and the arrangements for participation in the Retail Offer, would be disclosed in a Confirmation of the Intention to Float announcement and/or a Prospectus, if and when published.

Information on the Company

The Company owns and operates digital services businesses focused on web design, development and digital marketing. The Company serves more than 500 clients across a diverse range of sectors and generates a substantial proportion of its revenue through long-term client relationships and retained service arrangements.

The Company's strategy combines the operation and acquisition of cash-generative businesses with a Bitcoin treasury policy designed to build long-term Shareholder value (the "**Bitcoin Treasury Policy**"). The Directors believe that Bitcoin will form a significant part of the future global financial system and have therefore adopted this Bitcoin Treasury Policy under which Bitcoin is the Company's primary treasury reserve asset.

The primary objectives of the Bitcoin Treasury Policy are to support the Company's overall capital position and to seek to increase Bitcoin per share over time, with a secondary objective of increasing the total number of Bitcoin held on the Company's balance sheet. The Directors believe that growing Bitcoin per share while simultaneously increasing the scale of the Company's Bitcoin holdings creates a stronger balance sheet and supports the Company as a whole in providing a more attractive investment proposition for existing and prospective Shareholders.

As the strength of the balance sheet increases, the Company believes it can access larger pools of capital on favourable terms, provided such capital raising activity remains accretive to Bitcoin per Ordinary Share. This creates a cycle in which capital can be deployed to pursue strategic acquisitions and acquire additional Bitcoin that strengthen the Company's operating businesses, increase revenues and cash generation, and further enhance the overall strength of the Company.

The Ordinary Shares are admitted to listing on the equity shares (commercial companies) category of the Official List and to trading on the Main Market of the London Stock Exchange under the ticker SWC and are quoted on the OTCQB Venture Market in the U.S. under the ticker TSWCF. The Ordinary Shares can also be traded on the Frankfurt Stock Exchange under the ticker 3M8.

Please also see "The 10 Year Plan", announced by the Company via regulatory information service at 7.00 a.m. on 28 April 2025 and available on the Company's website: https://www.smarterwebcompany.co.uk

Notice of General Meeting

The resolutions being put to the Shareholders at the General Meeting are to enable the creation of the Preferred Shares, to allow the Company to proceed with the Possible IPO, should the board of Directors (the "**Board**") consider it appropriate or desirable to do so.

To enable the creation of the Preferred Shares, the Company is required to change its articles of association ("**Articles**") to include the rights attaching to the Preferred Shares. Prior to issuing any Preferred Shares, the Company will require authority from its Shareholders to allot the Preferred Shares. If Preferred Shares are issued and, in the future, the Company determines some or all of the Preferred Shares will be bought back in the market, the Company will also require authority from its Shareholders to effect a buy back.

Shareholders should note that, notwithstanding that the Company is seeking the approval of the resolutions at the General Meeting, there is no guarantee that Preferred Shares will be issued or that the Company will proceed with the Possible IPO or Admission.

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

A copy of the Circular, together with the Form of Proxy and the new Articles proposed to be adopted at the General Meeting will be submitted to the NSM and will shortly be available for inspection at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

Expected timetable of principal events relating to the General Meeting

Event	**Time and date**
Publication of the Circular	11 September 2026
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 24 September 2026
General Meeting	10.00 a.m. on 28 September 2026

Notes

Each of the times and dates set out above and mentioned elsewhere in this Announcement may be subject to change at the absolute discretion of the Company. If the expected dates and times change, the Company will give notice of this by issuing an announcement via a Regulatory Information Service. All times referred to in this Announcement are, unless otherwise stated, references to the time in London, UK.

Andrew Webley, CEO, The Smarter Web Company, commented*:*

"Today's announcement marks an important step for The Smarter Web Company. Subject to approval of the Prospectus by the FCA, launch, and all conditions to the Possible IPO being satisfied, we expect the proposed Preferred Shares to be the first of their kind in the UK: a pounds sterling-denominated, London Stock Exchange Main Market-listed perpetual preferred share issued by a UK-incorporated commercial company with a Bitcoin treasury strategy. We have been working towards the Possible IPO for some time, and I am very pleased that we are now able to share this exciting development with our Shareholders.

"The proposed Preferred Shares are designed to provide an additional source of long-term capital, broaden the range of investors able to invest in the Company and further diversify our capital structure. We believe that by providing a differentiated investment option alongside our Ordinary Shares, we can create a capital structure that gives us greater flexibility to pursue our long-term ambitions through different market conditions.

"This is a natural next step in our 10-Year Plan and supports our ambition to build a stronger, more adaptable business, combining the growth of our operating businesses with the continued development of our Bitcoin treasury strategy to create long-term value for our investors."

Enquiries

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Preferred Shares Launch PR Agency

Daniel Rowland

Nishu Adke

Mayer Brown International LLP and Orrick, Herrington & Sutcliffe (UK) LLP are acting as legal advisers to the Company and Strand Hanson, respectively.

For the purposes of UK MAR, the person responsible for arranging the release of this Announcement on behalf of The Smarter Web Company is Andrew Webley, CEO.

Follow the Company 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 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.

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 including the Possible IPO and the expected timetable for the General Meeting.

Other than in accordance with their respective legal or regulatory obligations (including under the UK MAR, the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA), the Company, Strand Hanson Limited ("**Strand Hanson**") and Tennyson Securities Ltd, corporate partner of Shard Capital Partners LLP ("**Tennyson Securities**") 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.

Important legal information

The contents of this Announcement, which has been prepared by and is the sole responsibility of the Company, have been approved by Tennyson Securities, solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000, as amended ("**FSMA**").

This Announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this Announcement or its accuracy, fairness or completeness.

The Company may decide not to proceed with the Possible IPO and there is, therefore, no guarantee that a Prospectus will be published, or that the Possible IPO or Admission will occur.

Strand Hanson, which is authorised and regulated in the United Kingdom by the FCA, has been appointed as sole sponsor and financial adviser to the Company in connection with the Possible IPO. Strand Hanson is acting exclusively for the Company and no one else in connection with the Possible IPO and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the Possible IPO and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Possible IPO or for any other transaction, arrangement or matter referred to in this Announcement. Strand Hanson and its affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Company for which they would have received customary fees. Strand Hanson and any of its affiliates may provide such services to the Company and/or any of their respective affiliates in the future.

Tennyson Securities, which is authorised and regulated in the United Kingdom by the FCA, has been appointed as sole broker to the Company in connection with the Possible IPO. Tennyson Securities is acting exclusively for the Company and no one else in connection with the Possible IPO and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the Possible IPO and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Possible IPO or any transaction or arrangement referred to in this Announcement. Tennyson Securities and its affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Company for which they would have received customary fees. Tennyson Securities and any of its affiliates may provide such services to the Company and/or any of their respective affiliates in the future.

Apart from the responsibilities and liabilities, if any, that may be imposed on them by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Strand Hanson nor Tennyson Securities accepts any responsibility whatsoever for, and makes no representation or warranty, express or implied, as to the contents of, this Announcement or for any other statement made or purported to be made by either of Strand Hanson or Tennyson Securities, or on their respective behalf, in connection with the Company, the Preferred Shares or the Possible IPO and nothing in this Announcement will be relied upon as a promise or representation in this respect, whether or not to the past or future.

This Announcement is not for publication or distribution, directly or indirectly, in or into any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this Announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Preferred Shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract or commitment therefore.

The securities referred to in this Announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The securities may not be offered or sold in the United States, except pursuant to an applicable exemption from or in a transaction not subject to the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of the securities referred to in this Announcement is being made in the United States.

The Preferred Shares have not been and will not be registered under the applicable securities laws of any Restricted Jurisdiction. Subject to certain exceptions, the Preferred Shares may not be offered or sold in any Restricted Jurisdiction or to, or for the account or benefit of, any national, resident or citizen of any Restricted Jurisdiction. There will be no public offer of the Preferred Shares in any Restricted Jurisdiction.

This Announcement is only addressed to and directed at specific addressees: (A) if in the UK, are "qualified investors" within the meaning of the Public Offers and Admissions to Trading Regulations 2024 who are (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; (iii) are other persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) may otherwise lawfully be communicated; or (iv) members of the relevant retail offering platform's partner network of retail brokers, wealth managers and investment platforms, to the extent they participate as intermediaries in any Possible IPO, for onward distribution to retail investors resident and physically present in the UK (all such persons referred to in (i), (ii), (iii) and (iv) together being "**Relevant Persons**"). This Announcement and the information contained herein must not be acted on or relied upon in the United Kingdom, by persons who are not Relevant Persons. Any investment or investment activity to which this Announcement relates is available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire the same will be engaged in only with, Relevant Persons.

This Announcement is not addressed to or directed at any persons outside of the UK.

Any subscription or purchase of Preferred Shares in the Possible IPO should be made solely on the basis of information contained in the Prospectus which may be issued by the Company in connection with the Possible IPO and Admission. The information in this Announcement is subject to change. Before subscribing for or purchasing any Preferred Shares, persons viewing this Announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus if published. No reliance may be placed for any purpose on the information contained in this Announcement or its accuracy or completeness.

Potential investors should not base any financial decision on this Announcement or any part of it. Acquiring investments to which this Announcement relates may expose an investor to a significant risk of losing a portion or all of the amount invested. This Announcement does not constitute a recommendation to purchase Preferred Shares. The value of the Preferred Shares can decrease as well as increase. Neither this Announcement, nor the Prospectus, to the extent published, constitute a recommendation concerning the Possible IPO or with respect to any investment in any of the Preferred Shares. Potential investors should consult a professional adviser as to the suitability of an investment in Preferred Shares for the person concerned.

Nothing contained in this Announcement constitutes or should be construed as being: (i) investment, financial, tax, accounting or legal advice; (ii) a representation that any investment or investment strategy is suitable or appropriate to your particular circumstances; or (iii) a personal recommendation to you. No statement contained in this Announcement is intended to be, and nor shall any such statement be construed as, a profit forecast or estimate.

Unless otherwise indicated, market, industry and competitive position data are estimated (and accordingly, approximate) and should be treated with caution. Such information has not been audited or independently verified, nor has the Company ascertained the underlying economic assumptions relied upon therein.

Certain data in this Announcement, including financial, statistical, and operating information has been rounded. As a result of rounding, the totals of data presented in this Announcement may vary slightly from the actual arithmetic totals of such data.

The contents of the Company's website are not incorporated by reference into, and do not form part of, this Announcement.