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THE CONTENTS OF THIS ANNOUNCEMENT, WHICH HAS BEEN PREPARED BY AND IS THE SOLE RESPONSIBILITY OF THE SMARTER WEB COMPANY PLC ("THE SMARTER WEB COMPANY" OR THE "COMPANY"), HAVE BEEN APPROVED BY TENNYSON SECURITIES LIMITED, CORPORATE PARTNER OF SHARD CAPITAL PARTNERS LLP ("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 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. Once issued by the Company, investors should not subscribe for or purchase any preferred shares of nominal value £0.001 each in the capital of the Company ("**Preferred Shares**") except solely on the basis of the information contained in the prospectus ("**Prospectus**") in its final form (together with any supplementary prospectus, if relevant), including the risk factors set out therein, approved by the FCA and published by the Company in connection with the initial public offering (**"IPO"**) of Preferred Shares and the 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"**).

A copy of the Prospectus, which has today been approved by the FCA, will shortly be available for inspection on the Company's website at https://www.smarterwebcompany.co.uk, subject to certain access restrictions, and will shortly be uploaded to the National Storage Mechanism maintained by the FCA ("**NSM**") and made available for inspection at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism. Approval of the Prospectus by the FCA should not be understood as an endorsement of the Preferred Shares. Potential investors are recommended to read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with a decision to invest in the Preferred Shares.

29 September 2026

The Smarter Web Company PLC
Launch of Retail Offer of "MORE" Preferred Shares

The Smarter Web Company is pleased to announce a conditional offer via the Winterflood Retail Access Platform ("**WRAP**") in connection with the offer of a new class of Preferred Shares under the ticker "MORE" to retail investors who are resident and physically present in the UK through WRAP's partner network of retail brokers, wealth managers and investment platforms (**"Intermediaries"**) (the "**Retail Offer**").

Under the Retail Offer, Preferred Shares will be made available at a price of £90 per share (the "**Offer Price**"; "**Retail Offer Shares**").

As announced by the Company on 11 September 2026 and earlier today, the Company is also conducting a placing of Preferred Shares to institutional investors ("**Institutional Offer**"), which together with the Retail Offer comprises the IPO.

Pursuant to the IPO, the Company intends to issue up to 277,777 Preferred Shares at the Offer Price, targeting gross proceeds of between £15 million and £25 million, providing net proceeds of between £13.1 million and £22.7 million.

If issued, the Preferred Shares will have attached to them, among other things, a right for the holder to receive a cumulative variable rate weekly preferential dividend. The initial dividend rate will be 12% per annum of £100 per Preferred Share, and the rate is variable from time to time by the board of directors of the Company (the "**Board**"; "**Directors**"), subject to certain parameters. The Preferred Shares will also have attached to them 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 of the Company.

Completion of the IPO is subject to the satisfaction of certain conditions which are customary in an offer of this type, including Admission becoming effective not later than 8.00 a.m. on 14 October 2026 (or such later date as may be agreed between the Company and Tennyson Securities Limited, corporate partner of Shard Capital Partners LLP ("**Tennyson Securities**")) and the placing & retail offer coordinator agreement entered into on today's date between the Company and Tennyson Securities not having been terminated prior to Admission.

The IPO is also conditional on:

- gross proceeds of at least £10 million being raised under the IPO;
- as at Admission, at least three firms being registered with the London Stock Exchange as market makers in the Preferred Shares; and
- as at Admission, the Preferred Shares held in public hands (within the meaning of UKLR 16.2.1R(3)) representing at least 50% of the Preferred Shares issued pursuant to the IPO (excluding, for this purpose, any Preferred Shares held by or on behalf of Tennyson Capital under the Preferred Shares ATM Facility) and the amount of Preferred Shares in public hands representing at least 10% of the total free float pursuant to UKLR 16.2.1R.

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

Expected Retail Offer Timetable

Launch of Retail Offer	29 September 2026
Latest time and day for receipt of Intermediary Applications in respect of the Retail Offer (Retail Offer Closes) (Please note that Intermediaries' closing times may differ)	4.30 p.m. on 9 October 2026
Results of the Retail Offer expected to be announced	On or around 12 October 2026
Admission and commencement of dealings in Retail Offer Preferred Shares issued on the London Stock Exchange	8.00 a.m. on 14 October 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.

The Company's ordinary shares of nominal value £0.001 each ("**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.

WRAP Retail Offer

The Company values its retail shareholder base and believes that it is appropriate to provide both new and existing retail shareholders in the United Kingdom of Great Britain and Northern Ireland ("**UK**") the opportunity to participate in the Retail Offer.

Therefore, the Company is making the Retail Offer open to eligible investors in the UK, following release of this announcement and through certain Intermediaries.

Members of the general public will not be able to apply for Retail Offer Shares in the Offer directly. They may, however, be eligible to apply for Retail Offer Shares under the Retail Offer through participating Intermediaries. To do so, prospective retail investors will need to apply for Retail Offer Shares through one or more Intermediaries by not later than 4.30 p.m. on 9 October 2026, or such other time or date as is communicated by the Company. Please note that Intermediaries may have earlier closing times.

A number of retail platforms are able to access the Retail Offer. Non-holders or existing shareholders wishing to subscribe for Retail Offer Shares should contact their broker or wealth manager who will confirm if they are participating in the Retail Offer. **Please note that Intermediaries may have their own criteria for participation.**

To be eligible to participate in the Retail Offer, applicants must be a customer of a participating intermediary including individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations.

There is a minimum subscription of £500 per investor under the Retail Offer. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

The Company reserves the right to amend the size and timings of the Retail Offer at its discretion. The Company reserves the right to scale back any order and to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Offer Shares has been made and accepted via an Intermediary, it cannot be withdrawn, other than in the limited circumstances set out in the Prospectus.

Instructions for Hargreaves Lansdown clients

If you wish to discuss the fundraising and your options, please call the Investment Helpdesk on 0117 900 9000.

Instructions for AJ Bell clients

Existing shareholders whose Ordinary Shares are held through AJ Bell will receive an email when the Retail Offer launches, with details of how to apply for Retail Offer Shares. Applications can also be made via the dedicated IPOs and new issues page on AJ Bell's website (https://www.ajbell.co.uk/investment/ipo-new-issues).

Instructions for Interactive Investor clients

To view information about the Retail Offer, visit the IPO and new issues page on the interactive investor website (https://www.ii.co.uk/ipos) or via the mobile app.

Instructions for other platforms and brokers

You should contact your platform / broker and ask for instructions to take part. Retail brokers wishing to participate in the Retail Offer on behalf of eligible retail investors should contact WRAP@marex.com.

Investors should make their own investigations into the merits of an investment in the Company.

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.

It should be noted that a subscription for Retail Offer Shares and investment in the Company carries a number of risks, including the risk that investors may lose their entire investment. You should carefully consider the information in the Prospectus in light of your personal circumstances. Investors should take independent advice from a person

experienced in advising on investment in securities such as the Retail Offer Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

- Ends -

Enquiries

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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.

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 client websites across a diverse range of sectors and generates a significant and growing 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 web services 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.

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.

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 IPO and Admission, and the expected timetable for such.

Other than in accordance with their respective legal or regulatory obligations (including under the UK Market Abuse Regulation, the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA), the Company, Strand Hanson and 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

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.

Strand Hanson Limited ("Strand Hanson"), which is authorised and regulated in the UK by the FCA, has been appointed as sole financial adviser to the Company in connection with the IPO. Strand Hanson is acting exclusively for the Company and no one else in connection with the IPO and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the 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 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 UK by the FCA, has been appointed as sole broker and retail offer coordinator to the Company in connection with the IPO. Tennyson Securities is acting exclusively for the Company and no one else in connection with the IPO and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the 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 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 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 IPO will be conducted in reliance on Regulation S under the Securities Act.

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

Any subscription or purchase of Preferred Shares in the IPO should be made solely on the basis of information contained in the Prospectus which will be issued by the Company shortly in connection with the 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 are set out in the Prospectus. 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 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.

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.

Neither the contents of the Company's website nor any other website are incorporated by reference into, and shall not form part of, this Announcement.

Information to distributors

UK Product Governance Requirements

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook ("**UK Product Governance Requirements**"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Retail Offer Shares have been subject to a product approval process, which has determined that such Retail Offer Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook ("**COBS**") and (ii) eligible for distribution through all permitted distribution channels ("**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that (a) the price of the Retail Offer Shares may decline and investors could lose all or part of their investment, (b) the Retail Offer Shares offer no guaranteed income and no capital protection and (c) an investment in the Retail Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to Admission and/or the Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of COBS or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Retail Offer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Retail Offer Shares and determining appropriate distribution channels.