

## NOTICE OF GENERAL MEETING

# THE SMARTER WEB COMPANY PLC

*(incorporated under the laws of England and Wales with registered number 00092343)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of The Smarter Web Company PLC (the “**Company**”) will be held at 110 Aztec West, Almondsbury, Bristol, United Kingdom, BS32 4TS on 28 January 2026 at 9.00 a.m. to consider and, if thought fit, pass the resolution set out below. The resolution will be proposed as an ordinary resolution.

### ORDINARY RESOLUTION

1. **THAT** the cancellation of the admission to trading on the AQSE Growth Market of the Company’s ordinary shares be and is hereby approved and the directors of the Company be and are hereby authorised to take all action reasonable or necessary to effect such cancellation on 3 February 2026, or such later date as agreed by the directors.

**By order of the Board**

**MSP Corporate Services Limited**

*Company Secretary*

*Registered Office:*

The Smarter Web Company PLC  
160 Aztec West  
Almondsbury  
Bristol  
United Kingdom  
BS32 4TU

12 January 2026

Shareholders should also read the Explanatory Notes and the General Notes to this Notice which are set out on pages 2 to 4 of this document. Those notes provide further information about Shareholders’ entitlement to attend, speak and vote at the General Meeting (or appoint another person to do so on their behalf).

## EXPLANATORY NOTES

### **Resolution 1 – the Delisting Resolution**

All of the Company's ordinary shares of £0.001 each ("**Ordinary Shares**") are currently admitted to the Access Segment of the AQSE Growth Market.

On 12 January 2026, the Company announced its intention to list its Ordinary Shares on the Equity Shares (Commercial Companies) category of the Official List and to trading on the London Stock Exchange's Main Market for listed securities (the "**Main Market**").

Accordingly, the Company is seeking approval to cancel the listing of the Ordinary Shares on the AQSE Growth Market, so that the Ordinary Shares can be listed on the Main Market once the cancellation has taken effect.

## **Notes to the Notice of General Meeting**

### **Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended, the Company specifies that only those members registered on the Company's register of members 48 hours (ignoring any part of a day that is not a working day) before the time of the General Meeting shall be entitled to attend and vote at the General Meeting.

### **Appointment of proxy**

2. A shareholder entitled to attend and vote at the General Meeting may appoint a proxy to attend, speak and vote (including on a poll) in their place. A proxy need not be a shareholder of the Company but must attend the General Meeting in person. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
3. You can register your vote(s) for the General Meeting either:
  - a. by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details, i.e. user name and access code, on the top of the proxy form);
  - b. by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy accompanying this notice; or
  - c. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 9.00 a.m. on 26 January 2026.

### **Appointment of proxy using hard copy Form of Proxy**

4. The notes to the Form of Proxy explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the Form of Proxy must be:
  - a. completed and signed;
  - b. sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and
  - c. received by Share Registrars Limited by no later than 9.00 a.m. on 26 January 2026.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

5. As an alternative to completing the hard-copy Form of Proxy, Shareholders can appoint a proxy electronically with Share Registrars Limited by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (the relevant log-in details, i.e. user name and access code, can be located on the top of the proxy form). For an electronic proxy appointment to be valid, the appointment must be received by Share Registrars Limited no later than 9.00 a.m. on 26 January 2026.

### **Appointment of proxy using CREST**

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
7. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited ("Euroclear") and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).
9. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

**Appointment of proxy by joint members**

11. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

**Changing proxy instructions**

12. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
13. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Share Registrars Limited on 01252 821390 (+44 1252 821390 when calling from abroad) or by e-mail to [Enquiries@shareregistrars.uk.com](mailto:Enquiries@shareregistrars.uk.com). If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**Termination of proxy appointment**

14. A shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
15. The revocation notice must be received by Share Registrars Limited no later 9.00 a.m. on 26 January 2026.
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
17. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

**Corporate representatives**

18. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

**Voting procedure**

19. As soon as practicable following the General Meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

**Issued shares and total voting rights**

20. As at 9 January 2026, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 350,237,093 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 9 January 2026 is 350,237,093.

**Communication**

21. Except as provided above, members who have general queries about the General Meeting should contact Share Registrars Limited by telephone on 01252 821390 (+44 1252 821390 when calling from abroad) or by e-mail to [Enquiries@shareregistrars.uk.com](mailto:Enquiries@shareregistrars.uk.com) (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of General Meeting, or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated