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If you have sold or otherwise transferred all your ordinary shares, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

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THE SMARTER WEB COMPANY PLC

(Incorporated and registered in England and Wales with registered number 00092343)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting to be held at Aerospace, Hayes Way, Patchway, Bristol BS34 5BZ on 19 March 2026 at 11.00 a.m. is set out on pages 7 to 9 of this document. A copy of this document is available on the website of the Company at <https://www.smarterwebcompany.co.uk/>. Your attention is drawn to the letter from the Chairman on page 2 of this document.

A form of proxy is also enclosed at the end of this document for use at the Annual General Meeting. Forms of proxy should be completed and returned to the Company's Registrars, Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible and in any event to be received not later than 48 hours (excluding non-business days) before the time fixed for the Annual General Meeting.

Alternatively, Shareholders can register their vote(s) for the Annual General Meeting by visiting 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).

LETTER FROM THE CHAIRMAN OF THE COMPANY

THE SMARTER WEB COMPANY PLC

(Incorporated and registered in England and Wales with registered number 00092343
and whose registered address is at 160 Aztec West, Almondsbury, Bristol, United Kingdom, BS32 4TU)

Directors:

Sean Edward Wade (Non-Executive Chairman)
Andrew Webley (Chief Executive Officer)
Albert Soleiman (Chief Financial Officer)
Tyler Matthew Evans (Non-Executive Director)
Randal Casson (Non-Executive Director)
Martin Thomas (Non-Executive Director)

23 February 2026

To the holders of ordinary shares in The Smarter Web Company PLC (the “Company”)

Notice of Annual General Meeting

Dear Shareholder

I am pleased to invite you to the Annual General Meeting (“AGM”) of the Company, which will be held at Aerospace, Hayes Way, Patchway, Bristol BS34 5BZ on 19 March 2026 at 11.00 am.

The resolutions to be proposed at the AGM are set out in the notice of AGM (the “Notice”) on pages 7 to 9 (“Resolutions”) and the Notes to the AGM appear on pages 10 to 11 of this document. If you would like to vote on the resolutions but are unable to attend the AGM, you are strongly encouraged to complete the proxy form sent to you with this Notice and return it to our registrars, Share Registrars Limited, as soon as possible. They must receive it by 11.00 am on 17 March 2026 (or, in the event of any adjournment, not less than 48 hours (excluding non-working days) before the time of the adjourned meeting), to ensure that your vote is counted. Further details on the appointment of a proxy are set out in the explanatory notes to this document. All Directors of the Company will stand for re-election at the AGM.

Business to be Conducted at the AGM

Resolution 1 — Annual Report and Accounts for the year ended 31 October 2025

The Directors are required to present to the meeting the Company’s audited financial statements and the reports of the Directors and of the auditors for the financial year ended 31 October 2025 (the “2025 Annual Report”). The 2025 Annual Report was published and made available to shareholders on 23 February 2026 and can be found at <https://www.smarterwebcompany.co.uk>.

Resolution 2 — Directors’ Remuneration Report

Resolution 2 seeks shareholder approval for the Directors’ Remuneration Report, comprising the Annual Report on Remuneration and the Annual Statement by the Chair of the Remuneration Committee.

The Directors’ Remuneration Report can be found on pages 26 to 28 (inclusive) of the 2025 Annual Report. It gives details of the remuneration the Directors have received in terms of the payments in connection with their performance during the financial year ended 31 October 2025, and the intended approach to remuneration for the coming financial year.

The Company’s auditors, PKF Littlejohn LLP, have audited those parts of the Directors’ Remuneration Report that are required to be audited and their report relating to the Directors’ Remuneration Report can be found on page 35 of the 2025 Annual Report.

The vote on Resolution 2 is advisory and will not directly affect the way in which the pay policy has been implemented or the future remuneration that is paid to any Director.

Resolution 3 — Directors’ Remuneration Policy

As the Company’s last annual general meeting was before the Company’s ordinary shares were listed on the Aquis Growth Market, the Company has not previously adopted a Directors’ Remuneration Policy. The Company’s remuneration committee has developed a Directors’ Remuneration Policy that can be found on page 26 of the 2025 Annual Report. As the Company’s Directors’ Remuneration Policy has not previously been approved by shareholders in accordance with Section 439A of the Companies Act 2006 (as amended) (“Companies Act”) the Company proposes to seek shareholder approval of its Directors’ Remuneration Policy. Subject to shareholder approval, the proposed Directors’ Remuneration Policy is intended to take effect from 1 November 2025. However, payments made to directors and former directors will continue to be made in line with existing arrangements until shareholder approval for the proposed Directors’ Remuneration Policy is obtained. The Directors’ Remuneration Policy must be approved by shareholders at least once every three years and so it will be put to shareholders for approval again by no later than the AGM in 2029.

Resolutions 4 to 9 — Appointment and Reappointment of Directors

Albert Soleiman, Randal Casson and Martin Thomas were appointed as directors of the Company since the Company’s last Annual General Meeting and therefore are required to be proposed for election under Article 35.2.1. Under Article 35.2.2, all other directors are also obliged to be proposed for re-election in accordance with Provision 18 of the 2024 UK Corporate Governance Code (“Code”).

The biographical details on pages 20 to 21 of the Annual Report set out each of the continuing Director’s experience and why their contribution is, and continues to be, important to the Company’s long-term sustainable success. The Company has determined that of the Non-Executive Directors, Randal Casson, Martin Thomas and Sean Wade are determined to be independent by reference to the relevant provisions of the Code (“Independent Non-Executive Directors”). The Board also considers that each of the Independent Non-Executive Directors are independent in character and judgment and that there are no relationships or circumstances which are likely to affect, or could appear to affect, their judgment.

The Board considers that each Director seeking election or re-election contributes effectively to Board deliberations and demonstrates commitment to their role. This consideration of effectiveness is based on, amongst other things, the business skills, industry experience, and other contributions individuals may make, both as an individual and also in contributing to the balance of skills, knowledge and capability of the Board as a whole, as well as the commitment of time for Board and Committee meetings and other duties and the feedback from the Board performance reviews.

Resolutions 10 and 11 — Auditors

The Company is required at each general meeting at which the Company’s accounts and reports of the Directors and auditors for the previous financial year are presented to appoint auditors to hold office until the next such meeting.

The Board, following the conclusion of a tender process and on the recommendation of the Audit Committee, recommends the re-appointment of PKF Littlejohn LLP as auditors to the Company and, accordingly, Resolution 10 proposes such re-appointment.

Resolution 11 authorises the Audit Committee, for and on behalf of the Directors, to fix the remuneration of the auditors. The remuneration will then be disclosed in the next annual report and accounts of the Company.

Resolutions 12 and 14 — Authority to allot shares and disapplication of preemption rights

This will be the Company’s first annual general meeting since the uplisting of the Company’s shares to the Main Market of the London Stock Exchange in February 2026. As set out in the Company’s prospectus published on 16 January 2026 as part of this uplisting, the Board made clear that its intention was to raise further capital to bolster the Company’s balance sheet to support the future operational development of the Company and that any surplus cash would be held in Bitcoin. To enable the Company to raise capital quickly when it is available on satisfactory terms the Board is seeking authority to issue up to 2,000,000,000 new ordinary shares (representing approximately 571 per cent. of the Company’s current issued ordinary share capital (excluding treasury shares) as at 19 February 2026, and to disapply pre-emption under section 561 of the Companies Act 2006 in relation to the same. As at the date of this Notice the Company does not hold any treasury shares. These authorities are significantly above the authority recommended by the guidance

issued by the Investment Association. The Directors however unanimously believe that granting the Board the authority to issue new shares in this way allows the Company to effectively implement its stated strategy, in the most efficient manner.

The authorities sought under Resolution 12 and 14 will expire on the earlier of 30 April 2027 (being the latest date by which the Company must hold its annual general meeting in respect of the year ending on 31 October 2026) and the conclusion of the annual general meeting of the Company in respect of the year ending on 31 October 2026.

Resolution 13 — Approval of new Long Term Incentive Plan

The Board proposes a new long-term incentive plan (“LTIP”) to Shareholders for approval, which will be open to Directors, senior management and other employees. The Board believes this is necessary in order to be able to incentivise and assist in the retention of employees of the Company and its subsidiaries group (“Group”).

The Board and the Remuneration Committee have undertaken an in-depth review of the existing remuneration of employees of the Group, with a view to ensuring that the Company develops a plan that is aligned with the Group’s long-term strategy and best serves the Company and Shareholders. The principal features of the LTIP are set out in Appendix 1 (Summary of the Company’s LTIP) of this document. Awards are based on achieving market capitalisation and share price milestones. These awards vest over specified time periods and Directors are obliged to retain a minimum amount of vested shares. The plan also includes clawback, malus and leaver provisions.

Shareholder approval is being sought for the adoption of an LTIP, the key features of which are set out in Appendix 1.

The purpose of each plan is to assist in the recruitment, retention and motivation of selected employees and directors by enabling them to acquire an equity interest in the Company, thereby aligning their interests with those of the Shareholders.

A copy of the LTIP will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up to the close of the AGM. A copy can be requested from ir@smarterwebcompany.co.uk up until the conclusion of the Annual General Meeting.

Resolution 15 — Authority to purchase own ordinary shares

At a shareholder meeting on 2 December 2025 the Shareholders provided the Board with authority to make market purchases of the Company’s ordinary shares. This authority expires at the AGM. The Board are proposing to renew and amend this authority in Resolution 15. This resolution 15, if passed, would give the Company the authority to purchase any of its own issued ordinary shares at a price of not less than an amount equal to the nominal value of an ordinary share and not more than the higher of: (i) 5 per cent. above the average of the middle market quotations of the Company’s ordinary shares as derived from the London Stock Exchange Daily Official List for the five dealing days before any purchase is made; and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for (a) the last independent trade of; and (b) the highest current independent bid for, any number of the Company’s ordinary shares on the trading venue where the purchase is carried out.

The authority will enable the purchase of up to a maximum of 35,023,709 ordinary shares, representing 10 per cent. of the Company’s issued ordinary shares as at 19 February 2026 (being the latest practicable date prior to the publication of this document) and will expire on the earlier of 30 April 2027 (being the latest date by which the Company must hold its annual general meeting in respect of the year ending on 31 October 2026) and the conclusion of the annual general meeting of the Company in respect of the year ending on 31 October 2026.

The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of Shareholders generally and will result in an increase in earnings per ordinary share. The Directors have no present intention of exercising the authority to purchase the Company’s ordinary shares but will keep the matter under review, taking into account other investment opportunities. Shares purchased will either be cancelled (and the number of shares in issue reduced accordingly) or held

as treasury shares. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using any treasury shares to satisfy share options/awards under the Company's employees' share schemes. The Company may also use the buyback authority to repurchase any ordinary shares not sold under its "At The Market" facility announced on 24 December 2025.

As at 19 February 2026, the Company did not hold any treasury shares.

Resolutions 16 and 17 — Amendment to articles of association and authorization of an off-market buyback

Following the recent admission of the Company's shares to the Main Market of the London Stock Exchange, and discussions with the Company's financial adviser, Strand Hanson Limited, the Board has concluded that having a second class of unlisted deferred shares can be confusing for investors and that it is not common for commercial companies with an equity listed on Main Market to retain a class of deferred shares. Accordingly, the Company wishes to take steps to remove the deferred share class. In order to do this the Board is asking Shareholders to approve an amendment to Article 63.1.5 of the Company's articles of association to give the Company power to buyback the entire class of deferred shares for £0.01 and to allow the Company to make an off-market purchase of the entire class of the Company's Deferred Shares in accordance with the terms of a buyback agreement ("Buyback Agreement"). The Company plans to finance the buyback through the issue of one new ordinary share to the party selling the Deferred Shares at a price equal to the 10 day volume weighted price at the close of the market on the business day before the AGM.

A copy of the Company's current articles, the proposed new articles and the Buyback Agreement will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up to the close of the Annual General Meeting. A copy can be requested from ir@smarterwebcompany.co.uk up until the conclusion of the Annual General Meeting.

Resolution 18 — Notice of calling a general meeting

As the Company is now regarded as a "traded company" for the purposes of the Companies Act, the Company is now obliged to call all general meetings on at least 21 clear days' notice. Companies may reduce this period to 14 clear days (other than for Annual General Meetings) provided that:

- a) the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company has a facility enabling all shareholders to appoint a proxy by means of a website; and
- b) on an annual basis, a shareholders' resolution approving the reduction of the minimum notice period from 21 clear days to 14 clear days is passed.

The Board believes there may be scenarios where it is in the best interests of the Company to call a meeting on 14 clear days' notice rather than 21 clear days. Whilst the Board realises it is important for Shareholders to have enough time to digest and evaluate the Board's proposals but believes there may be circumstances in the future where the need for extra time is outweighed by the commercial importance of calling a meeting earlier. Therefore, the Board is proposing Resolution 18 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval of this Resolution will be effective until the end of the next AGM of the Company, when it is intended that the approval will be renewed.

Action to be taken by Shareholders

You can vote in respect of your shareholding by attending the AGM or by appointing one or more proxies to attend the meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the Annual General Meeting in person should you decide to do so.

Whether or not you propose to attend the AGM in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

Proxies may be appointed:

- by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- using the CREST electronic proxy appointment service (for CREST members only).

In any case, the notice of appointment of a proxy should reach the Company's registrars, Share Registrars Limited, at 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by no later than 11.00 a.m. on 19 March 2026. Please refer to the Notes to the Notice of Annual General Meeting starting on page 10 of this document and the enclosed Form of Proxy for detailed instructions.

The attention of Shareholders is drawn to the voting intentions of the Directors set out below.

Recommendation

The Directors believe that the Resolutions would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions. The Directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

Sean Edward Wade
Non-Executive Chairman

THE SMARTER WEB COMPANY PLC
(incorporated and registered in England and Wales no. 00092343)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Smarter Web Company Plc (the “**Company**”) will be held on 19 March 2026 at 11.00 a.m. at Aerospace, Hayes Way, Patchway, Bristol BS34 5BZ for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 18 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive and consider the audited accounts of the Group and the Company for the year ended 31 October 2025 together with the Directors’ and auditor’s reports thereon.
2. To receive and approve the annual statement by the Chair of the Remuneration Committee set out on pages 26 to 28 of the Company’s Annual Report and Accounts and the Directors’ Remuneration Report as set out on pages 28 of the Company’s Annual Report and Accounts for the year ended 31 October 2025.
3. To consider and approve the Directors’ Remuneration Policy, to take effect from 1 November 2025.
4. To re-elect Sean Wade as a director of the Company.
5. To re-elect Andrew Webley as a director of the Company.
6. To re-elect Albert Soleiman as a director of the Company.
7. To re-elect Tyler Evans as a director of the Company.
8. To re-elect Randal Casson as a director of the Company.
9. To re-elect Martin Thomas as a director of the Company.
10. To re-appoint PKF Littlejohn LLP as the Company’s auditor, to hold office until the conclusion of the next general meeting at which accounts are laid.
11. To authorise the Audit Committee of the Board to determine the auditor’s remuneration.
12. THAT the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006 in the Company up to an aggregate nominal amount of £2,000,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 April 2027 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

13. THAT, the Company’s long-term incentive plan (the “**LTIP**”), the principal terms of which are summarised in the explanatory notes to this Notice and a copy of which is produced to the meeting, be and are hereby approved and to authorise the directors of the Company to do all acts and things they consider necessary or expedient to implement and give effect to the LTIP.

SPECIAL RESOLUTIONS

14. THAT, subject to the passing of Resolution 12, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, up to a maximum nominal amount of £2,000,000, except that the Company may before the expiry of any authority contained in this resolution make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 30 April 2027, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

15. THAT, in substitution for any existing authority, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company (**Ordinary Shares**), on such terms and in such manner that the Directors think fit, provided that:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 35,023,709;
 - (b) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the day on which the Ordinary Share is purchased; and (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - (i) the last independent trade of; and
 - (ii) the highest current independent bid for,any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out;
 - (c) the minimum price which may be paid for an Ordinary Share is an amount equal to its nominal value (in each case exclusive of associated expenses);
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 30 April 2027 and the conclusion of the next annual general meeting of the Company after the passing of this resolution, but a contract to purchase Ordinary Shares may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract; and
 - (e) an Ordinary Share so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of applicable laws or regulations of the Financial Conduct Authority, held as a treasury share.
16. THAT the articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
17. THAT, subject to the passing of resolution 16, the terms of an agreement proposed to be made between the Company and Matthew Webley (a copy of which has been produced to the AGM and made available at the Company's registered office for not less than 15 days ending with the date of the AGM) (the "**Buyback Agreement**") providing for off-market purchase from Matthew Webley of the entire class of the Company's deferred shares of £0.049 each ("**Deferred Shares**") in the capital of the Company

for a total consideration of £0.01 and otherwise on the terms and conditions set out in the Buyback Agreement, be and is hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and the Company be and is hereby authorised to make, such off-market purchases from Matthew Webley, provided that the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next annual general meeting of the Company or 30 April 2027 (whichever is the earlier).

18. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice

By Order of the Board

MSP Corporate Services Limited
Company Secretary

Dated: 23 February 2026

Registered office:

160 Aztec West
Almondsbury
Bristol
United Kingdom
BS32 4TU

Shareholders should also read the Explanatory Notes and the General Notes to this Notice which are set out on pages 10 to 11 of this document. Those notes provide further information about Shareholders' entitlement to attend, speak and vote at the AGM (or appoint another person to do so on their behalf).

Notes to the Notice of Annual 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 Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting.

Appointment of proxy

2. A shareholder entitled to attend and vote at the Annual 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 Annual General Meeting in person. A shareholder may appoint more than one proxy in relation to the Annual 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 Annual General Meeting either:
 - a. by visiting 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 11.00 a.m. on 17 March 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 11.00 a.m. on 17 March 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, 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 11.00 a.m. on 17 March 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 Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

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.

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).

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.

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

7. 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

8. 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.

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. 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

9. 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.

The revocation notice must be received by Share Registrars Limited no later 11.00 a.m. on 17 March 2026.

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.

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

10. 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

11. Voting on all resolutions will be conducted on a show of hands. As soon as practicable following the Annual 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

12. As at 19 February 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 19 February 2026 is 350,237,093.

Questions at the meeting

13. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
 - a. answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - b. the answer has already been given on a website in the form of an answer to a question; or
 - c. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Inspection

14. Copies of the following documents are available for inspection upon request from the date of this notice until the conclusion of the AGM. To view copies of the following documents, please email the ir@smarterwebcompany.co.uk to arrange an appointment.
 - a. The existing articles of association of the Company;
 - b. The proposed new articles of association of the Company;
 - c. The proposed Long Term Incentive Plan (LTIP); and
 - d. The Buyback Agreement.

Communication

15. Except as provided above, members who have general queries about the Annual 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 (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of Annual General Meeting, or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

Appendix 1

Summary of the Company's LTIP

The principal terms of The Smarter Web Company PLC's Long Term Incentive Plan ("LTIP") are summarised below.

Overview

The Company is proposing to implement an LTIP for its executive directors and key employees. The LTIP permits the Company to grant awards, being a right in the form of an option to acquire shares granted under, and exercisable in accordance with, the LTIP rules. The LTIP will deliver awards of shares to participants when certain market capitalisation and share price milestones are achieved.

The number of shares which the awards will deliver will be determined as a percentage of the issued share capital of the Company at the time a milestone is achieved. The Plan may therefore be categorised as a "value creation plan", rather than a standard "long-term incentive plan", under which awards are granted over numbers of shares which are fixed at the time of grant, subject to achievement of certain performance conditions.

It is intended to have a single operation, in that one round of awards will be granted immediately following the AGM and then the LTIP will close to new grants. The Company would then need to seek further shareholder approval to grant equity based incentive awards in the future.

Eligibility

The Board has discretion to decide on the employees (including executive directors) who will receive awards on any occasion.

Timing of grant

Awards may only be granted within 42 days starting on the day on which the Company's shareholders approve the LTIP. However, if the Company is restricted from granting options during any such period, options may be granted in the period of 42 days following the relevant restriction being lifted.

Terms of Awards

The Board will approve the terms of an award, including: (1) award date; (2) the proportion of the Company's issued share capital, expressed as a percentage which an award element will convert when a milestone is met; (3) the exercise price payable to exercise an award; (4) the details of any conditions; and (5) whether the participant may be required to enter into any election for a particular tax treatment in respect of an award.

Milestones and time based conditions

The awards vest and may be converted to shares ("Conversion") once certain milestones linked to either: (1) the market capitalisation of the Company; or (2) the share price of the Company have been achieved, and the time based conditions have been met. The time based conditions have been set so that awards do not vest and may not be converted for at least 3 years from the date of grant.

The milestones are as follows:

Market Capitalisation Milestones	Share Price Milestones
£2.5 billion	£5
£5 billion	£7
£10 billion	£10
£20 billion	£13
£40 billion	£17
£80 billion	£21
£100 billion	£25
£130 billion	£30
£160 billion	£35
£200 billion	£40

The awards will time vest in thirds on the third, fourth and fifth anniversaries of the award date as follows:

- Conversion before 3rd anniversary of award date:
 - 1/3 vests on 3rd anniversary
 - 1/3 vests on 4th anniversary
 - 1/3 vests on 5th anniversary
- Conversion after 3rd anniversary of award date but before 4th anniversary of award date:
 - 1/3 vests immediately
 - 1/3 vests on 4th anniversary
 - 1/3 vests on 5th anniversary
- Conversion after 4th anniversary of award date but before 5th anniversary of award date:
 - 2/3 vests immediately
 - 1/3 vests on 5th anniversary
- Conversion after 5th anniversary of award date:
 - Full vesting immediately

Limit

Awards will be made under the Plan over up to 4.3 per cent. of the ordinary share capital of the Company in issue immediately before the Awards are made.

Lapsing

An award element will lapse if it has not converted by the tenth anniversary of the award date.

Malus and Clawback

The Board may decide to lapse, reduce, cancel, forfeit or clawback any award element where it determines, in its discretion, that any of the following circumstances exist before the second anniversary of the earliest Expected Vesting Date (as such term is defined in the LTIP) of the award element or, if no Expected Vesting Date has been determined, at any time: (1) a material misstatement of the Group's or any member of the Group's or business unit's financial statements for which the participant has significant responsibility; (2) the information and/or calculation that is relied upon by the Board to determine the value of any cash and/or shares to which the award relates is found to be materially incorrect, mistaken or misrepresented to the advantage of the participant; (3) reasonable evidence of fraud or gross misconduct by the participant; (4) reasonable evidence that the participant has acted in a way which has materially damaged, or is likely to damage, the reputation of the Group; or (5) reasonable evidence that the Group or any member of the Group has suffered a significant downturn in its financial performance for which the participant has significant responsibility and the Board considers that negligent conduct or an omission of the participant has significantly contributed to that downturn.

Leaving

Where a participant leaves, their award will lapse on the date the participant leaves, unless they leave as a result of: (1) death; (2) ill-health, injury or disability; (3) retirement by agreement with the Company; (4) redundancy; (5) the participants employing company ceasing to be a member of the group; or any other reason at the discretion of the Board (a "Good Leaver"). If a Good Leaver leaves as a result of his/her death, the tranches of any award element which has converted will vest on the date of death; otherwise they will continue until the normal date of vesting unless the Board decides they will vest on an earlier date. The balance of the Award shall lapse, unless the Board determines otherwise.

