

04 September 2025

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

New Subscription Agreement Signed

The Smarter Web Company (AQUIS: SWC | OTCQB: TSWCF | FRA: 3M8), a London listed technology company, announces that a new subscription agreement has been signed for 21 million new Ordinary Shares (the "Subscription Agreement").

The terms of the new Subscription Agreement, as detailed below, are the same as the pre-existing subscription agreement announced on 19 June 2025 (the "June Subscription Agreement"), as the Company believes that the current Subscription Agreement has been effective in raising additional capital for the Company and noting, further to the Company's announcement on 26 August 2025, that the majority of ordinary shares issued pursuant to the June Subscription Agreement have now been placed.

It is expected that admission of the new Ordinary Shares to trading on Aquis will become effective at 08:00am on or around 09 September 2025 ("Admission"). The Subscription is conditional upon, among other things, Admission becoming effective.

The new Ordinary Shares issued pursuant to the Subscription Agreement, when issued, will be fully paid and will rank *pari passu* in all respects with each other and with the existing Ordinary Shares of the Company, including, without limitation, the right to receive all dividends and other distributions declared, made or paid after the date of issue.

Total Voting Rights

Following Admission, the total number of Ordinary Shares in issue in The Smarter Web Company will be 290,556,453 ordinary shares of £0.001 each. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Subscription Agreement

The Subscription Agreement was signed on 03 September 2025 by The Smarter Web Company PLC and Shard Merchant Capital Ltd ("Shard"). Tennyson Securities, the Company's lead broker (part of the Shard Group) has arranged this facility. Shard is a client of Shard Capital Partners LLP.

Under the terms of the Subscription Agreement, the Company is issuing 21 million new Ordinary Shares to Shard at par value. The Subscription Agreement allows the Company to

benefit by receiving approximately 97% of the net proceeds of any sales of these shares achieved by Shard.

The Subscription Agreement allows Shard to use reasonable endeavours to place up to 21 million new Ordinary Shares subject to such sales being:

- Not below the closing bid price from the previous trading day on the Aquis Stock Exchange
- At a volume less than 20% of the relevant current trading day volume

Directors Share Holdings

On Admission, the Directors' shareholdings will be diluted as follows:

Name	% Before	% After
Andrew Webley & Family (including those held by Joanna Webley)	10.17%	9.44%
Tyler Evans	0.36%	0.33%
Sean Wade & Family (including those held as Keysford Ltd)	0.28%	0.26%

About The Smarter Web Company

The Smarter Web Company offers web design, web development and online marketing services. Clients pay an initial fee, an annual hosting charge and an optional monthly marketing charge. Growth opportunities exist for The Smarter Web Company around these existing services.

In addition to organic growth, the Company will progress an acquisition strategy targeting other businesses with a view to growing its number of clients and / or recurring revenue. The Smarter Web Company will only make acquisitions where the Directors believe the timing and opportunity is appropriate.

Since 2023 The Smarter Web Company has adopted a policy of accepting payment in Bitcoin. The Company believes that Bitcoin forms a core part of the future of the global financial system and as the Company explores opportunities through organic growth and corporate acquisitions is pioneering the adoption of a Bitcoin Treasury Policy into its strategy.

Please also see "The 10 Year Plan" announced by the Company via regulatory news at 07:00 on 28 April 2025 and available on the Company website.

Visit our website: <https://www.smarterwebcompany.co.uk>
Follow us on X: <https://x.com/smarterwebuk>

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The Directors of the Company accept responsibility for the contents of this announcement.

Important Notice:

The Smarter Web Company Plc (the Company) holds treasury reserves and surplus cash in Bitcoin. Bitcoin is a type of cryptocurrency or cryptoasset. Whilst the Board of Directors of the Company considers holding Bitcoin to be in the best interests of the Company, the Board remains aware that the financial regulator in the UK (the Financial Conduct Authority or FCA) considers investment in Bitcoin to be high risk. At the outset, it is important to note that an investment in the Company is not an investment in Bitcoin, either directly or by proxy. However, the Board of Directors of the Company consider 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 of Directors of the Company wish 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 by the FCA. And cryptocurrencies (such as Bitcoin) are unregulated 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 as it paid in the first place or even for the value the Company ascribes to its Bitcoin positions due to these market movements. And because Bitcoin is unregulated, the Company is not protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Nevertheless, the Board of Directors of the Company 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 sell its Bitcoin at will. The ability to 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 of Directors of the Company does not subscribe to such a negative view, especially in relation to Bitcoin. However, prospective investors in the Company are encouraged to do your own research before investing.

BTC Yield is a key performance indicator (KPI) that reflects the percentage change in the ratio of Total Bitcoin Holdings to Shares In Issue (Diluted) over a given period. The Company uses BTC Yield to assess the performance of its Bitcoin acquisition strategy, which is intended to be accretive to shareholders.