

24 December 2025

The Smarter Web Company PLC
(“The Smarter Web Company” or the “Company”)

New Subscription Agreement Signed

The Smarter Web Company (AQUIS: SWC | OTCQB: TSWCF | FRA: 3M8), a London-listed technology company and the UK's largest publicly traded company holding Bitcoin on its balance sheet, announces that a New Subscription Agreement has been signed for a further 50 million new Ordinary Shares (**“New Subscription Agreement”**).

New Subscription Agreement

The New Subscription Agreement was signed on 23 December 2025 by The Smarter Web Company PLC and Shard Merchant Capital Limited and replaces the subscription agreement announced on 04 September 2025 (**“The Subscription Agreement”**). The Subscription Agreement allows Shard Merchant Capital Limited to sell new Ordinary Shares via its broker. Tennyson Securities, the Company's lead broker has arranged this facility. Shard Merchant Capital Limited is a client of Shard Capital Partners LLP.

The New Subscription Agreement will also cover the 13,240,500 Ordinary Shares previously issued to Shard Merchant Capital Limited and not yet sold (as announced on 01 December 2025), together with the 50,000,000 additional new Ordinary Shares to be issued under today's New Subscription Agreement. Accordingly, the New Subscription Agreement will commence with an available allocation of, in aggregate, 63,240,500 Ordinary Shares.

It is expected that admission of the new Ordinary Shares to trading on the AQSE Growth Market will become effective at 08:00 a.m. on or around 02 January 2026 (**“Admission”**). The New Subscription Agreement is conditional upon, among other things, Admission becoming effective.

The new Ordinary Shares issued pursuant to the New 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.

Key Terms of the New Subscription Agreement

The New Subscription Agreement allows Shard Merchant Capital Limited to use reasonable endeavours to sell Ordinary Shares on behalf of the Company, subject to the following agreed high-level terms:

- Volume limitation: the number of Ordinary Shares sold in any week will be limited to up to 25% of the trading volume in the Company's Ordinary Shares during that same week, calculated on a cumulative basis as trading occurs.
- Pricing: Ordinary Shares shall not be sold at a price below the closing price of the Company's Ordinary Shares on the previous trading day.
- Company discretion: the Company may instruct Shard Merchant Capital Limited to suspend or recommence the sale of Ordinary Shares at any time.
- Shareholder transparency: the Company will announce shares sold weekly, unless no shares have been sold in the preceding week.
- Additional share transactions: the New Subscription Agreement permits Shard Merchant Capital Limited, where appropriate, and with the agreement of the Company, to facilitate larger investor share purchases at market prices through the New Subscription Agreement above the volume limitation detailed above
- Commission paid: The Company will receive 98.25% of the sale proceeds, implying an effective 1.75% commission paid to Shard Merchant Capital Limited on all shares sold.

Andrew Webley, CEO of The Smarter Web Company, said:

"As part of our ongoing efforts to enhance our capital markets activity, we have entered into a New Subscription Agreement to provide the Company with additional flexibility as we plan for the next phase of growth. The updated structure allows us to respond more effectively to market conditions and investor demand, while continuing to raise capital in an orderly and transparent manner."

Total Voting Rights

Following Admission, the total number of Ordinary Shares in issue in The Smarter Web Company will be 350,237,093 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.

Directors Share Holdings

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

Name	Number of Ordinary Shares	% Before	% After
Andrew Webley & Family (including those held by Joanna Webley)	27,418,732	9.13%	7.83%

Tyler Evans	960,000	0.32%	0.27%
Sean Wade & Family (including those held as Keysford Ltd)	767,346	0.26%	0.22%

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 2022, 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 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.

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 ("MAR") as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019.