

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BREACH ANY APPLICABLE LAW OR REGULATION.

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE OR CONTAIN ANY INVITATION, SOLICITATION, RECOMMENDATION, OFFER OR ADVICE TO ANY PERSON TO SUBSCRIBE FOR, OTHERWISE ACQUIRE OR DISPOSE OF ANY SECURITIES IN THE SMARTER WEB COMPANY PLC WHERE SUCH OFFER WOULD BREACH ANY APPLICABLE LAW OR REGULATION.

THE INFORMATION CONTAINED WITHIN THIS ANNOUNCEMENT IS DEEMED BY THE COMPANY TO CONSTITUTE INSIDE INFORMATION STIPULATED UNDER THE MARKET ABUSE REGULATION (EU) NO. 596/2014 AS IT FORMS PART OF THE DOMESTIC LAW OF THE UNITED KINGDOM BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED) ("UK MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT VIA THE REGULATORY INFORMATION SERVICE, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

06 October 2025

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

Placing - £9.7m Gross Proceeds

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, is pleased to announce a Placing at the closing bid price on 03 October 2025 ("Issue Price").

The gross proceeds from the Placing will be £9,680,640 (before expenses), through the issue of 9,680,640 new ordinary shares of £0.001 each ("Ordinary Shares") at £1.00 per share.

£8,000,000 of the placing was subscribed for by a single new US institutional investor, introduced by Maxim Group LLC, the lead U.S. placement agent in connection with the Placing. The investment reflects recognition of SWC's position as the UK's leading publicly listed holder of Bitcoin, alongside its strategy as a technology company. The Company is pleased to welcome this new investor onto the register and looks forward to welcoming other institutional investors soon.

The Company has also issued 1 warrant for each new Ordinary Share issued to the new investors. Each warrant is valid for 36 months and exercisable at £1.50 ("Exercise Price"),

which represents a 50% premium to the Issue Price. Pursuant to the terms of the warrants, the Company may demand the investors exercise the warrants in the event that the share price trades 200% above the Exercise Price for a period of 10 consecutive days after the first 12 months.

The Placing is conditional upon, *inter alia*, on the new Ordinary Shares being admitted to trading on the access segment of the Aquis Stock Exchange Growth Market ("Admission"). It is expected that Admission of the new Ordinary Shares will become effective at 08:00, on or around 09 October 2025.

The Placing Ordinary Shares, 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 300,237,093 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	% Before	% After
Andrew Webley & Family (including those held by Joanna Webley)	9.44%	9.13%
Tyler Evans	0.33%	0.32%
Sean Wade & Family (including those held as Keysford Ltd)	0.26%	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>

The Smarter Web Company CEO Andrew Webley	+44 (0) 117 313 0459
Tennyson Securities Lead Broker Peter Krens	+44(0) 207 186 9030
Strand Hanson Limited Aquis Stock Exchange Corporate Adviser James Spinney / James Bellman	+44 (0) 207 409 3494

The Company's LEI is 213800VQO9FUG4PZMP73.

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

Important Notices - The Smarter Web Company

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.

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.