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06 August 2025

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

Smarter Convert - \$21 Million Subscription

The Smarter Web Company (AQUIS: SWC | OTCQB: TSWCF | FRA: 3M8) is pleased to announce the launch of Smarter Convert, a strategic, interest free capital-raising initiative structured as a convertible bond, denominated in Bitcoin. This innovative instrument has been fully subscribed by TOBAM for \$21 million, a respected institutional investor and independent, employee-owned asset management firm founded in 2006 by Yves Choueifat. TOBAM has been actively engaged in the Bitcoin space since 2016.

Smarter Convert has been developed in partnership with TOBAM. The structure is designed to align incentives across stakeholders while offering appropriate downside protection. TOBAM has subscribed through three of its managed funds. It is intended that further bonds could be issued in the future, to other investors, including TOBAM, at future market prices, using this same structure.

On 05 August 2025 the closing share price of The Smarter Web Company equity was £1.95 per share. Therefore, the Reference Share Price ("Reference Share Price") for this initial tranche of Smarter Convert is set to £1.95. The Reference USD Exchange Rate ("Reference USD Exchange Rate") for funds received by the Company in USD is 1.3288 GBP/USD.

Key terms of the Smarter Convert instrument include:

- Conversion Share Price (“Conversion Share Price”): Investors may convert into equity at a 5% premium to the Reference Share Price.
- Forced Conversion: After an initial 6-month period, the Company has the right to force conversion into equity if the share price trades 50% above the Conversion Share Price, for a period of 10 trading days.
- Downside Protection: If the bonds are not converted within 12 months, the Company will repay 98% of the bond value to investors.
- The bond's principal value is denominated in Bitcoin. This means the amount repayable at maturity (if not converted into equity) will be adjusted based on the price of Bitcoin at that time. If the value of Bitcoin increases, the repayment amount increases; if the value of Bitcoin decreases, the repayment amount decreases. However, the Conversion Share Price is fixed in GBP, as stated above.

Smarter Convert offers the potential to raise capital at a premium to the current market price, while also allowing the Company to increase its Bitcoin holdings. However, the total amount of Bitcoin to be acquired through this initiative will be capped at approximately 30% of the Company’s existing unencumbered treasury Bitcoin holdings, ensuring prudent and measured growth.

Scenario Analysis: Smarter Convert - Illustrating Potential Outcomes

To help investors understand the potential impact of Smarter Convert, two illustrative scenarios have been modelled - representing both downside and upside outcomes:

“Worst Case” Scenario

If the share price does not rise meaningfully over the next 12 months, it may not be attractive for investors to convert their bonds into equity. In this case, investors may request repayment of 98% of the bond’s value at maturity. The Smarter Web Company would retain the remaining 2% - this effectively offsets expenses incurred from using this capital-raising initiative.

“Best Case” Scenario

If the share price rises above the Conversion Share Price, investors may choose to convert their bonds into equity. Alternatively, if the share price trades at or above a 50% premium to the Conversion Share Price for at least 10 consecutive trading days after the initial six-month period, the Company has the right to force conversion.

In this scenario, The Smarter Web Company achieves a capital raise at a premium based on the Conversion Share Price being higher than the Reference Share Price, resulting in

approximately 5% less dilution compared to a traditional equity raise, at the issue date of the bond.

Impact On Shares In Issue

If all bonds are converted into equity a total of 7,718,551 shares will be issued. This is calculated at \$21 million converted into equity at the Reference USD Exchange Rate divided by the Conversion Share Price.

Yves Choueifaty, CEO of TOBAM said “TOBAM is driven by a commitment to long-term alignment - combining discipline in execution with clarity in design and a drive for innovation. Smarter Convert exemplifies this - offering prudent downside protection, premium equity participation, and a Bitcoin-denominated structure that reflects our conviction in Bitcoin as the next cornerstone of trust. We greatly valued the constructive dialogue with Andrew and his team in shaping this transaction, which sets a new benchmark for responsible, innovation-driven capital raising.”

Andrew Webley, CEO of The Smarter Web Company said “We have been building our Bitcoin-backed balance sheet with laser focus, and today’s announcement marks yet another first for the UK capital markets. I am grateful to Yves and his team for their collaboration and support in bringing this innovative structure to life. We believe that this new structure will open up a new segment of capital for the Company and complement our existing funding strategies as we pursue our ambition to make The Smarter Web Company into one of the largest publicly listed companies in the UK.”

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 Company's LEI is 213800VQO9FUG4PZMP73.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" sections of the announcement should be read and understood.

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

Important Notices - The Smarter Web Company

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 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.