19 June 2025

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

Subscription Agreement For A Maximum Of 21 Million New Shares

The Smarter Web Company (AQUIS: SWC | OTCQB: TSWCF), a London listed technology company, announces the signing of a Subscription Agreement for 21 million new Ordinary Shares.

The Smarter Web Company Strategy

The Smarter Web Company, founded in 2009 by Andrew Webley, helps businesses of all sizes enhance their online presence and return on digital investment. Its core services include web design, development and digital marketing.

The Company has a clear strategy for growth focusing on:

- Organic growth opportunities around existing, established services
- An acquisition strategy intended to accelerate scale
- As the Company explores opportunities through organic growth and corporate acquisitions it is pioneering the adoption of a supporting Bitcoin Treasury Policy

Subscription Agreement

The Subscription Agreement was signed on 18 June 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 Subscription Agreement, the Company is today making available an initial tranche of 7 million new Ordinary Shares at par value. This leaves 14 million new Ordinary Shares not yet released under the Subscription Agreement. The Subscription Agreement allows the Company to benefit by receiving approximately 97% of the net proceeds achieved by Shard.

The Subscription Agreement allows Shard to use reasonable endeavours to place up to 21 million new Ordinary Shares with the following agreed high level terms:

- Not below the closing bid price from the previous trading day on the Aquis Stock Exchange
- Not a volume that exceeds 20% of the current trading day

- Shard shall use reasonable endeavours to place a first tranche of 7 million new Ordinary Shares within 1 month from signing of the Subscription Agreement and, for each tranche of new Ordinary Shares thereafter, within 3 months from subscribing for them

Andrew Webley, CEO of The Smarter Web Company said "We have spent the last few weeks working with our advisors to implement this as we believe that our shareholders want us to generate capital and move the business forward.

I am looking forward to working with our advisors on evaluating the effectiveness and perhaps we can then inspire other UK companies to adapt a similar mechanism, as we have seen with our pioneering approach to treasury management using Bitcoin."

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.