THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Shares, please send this document and the accompanying documents (but not any accompanying Form of Proxy) to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or agent through whom the sale was effected. If you have recently purchased or been transferred Shares and, notwithstanding the instructions above, receive the Form of Proxy from the transferor of such Shares, you should contact Neville Registrars Limited, the Company's Registrar, to obtain a replacement Form of Proxy, as applicable.

The distribution of this document in jurisdictions other than the United Kingdom and the Isle of Man may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction .

B HODL PLC

(a company limited by shares incorporated and registered in the Isle of Man with registration number 022742V)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company (the "AGM") to be held at the Broulot Room, The Comis Hotel, Mount Murray Back Road, Douglas, Isle of Man, IM4 2HT at 1.00 p.m. on 20 November 2026 is set out at the end of this document.

Shareholders will also find enclosed with this document a Form of Proxy. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed on it so as to be received by the Company's Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD during normal business hours as soon as possible and in any event so as to arrive by not later than 1.00 p.m. on 18 November 2026.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrar, Neville Registrars Limited (ID: 7RA11), by no later than 1.00 p.m. on 18 November 2026.

The completion and posting of a Form of Proxy or the appointment of a proxy through CREST will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

Your attention is drawn to the letter from the Chairman of the Company in Part 1 of this document, which contains the unanimous recommendation of your Board that you vote in favour of the AGM Resolutions at the Annual General Meeting. You should read the whole of this document when considering what action you should take in connection with the Annual General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following table sets out the expected dates and times for the key events referred to in this Circular.

	Expected Dates
Publication of this Circular	28 October 2026
Latest time for receipt of proxies	1.00 p.m. on 18 November 2026
Date and time of the Annual General Meeting (AGM)	1.00 p.m. on 20 November 2026
Announcement of AGM results	On or shortly after 20 November 2026
Expected Expiry of the renewed Buy-Back Authority (Conclusion of the AGM held in 2027 or 15 months)	Conclusion of the AGM held in 2027, or 20 February 2028 (15 months after passing), whichever is earlier.

All times are Isle of Man times unless stated otherwise. These dates may change, and any revised dates will be announced through a regulatory information service provider.

PART 1 - LETTER FROM THE CHAIRMAN

B HODL PLC

(a company limited by shares incorporated and registered in the Isle of Man with registration number 022742V)

Directors:
David Jaques *(Non-Executive Chairman)*
Russell Farrington (*Non-Executive Director)*
Frederick New (*Executive Director)*
Daniel Scott (*Executive Director)*
David Boylan (*Executive Director)*
Zakk Lakin (*Executive Director)*

Registered Office:
19-21 Circular Road
Douglas
IM1 1AF
Isle of Man

28 October 2026

Dear Shareholder,

Notice convening the Annual General Meeting of the Company, to be held at the Broulot Room, The Comis Hotel, Mount Murray Back Road, Douglas, Isle of Man, IM4 2HT at 1.00 p.m. on 20 November 2026, is set out in Part 3 of this Circular. This letter explains the business of the AGM and the reasons why the Board considers the AGM Resolutions to be in the best interests of the Company and its Shareholders as a whole.

Accounts

Resolution 1 proposes that the Accounts for the financial year ended 30 June 2026 be received and adopted.

Auditor

Resolution 2 proposes the reappointment of Edwards Veeder (UK) Limited as Auditor of the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid. Resolution 3 proposes that the Board be authorised to determine the Auditor's remuneration.

The Board confirms that no Director is retiring or standing for re-election at this AGM.

Renewal of the Buy-Back Authority

The existing Buy-Back Authority, granted by Shareholders at the Extraordinary General Meeting held on 6 February 2026, expires at the conclusion of the AGM. The Board considers it appropriate to renew this authority on substantially the same terms, subject to one change to the maximum price condition described below.

Resolution 4 proposes that the Company be authorised to make market purchases of up to 10 per cent of its issued Ordinary Shares as at the date of this Circular or the AGM, whichever is higher, on the same minimum price basis as before. Resolution 4 shall apply to market purchases only. Purchases from one or more (but not all) Shareholders otherwise than on the market are authorised only by Resolutions 6 and 7.

The maximum price condition is largely on the same terms as before, save that the 105 per cent limb has been removed. The maximum price is set by the price condition prescribed by the MAR Buy-Back Regulation, being the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue on which the purchase is carried out.

Other terms of the renewed Buy-Back Authority (duration, treatment of contracts entered into before expiry, and cancellation under Article 6.7) are unchanged.

Allotment Authority and Disapplication of Pre-Emption Rights

The Company's existing authority to allot Ordinary Shares for cash on a non-pre-emptive basis, granted by written resolution of the Shareholders passed on 4 September 2025 (the "2025 Allotment Authority"), expires at the conclusion of the AGM. The 2025 Allotment Authority underlies the Company's At-the-Market equity offering programme (the "ATM Programme") and is the source of authority for any further issuance of Ordinary Shares for cash by conventional means, such as a placing or rights issue.

Resolution 5 renews this authority on substantially the same terms. It empowers the Board, in accordance with Article 5.1 of the Articles, to allot Ordinary Shares for cash as if the pre-emption rights in Article 5.2 of the Articles did not apply, up to an aggregate nominal amount of £4,000,000. This authority may be used for the ATM Programme and for conventional fundraisings.

Intercompany Loan and OBL Purchases

B DEPLOY Ltd shall be an Isle of Man company to be incorporated under the Isle of Man Companies Act 1931-2004 (registered number to be confirmed). B DEPLOY Ltd is intended to be a wholly-owned subsidiary of the Company ("**B DEPLOY**"). The Company has commenced the incorporation process for B DEPLOY and B DEPLOY shall have been incorporated prior to any of the actions described in this notice concerning the Intercompany Loan and OBL Purchases becoming effective. It is proposed that the Company and B DEPLOY enter into an Intercompany Loan pursuant to which the Company will make a revolving Bitcoin facility available to B DEPLOY on a drawdown basis, subject to a maximum facility limit (the "**Intercompany Loan**"). It is further proposed that B DEPLOY provide a Bitcoin lending product branded as Ordinary Backed Loans ("**OBL**"). Under OBL, it is intended that B DEPLOY will lend Bitcoin to a Shareholder ("**Shareholder Borrower**"), which loan will be secured by a charge over a fixed number of that Shareholder's Ordinary Shares ("**Charged Ordinary Shares**") and a Power of Attorney enabling B DEPLOY to sell or transfer the Charged Ordinary Shares in the event that repayment is not made. B DEPLOY will act as sole lender and secured creditor under OBL. On non-repayment by the Shareholder Borrower, it is proposed that B DEPLOY will enforce the security and, pursuant to the Power of Attorney, may sell or transfer the Charged Ordinary Shares to any person, including the Company. The Company may choose to acquire and cancel the Charged Ordinary Shares in accordance with Article 6.5(b). The consideration for each acquisition of Charged Ordinary Shares shall be satisfied through an agreed intercompany credit or debt-adjustment mechanism resulting in the discharge of B DEPLOY's liability to repay that part of the Intercompany Loan drawn down for purposes of funding the particular OBL to the particular Shareholder Borrower. The Company has taken appropriate legal advice on this structure.

A drawdown under the Intercompany Loan will only be made to B DEPLOY where, at the time of drawdown, the transaction is accretive to Sats per Share, whether the OBL is repaid or the Charged Ordinary Shares are acquired and cancelled. The Board believes that the Company's proposed Intercompany Loan to B DEPLOY will benefit the Company and its Shareholders as a whole.

The commercial terms of OBL, including loan size limits, are set by B DEPLOY and may be varied from time to time. As currently proposed, a Shareholder Borrower may borrow Bitcoin of up to 50 per cent of the value of the Ordinary Shares they hold when the loan is advanced, subject to the facility limit in Resolution 6.1.1 and to any aggregate limit on the Bitcoin committed to OBL set by the board of B DEPLOY. The number of Charged Ordinary Shares is fixed when the loan is advanced by reference to the Bitcoin borrowed plus the premium, and the Shareholder Borrower's remaining Ordinary Shares are not charged. Loans are to have a term of 12 months. The number of Ordinary Shares charged, and the Bitcoin premium payable on repayment, are fixed when the loan is advanced, with the premium set by reference to the Company's mNAV at that time. Resolution 6 does not fix these terms.

Article 6.5(b) of the Articles permits the Company, by 75% Resolution, to purchase, redeem or otherwise acquire its own shares pursuant to an offer to one or more (rather than all) Shareholders, provided the Board has resolved that the transaction benefits the remaining Shareholders and that the terms of the offer are fair and reasonable to the Company and the remaining Shareholders, giving reasons for that view. Article 6.7 requires shares acquired under Article 6.5(b) to be cancelled, consistent with the Buy-Back Authority.

Resolution 6 accordingly 1) asks Shareholders to authorise the Intercompany Loan; and 2) seeks the shareholder authority required by Article 6.5(b) for the purchase and cancellation of Charged Ordinary Shares following non-repayment by a Shareholder Borrower (“**OBL Purchases**”). OBL Purchases are limited to the Charged Ordinary Shares under OBLs funded within the facility limit in Resolution 6.1.1.

In the case of OBL Purchases, the assessment that a purchase benefits the remaining Shareholders is made when the relevant drawdown under the Intercompany Loan is made, not at the point of any subsequent acquisition. Each individual acquisition under this authority will separately require: (i) a resolution of the Board under Article 6.5(b),with reasons, confirming that the acquisition benefits the remaining Shareholders and that its terms are fair and reasonable to the Company and the remaining Shareholders, by reference to the assessment made when the drawdown was advanced; and (ii) a resolution of the Board under Article 6.6, confirming that the Company will satisfy the Solvency Test immediately following the acquisition. Resolution 6 does not oblige the Company to make any loan or purchase any shares.

General Purchases and Specific Purchase

Resolution 7 seeks the shareholder authority required by Article 6.5(b) for purchases of Ordinary Shares from one or more (but not all) Shareholders otherwise than on the market, other than OBL Purchases (“General Purchases”). The Board may make a General Purchase only where it has determined that the purchase benefits the remaining Shareholders, that the terms of the offer are fair and reasonable to the Company and the remaining Shareholders, and, other than in the case of the Specific Purchase described below, that Sats per Share immediately after the purchase, the cancellation of the relevant Ordinary Shares, and the payment of the consideration, will be greater than Sats per Share immediately before the purchase. General Purchases, including the Specific Purchase, are subject to an aggregate maximum of 20 per cent of the issued Ordinary Share capital of the Company, and Ordinary Shares acquired under them will be cancelled.

Resolution 7 also permits the Company to make a single targeted General Purchase of up to 10 per cent of the issued Ordinary Share capital of the Company (calculated by reference to the entire issued share capital of the Company as at the date of passing the Resolution) (the "Specific Purchase"), at a price per Ordinary Share to be determined by the Board, taking into account the market price of the Ordinary Shares and the Directors’ fiduciary and other duties as further set out below. Unlike other General Purchases, the Specific Purchase is not subject to the Sats per Share condition. It remains subject at all times to the Board justifiably resolving and in compliance at all times with their fiduciary duties, that the purchase benefits the remaining Shareholders and that its terms are fair and reasonable to the Company and the remaining Shareholders, and to the Board confirming that the Company will satisfy the Solvency Test immediately following the purchase. Any Director who is, or is connected with, the selling Shareholder will not be counted in the quorum for or vote on those resolutions.

Resolution 7 does not oblige the Company to purchase any shares.

Amendment to Article 141 (Inspection of Records)

Article 141 of the Articles currently gives Shareholders an unrestricted right to inspect the Company’s accounting records “at all times”. The Board considers this wider than is customary for a listed company, where inspection of accounting records is ordinarily reserved to the Board, the Auditor and applicable regulators rather than extended to Shareholders generally.

Resolution 8 proposes that Article 141 be amended to narrow this right to the scope customary for a listed company, so that Shareholders have no general right to inspect the Company's accounting records or other books and documents except as conferred by law or authorised by the Board or by Resolution of the Company.

Annual General Meeting

At the AGM, Shareholders will be asked to consider and, if thought fit, pass Resolutions 1 to 8. Resolutions 1 to 3 will be proposed as Ordinary Resolutions and Resolutions 4 to 8 will each be proposed as 75% Resolutions. Notice of the AGM is given in accordance with the Company's constitution.

Action to Be Taken

Shareholders holding through nominees/platforms

If you hold Ordinary Shares through a nominee or platform (such as Interactive Investor, or similar), please send your voting instructions to your nominee or platform. You should then ensure processes are in place to allow them to submit them on your behalf. Your nominee will be the holder of record on the Company's share register and will therefore need to submit the votes on your behalf. If you submit a Form of Proxy, it will not be valid and your votes will not be counted.

Registered Shareholders

If you hold your Ordinary Shares in your own name (rather than through a nominee or platform), you can vote:

- by post or by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD using the Form of Proxy accompanying the Notice of Annual General Meeting; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of Annual General Meeting.

Even if you intend to attend the Annual General Meeting in person, you are requested to complete and sign the proxy form in accordance with the notes to the Notice of Annual General Meeting and instructions printed on it and return it to the Company's Registrar at the address given above by no later than 1.00 p.m. on 18 November 2026.

If you are a CREST member, you may submit your proxy electronically through CREST. Details of how to do so are set out in the notes to the Notice of Annual General Meeting.

The completion and posting of a Form of Proxy or the appointment of a proxy through CREST will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

Board Recommendation

The Board considers that the proposals and the terms of the AGM Resolutions are in the best interests of the Company and its Shareholders as a whole. The Directors therefore unanimously recommend that Shareholders vote in favour of the AGM Resolutions to be proposed at the Annual General Meeting. The Directors intend to vote in favour of the AGM Resolutions in respect of their own beneficial shareholdings.

Shareholders who are in any doubt as to the action they should take are advised to seek guidance from an appropriately qualified independent adviser without delay.

Yours faithfully,

David Jaques

Non-Executive Chairman

PART 2 - DEFINITIONS AND GLOSSARY

For the purposes of this document, the following definitions apply:

Term	Definition
Accounts	The Company's Annual Report and Accounts for the financial year ended 30 June 2026, to be laid before the AGM pursuant to Resolution 1.
AGM	The Annual General Meeting described in this document.
AGM Resolutions	Means collectively Resolutions 1 to 8.
Article 141 Amendment	The amendment to Article 141 of the Articles (Inspection of Records), proposed to be adopted pursuant to Resolution 8.
Articles	The articles of association of the Company, as amended with effect from 6 February 2026.
ATM Programme	The Company's At-the-Market equity offering programme, under which new Ordinary Shares are issued for cash from time to time, operated pursuant to the Company's existing allotment authority as renewed by Resolution 5.
Auditor	Edwards Veeder (UK) Limited (trading as Edwards Veeder), a company registered in England and Wales with registered number 8283399, the auditor of the Company.
B DEPLOY	B DEPLOY Ltd, a wholly owned subsidiary of the Company, an Isle of Man company to be incorporated under the Isle of Man Companies Act 1931-2004 (registered number to be confirmed).
Board	The directors of the Company.
Business Day	A day that is not a Saturday, Sunday, Christmas Day, Good Friday or a public holiday in the Isle of Man or the United Kingdom.
Buy-Back Authority	The renewed authority to make market purchases of up to 10 per cent of the Company's Ordinary Shares in issue as at the date of this Circular or the AGM (whichever is the higher), proposed to be granted pursuant to Resolution 4.
Company	B HODL PLC, a public limited company incorporated and registered in the Isle of Man with registered number 022742V and whose registered office is at 19-21 Circular Road, Douglas, Isle of Man, IM1 1AF.
CREST	The relevant system (as defined in the Uncertificated Securities Regulations 2006) for paperless settlement of share transfers and the holding of shares in uncertificated form, operated by Euroclear.
CREST Manual	The manual issued by Euroclear that sets out the procedures to be followed by users of CREST.

Term	Definition
CREST Member	A person admitted to participate in the CREST system under the rules of Euroclear.
CREST Participant ID	The identification code assigned by Euroclear to a CREST Member for the purpose of operating within the CREST system.
Euroclear	Euroclear UK & International Limited.
Intercompany Loan	The intercompany loan between the Company and B DEPLOY in terms of which the Company will make a revolving Bitcoin facility available to B DEPLOY on a drawdown basis.
IoM CA 2006	The Isle of Man Companies Act 2006, as amended.
MAR	Regulation (EU) No 596/2014 on market abuse, as incorporated into UK domestic law and as it applies to the Company's admission to trading on the AQSE Growth Market.
MAR Buy-Back Regulation	Commission Delegated Regulation (EU) 2016/1052 supplementing MAR with regard to buy-back programmes, as it applies to the Company.
mNAV	The Company's market capitalisation divided by the sterling value of the Bitcoin held by the Company, each measured on the same day at prevailing market prices.
OBL	Ordinary Backed Loans, being the loan products provided by B DEPLOY. Under OBL B DEPLOY lends Bitcoin to Shareholders. Each loan shall be secured by a charge over a fixed number of the Ordinary Shares of the borrowing Shareholder, as described in Part 1 of this Circular.
Ordinary Resolution	A resolution requiring a simple majority of the votes cast in favour.
Ordinary Shares	The ordinary shares of £0.01 each in the capital of the Company.
Pre-Emption Rights	The pre-emption rights contained in Article 5.2 of the Articles, applying to the allotment of unissued Ordinary Shares.
Registrar	Neville Registrars Limited of Neville House, Steelpark Road, Halesowen B62 8HD, the registrar of the Company.
Sats per Share (SPS)	A primary measure of value creation, representing the total amount of Bitcoin held by the Company divided by the total number of Ordinary Shares in issue.
Shareholder	A registered holder of Ordinary Shares.
Solvency Test	Has the meaning set out in the IoM CA 2006.
75% Resolution	A resolution requiring at least 75 per cent of the votes cast in favour, in accordance with the Articles.

PART 3 - NOTICE OF ANNUAL GENERAL MEETING

B HODL PLC

(a company limited by shares incorporated and registered in the Isle of Man with registration number 022742V)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of B HODL PLC (the "Company") will be held at the Broulot Room, The Comis Hotel, Mount Murray Back Road, Douglas, Isle of Man, IM4 2HT at 1.00 p.m. on 20 November 2026 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 3 will be proposed as Ordinary Resolutions and Resolutions 4 to 8 will each be proposed as 75% Resolutions:

Ordinary Resolutions

Resolution 1

THAT the Accounts, together with the Directors' report and the Auditor's report on the Accounts, be received and adopted.

Resolution 2

THAT Edwards Veeder (UK) Limited be reappointed as Auditor of the Company, to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 3

THAT the Board be and is hereby authorised to determine the remuneration of the Auditor.

75% Resolutions

Resolution 4 (75% Resolution) – Renewal of Buy-Back Authority

THAT, without prejudice to and in addition to any existing authorities (and in substitution for the authority granted at the Extraordinary General Meeting held on 6 February 2026, which shall expire at the conclusion of the AGM without further action being required), the Company be and is hereby authorised, in accordance with the IoM CA 2006, to make market purchases from time to time of its own Ordinary Shares, provided that:

Maximum Number

The maximum aggregate number of Ordinary Shares authorised to be purchased is 13,907,969 Ordinary Shares, being approximately 10 per cent of the issued Ordinary Share capital of the Company as at the date of this Circular, or such number as is equal to 10 per cent of the issued Ordinary Share capital at the date of passing this resolution, whichever is higher.

Minimum Price

The minimum price which may be paid for each Ordinary Share shall be the nominal value of the share.

Maximum Price

The maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall not exceed the higher of (i) the price of the last independent trade of an Ordinary Share, and (ii) the highest current independent bid for an Ordinary Share on the trading venue on which the purchase is carried out, being the price condition prescribed by the MAR Buy-Back Regulation to benefit from Article 5(1) of MAR.

Market Purchases Only

This authority applies to market purchases only. The purchase of Ordinary Shares from one or more (but not all) Shareholders otherwise than on the market is authorised only by Resolutions 6 and 7.

Duration of Authority

Unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company held in 2027, or on the date falling 15 months after the passing of this resolution, whichever is earlier.

Contracts Before Expiry

The Company may, before this authority expires, enter into a contract or contracts to purchase Ordinary Shares under this authority, and any such contract may be completed or executed wholly or partly after the expiry of this authority as if the authority had not expired.

Cancellation

Ordinary Shares purchased pursuant to this authority shall be cancelled in accordance with Article 6.7 of the Articles.

Resolution 5 (75% Resolution) – Allotment Authority and Disapplication of Pre-Emption Rights

THAT, in substitution for the authority granted by written resolution of the Shareholders passed on 4 September 2025 (which shall expire at the conclusion of the AGM without further action being required), the Directors be and are hereby generally empowered, in accordance with Article 5.1 of the Articles to allot, grant options over or otherwise deal with or dispose of unissued Ordinary Shares for cash to such persons, at such times and on such terms as the Board may decide, as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to any such allotment, provided that:

Maximum Amount

This power shall be limited to an aggregate nominal amount of £4,000,000.

Duration of Authority

This authority shall expire at the conclusion of the annual general meeting of the Company held in 2027, or on the date falling 15 months after the passing of this resolution, whichever is earlier. The Company may, before this authority expires, make an offer or agreement which would or might require unissued Ordinary Shares to be allotted for cash after such expiry, and the Directors may allot Ordinary Shares for cash pursuant to any such offer or agreement notwithstanding that this authority has expired.

Resolution 6 (75% Resolution) – Intercompany Loan and OBL Purchases

6.1 THAT the directors of the Company are authorised, and the Company is authorised, to enter into, perform and (where appropriate) vary, extend, renew and enforce the Intercompany Loan under which the Company makes a revolving Bitcoin facility available to B DEPLOY, a wholly-owned subsidiary of the Company, on and subject to such terms as may be determined by the directors, provided that:

6.1.1 The facility made available to B DEPLOY shall not exceed 30 per cent of the Bitcoin held by the Company, measured at the date of each drawdown.

6.1.2 B DEPLOY may use drawdowns under the facility only for purposes of OBLs or other activities approved by the Company.

6.1.3 A drawdown under the Intercompany Loan will only be made to B DEPLOY where, at the time of drawdown, the transaction is accretive to Sats per Share, whether the OBL is repaid or the Charged Ordinary Shares are acquired and cancelled.

6.2 THAT, in addition to and without prejudice to the authority granted pursuant to Resolution 4, the Company be and is hereby authorised, in accordance with the IoM CA 2006 and Article 6.5(b) of the Articles, and in connection with OBL, to purchase the Ordinary Shares, that had been charged as security for repayment of a Shareholder's obligations under a relevant OBL, if the Shareholder has not repaid the OBL in accordance with its terms (each an "OBL Purchase"), from one or more (but not all) Shareholders otherwise than on the market.

Consideration

The consideration for each OBL Purchase shall be the discharge of B DEPLOY's liability to repay that part of the Intercompany Loan drawn down for purposes of funding the particular OBL, and no cash consideration shall be payable by the Company to B DEPLOY or the borrowing Shareholder.

OBL Condition

No OBL Purchase may be made unless the Board determined, when the relevant loan was advanced, that Sats per Share would be greater following repayment of the loan in accordance with its terms, and also following the acquisition and cancellation of the charged Ordinary Shares, in each case than immediately before the loan was advanced.

Board Approval

Each purchase under this authority shall require, before it is made: (i) a resolution of the Board under Article 6.5(b), confirming that the purchase benefits the remaining Shareholders and that its terms are fair and reasonable to the Company and the remaining Shareholders, with reasons; and (ii) a resolution of the Board under Article 6.6, confirming that the Company will satisfy the Solvency Test immediately following the purchase. A Director who is, or is connected with, the Shareholder from whom the purchase is proposed shall not be counted in the quorum for or vote on either resolution.

Duration of Authority

Unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company held in 2027, or on the date falling 15 months after the passing of this resolution, whichever is earlier, save that any OBL Purchase following non-repayment under an OBL advanced before such expiry may be completed after expiry as if the authority had not expired.

Cancellation

Ordinary Shares purchased pursuant to this authority shall be cancelled in accordance with Article 6.7 of the Articles.

Resolution 7 (75% Resolution) – General Purchases and Specific Purchase

THAT, in addition to and without prejudice to the authorities granted pursuant to Resolutions 4 and 6, the Company be and is hereby authorised, in accordance with the IoM CA 2006 and Article 6.5(b) of the Articles, to make purchases of Ordinary Shares from one or more (but not all) Shareholders otherwise than on the market, other than OBL Purchases ("General Purchases").

Consideration

(a) The consideration for each General Purchase (other than the Specific Purchase) shall be such consideration as the Board determines, provided that the Board has resolved that:

(i) the purchase is to the benefit of the remaining Shareholders and the terms of the offer and the consideration offered for the Ordinary Shares are fair and reasonable to the Company and the remaining Shareholders; and

(ii) in the case of a General Purchase (but for the avoidance of doubt, not in the case of a Specific Purchase), Sats per Share immediately after the purchase, the cancellation of the relevant Ordinary Shares and the payment of the consideration will be greater than Sats per Share immediately before the purchase, and for this purpose any consideration paid in cash or otherwise than in Bitcoin shall be treated as Bitcoin paid away at its prevailing market price.

(b) The Company may make a single targeted General Purchase of up to 10 per cent of the issued Ordinary Share capital of the Company (calculated by reference to the entire issued share capital of the Company as at the date of this resolution) (the "Specific Purchase"). The consideration for the Specific Purchase shall be such price per Ordinary Share as the Board determines, taking into account the market price of the Ordinary Shares and the Directors' fiduciary and other duties, and shall not be subject to the Sats per Share requirement set out in paragraph (a)(ii) above. The Specific Purchase may be made only where the Board has resolved that it is to the benefit of the remaining Shareholders and that its terms are fair and reasonable to the Company and the remaining Shareholders.

Board Approval

Each purchase under this authority shall require, before it is made: (i) a resolution of the Board under Article 6.5(b), confirming that the purchase benefits the remaining Shareholders and that its terms are fair and reasonable to the Company and the remaining Shareholders, with reasons; and (ii) a resolution of the Board under Article 6.6, confirming that the Company will satisfy the Solvency Test immediately following the purchase. A Director who is, or is connected with, the Shareholder from whom the purchase is proposed shall not be counted in the quorum for or vote on either resolution.

Maximum Number

The maximum aggregate number of Ordinary Shares authorised to be purchased under this authority, including under the Specific Purchase, is 20 per cent of the issued Ordinary Share capital of the Company as at 27 October 2026, being 27,815,938 Ordinary Shares, or such number as is equal to 20 per cent of the issued Ordinary Share capital at the date of passing this resolution, whichever is higher.

Duration of Authority

Unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company held in 2027, or on the date falling 15 months after the passing of this resolution, whichever is earlier, save that any General Purchase under a contract entered into before such expiry may be completed after expiry as if the authority had not expired.

Cancellation

Ordinary Shares purchased pursuant to this authority shall be cancelled in accordance with Article 6.7 of the Articles.

Resolution 8 (75% Resolution) – Amendment to Article 141 (Inspection of Records)

THAT Article 141 of the Articles (Inspection of Records) be amended by deleting the existing wording in its entirety and substituting the following:

"141. Inspection of Records

No Shareholder shall have any right to inspect any accounting record or other book or document of the Company except as conferred by law or authorised by the Board or by Resolution of the Company."

By order of the Board

Frederick New

Director

NOTES

a) A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of them. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not preclude a member from attending and voting in person at the meeting should they wish to do so.

b) Where more than one proxy is appointed, each proxy must be appointed to exercise rights attached to different shares.

c) Shareholders may register their vote for the Annual General Meeting either:

- by returning the Form of Proxy by post or by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with note (g) below.

d) To be valid, proxy appointments must be received by Neville Registrars Limited no later than 48 hours before the time appointed for holding the meeting or any adjourned meeting.

e) The Form of Proxy is enclosed with this Notice. To be valid, the Form of Proxy, together with any power of attorney or other authority under which it is executed (or a certified copy of such authority), must be deposited at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.

f) If more than one proxy appointment is submitted, either by paper or electronic means, the appointment last received by the Registrar before the deadline for receipt of proxies will be treated as the valid appointment.

g) CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. To be valid, the CREST Proxy Instruction must be properly authenticated and received by the Company's agent (CREST Participant ID: 7RA11) by 1.00 p.m. on 18 November 2026. After this time, CREST instructions should not be amended via the CREST system, and any such amendments should be communicated directly to the proxy.

Normal CREST system timings and limitations will apply. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Uncertificated Securities Regulations 2006.

h) The right to attend and vote at the meeting is determined by reference to the register of members. Only those persons entered in the register at 6.00 p.m. on 18 November 2026 shall be entitled to attend and vote (in person or by proxy) at the meeting.

i) The quorum for the Annual General Meeting is two persons entitled to vote, present in person or by proxy. If the meeting is not quorate, it will be adjourned to such date, time and place as the Chairman (or, failing that, the Board) determines. At any adjourned meeting, the quorum shall be one person present in person or by proxy.

j) In the case of joint holders, the vote of the senior holder (as determined by the order of names in the register of members) shall be accepted to the exclusion of the votes of the other joint holders.

k) On a poll, votes may be cast personally or by proxy. A member entitled to more than one vote need not cast all votes in the same way.

l) A corporate member may authorise a person to act as its representative at the meeting. Such representative may exercise the same powers as the corporation could exercise if it were an individual member.

m) Every member present in person or by proxy shall have one vote on a show of hands, subject to any restrictions. On a poll, every member shall have one vote per Ordinary Share held (excluding treasury shares).

n) Resolutions 1 to 3 will be proposed as Ordinary Resolutions and require a simple majority of the votes cast to be passed. Resolutions 4 to 8 will each be proposed as 75% Resolutions and require not less than 75 per cent of the votes cast to be in favour to be passed.

o) As at 27 October 2026, being the latest practicable date prior to publication of this Notice, the total number of voting rights in the Company was 139,079,691.

p) Capitalised terms used in this Notice but not otherwise defined shall have the meanings given to them in the circular to Shareholders dated 28 October 2026.