RNS Number : 5835R
B HODL PLC
21 August 2026

21st August 2026

B HODL Plc

("B HODL" or "The Company")

Ordinary Share Buyback Programme Tranche 2

B HODL Plc (AQUIS: HODL), the first British company founded to Buy, Hold, Deploy and Compound Bitcoin, announces the commencement of a new tranche of purchases under the Buyback Programme announced on 9 July 2026, pursuant to the shareholder authorisation received on 6 February 2026.

The Directors note the discount to net asset value at which the Company's Ordinary Shares currently trade and consider that the prevailing share price does not reflect the value of the Company's Bitcoin treasury, operating activities, or long-term prospects.

Accordingly, the Board believes that reducing capital represents an attractive opportunity to enhance shareholder value. Reducing capital via buybacks may increase the Company's Bitcoin exposure per share ("sats per share") at a cost below the implied value of acquiring equivalent exposure through open market purchases of the underlying assets.

The Board expects that purchases made under this new tranche will be accretive to net asset value per share for remaining shareholders and supportive of long-term capital growth. The new tranche will commence immediately and will continue until the Company has made market purchases of shares up to a limit of £100,000 or until terminated by the Board, whichever is earlier.

The Company will continue to run in tandem the At-the-Market equity offering programme announced on 4 February 2026. Together, these mechanisms are designed to optimise capital allocation and enhance sats per share for shareholders.

Authority

This new tranche is carried out pursuant to the same shareholder authority granted at the Extraordinary General Meeting held on 06 February 2026, which permits the Company to purchase in the market up to a total aggregate of 14,016,609 Ordinary Shares, being approximately 10% of its issued share capital.

The Company continues to operate its non-discretionary agreement (the "Agreement") with Canaccord Genuity Limited ("Canaccord") under which Canaccord has been instructed to purchase Ordinary Shares on behalf of the Company as part of the Buyback Programme. Canaccord will act as 'riskless principal' for the purposes of the Buyback Programme, executing purchases within pre-set parameters on an irrevocable and non-discretionary basis and in accordance with the terms of the Agreement. Trading decisions concerning the timing and pricing of purchases will be made independently of the Company.

Purchases under the Agreement will continue during any closed period applicable to the Company and/or if the Company comes into possession of inside information, in accordance with the terms of the non-discretionary mandate. The Company may elect to terminate or vary the Agreement only during an open period and when it is not in possession of inside information.

Pricing Parameters

The minimum price which may be paid for an Ordinary Share is £0.01 (being the nominal value of an Ordinary Share). The maximum price (exclusive of expenses) which may be paid for an Ordinary Share will be the higher of:

(i) 105% of the average of the middle market quotations for the Ordinary Shares (as derived from the Aquis Stock Exchange) for the five business days immediately preceding the day on which the share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade in the Ordinary Shares and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

Due to the limited liquidity in the Company's Ordinary Shares, any buyback of shares on a particular trading day may represent a significant proportion of the daily trading volume on Aquis and may exceed 25 per cent of the average daily trading volume. In such circumstances, the Company may not benefit from the exemption contained in Article 5(1) of the Market Abuse Regulation (EU) No. 596/2014 as it forms part of United Kingdom domestic law pursuant to the European Union (Withdrawal) Act 2018 (as amended).

Cancellation of Shares and Disclosure

Any shares acquired pursuant to this new tranche will be cancelled pursuant to applicable law and the Company's Articles of Association. Purchases of shares by the Company will be announced to the market in accordance with applicable rules and regulations.

Commenting, Freddie New (CEO), said

"*Our shareholder buyback authority, obtained earlier this year, gives us considerable flexibility in managing our capital stack. After we successfully closed Tranche 1 of the buyback programme, we remain able to respond quickly and decisively when we see opportunities such as are presented by a sudden upwards move in the Bitcoin price, as we have seen this week. Since the Company's shares are currently trading below 1.0x MNAV, the Board has decided to launch Tranche 2 of the programme, which is expected to increase sats per share for shareholders after it has concluded.*

The Board believes these actions are consistent with its strategy of enhancing Bitcoin per share for shareholders, while avoiding dilution and maintaining a prudent approach to leverage."

The Directors of B HODL Plc take responsibility for this announcement.

For further information, please contact:

B HODL
Freddie New, Chief Executive — comms@bhodl.com
Danny Scott, Chief Bitcoin Officer

Canaccord Genuity (Broker)
Stuart Andrews — +44 (0)20 7523 8000
George Grainger

AlbR Capital Limited (Joint Broker) — +44 (0)20 7399 9400
Jon Belliss — jb@albrcapital.com

Colin Rowbury — cr@albrcapital.com
Gavin Burnell — gb@albrcapital.com

First Sentinel (AQSE Corporate Adviser) — +44 (0)20 3855 5551
Paul Shackleton — paul.shackleton@first-sentinel.com
Bruno Lauer — bruno.lauer@first-sentinel.com

About B HODL:

B HODL is the first UK-listed company founded for Bitcoin accumulation and revenue generation. The Company operates a treasury-led strategy, deploying its Bitcoin holdings to power the Lightning Network and generate sustainable revenues from routing fees and liquidity provision. With a world-class team and a Bitcoin-only focus, B HODL aims to become the leading British Bitcoin company, giving investors transparent exposure to the growth of Bitcoin as both a strategic asset and a global financial standard.

Important Notice

The Company intends to hold treasury reserves and surplus cash in Bitcoin. This is a type of cryptocurrency or cryptoassets. Whilst the Board of Directors of the Company considers holding cryptocurrencies 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 cryptocurrencies to be high risk. At the outset, it is important to note that an investment in the Company is not an investment in cryptocurrencies, either directly or

by proxy and shareholders will have no direct access to the Company's holdings. However, the Board of Directors consider cryptocurrencies to be an appropriate store of value and potential growth and therefore appropriate for the Company's reserves. Accordingly, the Company is and intends to continue to be materially exposed to cryptocurrencies. Such an approach is innovative, and the Board of Directors 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 the purchase of certain cryptocurrencies are generally unregulated in the UK. As with most other investments, the value of cryptocurrencies can go down as well as up, and therefore the value of the Company's cryptocurrencies holdings can fluctuate. The Company may not be able to realise its cryptocurrencies holdings for the same as it paid to acquire them or even for the value the Company currently ascribes to its cryptocurrencies positions due to market movements. Neither the Company nor investors in the Company's shares are protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Nevertheless, the Board has taken the decision to invest in cryptocurrencies, and in doing so is mindful of the special risks cryptocurrencies present to the Company's financial position. These risks include (but are not limited to): (i) the value of cryptocurrencies can be highly volatile, with value dropping as quickly as it can rise. Investors in cryptocurrencies must be prepared to lose all money invested in cryptocurrencies; (ii) the cryptocurrencies 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 cryptocurrencies at will. The ability to sell cryptocurrencies 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. Prospective investors in the Company are encouraged to do your own research before investing.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our Privacy Policy.

END

NEXAKKBBDBKBQFB