RNS Number : 3094S
B HODL PLC
26 August 2026

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B HODL Plc

("B HODL" or the "Company")

Holding(s) in Company / Changes to Shareholding

B HODL Plc (AQUIS: HODL | OTCQB: HODLF | FRA: F5S), the first British company founded to Buy, Hold, Deploy and Compound Bitcoin, announces that it has received notifications from its anchor investor, Adam Back, in respect of two changes to his holding of ordinary shares in the Company. On 24 July 2026 his holding increased to 36,999,999 ordinary shares (26.35%), and on 21 August 2026 it decreased to 35,999,999 ordinary shares (25.83%). His current holding is 36,000,000 ordinary shares (25.83%).

Details of relevant transactions are set out in the notifications below.

Summary of changes

- Adam Back - rose above 26% on 24 July 2026 to 36,999,999 shares (26.35%)
- Adam Back - fell below 26% on 21 August 2026 to 35,999,999 shares (25.83%)

TR-1: Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS	

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached [ii]**:**	B HODL Plc
1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)	
Non-UK issuer	x
2. Reason for the notification (please mark the appropriate box or boxes with an "X")	
An acquisition or disposal of voting rights	X
An acquisition or disposal of financial instruments	
An event changing the breakdown of voting rights	
Other (please specify) [iii]:	
3. Details of person subject to the notification obligation [iv]	
Name	Adam Back
City and country of registered office (if applicable)	
4. Full name of shareholder(s) (if different from 3.)	
Name	
City and country of registered office (if applicable)	
5. Date on which the threshold was crossed or reached [vi]**:**	24 July 2026
6. Date on which issuer notified (DD/MM/YYYY):	25 August 2026
7. Total positions of person(s) subject to the notification obligation	

	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B) [vii]
Resulting situation on the date on which threshold was crossed or reached	26.35	0.00%	26.35	36,999,999
Position of previous notification (if applicable)	25.23	0.00%	25.23	35,425,025

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached [viii]

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	**Number of voting rights** [ix]		**% of voting rights**	
	Direct (DTR5.1)	**Indirect** (DTR5.2.1)	**Direct** (DTR5.1)	**Indirect** (DTR5.2.1)
Ordinary Shares IM00BV6P5N30	36,999,999	0.00	26.35	0.000%
SUBTOTAL 8. A	36,999,999			

B 1: Financial Instruments according to DTR5.3.1R (1) (a)

Type of financial instrument	**Expiration date** [x]	**Exercise/ Conversion Period** [xi]	**Number of voting rights that may be acquired if the instrument is exercised/converted.**	**% of voting rights**
		SUBTOTAL 8. B 1		

B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)

Type of financial instrument	**Expiration date** [x]	**Exercise/ Conversion Period** [xi]	**Physical or cash Settlement** [xii]	**Number of voting rights**	**% of voting rights**
			SUBTOTAL 8.B.2		

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer [xiii]	X
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary) [xiv]	

Name [xv]	**% of voting rights if it equals or is higher**	**% of voting rights through financial**	**Total of both if it equals or is higher than the**

	than the notifiable threshold	instruments if it equals or is higher than the notifiable threshold	notifiable threshold

10. In case of proxy voting, please identify:	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

11. Additional information [xvi]
Percentages are calculated on 140,412,691 total voting rights, being the figure announced by the Company on 24 July 2026.

Place of completion	United Kingdom
Date of completion	24 July 2026

TR-1: Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS

1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached [ii]**:**	B HODL Plc	
1b. Please indicate if the issuer is a non-UK issuer (please mark with an "X" if appropriate)		
Non-UK issuer		x
2. Reason for the notification (please mark the appropriate box or boxes with an "X")		
An acquisition or disposal of voting rights		X
An acquisition or disposal of financial instruments		
An event changing the breakdown of voting rights		
Other (please specify) [iii]:		
3. Details of person subject to the notification obligation [iv]		
Name	Adam Back	
City and country of registered office (if applicable)		
4. Full name of shareholder(s) (if different from 3.)		
Name		
City and country of registered office (if applicable)		

5. Date on which the threshold was crossed or reached [vi]**:**	21 August 2026
6. Date on which issuer notified (DD/MM/YYYY):	25 August 2026

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B) [vii]
Resulting situation on the date on which threshold was crossed or reached	25.83	0.00%	25.83	35,999,999
Position of previous notification (if applicable)	26.19	0.00%	26.19	36,499,999

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached [viii]

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	**Number of voting rights** [ix]		**% of voting rights**	
	Direct (DTR5.1)	**Indirect** (DTR5.2.1)	**Direct** (DTR5.1)	**Indirect** (DTR5.2.1)
Ordinary Shares IM00BV6P5N30	36,999,999	0.00	25.83	0.000%
SUBTOTAL 8. A	35,999,999		25.83	

B 1: Financial Instruments according to DTR5.3.1R (1) (a)

Type of financial instrument	**Expiration date** [x]	**Exercise/ Conversion Period** [xi]	**Number of voting rights that may be acquired if the instrument is exercised/converted.**	**% of voting rights**
		SUBTOTAL 8. B 1		

B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)

Type of financial instrument	**Expiration date** [x]	**Exercise/ Conversion Period** [xi]	**Physical or cash Settlement** [xii]	**Number of voting rights**	**% of voting rights**
			SUBTOTAL 8.B.2		

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer [xiii]	X
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary) [xiv]	

Name [xv]	**% of voting rights if it equals or is higher than the notifiable threshold**	**% of voting rights through financial instruments if it equals or is higher than the notifiable threshold**	**Total of both if it equals or is higher than the notifiable threshold**

10. In case of proxy voting, please identify:	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

11. Additional information [xvi]
Percentages are calculated on 139,381,691 total voting rights, being the figure announced by the Company on 29 July 2026. The previous position of 36,499,999 ordinary shares (26.19%) reflects disposals between 24 July and 31 July 2026, none of which crossed a notification threshold.

Place of completion	United Kingdom
Date of completion	21 August 2026

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

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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.

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