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## **ESTABLISHMENT OF ATM EQUITY OFFERING PROGRAMME**

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**B HODL Plc**

("B HODL" or "The Company")

### **Establishment of At-the-Market Equity Offering Programme**

B HODL Plc (AQUIS: HODL), the first British company founded for Bitcoin accumulation and revenue generation from the Bitcoin in its treasury, is pleased to announce that it has entered into a subscription agreement ("Subscription") with Canaccord Genuity Limited ("Canaccord") to implement an At-the-Market equity offering programme ("ATM"). This is intended to be the first of a series of ATMs.

Under the terms of the Subscription, market sales of New Ordinary Shares ("Sales") will be made from time to time if the Company's Bitcoin mNAV is at or above 1.06 as set out on the analytics page of the Company's website ([www.bhodl.com/investors/analytics](http://www.bhodl.com/investors/analytics)).

The ATM is intended to be accretive to shareholders, supporting growth in Bitcoin per share ("sats per share") and maintaining an orderly market. Accordingly, Sales will not occur below the bid price on the Aquis Stock Exchange.

The ATM has been structured as a subscription by Canaccord for 600,000 ordinary shares at par value, (the "New Ordinary Shares"), representing approximately 0.4% of the Company's issued share capital. Sales proceeds will be remitted to the Company net of commission.

The net proceeds raised under the ATM Programme will be used to support B HODL's strategy of disciplined Bitcoin accumulation and the continued development of its revenue-generating activities, including Lightning Network operations.

It is expected that the New Ordinary Shares will be admitted to trading on the Access segment of the AQSE Growth Market ("Admission") on or around 10 February 2026.

### **Total Voting Rights**

Following Admission, the Company's total issued and voting share capital will consist of 140,766,091 Ordinary Shares. The Company does not hold any ordinary shares in treasury. The above figures may be used by shareholders for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

The directors of B HODL PLC take responsibility for this announcement.

**Freddie New, CEO of B HODL, commented:**

*"The At-the-Market facility gives us the ability to grow our Bitcoin treasury in a disciplined way, taking advantage of favourable conditions while maintaining transparency for shareholders. It's a practical step that strengthens our long-term strategy."*

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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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