

26 June 2025

Blue Star Capital plc

("Blue Star" or the "Company")

SatoshiPay Share Acquisition

Blue Star Capital plc (AIM: BLU), the investing company with a focus on blockchain, esports and payments, announces that it has entered into agreements with Danny Masters, Non-executive Director of SatoshiPay Ltd (**SatoshiPay**), and Meinhard Benn, Chairman and founder of SatoshiPay and a director of the Company, to acquire shares in SatoshiPay held by them for shares in the Company ("**Acquisition**"). As a result, the Company has increased its holding in SatoshiPay to approximately 50.0%.

Details of the Acquisition

As previously announced, the Board of Blue Star maintains its confidence in SatoshiPay's technology, which connects the fiat financial system to the DeFi ecosystem. Additionally, the Company announced its intention to explore investments into areas such as the establishment of a digital asset treasury function. This form of treasury management is an integral part in the development and promotion of Vortex's business model. The Company will continue to explore ways to provide additional liquidity to Vortex through SatoshiPay expanding its existing digital asset treasury function.

Pursuant to the terms of the Acquisition, the Company has agreed to acquire, in aggregate, approximately 4,500 shares in SatoshiPay, representing approximately 22.0% of SatoshiPay's issued share capital in consideration for the issue of 4,412,096 new Ordinary Shares of £0.001 each in the Company ("**Acquisition Shares**") at a price of 20 pence per new Ordinary Share ("**Issue Price**") (the "**Agreements**"). As a result of the Acquisition, the Company will become the largest shareholder in SatoshiPay. Following completion of the Acquisition, Meinhard Benn will hold approximately 25.0% of SatoshiPay and will hold 5,946,846 shares in the Company representing approximately 15.0% of the Company's enlarged issued share capital following admission of the Acquisition Shares.

Admission and Total Voting Rights

In order for the share transfers to be effected, application has been made for the Acquisition Shares to be admitted to trading on AIM ("**Admission**"). It is expected that Admission will become effective at 8:00 a.m. on or around 9 July 2025.

On Admission, the Enlarged Issued Share Capital of the Company will be 40,498,688 ordinary shares, with no shares held in Treasury. Therefore, the total voting rights in the Company following Admission will be 40,498,688 and this figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Related Party Transaction

The acquisition of shares in SatoshiPay from Meinhard Benn via the issue of Ordinary Shares in the Company constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules, as a consequence of Meinhard Benn being a director of the Company and of SatoshiPay. The Directors of the Company independent of the related party transaction, being Anthony Fabrizi and Sean King, consider, having consulted with the Company's nominated adviser, Cairn Financial Advisers LLP, that the terms of the related party transaction are fair and reasonable insofar as its Shareholders are concerned.

This announcement contains inside information for the purposes of the UK Market Abuse Regulation. The Directors of the Company take responsibility for this announcement.

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About Blue Star

Blue Star is an investing company with a focus on new technologies. Blue Star's investments include SatoshiPay Ltd, an experienced blockchain company with a strong track record in innovative payment solutions; Dynasty Media & Gaming, whose B2B white label platform is a full-stack gaming ecosystem; Paidia, a female focussed gaming platform; and Sthaler Limited, an identity and payments technology business which enables a consumer to identify themselves and pay using just their finger.

Forward looking statement disclaimer

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholder holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

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