

**Blue Star Capital plc**  
**(“Blue Star” or the “Company”)**

**Proposed Further Investment in SatoshiPay**

**Notice of General meeting**

Blue Star Capital plc (AIM: BLU), the investing company with a focus on technology and its applications within media and gaming, is pleased to announce that it intends to increase its holding in SatoshiPay Ltd (“SatoshiPay”), a nanopayment software and blockchain company, to approximately 19.1 per cent. through the acquisition of a further 1,471 ordinary shares of €0.01 each in the capital of SatoshiPay (the “Acquisition”). The total consideration for the Acquisition is €500,140 (approximately £425,119) to be satisfied entirely through the issue of 268,213,880 new ordinary shares of 0.01 pence each in the capital of the Company (the “Consideration Shares”). Completion of the Acquisition is conditional on the passing of certain resolutions at a General Meeting, notice of which is being posted to shareholders today and which will be available on the Company’s website shortly. Further details on the Acquisition are set out below.

The General Meeting is to be held at the offices of Cairn Financial Advisers LLP at Cheyne House, Crown Court, 62-63 Cheapside, London, EC2V 6AX on 20 March 2017 at 2 p.m.

**Background and terms of the additional investment in SatoshiPay**

On 16 January 2017, the Company announced that it had entered into a conditional agreement to subscribe for an amount of €0.64 million in SatoshiPay (the “Investment”). The Company announced completion of the Investment on 31 January 2017, having subscribed for 1,886 ordinary shares of €0.01 each in the capital of SatoshiPay (“SatoshiPay Shares”) at a price of €340 per SatoshiPay Share.

Following completion of a fundraise by SatoshiPay of approximately €1.0 million in aggregate (including the Investment), Blue Star has a 10.68 per cent. holding in SatoshiPay, which has a post-new money valuation of approximately €6 million.

On 1 March 2017, the Company entered into a sale and purchase agreement (“SPA”) with FastForward Innovations Limited (“FastForward”) pursuant to which the Company agreed to purchase 1,471 SatoshiPay Shares for a total consideration of €500,140 (approximately £425,119), equivalent to a price of €340 per SatoshiPay Share. The consideration payable is to be satisfied entirely through the issue of the Consideration Shares to FastForward, at a price of 0.1585 pence per ordinary share, being the average mid-market price for the ten trading days prior to this announcement.

The SPA is conditional upon:

- the passing of certain resolutions at the General Meeting (“Resolutions”); and
- admission of the Consideration Shares to trading on AIM (“Admission”).

Pursuant to the SPA, FastForward has agreed that the Consideration Shares will be subject to lock-in and orderly market arrangements as follows:

- 89,404,627 of the Consideration Shares will be subject to a lock in for a period of three months following Admission followed by a three month orderly market requirement;
- 89,404,627 of the Consideration Shares will be subject to a lock in for a period of six months following Admission followed by a three month orderly market requirement; and
- 89,404,626 of the Consideration Shares will be subject to a lock in for a period of nine months following Admission followed by a three month orderly market requirement.

Subject to, *inter alia*, the Resolutions being passed at the forthcoming General Meeting, Blue Star will purchase 1,471 SatoshiPay Shares from FastForward resulting in:

- the issue of the Consideration Shares to FastForward; and
- Blue Star’s total holding in SatoshiPay increasing to 3,357 SatoshiPay Shares with Blue Star’s interest in SatoshiPay therefore increasing from 10.68 per cent. to 19.10 per cent.

Application will be made for the Consideration Shares to be admitted to trading on AIM. Subject to completion of the SPA, it is expected that Admission will become effective and dealings in the Consideration Shares will commence at 8.00 a.m. on 21 March 2017. The Consideration Shares will be credited as fully paid and rank pari passu with the Company's existing ordinary shares. Following Admission, the Company's enlarged issued share capital will comprise 1,235,043,170 ordinary shares and FastForward will be interested in approximately 21.7 percent. of the issued share capital of the Company.

This announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014 ("MAR").

For further information, please contact:

**Blue Star Capital plc**

Tony Fabrizi +44 (0) 777 178 2434

**Cairn Financial Advisers LLP** +44 (0) 20 7213 0880  
(Nominated Adviser)  
Emma Earl/Jo Turner

**Smaller Company Capital Limited** +44 (0) 203 651 2911  
(Broker)  
Rupert Williams/Jeremy Woodgate

***About Blue Star Capital Plc***

Blue Star is an investing company with a focus on technology and its applications within media and gaming. Blue Star's investments include a 10.7 per cent. holding in SatoshiPay, a nanopayment software and blockchain company; a holding in Disruptive Tech Limited, an investing company with five investments including a 38% holding in VNU Group LLC ("VNU") a speciality online direct retailer of premium goods paid for through an instant credit facility and a holding in Nektan PL; and an investment in Sthaler, an early stage identity and payments technology business which enables a consumer to identify themselves and pay using just their finger at retail points of sale.

***About SatoshiPay Ltd***

SatoshiPay is headquartered in London with development led through its office in Berlin. Angel funding for SatoshiPay Ltd was supplied by Axel Springer Plug & Play and Henning Peters, seed funding was raised through publicly listed companies Coinsilium Group (ISDX:COIN) and FastForward Innovations (LON:FFWD). Development of SatoshiPay's nanopayment product started in April 2015 and its beta version was released in February 2016. Find updated information at the company's website <https://satoshipay.io>, its blog <https://medium.com/@SatoshiPay> and Twitter @SatoshiPay.