

# **Blue Star Capital Plc**

## **Annual Report and Financial Statements**

---

**for the year ended 30 September 2018**



# Annual report and financial statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## Contents

Page

<b>2</b>	Directors and Advisors
<b>3</b>	Chairman's Statement
<b>6</b>	Chairman's Corporate Governance Statement
<b>12</b>	Strategic Report
<b>14</b>	Directors' Report
<b>16</b>	Statement of Directors' Responsibilities
<b>17</b>	Independent Auditor's Report
<b>20</b>	Statement of Comprehensive Income
<b>21</b>	Statement of Financial Position
<b>22</b>	Statement of Changes in Equity
<b>23</b>	Cash Flow Statement
<b>24</b>	Notes to the Financial Statements
<b>37</b>	Notice of Annual General Meeting

## Directors and Advisors

FOR THE YEAR ENDED 30 SEPTEMBER 2018

### Directors

---

**William Henbrey**  
(Non-Executive Chairman)

**Anthony Fabrizi**  
(Chief Executive Officer)

**Sean King**  
(Non-Executive Director)  
Appointed 29 January 2019

### Registered Office

---

Griffin House  
135 High Street  
Crawley RH10 1DQ

### Company Number

---

05174441

### Nominated Adviser

---

**Cairn Financial Advisers LLP**  
Cheyne House  
Crown Court  
62-63 Cheapside  
London EC2V 6AX

### Broker

---

**Smaller Company Capital Ltd**  
4 Lombard Street  
London EC3V 9HD

### Auditor

---

**Adler Shine LLP**  
Chartered Accountants and Statutory Auditor  
Aston House  
Cornwall Avenue  
London N3 1LF

### Solicitors

---

**Gowling WLG (UK) LLP**  
4 More London Riverside  
London SE1 2AU

### Registrars

---

**Link Asset Services**  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

## Chairman's Statement

2018 has been a year of significant activity for the Company. On 26 July 2018 it was announced that the Company had entered into an exclusivity agreement with its investee company SatoshiPay. The nature of the agreement resulted in the suspension of the Company's shares from trading on AIM while it pursued a potential reverse takeover ("RTO") of SatoshiPay. Unfortunately, market conditions became difficult towards the end of 2018 and the decision was then taken by the Company and SatoshiPay to terminate the exclusivity agreement. The Company's shares therefore recommenced trading on AIM on 24 January 2019. Despite this setback, the Company remains highly supportive of SatoshiPay and its management and is pleased to have seen the recent validation of this confidence through the raising of approximately £1.68m by SatoshiPay in 2019 at a pre money valuation of £15.0m, which has resulted in a significant uplift in the value of the Company's holding, which now represents circa 27.9% of SatoshiPay's issued share capital. The recent fund raises, together with the £500,000 raised in July 2018 have come from a number of blockchain foundations and other specialist investment groups that recognise the potential of SatoshiPay's offering.

Apart from the significant uplift in value of SatoshiPay, the Company's £50,000 investment in Sthaler has also shown a further uplift and now stands at a valuation at around £300,000 (based on the valuation of its most recently completed fundraising round).

Finally, the historic investment in Disruptive Tech Limited which was acquired in 2007, well before the current Board were in place, has been written down to its original cost of £300,000. This has resulted in a write down in the year of approximately £1.3m. The net effect of these changes on the Company's net asset value per share has been an increase from 0.21p to 0.29p.

### Financials

The Company reported a profit for the period of £1,471,319 compared to a loss of £188,713 in the corresponding period. This reflects the net revaluation of the portfolio with the significant gain on SatoshiPay being partially offset by the write down in carrying value of DTL. The operating expenses of the Company also

increased during the year as a result of advisory fees incurred on the attempted RTO.

Net assets have increased to £5,459,581 at 30 September 2018, changing from £3,513,262 at 30 September 2017. Blue Star's cash position at 30 September 2018 was £31,416 compared to a balance of £37,970 at 30 September 2017. The Company raised £200,000 before expenses through a further issue of equity in January 2019.

### Portfolio Review

#### SatoshiPay

##### Company Description

SatoshiPay is a fintech company supplying micropayment infrastructure based on blockchain technology to digital industries. SatoshiPay's infrastructure provides a frictionless online payment service, allowing digital content and service providers to monetise their products both efficiently and at a low cost across vendor platforms. The technology is offered both through in-house built products and as an application programming interface ("API") upon which third party developers may build their own solutions.

The vision for the future of SatoshiPay is a fast, secure, cross-platform and login free global peer-to-peer micropayment system for the commercial internet which transforms the mainstream payment market and facilitates transparent value exchange between any internet-connected device.

##### SatoshiPay Technology

The SatoshiPay technology is designed to overcome existing issues with online micropayments that have prevented them from achieving mainstream adoption, primarily the high level of transaction costs driven by existing bank infrastructures that make such levels of payments commercially unfeasible.

The foundation of SatoshiPay's platform is dependent upon blockchain technology. A blockchain is a decentralized database of transactions that exists on multiple computers at the same time. It is a record keeping technology that, in simple terms, is conceptually similar to a spreadsheet that is duplicated

## Chairman's Statement

CONTINUED

thousands of times across a network of computers and that is constantly updated.

The advantages of blockchain are that it is, by its inherent set up, independent, transparent and secure. Its security comes from the fact that its data cannot be altered, it cannot be controlled by any single entity and has no single point of failure that can be exploited by hackers. Encryption technology allows individuals' digital assets to be kept anonymous and protected. Further, removing intermediaries from the process allows transactions on a blockchain to be carried out faster and cheaper than traditional methods.

SatoshiPay's micropayment system is based on the Stellar blockchain protocol, a distributed ledger technology, and uses Stellar lumens (XLM) as the underlying settlement token.

### Micropayments and the SatoshiPay Solution

Existing issues relating to micropayments include financial costs (transaction costs being high in relation to the level of payment) and usability costs (cumbersome, multi-step online payment mechanisms for the end user). SatoshiPay's solution is able to overcome these issues by offering a P2P payment method which does not require download, installation or log in for the end user, and that is transferable across vendor platforms and facilitates instant transactions of very small amounts. This flexible, low cost solution allows for pricing strategies at a more granular level, and the board of Blue Star believe that it has many potential applications.

### Potential Applications of SatoshiPay

The directors of SatoshiPay believe that its technology can be employed in a range of sectors. Wherever instant, login-free, granular payments open up the potential to improve existing revenue streams or generate new ones for online publishers and content providers, micropayments and the SatoshiPay technology have a potential application. Examples include purchase of digital goods, direct streaming of content, as a settlement mechanism for machine to machine transactions (i.e. toll payments) and in-app/game closed-loop systems.

### Blue Star's holding in SatoshiPay

As at 30 September 2018, Blue Star had invested £1.7m in SatoshiPay representing, at the time, approximately 30.1 per cent. of

SatoshiPay's share capital. As at the year end, Blue Star also held €200,000 of convertible loan notes ("CLNs") issued by SatoshiPay, which were subsequently converted into equity on 6 February 2019 at a 15 per cent. discount to the valuation applied by SatoshiPay on its most recent fund raises. Following this conversion and the recent fund raises undertaken by SatoshiPay, the Company's shareholding equated to 27.9 per cent and has a carrying value of £4.7m.

## Sthaler Limited ("Sthaler")

### Company Description

In June 2015 the Company invested £50,000 in Sthaler Limited, 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.

Sthaler jointly developed Fingopay in conjunction with Hitachi, using VeinID technology. Infrared light maps the unique vein pattern in a customer's finger. This biometric signature is matched to a template held in the cloud and verifies the payment in seconds. It is considered more secure than other biometrics such as fingerprint.

Over the last 18 months, Sthaler have been piloting Fingopay in different retail environments including convenience stores, restaurants, coffee shops and bars. Now thousands of students at Copenhagen Business School can use Fingopay in canteens and coffee shops across the campus. This world first biometric self-service restaurant is an excellent example of how the technology can be used. Sthaler worked with Denmark's national debit card operators Nets to deliver the technology on behalf of the nineteen banks behind the Dankort scheme.

Nets / Dankort are working with Sthaler to look beyond mobile to biometrics as the future of payment to engage younger consumers across Denmark. The technology is being showcased to Scandinavian banks and businesses, with a view to wider adoption across the region.

Sthaler's Copenhagen launch follows a successful retail first at Brunel University, London. Students used Fingopay to buy groceries at the Costcutter convenience store,

# Chairman's Statement

CONTINUED

on campus. Sthaler installed Fingopay readers at points of sale and helped Brunel move towards the goal of a cashless campus. Worldpay processed the transactions enabling students to travel around campus without wallet or phone and pay securely using only their finger. The Brunel launch gained worldwide attention. Sthaler featured prominently on Fox Business, CNBC and ITN, with scores of articles in leading national newspapers.

Sthaler's pioneering work with a major high street retailer proved the value of Fingopay in a new sector and lays the groundwork for a nationwide rollout. It significantly broadened the appeal of Fingopay by moving it from hospitality into the retail space.

The hospitality sector remains a strong vertical for Sthaler's development of Fingopay. Sthaler has already proved its value, by showing it in action in a live bar environment. The London bar and music venue Proud Camden introduced Fingopay to its customers. It allowed Sthaler to introduce fast lanes for Fingopay users, instant e-receipts and an in-built loyalty scheme to reward repeat customers.

Sthaler has new launches in the pipeline scheduled for later in 2019.

## Blue Star's Shareholding in Sthaler

The Company's shareholding in Sthaler is 0.9 per cent at 30 September 2018 and is valued on the basis of the last fund raise at around £300,000.

## Disruptive Tech Limited ("DTL")

### Company Description

DTL is a Gibraltar-based investing company that has three active investments, which are:

- 8% shareholding in Nektan plc, which is an international B2B mobile gaming company;
- 10% shareholding in Freeformers, which helps companies fulfil the employee aspects of their digital strategies; and
- 1.8% shareholding in Bookingbug, which has developed a market-leading software platform to manage online bookings and appointments.

DTL's board intends to exit all the existing positions as and when opportunities arise, with the disbursement of proceeds being made

either through a distribution of shares (if a company is listed on a public market), or cash from the sale of DTL's position. The DTL board cannot put a timeframe estimate on when all its positions will have been exited.

## Blue Star's holding in DTL

Blue Star's £300,000 investment in DTL was made in 2007. Since its original investment, DTL has raised money at significantly higher valuations and as a result its carrying value had risen to £1.6m at 30 September 2017. Given the ongoing delays in realising the investments and having consulted in depth with DTL and the Company's advisors, the Directors have decided it now prudent to write down in the carrying value of its investment in DTL to cost.

## Outlook

The Board believes the Company's portfolio has the potential to create significant value for shareholders. Our investments in SatoshiPay and Sthaler are showing strong gains and while the RTO process was ultimately disappointing, it has strengthened SatoshiPay and the recent progress in the business has been impressive. Although the costs of the attempted RTO have led to an increase in operating costs this year, our overall running costs have remained low and are kept under strict control. The appointment of Sean King to the Board in January brings valuable knowledge of the media and tech sectors and we are delighted by his contribution to date. Overall, the Directors believe the Company remains in a strong position to examine opportunities to enhance shareholder value and the Board views the future outlook with confidence.

**William Henbrey**  
Chairman

5 March 2019

# Chairman's Corporate Governance Statement

FOR THE YEAR ENDED 30 SEPTEMBER 2018

As Chairman of the Board of Directors of Blue Star Capital Plc (the Company), it is my responsibility to ensure that the Company has sound corporate governance and an effective Board and committees. The Company is an AIM listed investment Company with a focus on new technologies.

The Company has adopted the principles of the Quoted Companies Alliance Corporate Governance Code (**QCA Code**) for small and mid-size quoted companies in accordance with the London Stock Exchange's recent changes to the AIM Rules, requiring all AIM-listed companies to adopt and comply or explain non-compliance with a recognised corporate governance code. The QCA Code identifies ten principles that they consider to be appropriate arrangements and asks companies to provide an explanation on how they are meeting the principles. The Board considers that the Company complies with the QCA Code so far as it is practicable having regard to the size, and complexity of the Company and its business.

These disclosures are set out on the basis of the current Company and the Board highlights where it has departed from the Code presently.

The following paragraphs set out the Company's compliance with the 10 principles of the QCA code and the information below was last updated on 28th February 2019.

## 1. Establish a strategy and business model which promotes long-term value for shareholders

The Company's strategy is to invest in fast growing private companies with the objective of achieving an increase in capital value. Our business model is to attract businesses through our network of contacts and to offer a pro-active and supportive approach to the management of investee companies which fosters confidence and trust. The Board maintains close dialogue with a number of other funds and specialist funding businesses and brokers to help identify suitable investment opportunities.

Investing in early stage companies presents many challenges. The Board considers that the key challenge in executing the Company's plan is identifying early stage opportunities where it is likely that the investee will progress rapidly and the investment will therefore rise in value.

The Board intends to deliver shareholder returns through capital appreciation. Challenges to delivering strategy, long-term goals and capital appreciation are uncertainty in relation to organisational, operational, financial and strategic risks, all of which are outlined in the 2018 Annual Report and in the Risk Management section below, as well as steps the Board takes to protect the Company by mitigating these risks and secure a long-term future for the Company.

Given the size of the Company and the historic limited cash resources we believe the strategy and business model we have adopted is consistent with our goal of promoting long term value for shareholders.

## 2. Seek to understand and meet shareholder needs and expectations

The Company is committed to communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. The principal forms of communication are the Annual Report and Accounts, full and half-year announcements, trading updates, other Regulatory News Service announcements and its website.

The Company also maintains a dialogue with shareholders through Annual General Meetings, which provides an opportunity to meet, listen and present to shareholders, and shareholders are encouraged to attend in order to express their views on the Company's business activities and performance.

External PR advisors have not been appointed and there is no broker or analyst coverage at this stage. The Company's website is kept updated and contains details of relevant developments and has a facility for questions to be addressed to the Company and it is the Board's commitment that all reasonable questions are answered promptly.

Tony Fabrizi is the shareholder liaison and his contact details are on all announcements made by the Company, and also the website.



# Chairman's Corporate Governance Statement

CONTINUED

### 3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Company's business is focused on making and appraising investments as a minority shareholder. As such, stakeholder and social responsibilities, in terms of impact on society, the communities within which the Company operates and the environment, apply less than that of an operating company. Therefore, the Company appraises its social responsibilities as part of its investment appraisal process.

The key resource on which the Company relies is the collective experience of the Directors. All employees within the Company are valued members of the team, and the Board seeks to implement provisions to retain and incentivise all its employees. The Company offers equal opportunities regardless of race, gender, gender identity or reassignment, age, disability, religion or sexual orientation.

In terms of its shareholders, the Company aims to provide transparent and balanced information to encourage support and confidence in the Board's approach.

The Board recognises that the long-term success of the Company is reliant upon the efforts of employees, regulators and many other stakeholders and has close ongoing relationships with a broad range of its stakeholders.

### 4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board recognises the need for an effective and well-defined risk management process and

it oversees and regularly reviews the current risk management and internal control mechanisms.

The Company considers risk management to fall into two broad categories, being the investment activity of the Company and the operations of the Company.

- (a) The investment risk is considered as part of the appraisal processes and by way of due diligence and ongoing monitoring.
- (b) The Company uses internal appraisal and the annual audit to ensure financial risks are evaluated in detail. Board meetings are also used for the directors to raise any issues relating to business risk arising from the Company's business model and operations.

Dealings in the Company's shares are monitored and any dealings must first be approved by the CEO and Chairman.

The Audit Committee consists of Anthony Fabrizi and William Henbrey (Chair). The Committee meets at least twice a year and is responsible for monitoring the quality of internal controls, ensuring the financial performance of the Company is being properly measured and reported on, meeting with the auditors and reviewing reports from the auditors relating to accounting and internal controls.

The risk assessment matrix below sets out and categorises key risks and outlines the mitigating actions which are in place. This matrix is updated as changes arise in the nature of risks or the mitigating actions implemented, and the board reviews these on a regular basis. The Company has identified the principal risks to the Company achieving its objectives as follows:

Risk	Potential Impact	Mitigation
Loss or impairment of investments	The fall in value of investments would have a material adverse effect on our operations and financial performance. The value of investments, in particular those at an early stage of development, can be highly volatile.	This is mitigated by careful management of investments and in particular, only continuing to support those investments which demonstrate potential to achieve a positive exit and decisively determining those which do not. Portfolio and capital management techniques are fully applied according to industry standard practice.

# Chairman's Corporate Governance Statement

CONTINUED

Risk	Potential Impact	Mitigation
Ability to raise further funds	Our business model depends on our ability to raise debt and/or equity funding to finance future investments and overheads in the Company.  There can be no guarantee that we will be able to raise funds, particularly in the current economic climate.	The careful management of our investments to date underpin our success to date in raising funds. This includes not only making the initial investment after our appraisal process but continuous ongoing monitoring of the investee companies and reporting positive news.
Ability to identify further suitable investment opportunities	There is no guarantee that investment opportunities will be available, and the Company may incur costs in conducting due diligence into potential investment opportunities that may not result in an investment being made.	The detailed due diligence carried out coupled with the Board's knowledge and expertise give us confidence that we will continue to identify potential investments.

The Board considers that an internal audit function is not considered necessary or practical due to the size of the Company and the day to day control exercised by the Directors. However, the Board will monitor the need for an internal audit function. The Board has established appropriate reporting and control mechanisms to ensure the effectiveness of its control systems.

## 5. Maintain the Board as a well-functioning, balanced team led by the Chair

The Board recognises the QCA recommendation for a balance between Executive and Non-Executive Directors and the recommendation that there be at least two Independent Non-Executives. The Board consists of three directors, the Chief Executive Officer, the non-executive Chairman and a non-executive Director. The Board maintains that the Board's compositions will be frequently reviewed as the Company develops.

The Company has in place two committees, the Audit and Remuneration Committees.

The Directors of the Company are committed to sound governance of the business and each devotes sufficient time to ensure this happens. The Board holds at least 6 Board meetings per year and at least two committee meetings. Board meetings cover regular business, investments, finance and operations. The CEO prepares the board agenda and circulates

relevant documents. The Chairman is responsible for ensuring that relevant and accurate information is supplied for all board and committee meetings.

## 6. Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Company believes that the Board as a whole have significant experience in the financial services industry and in investments. The Board believes they have the requisite mix of skills and experience to successfully execute the business strategy in order to meet the Company's objectives.

William Henbrey, *non-executive chairman*

Appointed on 1 July 2014: Chair of Audit Committee.

William Henbrey has more than 30 years' experience in the gaming industry and is a Chartered Accountant. A partner at BDO London from 1978 until his retirement in 2006, William headed up the firm's Betting and Gaming Unit within the Leisure and Hospitality Group. He has acted as both business assurance and financial adviser to a wide range of clients in the sector, both private and public in the UK and internationally, on business and strategic planning, flotations, acquisitions and disposals.

# Chairman's Corporate Governance Statement

CONTINUED

William's clients have included Coral, Pleasurama, Tote and Boylesports. He has also advised a number of online gaming businesses including 888, Aspinalls Online, Betbull, Bowman International, Empire Poker, Fairground Gaming, FireOne and St Minver.

Tony Fabrizi, *CEO*

Originally appointed a non-executive director in August 2011, and appointed CEO in July 2012.

Tony Fabrizi qualified as a chartered accountant with KPMG in 1986 and joined James Capel (later HSBC Investment Bank) in 1987. He worked in corporate finance and spent eight years undertaking UK transactions, becoming a director in 1993. During his last three years at HSBC he was responsible for the other financial and fund management activities within corporate broking.

Tony joined RP&C, a US Investment Bank, as a partner in 1998 to help develop its UK business.

In 2002 he established Ghaliston Limited as a corporate finance advisory business. Over the next 4 years, Ghaliston acted as financial adviser to 10 companies quoted on AIM and raised capital for a number of private companies. In May 2006, Ghaliston Limited acquired Merchant Securities Limited, a private client stockbroking business and the enlarged company listed on AIM in November 2006. Tony resigned as CEO of that company in June 2008.

Sean King, *non-executive Director*

Appointed on 24 January 2019: Chair of Remuneration Committee.

Sean King has over 20 years' experience in publishing and digital content, having set up Square One Group in 1994, which was one of the fastest growing independent content agencies in the UK. In 2007, Square One Group was acquired by rival Seven Publishing (backed by Guardian Media Group and Caledonia Investment Trust) with Mr. King acting as CEO for the enlarged group, SevenC3, until stepping down in April 2018.

After stepping down as CEO of SevenC3, Mr. King now acts as an independent adviser to a number of brands including Captify, (a fast

growing pioneer in Search Intelligence); Octaive (an ad:tech start-up based in London and New York); DADI (a blockchain-powered decentralised global cloud computing network); and Liberty AIM (a new blockchain-powered ethical search engine).

Biographical details of the Directors can be found on the Company's website.

The Company's Nominated Adviser ("NOMAD") assists with AIM matters and ensures that all Directors are aware of their responsibilities. The Directors also have access to the Company's lawyers and auditors as and when required and are able to obtain advice from other external bodies when necessary.

Board composition is always a factor for contemplation in relation to succession planning. The Board will seek to take into account any Board imbalances for future nominations, with areas taken into account including board independence and gender balance. The Company considers that at this stage of its development and given the current size of its Board, it is not necessary to establish a formal Nominations Committee. Instead, appointments to the Board are made by the Board as a whole. This position however, is reviewed on a regular basis by the Board.

## 7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Directors consider that the Company and Board are not yet of a sufficient size and complexity for a full Board evaluation to make commercial and practical sense. The Board acknowledges that it is non-compliant with its processes to evaluate the performance of the Board. As the Company grows, it expects to expand the Board and with the Board expansion, re-consider the need for Board evaluation.

In view of the size of the Board, the responsibility for proposing and considering candidates for appointment to the Board as well as succession planning is retained by the Board. All Directors submit themselves for re-election at the AGM at regular intervals.

# Chairman's Corporate Governance Statement

CONTINUED

## 8. Promote a corporate culture that is based on ethical values and behaviours

The Board believes that by acting ethically and promoting strong core values it will gain a reputation for honesty and that this will attract business and help the long-term objectives of the Company. As such the Board adopts an open approach to all investors, investment opportunities and all its advisors and service providers.

The Board further considers the activities of and persons involved with potential investee companies as part of its due diligence processes.

The Board places great importance on the responsibility of accurate financial statements and auditing standards comply with Auditing Practice Board's (APB's) and Ethical Standards for Auditors. The Board places great importance on accuracy and honest and seeks to ensure that this aspect of corporate life flows through all that the Company does.

A large part of the Company's activities is centred upon an open and respectful dialogue with stakeholders. The Directors consider that the Company has an open culture facilitating comprehensive dialogue and feedback. Whilst the Company has a small number of employees, the Board maintains that as the Company grows it intends to maintain and develop strong processes which promote ethical values and behaviours across the Company.

The Board complies with Rule 21 of the AIM Rules for Companies relating to dealings in the Company's securities by the Directors and other Applicable Employees. To this end, the Company has adopted a code for Directors' dealings appropriate for a company whose shares are admitted to trading on AIM and takes all reasonable steps to ensure compliance by the Board of Directors.

## 9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board is committed to, and ultimately responsible for, high standards of corporate governance and notes the departure from the

Code in terms of independence on the Board. The Board reviews the Company's corporate governance arrangements regularly and expect to evolve these over time, in line with the Company's growth. The Board delegates responsibilities to Committees and individuals as it sees fit.

It is the role of the Chairman to manage the Board and advise its conduct.

The CEO is responsible for the day to day management of the Company's activities.

The matters reserved for the Board are:

- (a) Defining the long-term strategy for the Company
- (b) Approving all major investments
- (c) Approving any changes to the Capital and debt structure of the Company
- (d) Approving the full year and half year results and reports
- (e) Approving resolutions to be put to the AGM and any general meetings of the Company
- (f) Approving changes to the Advisory team
- (g) Approving changes to the board structure

The Board delegates authority to the Audit and Remuneration Committees to assist in meeting its business objectives and the Committees meet independently of Board meetings. The membership of each Committee is listed below.

### AUDIT COMMITTEE

The Audit Committee consists of Anthony Fabrizi and William Henbrey (Chair). The Committee meets at least twice a year and more frequently if required. The Committee is responsible for monitoring the quality of internal controls, ensuring the financial performance of the Company is being properly measured and reported on, meeting with the auditors and reviewing reports from the auditors relating to accounting and internal controls.

# Chairman's Corporate Governance Statement

CONTINUED

## REMUNERATION COMMITTEE

The Remuneration Committee consists of Sean King (Chair) and Anthony Fabrizi. The Committee reviews the performance of the Executive Directors, sets the scale and structure of their remuneration and reviews the basis of their service agreements with due regard to the interests of the shareholders. The Remuneration Committee will also make recommendations concerning the allocation of share options to Directors and employees, if appropriate. No Director is permitted to participate in discussions concerning their own remuneration. The remuneration and terms of appointment of Non-Executive Directors are set by the Board as a whole. In exercising this role, the members of the Remuneration Committee regards the recommendations put forward in the QCA Code and, where appropriate, the UK Corporate Governance Code guidelines.

## 10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to maintaining effective communication and having constructive dialogue with its stakeholders. All shareholders are encouraged to attend the Company's Annual General Meeting and the Board discloses the result of General Meetings by way of announcement. All AGM resolutions in the financial year were passed comfortably.

Accounts to highlight any governance matters which it believes should be brought to the attention of shareholders and other relevant stakeholders.

Information on the Investor Relations section of the Company's website is kept updated and contains details of relevant developments, regulatory announcements, financial reports and shareholder circulars. Shareholders with a specific enquiry can contact us on the website contact page.

**William Henbrey**  
Chairman

5 March 2019



# Strategic Report

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## Review of Business and Analysis Using Key Performance Indicators

The full year's pre-tax profit was £1,471,319 compared to a pre-tax loss of £188,713 for the year ended 30 September 2017.

The significant profit is due to the fair value gain adjustment in the Company's investment in SatoshiPay Limited and Sthaler Limited, offset by the write down in DTL as disclosed in the Chairman's Statement.

Net assets have increased to £5,459,581 at 30 September 2018, changing from £3,513,262 at 30 September 2017, primarily due to the increase in value of the Company's investment in SatoshiPay Limited.

The cash position at the end of the year decreased to £31,416 from £37,970 as at 30 September 2017.

### Key Performance Indicators

The Board monitors the activities and performance of the Company on a regular basis. The indicators set out below have been used by the Board to assess performance over the year to 30 September 2018. The main KPIs for the Company are listed as follows:

	2018	2017
Valuation of investments	£5,288,943	£3,496,864
Cash and cash equivalents	£31,416	£37,970
Net current assets	£170,638	£16,398
Profit/(loss) before tax	£1,471,319	(£188,713)

## Investing Policy

### Assets or Companies in which the Company can invest

The Company can invest in assets or companies in the following sectors:

- Technology;
- Gaming; and
- Media.

The Company's geographical range is mainly UK companies but considers opportunities in the mainland EU and will actively co-invest in larger deals.

The Company can take positions in investee companies by way of equity, debt or convertible or hybrid securities.

### Whether investments will be active or passive investments

The Company's investments are passive in nature but may be actively managed. The Company may be represented on, or observe, the boards of its investee companies.

### Holding period for investments

The Company's investments are likely to be illiquid and consequently are to be held for the medium to long term.

### Spread of investments and maximum exposure limits, Policy in relation to cross-holdings and Investing Restrictions

The Company does not have any maximum exposure limits, limits on cross-holdings or other investing restrictions. Under normal circumstances, it is the Directors intention not to invest more than 10% of the Company's gross assets in any individual company (calculated at the time of investment). The Company has accumulated a 29.4% stake in SatoshiPay, which the Board believes represents a rare opportunity to generate significant shareholder value.

### Policy in relation to gearing

The Directors may exercise the powers of the Company to borrow money and to give security over its assets. The Company may also be indirectly exposed to the effects of gearing to the extent that investee companies have outstanding borrowings.

### Returns and Distribution Policy

It is anticipated that returns from the Company's investment portfolio will arise upon realisation or sale of its investee companies, rather than from dividends received. Whilst it is not possible to determine the timing of exits, the Board will seek to return capital to shareholders when appropriate.

### Life of the Company

The Company has an indefinite life dependent on obtaining sufficient funding.

## Future Developments

The Company is continuing to develop an investment portfolio with the capacity for substantial growth and increases in value.

# Strategic Report

CONTINUED

## Principal risks and uncertainties

The Company seeks investments in late stage venture capital and early stage private equity opportunities, which by their very nature allow a diverse portfolio of investments within different sectors and geographic locations.

The Company's primary risk is loss or impairment of investments. This is mitigated by careful management of the investment and in particular, only continuing to support those investments which demonstrate potential to achieve a positive exit and decisively determining those which do not. Portfolio and capital management techniques are fully applied according to industry standard practice.

It will be necessary to raise additional funds in the future by a further issue of new Ordinary shares or by other means. However, the ability to fund future investments and overheads in Blue Star Capital Plc as well as the ability of investments to return suitable profit cannot be guaranteed, particularly in the current economic climate.

The Company may not be able to identify suitable investment opportunities and there is no guarantee that investment opportunities will be available, and the Company may incur costs in conducting due diligence into potential investment opportunities that may not result in an investment being made.

The value of companies similar to those in Blue Star Capital's portfolio and in particular those at an early stage of development, can be highly volatile. The price at which investments are made, and the price which the Company may realise for its investment, will be influenced by a large number of factors, some specific to the Company and its operations and some which may affect the sector.

**William Henbrey**  
Chairman

5 March 2019

# Directors' Report

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## Results and dividends

The Directors present their report together with the audited financial statements for the year ended 30 September 2018.

The trading results for the year ended 30 September 2018 and the Company's financial position at that date are shown in the attached financial statements.

The Directors do not recommend the payment of a dividend for the year (2017: £nil).

## Principal activities and review of the business

The principal activity of the Company is to invest in the media, technology and gaming sectors. A review of the business is included within the Chairman's Statement and Strategic Report.

## Directors serving during the year

Anthony Fabrizi  
William Henbrey

On 29 January 2019, Sean King was appointed as a director of the Company.

## Directors' Interests

The Directors at the date of these financial statements who served and their interest in the ordinary shares of the Company are as follows:

	Number of Ordinary Shares	Warrants
Anthony Fabrizi	30,000,000	25,000,000
William Henbrey	6,136,364	—
Sean King	6,250,000	—

## Significant shareholders

As at 22 February 2019, so far as the Directors are aware, the parties (other than the interests held by Directors) who are directly or indirectly interested in 3% or more of the nominal value of the Company's share capital is as follows:

	Number of Ordinary Shares	Percentage of issued share capital
Nicolas Slater Smaller Company Capital Limited	211,512,398	10.61%
Highland Fund Management Ltd	84,567,657	4.24%
	64,000,000	3.21%

## Related party transactions

The Company has entered into certain related party transactions and these are disclosed in note 16.

## Events after the reporting date

On 20 December 2018 the redemption date for the €200,000 convertible loan notes issued by SatoshiPay Limited to the Company in the year was extended to become redeemable on or after 31 January 2019.

On 24 January 2019, the Company's shares resumed trading on AIM following the Company's decision not to proceed with the proposed acquisition of the entire issued share capital of SatoshiPay Limited by the Company.

On 24 January 2019 the Company placed 111,111,111 new Ordinary shares at a price of 0.18 pence per share.

On 6 February 2019, the Company announced that it has elected to convert the convertible loan notes into a further 249 shares in SatoshiPay Limited.



## Directors' Report

---

CONTINUED

### Political Donations

---

There were no political donations during the current or prior year.

### Provision of information to Auditor

---

In so far as each of the Directors are aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### Auditor

---

Adler Shine LLP have expressed their willingness to continue as auditor and a resolution to re appoint Adler Shine LLP will be proposed at the Annual General Meeting.

On behalf of the board of Directors:

**William Henbrey**  
Chairman

5 March 2019

# Statement of Directors' Responsibilities

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they are required to prepare financial statements in accordance with IFRS as adopted by the European Union and applicable law.

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for the year. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

In preparing the Company's financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with IFRSs as adopted by the EU;
- prepare the financial statements on a going concern basis unless it is inappropriate to assume the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## Website publication

Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

# Independent Auditors' Report

## TO THE MEMBERS OF BLUE STAR CAPITAL PLC

### Opinion

We have audited the financial statements of Blue Star Capital Plc for the year ended 30 September 2018, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We have conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRS's Ethical Standards as applied to listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material uncertainty relating to going concern

We draw your attention to note 1 to the financial statements, which indicates that the Company is reliant on future fund raisings to continue its activities as budgeted. Should future fund raisings be unsuccessful this will impact on the Company's plans. As stated in note 1, this

condition indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in audit; and directing the efforts of the engagement team. The matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters identified were:

### Valuation of investments

The Company is an investment company with a focus on technology and its application within media and gaming and its value is based on its investments. The Company holds unlisted investments and the value of its investments has increased considerably in the year.

### How the matter was addressed

We considered the existence of investments as well as the valuations placed on unlisted investments at the year end and whether there were any indications of impairment.

Valuation of investments was considered by reviewing evidence provided by the Directors and filed with Companies House, including the price at which the investee companies were able to issue shares in the period.

### Key Observations

As a result of our work we agreed with the increase in the value of two of the Company's investments, and the reduction in value of one of the investments to cost.

# Independent Auditors' Report

## TO THE MEMBERS OF BLUE STAR CAPITAL PLC

### Going Concern

Refer to Note 1. The directors have concluded they have a reasonable expectation that the company will have sufficient cash resources and cash inflows to continue its activities for not less than twelve months from the date of approval of these financial statements and have therefore prepared these financial statements on a going concern basis.

### How the matter was addressed

We addressed this risk by reviewing the cashflow forecasts provided by the Directors. Our work included but was not limited to, challenging the assumptions made by the Directors, reviewing the level of expenses forecast.

We considered the cash position at the year end, the funds raised post year end and the need for additional funding during the forthcoming year.

### Key Observations

As a result, we concluded that the company was reliant on raising additional funds during the forthcoming year. We noted that the Company had successfully raised £500,000 before expenses in the period under review and £200,000 before expenses after the year end. We concluded there was a material uncertainty due to the risk of an unsuccessful fund raising and have amended our report accordingly.

### Our application of materiality

Materiality for the Company was £91,500 (2017: £40,000) based on an average of 5% of adjusted loss before tax and 2% of net assets.

### An overview of the scope of the audit

We tailored the scope of our audit to ensure we performed enough work to be able to give an opinion on the financial statements as a whole and paying particular attention on key audit matters identified above.

The scope of our audit was influenced by our application of materiality which was calculated based on our professional judgement. These together with qualitative considerations, helped us to determine the scope of our audit and the

nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken during the audit:

- The information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- The strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

# Independent Auditors' Report

## TO THE MEMBERS OF BLUE STAR CAPITAL PLC

### Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Responsibilities of directors

As explained more fully in the statement of Directors' responsibilities set out on page 16, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibility for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### Darsh Shah (Senior Statutory Auditor)

For and on behalf of  
Adler Shine LLP,  
Chartered Accountants and Statutory Auditor  
Aston House  
Cornwall Avenue  
London N3 1LF

5 March 2019

Adler Shine LLP is a limited liability partnership registered in England and Wales (with registered number OC301724).

## Statement of Comprehensive Income

FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Notes	2018 £	2017 £
Revenue		—	—
Fair valuation movements in financial instruments designated at fair value through profit or loss	10	1,817,983	118,300
		1,817,983	118,300
Administrative expenses		(352,408)	(307,021)
<b>Operating profit/(loss)</b>	3	1,465,575	(188,721)
Finance income	4	5,744	8
<b>Profit/(loss) before and after taxation and total comprehensive loss for the year</b>		1,471,319	(188,713)
<b>Profit/(loss) per ordinary share:</b>			
Basic earnings/(loss) per share on profit/(loss) for the year	9	0.08p	(0.02p)
Diluted earnings/(loss) per share on profit/(loss) for the year	9	0.07p	(0.02p)

The notes on pages 24 to 36 form part of these financial statements.

## Statement of Financial Position

FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Notes	2018 £	2017 £
<b>Non-current assets</b>			
Financial assets at fair value through profit or loss	10	5,288,943	3,496,864
<b>Current assets</b>			
Trade and other receivables	11	276,146	11,766
Cash and cash equivalents	12	31,416	37,970
<b>Total current assets</b>		307,562	49,736
<b>Total assets</b>		5,596,505	3,546,600
<b>Current liabilities</b>			
Trade and other payables	13	136,924	33,338
<b>Total liabilities</b>		136,924	33,338
<b>Net assets</b>		5,459,581	3,513,262
<b>Shareholders' equity</b>			
Share capital	14	1,881,473	1,702,901
Share premium account		8,679,075	8,382,647
Other reserves		64,190	64,190
Retained earnings		(5,165,157)	(6,636,476)
<b>Total shareholders' equity</b>		5,459,581	3,513,262

The financial statements were approved by the board and authorised for issue on 5 March 2019 and were signed on its behalf by:

**Anthony Fabrizi**  
Director

Registered number: 05174441

The notes on pages 24 to 36 form part of these financial statements.

## Statement of Changes in Equity

FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Share capital £	Share premium £	Other reserves £	Retained earnings £	Total £
<b>Year ended 30 September 2017</b>					
At 1 October 2016	500,163	7,704,766	36,327	(6,484,090)	1,757,166
Loss for the year and total comprehensive income	—	—	—	(188,713)	(188,713)
Shares issued in year	1,202,738	772,381	—	—	1,975,119
Share issue costs	—	(94,500)	—	—	(94,500)
Lapsed warrants	—	—	(36,327)	36,327	—
Share based payments	—	—	64,190	—	64,190
At 30 September 2017	1,702,901	8,382,647	64,190	(6,636,476)	3,513,262
<b>Year ended 30 September 2018</b>					
At 1 October 2017	1,702,901	8,382,647	64,190	(6,636,476)	3,513,262
Profit for the year and total comprehensive income	—	—	—	1,471,319	1,471,319
Shares issued in year	178,572	321,428	—	—	500,000
Share issue costs	—	(25,000)	—	—	(25,000)
At 30 September 2018	1,881,473	8,679,075	64,190	(5,165,157)	5,459,581

### Share capital

Share capital represents the nominal value on the issue of the Company's equity share capital, comprising £0.001 ordinary shares.

### Share premium

Share premium represents the amount subscribed for the Company's equity share capital in excess of nominal value.

### Other reserves

Other reserves represent the cumulative cost of share based payments.

### Retained earnings

Retained earnings represent the cumulative net income and losses of the Company recognised through the statement of comprehensive income.

The notes on pages 24 to 36 form part of these financial statements.



# Cash Flow Statement

FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Notes	2018 £	2017 £
<b>Operating activities</b>			
Profit/(loss) for the year		1,471,319	(188,713)
<i>Adjustments:</i>			
Finance income		(5,744)	(8)
Fair value gains		(1,817,983)	(118,300)
Share based payments		—	22,887
<i>Working capital adjustments</i>			
(Increase)/decrease in trade and other receivables		(54,314)	19,159
Increase in trade and other payables		103,586	2,158
<b>Net cash used in operating activities</b>		<b>(303,136)</b>	<b>(262,817)</b>
<b>Investing activities</b>			
Purchase of investments		—	(1,205,905)
Loan issued		(178,508)	—
Interest received		90	8
<b>Net cash used by investing activities</b>		<b>(178,418)</b>	<b>(1,205,897)</b>
<b>Financing activities</b>			
Proceeds from issue of equity		500,000	1,550,000
Share issue costs		(25,000)	(94,500)
<b>Net cash generated from financing activities</b>		<b>475,000</b>	<b>1,455,500</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(6,554)</b>	<b>(13,214)</b>
Cash and cash equivalents at start of the year	12	37,970	51,184
<b>Cash and cash equivalents at end of the year</b>	<b>12</b>	<b>31,416</b>	<b>37,970</b>

The notes on pages 24 to 36 form part of these financial statements.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 1. Accounting policies

### General information

Blue Star Capital Plc (the Company) invests principally in the media, technology and gaming sectors.

The Company is a public limited company incorporated and domiciled in the United Kingdom. The address of its registered office is Griffin House, 135 High Street, Crawley RH10 1DQ.

The Company is listed on the AIM market of the London Stock Exchange plc.

### Basis of preparation

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

These financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs") and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The historical cost convention has been applied as modified by the revaluation of assets and liabilities held at fair value.

Associates are those entities in which the Company has significant influence, but no control, over the financial and operating policies. Investments that are held as part of the Company's investment portfolio are carried in the statement of financial position at fair value even though the Company may have significant influence over those companies. This treatment is permitted by IAS 28 Investment in Associates, which requires investments held by venture capital organisations to be excluded from its scope where those investments are designated, upon initial recognition, as at fair value through profit or loss and accounted for in accordance with IAS 39, with changes in fair value recognised in the statement of comprehensive income in the period of the change. The Company has no interests in associates through which it carries on its business.

### Going concern

The company has reported a loss for the year excluding fair value gains on the valuation of investments of £346,664.

The company carries out regular fund raising exercises in order that it can provide the necessary working capital to continue its activities.

The board expects to continue to raise additional funding as and when required to cover the company's activities, primarily from the issue of further shares. Since the year end, the company has raised £200,000, before expenses.

Although the Directors have a reasonable expectation that the company has adequate resources to continue its operational existence for the foreseeable future the successful completion of future fund raisings constitutes a material uncertainty that may cast doubt over the company's ability to continue as a going concern. The financial statements do not contain the adjustments that would result if the company was unable to continue as a going concern.

### Financial assets

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company has not classified any of its financial assets as held to maturity or available for sale.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 1. Accounting policies (continued)

The Company's accounting policy for each category is as follows:

### Fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets designated at fair value through the profit or loss are those that have been designated by management upon initial recognition. Management designated the financial assets, comprising equity shares and warrants, at fair value through profit or loss upon initial recognition due to these assets being part of the Company's financial assets, which are managed and their performance evaluated on a fair value basis.

Financial assets at fair value through the profit or loss are recorded in the statement of financial position at fair value. Changes in fair value are recorded in "Fair valuation movements in financial assets designated at fair value through profit or loss".

Financial assets, comprising equity shares and warrants, are valued in accordance with the International Private Equity and Venture Capital ("IPEVC") guidelines on the following basis:

- (a) Early stage investments: these are investments in immature companies, including seed, start-up and early stage investments. Such investments are valued at cost less an provision considered necessary, until no longer viewed as an early stage or unless significant transactions involving an independent third party arm's length, values the investment at a materially different value:
- (b) Development stage investments: such investments are in mature companies having a maintainable trend of sustainable revenue and from which an exit, by way of floatation or trade sale, can be reasonably foreseen. An investment of this stage is periodically re-valued by reference to open market value. Valuation will usually be by one of five methods as indicated below:
  - I. At cost for at least one period unless such basis is unsustainable;
  - II. On a third party basis based on the price at which a subsequent significant investment is made involving a new investor;
  - III. On an earnings basis, but not until at least a period since the investment was made, by applying a discounted price/earnings ratio to the profit after tax, either before or after interest; or
  - IV. On a net asset basis, again applying a discount to reflect the illiquidity of the investment.
  - V. In a comparable valuation by reference to similar businesses that have objective data representing their equity value.
- (c) Quoted investments: such investments are valued using the quoted market price, discounted if the shares are subject to any particular restrictions or are significant in relation to the issued share capital of a small quoted company.

At each balance sheet date, a review of impairment in value is undertaken by reference to funding, investment or offers in progress after the balance sheet date and provisions is made accordingly where the impairment in value is recognised.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 1. Accounting policies (continued)

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

### Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

### Financial liabilities

The Company classifies its financial liabilities in the category of financial liabilities measured at amortised cost. The Company does not have any financial liabilities at fair value through profit or loss.

### Financial liabilities measured at amortised cost

Financial liabilities measured at amortised cost include:

Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

### Finance income

Finance income relates to interest income arising on cash and cash equivalents held on deposit and interest accrued on loans receivable. Finance income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

### Operating loss

Operating loss is stated after crediting all items of operating income and charging all items of operating expense.

### Deferred taxation

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs from its tax base.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

### Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of the cash flows (when the effect of the time value of money is material).

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 1. Accounting policies (continued)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Present obligations under onerous leases are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

### Standards, Amendments and Interpretations in issue not yet effective

The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective:

		Effective date for accounting period beginning on or after:
IFRS 2	Amendments to clarify the classification and measurement of share-based payment transactions	1 January 2018
IFRS 3, IFRS 11	Amendments resulting from Annual Improvements 2015-2017 Cycle (remeasurement of previously held interest)	1 January 2019
IFRS 9	Finalised version, incorporating requirements for classification and measurement, impairment, general hedge accounting and derecognition	1 January 2018
IFRS 9	Amendments regarding prepayment features with negative compensation and modifications of financial liabilities	1 January 2019
IFRS 15	Clarification of IFRS 15	1 January 2018
IFRS 16	Leases	1 January 2019
IAS 12	Amendments resulting from Annual Improvements 2015–2017 Cycle (income tax consequences of dividends)	1 January 2019
IAS 19	Amendments regarding plan amendments, curtailments or settlements	1 January 2019
IAS 23	Amendments resulting from Annual Improvements 2015–2017 Cycle (intended use or sale)	1 January 2019
IAS 28	Amendments resulting from Annual Improvements 2014–2016 Cycle (clarifying certain fair value measurements)	1 January 2018
IAS 28	Amendments regarding long-term interests in associates and joint ventures	1 January 2019
IAS 40	Amendments to clarify transfers of property to, or from, investment property	1 January 2018

The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements other than in terms of presentation and additional disclosure requirements for “investment entities”.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 1. Accounting policies (continued)

### Share-based payments

All services received in exchange for the grant of any share based remuneration are measured at their fair values. These are indirectly determined by reference to the fair value of the share options/warrants awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

Share based payments are ultimately recognised as an expense in the Statement of Comprehensive Income with a corresponding credit to other reserves in equity, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options/warrants expected to vest. Non-market vesting conditions are included in assumptions about the number of options/warrants that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options/warrants expected to vest differs from previous estimates. No adjustment is made to the expense or share issue cost recognised in prior periods if fewer share options ultimately are exercised than originally estimated.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as share premium.

Where share options are cancelled, this is treated as an acceleration of the vesting period of the options. The amount that otherwise would have been recognised for services received over the remainder of the vesting period is recognised immediately within the Statement of Comprehensive Income.

## 2. Critical accounting estimates and judgements

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are those in relation to:

### Fair value of financial instruments

The Company holds investments that have been designated at fair value through profit or loss on initial recognition. The Company determines the fair value of these financial instruments that are not quoted, using valuation techniques, contained in the IPEVC guidelines. These techniques are significantly affected by certain key assumptions. Other valuation methodologies such as discounted cash flow analysis assess estimates of future cash flows and it is important to recognise that in that regard, the derived fair value estimates cannot always be substantiated by comparison with independent markets and, in many cases, may not be capable of being realised immediately.

In certain circumstances, where fair value cannot be readily established, the Company is required to make judgements over carrying value impairment, and evaluate the size of any impairment required.

The methods and assumptions applied, and the valuation techniques used, are disclosed in note 10.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

<b>3. Operating profit/loss</b>	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
This is stated after charging:		
Auditor's remuneration – statutory audit fees	15,050	11,679
Fair valuation movements in financial instruments	(1,817,983)	(118,300)

<b>4. Finance income</b>	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Interest received on short term deposits	90	8
Interest receivable on convertible loan note	5,654	—
	<b>5,744</b>	<b>8</b>

### 5. Share based payments

#### Share warrants

	<b>2018</b>		<b>2017</b>	
	<b>Weighted average exercise price (p)</b>	<b>Number</b>	<b>Weighted average exercise price (p)</b>	<b>Number</b>
Outstanding at the beginning of the year	0.6	110,000,000	1.24	33,000,000
Lapsed during year	—	—	(1.24)	(33,000,000)
Issued during year	—	—	0.6	110,000,000
Outstanding at the end of the year	0.6	110,000,000	0.6	110,000,000

The contracted average remaining life of warrants at the year end was 1.8 years (2017: 2.92 years).

At 30 September 2018, the Company had the following warrants in issue.

<b>Date of grant</b>	<b>4 July 2017</b>	<b>4 July 2017</b>	<b>4 July 2017</b>
Number granted	25,000,000	42,500,000	42,500,000
Contractual life	3 years	3 years	3 years
Exercise price (in pence)	0.25p	0.6p	0.8p
Estimated fair value per warrant	0.09p	0.05p	0.04p

The fair value of warrants is determined using the Black-Scholes valuation model. The charge to the profit and loss account was £nil (2017: £22,887). The charge to the cost of investment in Satoshipay was £nil (2017: £41,303).

The Black-Scholes valuation technique was adopted because, in the opinion of the Directors, the market based vesting conditions were not materially sensitive to the valuation.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

6. Staff costs, including directors	2018 £	2017 £
Wages and salaries	50,000	61,111
Social security costs	4,494	6,453
	54,494	67,564

During the year the Company had an average of 2 employees who were management (2017: 2). The employees were both Directors and key management personnel of the Company.

7. Directors' and key management personnel	2018 Total	2017 Total
<b>Director</b>		
Anthony Fabrizi	Emoluments 30,000	35,000
	Warrants —	22,887
Graham Parr	Fees —	9,862
William Henbrey	Emoluments 20,000	16,250
	50,000	83,999

Emoluments above are paid in full at the end of both financial years.

### 8. Taxation

The tax assessed on loss before tax for the year differs to the applicable rate of corporation tax in the UK for small companies of 19% (2017: 19.5%). The differences are explained below:

	2018 £	2017 £
Profit/(loss) before tax	1,471,319	(188,713)
Profit/(loss) before tax multiplied by effective rate of corporation tax of 19% (2017 – standard rate of 19.5%)	279,551	(36,799)
Effect of:		
(Profit)/loss on disposal of investments	—	(79)
Capital losses / (unrealised gains) carried forward	(345,417)	(23,068)
Capital gains	—	—
Capital allowances	(370)	(463)
Expenses not deductible for tax purposes	29,412	9,271
Losses carried forward	36,824	51,138
Tax charge in the income statement	—	—

The Company has incurred tax losses for the year and a corporation tax expense is not anticipated. The amount of the unutilised tax losses has not been recognised in the financial statements as the recovery of this benefit is dependent on future profitability, the timing of which cannot be reasonably foreseen. The unrecognised and revised deferred tax asset at 30 September 2018 is £609,392 (2017: £574,857).



## Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

### 9. Earnings/(loss) per ordinary share

The earnings and number of shares used in the calculation of loss/earnings per ordinary share are set out below:

	2018	2017
<b>Basic:</b>		
Profit/(loss) for the financial period	£1,471,319	£ (188,713)
Weighted average number of shares	1,870,219,296	1,082,876,693
Earnings/(loss) per share (pence)	0.08	(0.02)
<b>Fully Diluted:</b>		
Profit/(loss) for the financial period	£1,471,319	£ (188,713)
Weighted average number of shares	1,978,016,511	1,082,876,693
Earnings/(loss) per share (pence)	0.07	(0.02)

As at the end of the financial period ended 30 September 2017 there were 110,000,000 share warrants in issue, which had an anti-dilutive effect on the weighted average number of shares.

### 10. Financial assets held at fair value through profit of loss

	Note	2018 £	2017 £
FV movements in investments	10	1,792,079	118,300
FV movements in convertible loan notes	11	25,904	0
Fair valuation movements in financial assets designated at fair value through profit or loss		1,817,983	118,300
		2018 £	2017 £
<b>Investments</b>			
At start of year		3,496,864	1,706,237
Additions		—	1,672,327
Disposals		—	—
Net fair value gain for the year		1,792,079	118,300
At end of year		5,288,943	3,496,864

The fair value gain during the year relates to the change in value of £3,089,616 in respect of the Company's two investments Satoshipay Limited and Sthaler Limited (2017: £118,300 fair value gain in respect of Sthaler Limited). During the year, the directors wrote down the investment in Disruptive Tech. Limited by £1,297,537 (2017: £nil) to £300,000.

Unquoted investments	Class of shares/investment	Book value and fair value £
Satoshipay Limited	Ordinary 1¢	4,693,351
Disruptive Tech. Limited	Ordinary 1p	300,000
Sthaler Limited	Ordinary 0.1p	295,592
		5,288,943

All of the above investments are incorporated in the United Kingdom with the exception of Disruptive Tech. Limited which is based in Gibraltar. The methods used to value these unquoted investments are described below.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 10. Financial assets held at fair value through profit of loss (continued)

### Fair value

The fair value of unquoted investments is established using valuation techniques. These include the use of recent arm's length transactions, the Black-Scholes option pricing model and discounted cash flow analysis. Where a fair value cannot be estimated reliably the investment is reported at the carrying value at the previous reporting date in accordance with International Private Equity and Venture Capital ("IPEVC") guidelines.

The Company assesses at each balance sheet date whether there is any objective evidence that the unquoted investments are impaired. The unquoted investments are deemed to be impaired, if and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event (or events) has an impact on the estimated future fair value of the investments that can be reliably measured.

	2018	2017
	£	£
<b>11. Trade and other receivables</b>		
Convertible loan notes	210,067	—
Prepayments	4,276	783
Social security and other taxes	6,259	10,983
Other debtors	55,544	—
	276,146	11,766

On 1 December 2017, the Company subscribed for €200,000 of convertible loan notes issued by SatoshiPay Limited. Interest of 4% per annum is payable on the loan and the redemption date has been extended to 31 January 2019. The convertible loan note was converted into shares after the year end as disclosed in note 19.

The Directors consider that the carrying value of trade and other receivables approximates to the fair value.

	2018	2017
	£	£
<b>12. Cash and cash equivalents</b>		
Cash at bank and in hand	31,416	37,970
	31,416	37,970

Cash and cash equivalents comprise cash at bank and other short-term highly liquid investments with an original maturity of three months or less. The Directors consider that the carrying value of cash and cash equivalents approximates to their fair value.

	2018	2017
	£	£
<b>13. Trade and other payables</b>		
Trade payables	4,301	12,233
Accruals	132,618	21,100
Other payables	5	5
	136,924	33,338

All trade and other payables fall due for payment within one year. The Directors consider that the carrying value of trade and other payables approximates to their fair value.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

14. Share capital	2018 Number	Issued and fully paid		2017 £
		2018 £	2017 Number	
At 1 October	1,702,900,313	1,702,901	500,162,623	500,163
Shares issued in the year	178,571,429	178,572	1,202,737,690	1,202,738
At 30 September	1,881,471,742	1,881,473	1,702,900,313	1,702,901

During the year ended 30 September 2018 the following shares were issued:

	Number	£	Issue price per share
24 October 2017	178,571,429	500,000	0.28p

During the year ended 30 September 2017 the following shares were issued:

	Number	£	Issue price per share
19 January 2017	466,666,667	466,667	0.15p
4 April 2017	268,213,880	268,214	0.1585p
31 May 2017	142,857,143	142,857	0.14p
21 July 2017	325,000,000	325,000	0.2p
	1,202,737,690	1,202,738	

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 15. Financial instruments

### Categories of financial assets and liabilities

The following tables set out the categories of financial instruments held by the Company:

#### Financial instruments

	Notes	Loans and receivables 2018 £	2017 £
Trade and other receivables	11	271,870	10,983
Cash and cash equivalents	12	31,416	37,970
		303,286	48,953

	Notes	Held for trading £	Designated upon initial recognition Fair value through profit or loss £	Total £
<b>At 30 September 2018</b>				
Investments	10	–	5,288,943	5,288,943
Convertible loan notes	11		210,067	210,067
<b>Total financial assets</b>			5,499,010	5,499,010
<b>At 30 September 2017</b>				
Investments			3,496,864	3,496,864
<b>Total financial assets</b>			3,496,864	3,496,864

	Notes	Level 1 £	Fair value measurement Level 2 £	Level 3 £
<b>At 30 September 2018</b>				
Investments	10	–	5,288,943	5,288,943
Convertible loan notes	11		210,067	210,067
<b>Total financial assets</b>			5,499,010	5,499,010
<b>At 30 September 2017</b>				
Investments			3,496,864	3,496,864
<b>Total financial assets</b>			3,496,864	3,496,864

	Notes	2018 £	Financial liabilities measured at amortised cost 2017 £
Trade payables	13	4,301	12,233
Other payables	13	5	5
		4,306	12,238

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

## 15. Financial instruments (continued)

The Company's financial instruments comprise investments held for trading, cash and cash equivalents, convertible loan note, other receivables and trade payables that arise directly from the Company's operations. The main purpose of these instruments is to invest in portfolio companies. Investments held for trading and other investments have been held at fair value through profit and loss. The main risks arising from holding these financial instruments is market risk and credit risk.

### Interest rate risk

The Company's exposure to changes in interest rates relate primarily to cash and cash equivalents. Cash and cash equivalents is held either on current or on short term deposits at floating rates of interest determined by the relevant bank's prevailing base rate. The Company seeks to obtain a favourable interest rate on its cash balances through the use of bank treasury deposits. Any reasonable change in interest rate would not have a material impact on finance income that the Company could receive in the course of a year, based on the current level of cash and cash equivalents either held in current accounts or short term deposits.

### Market risk

All trading instruments are subject to market risk, the potential that future changes in market conditions may make an instrument less valuable, due to fluctuations in security prices, as well as interest and foreign exchange rates. Market risk is directly impacted by the volatility and liquidity in the markets in which the related underlying assets are traded.

### Sensitivity analysis

The following table looks at the impact on net result and net assets based on a given movement in the fair value of all the investments;

10% movement either way will result in £528,894 profit or (loss) (2017: £349,686 profit or (loss))

20% movement either way will result in £1,057,789 profit or (loss) (2017: £699,373 profit or (loss))

30% movement either way will result in £1,586,683 profit or (loss) (2017: £1,049,059 profit or (loss))

### Borrowing facilities

The operations to date have been financed through the placing of shares and investor loans. It is Board policy to keep borrowing to a minimum, where possible.

### Liquidity risks

The Company seeks to manage liquidity risk by ensuring sufficient liquid assets are available to meet foreseeable needs and to invest liquid funds safely and profitably. All cash balances are immediately accessible and the Company holds no trades payable that mature in greater than 3 months, hence a contractual maturity analysis of financial liabilities has not been presented. Since these financial liabilities all mature within 3 months, the Directors believe that their carrying value reasonably equates to fair value.

### Credit risk

The Company's credit risk is attributable to cash held on deposit at financial institutions.

Cash is deposited with reputable financial institutions with a high credit rating. The maximum credit risk relating to cash and cash equivalents and trade and other receivables is equal to their carrying value of £307,562 (2017: £49,736).

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 SEPTEMBER 2018

### 15. Financial instruments (continued)

#### Capital Disclosure

As in previous years, the Company defines capital as issued capital, reserves and retained earnings as disclosed in statement of changes in equity. The Company manages its capital to ensure that the Company will be able to continue to pursue strategic investments and continue as a going concern. The Company does not have any externally imposed financial requirements.

### 16. Related party transactions

On 24 October 2017 the CEO Anthony Fabrizi subscribed to 5,000,000 Placing shares at a price of 0.28 pence per share.

### 17. Operating lease commitments

At the balance sheet date, the Company had no outstanding commitments under operating leases.

### 18. Ultimate Controlling Party

The Company considers that there is no ultimate controlling party.

### 19. Post Balance Sheet Events

On 24 January 2019 the Company placed 111,111,111 new Ordinary shares at a price of 0.18 pence per share raising gross proceeds of £200,000.

During the year the Company subscribed for €200,000 convertible loan note issued by SatoshiPay Limited. The loan notes are redeemable in cash on 31 December 2018 together with interest accrued at 4% per annum. On 20 December 2018 the redemption date was extended to become redeemable on or after 31 January 2019. All other terms of the loan notes remain the same.

On 6 February 2019, the Company announced that it has elected to convert the convertible loan notes into a further 249 shares in SatoshiPay Limited. Following the conversion of the convertible loan notes, and following the completion of the Fundraise, the Company now holds a total of 5,739 shares in SatoshiPay Limited.

## Notice of Annual General Meeting

**Notice is hereby given that the Annual General Meeting of Blue Star Capital Plc (the “Company”)** will be held at the offices of Cairn Financial Advisers LLP, Cheyne House, Crown Court, 62-63 Cheapside, London, EC2V 6AX on 29 March 2019 at 12.00 noon for the following purposes:

### ORDINARY RESOLUTIONS

- 1 To receive and adopt the accounts, together with the directors’ and auditors’ reports, for the period ended 30 September 2018.
- 2 To re-elect William Henbrey as a director of the Company who being eligible offers himself for re-election.
3. To re-elect Sean King as a director of the Company who being eligible offers himself for re-election.
- 4 To re-appoint Adler Shine LLP as auditors of the Company until the conclusion of the next annual general meeting and to authorise the directors to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which Resolution 5 will be proposed as an ordinary resolution and Resolution 6 will be proposed as a special resolution.

#### Ordinary Resolution

- 5 That, the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to exercise all or any part of the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares of the Company up to an aggregate nominal amount of £1,000,000 such authority (unless previously revoked or varied) to expire at the conclusion of the annual general meeting of the Company to be held in 2020 save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

#### Special Resolution

- 6 That, subject to the passing of Resolution 5, the directors be and are hereby granted power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by Resolution 4 above as if section 561 of the Act did not apply to such allotment, provided that such power be limited to:
  - (i) the allotment of equity securities which are offered to all the holders of equity securities of the Company (at a date specified by the directors) where the equity securities respectively attributable to the interests of such holders are as nearly practicable in proportion to the respective number of equity securities held by them, but subject to such exclusions and other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and any legal or practical problems under any laws or requirements of any regulatory body or stock exchange in any territory or otherwise; and
  - (ii) the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to an aggregate nominal amount of £1,000,000, and provided that this power shall expire on the conclusion of the next annual general meeting of the Company to be held in 2020, save that the Company may make an offer or enter into an agreement before the expiry of that date which would or might require equity securities to be allotted after that date and the directors may allot equity securities in pursuance of such an offer as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

**Rawlison & Butler Nominees Limited**  
Company Secretary

Registered Office:  
Griffin House  
135 High Street  
Crawley  
West Sussex  
RH10 1DQ

Dated 5 March 2019



# Notice of Annual General Meeting

CONTINUED

## Notes:

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered on the Company's register of members at close of business on **27 March 2019** or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of the adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to entries in the register of members after close of business on **27 March 2019** or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at a meeting.
- 2 A member is entitled to appoint one or more persons as proxies to exercise all of any or all of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. Appointment of a proxy does not preclude a member from attending the meeting and voting in person.
- 3 A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars being Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to arrive no later than 12.00 noon on **27 March 2019** or, in the event that the meeting is adjourned, by no later than 48 hours before the time of any adjourned meeting.
- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>).

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message ("**a CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID **RA10**) by no later than 12.00 noon on **27 March 2019**. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change in instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.



## Notice of Annual General Meeting

CONTINUED

- 5 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services by telephone on 0871 664 0300 calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

- 6 In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS1, 34-Beckenham Road, Beckenham, Kent BR3 4ZF. In the case of a member which is a company, the revocation notice must be executed under its common seal or the hand of its duly authorised agent or officer. In the case of an individual, the proxy must be signed by the appointor or his attorney, duly authorised in writing. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Link Asset Services so as to arrive no later than 12.00 noon on **27 March 2019** or, in the event that the meeting is adjourned, by no later than 48 hours before the time of any adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

## For your Notes

---



