

1M€ BOND ISSUE TO LAUNCH ITS "BTC TREASURY COMPANY" STRATEGY

BD Multimedia (ALBDM), a French fintech listed on Euronext Growth, today announced the signature of a convertible bond ("OCA") contract for a nominal amount of €1,000,000, to finance the acquisition of Bitcoin and launch the next phase of its "BTC Treasury Company" strategy.

TERMS AND CHARACTERISTICS OF THE BONDS

At its meeting of June 16, 2025, the Board of Directors decided to enter into a contract for the issue of bonds convertible into ordinary shares (the "bonds"), pursuant to the delegation of authority granted to it by the Combined General Meeting of June 25, 2024, under its 9th resolution.

This delegation authorized the Company to carry out one or more capital increases, without shareholders' pre-emptive subscription rights, through the issue of securities giving access to the capital, for the benefit of specified categories of beneficiaries.

The bonds issue is part of this legal framework and has been reserved for an identified strategic partner, with a view to targeted financing and strengthening the resources allocated to the "BTC Treasury" strategy, without excessive dilution for historical shareholders.

The issue, decided by the Board of Directors, will be deployed in accordance with the following conditions:

- **Nominal amount:** €1,000,000 €
- **Conversion price:** 12€ per new share (3 Bonds at €4), a premium of 48.1% to the closing price on June 16, 2025, the date authorized by the Board of Directors.
- **Number of Bonds:** 250,000 bonds
- **Number of shares created after conversion:** 83,333 shares
- **Term:** until June 30, 2027, with possible extension if the BTC/EUR exchange rate remains below the acquisition price.
- **Annual interest rate:** 2.1%, payable at CB maturity
- **Preferential rights waived:** in favor of a strategic partner, in accordance with the delegation of powers granted to the Board of Directors by the EGM of June 25, 2024.

The favorable terms of the issue testify to investors' confidence in BD Multimedia's growth trajectory. Aware of its intrinsic valuation, the company made the strategic choice not to proceed with excessive dilution at levels it deemed disconnected from its potential, preferring to structure the operation according to a valuation more representative of its development prospects.

In accordance with the provisions of the general regulations of the Autorité des marchés financiers (AMF), this transaction has not given rise to, nor will it give rise to, a prospectus subject to AMF approval.

SECURITY AND SUPERVISION OF BITCOIN (BTC) INVESTMENTS

- **Allocation of funds:** All funds raised will be allocated to the acquisition of Bitcoin, which will be held in a dedicated portfolio separate from the company's other assets.
- **Restrictions on sales:** Transfers of Bitcoin are strictly limited to the following cases: upon maturity of unconverted Bonds or in the event of default, subject to prior notification to investors.

A FINANCING OPERATION TO KICK-START ITS "BTC TREASURY COMPANY" STRATEGY

Following the publication of its 2024 financial report on May 15, 2025 - praised for the sustained momentum of its payment activities - and the announcement of its first cash allocation in Bitcoin, BD Multimedia recorded a strong market reaction, with its share price rising from 0.90€ to a high of €10.50, an increase of +1,067%.

Supported by the renewed confidence of its shareholders, management is continuing to roll out its strategic roadmap and is embarking on a new, structuring phase of its "Bitcoin Treasury" policy. This phase marks a controlled intensification of cash allocation to digital assets, aimed at optimizing long-term value creation. This positioning is part of a solid operational framework, backed by regulated activities, supported by approvals issued by the ACPR (payment institution) and the AMF via PSAN registration (digital asset service provider).

BD Multimedia today announced the signature of a convertible bond agreement, the particularly favorable terms of which reflect both the confidence of its investor partner and the company's belief in its development prospects. The purpose of this targeted financing is to support the acceleration of the "BTC Treasury" strategy, while guaranteeing controlled dilution for shareholders, on the basis of a conversion price consistent with the current valuation and growth potential of the share.

BD Multimedia remains convinced, however, that its potential remains vastly undervalued. Few players combine ACPR approval as a payment institution, PSAN registration for crypto-assets, and solid fundamentals in the fintech and blockchain sectors. The company also benefits from the support of solid partners, committed to growth alongside it. This dual regulatory legitimacy, coupled with differentiating technological expertise, positions BD Multimedia as a benchmark emerging player - and this is just the beginning. We're on the right track.

IMPACT ON THE DISTRIBUTION OF THE COMPANY'S CAPITAL

The issue of 250,000 bonds convertible into shares, giving entitlement to subscribe for 83,333 new ordinary shares on the basis of a conversion parity of 3 Bonds for 1 share, has a measured capital impact.

This operation will enable BD Multimedia to raise a total of €1 million, entirely dedicated to the deployment of its "BTC Treasury" strategy, while ensuring that existing shareholders benefit from strictly controlled dilution.

Given the conversion premium applied and the limited number of shares likely to be issued, the transaction is designed to preserve the interests of the historical shareholders and to gradually increase the value of the share capital.

The table below illustrates the change in the shareholding of a shareholder holding 1% of the share capital before issue, under the three usual dilution assumptions: before conversion, after conversion of the present Bonds, and after exercise of all potential dilutive instruments.

	Before conversion of Bonds	After conversion of the 83,333 new shares	After exercise of all dilutive instruments (warrants and Bonds outstanding)
Share of capital	1,000 %	0,9629 %	0,7376 %

Before conversion: On the basis of share capital at June 10, 2025 and before any issue of bonds convertible into shares , the shareholder holds 1.000% of outstanding shares.

After conversion of the Bonds: If all the 250,000 Bonds issued were converted, 83,333 new ordinary shares would be created. The interest of the shareholder concerned would then be 0.9629%, representing immediate dilution limited to 0.0371 percentage points. This moderate dilution results from the application of a conversion price with a significant premium (€12 vs. previous price), automatically reducing the number of shares issued to Bonds holders.

After exercise of all dilutive instruments: Taking into account a full exercise scenario incorporating all potential dilutive instruments - notably warrants and previous and current bond issues - this same shareholder's interest would be increased to 0.7376%. This maximum dilution scenario is in line with market practice, and reflects strict control of dilutive effects in the interests of historical shareholders.

LEGAL FRAMEWORK FOR THE ISSUE - CANCELLATION OF THE PRE-EMPTIVE RIGHTS

In accordance with the authorization granted by the Extraordinary General Meeting of June 25, 2024, the Board of Directors has decided to issue bonds convertible into shares without pre-emptive subscription rights, for the benefit of a strategic partner.

The aim of this operation is to facilitate a rapid capital raising, within the framework of a strategic partnership, while ensuring total transparency on the terms of conversion and the associated dilution.

The waiver of pre-emptive rights was deemed to be in line with the company's corporate interests, in that it would enable targeted strengthening of the financial structure and the financing of a differentiating strategy (BTC Treasury), without immediate recourse to a dilutive capital raising open to the market.

ABOUT BD MULTIMEDIA :

BD Multimedia is a French company listed on Euronext Growth Paris (ISIN code: FR0000035305 - ALBDM).

The first player to simultaneously hold ACPR approval as a payment institution and PSAN status for crypto-assets, it offers innovative Fintech-as-a-Service (FaaS) solutions and is committed to making its cash an engine for growth via a progressive allocation to Bitcoin.

GROUP COMPANIES :

- The parent company obtained Payment Establishment approval from the French regulator (ACPR) in 2015. Since 2023, the company has also been authorized to manage crypto-assets on behalf of third parties (wallet management, crypto exchange, etc.) thanks to its PSAN (digital asset service provider) status obtained from the AMF.
- The BD MULTIMEDIA HK LTD subsidiary publishes software solutions dedicated to payment services.
- Our subsidiary METACOLLECTOR is a platform for integrating old public domain art into the world of NFTs. These NFTs can then be viewed in the metaverse and exchanged between collectors.
- The UNIQUIRE subsidiary is responsible for the Group's Curated Fine Art NFTs platform project.
- Subsidiary OLYMPUS GAME is developing a "Play to Earn" game with a blockchain-based economy centered on the \$OLYMP token and in-game NFTs.
- The PAYCOM subsidiary publishes ToneoFirst prepaid Mastercard cards, which are distributed to tobacconists throughout France.
- The CAPLA subsidiary is in charge of the fractional real estate project.

BD Multimédia is listed on Euronext Growth (ISIN code: FR0000035305 / ALBDM).