



## BTCS Inc. Leadership Bets Big on Market Cap Growth—Exchanges RSUs for Restricted Stock and is Paying Taxes Upfront, No Refunds

Silver Spring, MD – (Newsfile Corp. – February 12, 2025) – BTCS Inc. (Nasdaq: BTCS) (“BTCS” or the “Company”), a leader in blockchain infrastructure and technology, today announced that its senior management team, including CEO Charles Allen, has elected to exchange all their performance-based Restricted Stock Units (“RSUs”), which vest upon achieving key market capitalization milestones set forth below, into restricted shares subject to the same vesting conditions.

### Market Capitalization Milestones:

- \$100 million
- \$150 million
- \$300 million

Everyone understands that when management purchases stock, it signals a strong belief in a company’s future. *“This action is like putting that belief on steroids,”* stated Charles Allen, CEO of BTCS. *“Our entire management team is willing to personally pay upfront taxes which is estimated around \$500,000. The IRS retains that money, and we lose our shares, if the Company fails to achieve market cap growth and meet its milestones before December 31, 2026. This should convey to our shareholders just how confident we are in BTCS’s future performance including its future market capitalization.”*

This action stems from the senior management team’s strategy to potentially save millions in personal taxes if the performance milestones are met. By filing 83(b) elections with the Internal Revenue Service (“IRS”), they opt to pay nonrefundable taxes upfront based on the current fair market value of the shares, anticipating a future increase in price that would lead to higher taxes upon vesting. If the performance milestones are not achieved before December 31, 2026, the shares will be forfeited, and no tax refund will be available from the IRS.

BTCS has consistently prioritized transparency and alignment with shareholder interests. The senior management team’s decision reflects the Company’s leadership philosophy and its commitment to advancing its position as a pioneer in blockchain innovation.

The Company’s market capitalization was approximately \$55.7 million based on the closing price as of February 10, 2025. The Company’s market capitalization can increase for many reasons other than an increase in its stock price. These reasons may include, but are not limited to: (i) issuance of common stock under its ATM Offering, (ii) issuance of common stock pursuant to strategic initiatives, (iii) exercise of currently outstanding options and warrants into shares of common stock, (iv) potential future conversion of the Company’s outstanding Series V Preferred Stock into shares of common stock (which has been approved by shareholders but not yet implemented by the Board), and (v) any other issuances of common stock by the Company.

### About BTCS:

BTCS Inc. (Nasdaq: BTCS) is a U.S.-based blockchain infrastructure technology company currently focused on driving scalable revenue growth through its blockchain infrastructure operations. BTCS has honed its expertise in blockchain network operations, particularly in block building and validator node management. Its branded block-building operation, Builder+, leverages advanced algorithms to optimize block construction for on-chain validation, thus maximizing gas fee revenues. BTCS also supports other blockchain networks by operating validator nodes and staking its crypto assets across multiple proof-of-stake networks, allowing crypto holders to delegate assets to BTCS-managed nodes. In addition, the Company has developed ChainQ, an AI-powered blockchain data analytics platform, which enhances user access and engagement within the blockchain ecosystem. Committed to innovation and adaptability, BTCS is strategically positioned to expand its blockchain operations and infrastructure beyond Ethereum as the ecosystem evolves. **Explore how BTCS is revolutionizing blockchain infrastructure in the public markets by visiting [www.btcs.com](http://www.btcs.com).**

**Forward-Looking Statements:**

Certain statements in this press release constitute “forward-looking statements” within the meaning of the federal securities laws, including statements regarding our increased market capitalization and performance of the business. Words such as “may,” “might,” “will,” “should,” “believe,” “expect,” “anticipate,” “estimate,” “continue,” “predict,” “forecast,” “project,” “plan,” “intend” or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward-looking statements are based upon assumptions and are subject to various risks and uncertainties, including without limitation regulatory issues, unexpected issues with Builder+, unexpected issues with ChainQ, the reluctance of validators to try or utilize our Builder+ Stake Protection Plan product, increases in stock price and/or market capitalization unrelated to the performance of the business including sales under the ATM Agreement with HC Wainwright, conversion of the Series V, the exercise of options or warrants, as well as risks set forth in the Company’s filings with the Securities and Exchange Commission including its Form 10-K for the year ended December 31, 2023 which was filed on March 21, 2024. Thus, actual results could be materially different. The Company expressly disclaims any obligation to update or alter statements, whether as a result of new information, future events, or otherwise, except as required by law.

*Investor Relations:*

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