



Press release 2021-04-12

Evolution has entered into an agreement to acquire leading online slot machine developer Big Time Gaming

Evolution Gaming Group AB (publ) ("**Evolution**") has entered into an agreement to acquire the entire issued share capital of Big Time Gaming Pty Ltd ("**Big Time**") for a total consideration of up to EUR 450 million, payable in cash and Evolution shares (the "**Transaction**").

Transaction highlights and strategic rationale

Big Time Gaming is the thought leader in online slots. Big Time Gaming titles include world-wide player favourites like Bonanza and Extra Chilli as well as the ground-breaking Game Mechanic Megaways™ which is incorporated in over 200 games from multiple providers.

"With the addition of Big Time Gaming to our portfolio of slot brands we strengthen our strategic position as the leading provider of digital casino games in the world. Big Time's focus on innovation and creating unique playing experiences is a great fit with our culture and mind-set at Evolution. We look forward to continuing our journey together." – Jens von Bahr, chairman, Evolution

"Evolution and Big Time Gaming are both driven by innovation, hence the perfect match. A bright and entertaining future awaits for our players." – Nik Robinson, CEO, Big Time Gaming

Big Time Gaming revenue amounted to EUR 33 million with an EBITDA of EUR 29 million for the calendar year 2020. The transaction is estimated to contribute positively to 2021 EPS for the Evolution Group.

Consideration and financing

The total up-front consideration payable by Evolution in the Transaction is EUR 220 million. In addition, Evolution will pay earn-out payments, based on Big Time Gaming's EBITDA for the years 2022/23 and 2023/24, respectively. The earn-out payments will amount to a maximum of EUR 230 million, and become payable in 2023 and 2024, respectively.

The up-front consideration will be payable as to EUR 80 million in cash and the remainder in newly issued Evolution shares. The cash part of the up-front consideration will be paid, and the share part of the up-front consideration will be issued, at completion of the Transaction. The Evolution shares issued as part of the up-front consideration will be valued at a price equivalent to the volume weighted average price of the Evolution share on Nasdaq Stockholm during the period 23rd March – 7th April 2021 (an expected issue of 1,120,000 shares).

The earn-out consideration will be payable 70% in cash and 30% in newly issued Evolution shares. The Evolution shares to be issued as part of the earn-out consideration will be valued at a price equivalent to the volume weighted average price of the Evolution share on Nasdaq Stockholm at the time the earn-out shares are issued.

Conditions and time plan for the acquisition

Completion of the Transaction is conditional upon receipt of regulatory approvals and is expected during Q2 2021.

Advisors

Evolution has engaged Wiggin as lead advisor with additional support from Addisons, Deloitte, EY and Gernandt & Danielsson in connection with the Transaction. Big Time Gaming has engaged Oakvale Capital LLP, Teacher Stern and BDO as advisors in connection with the Transaction

For further information, please contact:

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This press release contains inside information that Evolution Gaming Group AB (publ) is required to make public pursuant to EU's Market Abuse Regulation. The information was submitted for publication by the above contact person on 12 April 2021 at 9:05 CET.

Presentation for investors, analysts and the media

CEO Martin Carlesund will present the acquisition on Monday, 12 April 2021 at 14:00 p.m. CET via a telephone conference. The presentation will be in English and can also be followed online.

Number for participation by telephone:

Dial-in number Sweden: +46 856642651 PIN: 92392230#
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United States: +18558570686 PIN: 92392230#

Follow the presentation at: <https://financialhearings.com/event/13833>

About Big Time

Big Time Gaming is the thought leader in online slot development providing its well loved slots to more than 350+ operators. It has developed some of the most recognised online slots including Bonanza and Extra Chilli as well as the Megaways™ game engine that allows players 117,649 ways to win. Big Time Gaming is based in Australia. For more information visit <http://www.bigtimegaming.com/>

About Evolution

Evolution Gaming Group AB (publ) ("Evolution") develops, produces, markets and licenses fully-integrated B2B Live Casino solutions to gaming operators. Since its inception in 2006, Evolution has developed into a leading B2B provider with 500+ operators among its customers. The group currently employs about 9,500 people in studios across Europe and in North America. The parent company is based in Sweden and listed on Nasdaq Stockholm with the ticker EVO. Visit www.evolution.com for more information.

Evolution is licensed and regulated by the Malta Gaming Authority under license MGA/B2B/187/2010. Evolution is also licensed and regulated in many other jurisdictions such as the United Kingdom, Belgium, Canada, Romania, South Africa, and others.