



ANNUAL REPORT 2021

ASPIRE GLOBAL
YOUR GATEWAY PLATFORM TO
ENDLESS IGAMING OPPORTUNITIES







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THE SUSTAINABILITY REPORT

Following Aspire Global's commitment to sustainability and responsible gaming, the company publishes a separate Sustainability Report. The Sustainability Report is available on www.aspireglobal.com.

CEO COMMENTS

AN AMAZING GROWTH JOURNEY

Aspire Global has made an amazing journey in recent years with substantial organic growth supplemented by value creating acquisitions. With our clear growth strategy, we have established ourselves as a leading iGaming supplier in regulated markets in Europe, Latin America and Africa. Now we have a strong focus on becoming the leading supplier in North America as well. With the entire offering GLI certified, we are ready for a broad launch in the US and Canada.

In 2022, following the completion of the transaction, Aspire Global is expected to form a new iGaming division within NeoGames, a Nasdaq-listed, technology-driven provider of end-to-end iLottery solutions. This is a natural step for Aspire Global and a strategic fit. It is also a strong cultural fit, as significant parts of both management teams worked together extensively during NeoGames' inception. In this new combination we will continue to generate significant long-term value by capitalizing on the key strengths of our two companies and positioning them both for further profitable growth by expanding in new and existing markets.

RECORD HIGH NUMBERS

By divesting our B2C operation in December 2021, we became a clearly focused B2B company. This streamlining not only made us stronger but also more profitable. During 2021, excluding the B2C segment, revenues increased by 32.8% to €158.3 million and EBITDA increased by 45.2% to €30.4 million with an EBITDA margin of 19.2%. Organic growth in 2021 was 26.6%. These are record numbers that



we are proud of, and they reflect the professionalism, drive and commitment of the Aspire Global team.

During 2021, we made significant progress in the execution of our growth strategy by adding new tier 1 operators to our customer base and entering new regulated markets. I am very happy to welcome among others Rush Street Interactive (RSI), GAN, Tenlot Group, Amelco, Funfair Casino, ITPS, FansUnite, BetMGM, FanDuel (part of Flutter Entertainment), Golden Nugget, Esports Technology and Luckbox as new partners. The list of new partners is extensive, so I have only mentioned a few.

READY FOR BROAD NORTH AMERICAN LAUNCH

The list of new regulated markets that we entered in 2021 and so far this year is also long. In North America, we have added the states of Michigan and West Virginia to the list, along with two Canadian provinces, Alberta and Ontario. In Europe we have Poland, Germany, the Netherlands and Greece on the list of new countries. Thanks to the acquisition of BtoBet in 2020, we have also broadened our presence in markets such as the UK and Denmark with sports licenses for BtoBet's proprietary sportsbook.

A key target for us is to establish Aspire Global as a leading iGaming supplier in the US and take advantage of the quickly growing North American market. In early 2022, we received GLI certification for our full offering, which enables us to initiate our broad North American launch.

A STRONG, COMPLETE IGAMING OFFERING

The reason for Aspire Global's success is basically our strong, complete B2B iGaming offering, which comprises a robust technical platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed services. And of course, we would not be successful without

the fantastic Aspire Global team and our culture, where we challenge ourselves to find innovative solutions to support our partners. Two examples are the new comprehensive CRM system AspireEngage that we launched in 2021 and BuyWin, a unique tool that offers better returns for casino players in the newly regulated German market.

OUTLOOK

Aspire Global is today a focused B2B company with a leading offering in the iGaming industry. We have over the past years made significant progress in building a strong position and adding tier 1 operators to our partner base, not at least after the value-creating acquisitions of BtoBet and Pariplay. We are now looking forward to the next step in our journey and I am very excited by the opportunities the combination of Aspire Global and NeoGames offers.

Tsachi Maimon
CEO

A BRIEF INTRODUCTION TO ASPIRE GLOBAL

A LEADING iGAMING SUPPLIER

Aspire Global is a leading B2B provider of iGaming solutions, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. The B2B offering comprises a robust technical platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed services. The platform itself can be availed of exclusively or combined with a wide range of services. The Group operates in 31 regulated markets spanning America, Europe and Africa, including countries such as the US, Colombia, Mexico, UK, Ireland, Spain, Portugal, Netherlands, Denmark and Nigeria. Offices are located in Malta, Israel, Bulgaria, Ukraine, North Macedonia, India, Italy and Gibraltar.

Aspire Global was listed on Nasdaq First North Growth

Market, Sweden, in July 2017. In January 2022,

NeoGames, listed on the Nasdaq Stock

Exchange, made a public tender offer to

the shareholders of Aspire Global

to tender all their shares in the

company to NeoGames. Follow-

ing NeoGames' acquisition of the

company expected in June 2022,

Aspire Global will be delisted

from Nasdaq First North Growth

Market.



KEY RATIOS¹⁾

€ million	2020	2021	Change
Revenues	119.3	158.3	32.8%
EBITDA	20.9	30.4	45.2%
EBITDA margin	17.6%	19.2%	1.6
EBIT	14.7	21.6	47.7%
Earnings after tax	13.1 ²⁾	18.3 ³⁾	39.2%
Earnings after tax, per share	0.16 ²⁾	0.39	143.8%

1) Figures showing B2C as discontinued operations.

2) Including a one-off tax payment of €13.7 million.

3) Before a net capital gain of €59.2 million from the divestment of the B2C operations.

32.8%

REVENUE GROWTH 2021

ASPIRE GLOBAL'S WHY, HOW AND WHAT

WHY



Everything we do, we are doing to enable our partners to achieve their full potential.

HOW



Our true "one-stop shop" solution enables our partners to excel globally through our managed services and bespoke packages. Our professional services allow our partners to focus on marketing, with the peace of mind that we are taking care of the rest.

WHAT



We offer partners a fully rounded iGaming solution that covers Casino, Sportsbook, proprietary games and game aggregation.



544 (456)
EMPLOYEES



9 (8)
OFFICES



90+ (80+)
iGAMING B2B-
BRANDS



79% (81%)
SHARE OF REVENUES
FROM TAXED, LOCALLY
REGULATED OR SOON
TO BECOME REGULATED
MARKETS

COMPANY HISTORY

2005 – THE COMPANY IS FOUNDED

The company is founded as NeoPoint Technologies Ltd, serving the online scratch card market through the website “Scratch2Cash,” followed by a proprietary online slots site launched in the UK.

2008 – GAMING LICENSE IN MALTA

A gaming license is obtained in Malta and white label partners are signed in eight markets.

2012 – EXPANSION TO LOCALLY REGULATED MARKETS

Gaming licenses are obtained in the newly regulated markets of Denmark, Belgium and Italy, and the casino offering is expanded to these markets.

2014 – COMPANY NAME CHANGED TO ASPIRE GLOBAL

A license is obtained in the UK and the online lottery business is organized as a separate company (NeoGames), while the new company Aspire Global focuses on the white label offering.

2016 – FOCUS ON B2B AND REGULATED MARKETS

Six new operators are added, five new B2B brands are launched and the game portfolio is expanded with four new game suppliers: Microgaming, CGS-NYX, Evolution Gaming and Play n’ Go. Focus shifts to the B2B segment and regulated markets.

2017 – A SUCCESSFUL IPO

A successful IPO is completed, listing the company’s shares on Nasdaq First North Growth Market, Sweden. Operations are expanded in Portugal, the sportsbook is launched and a record number of partner agreements are signed, including the joint venture Mr. Play, strengthening the B2B arm of the company to more than half of total revenues.

2018 – ADDING SPORTS VERTICAL

Sports betting is added to the platform, extending the company offering from casino to sports, the largest area in iGaming.

Licenses are granted in Sweden and Ireland and the Danish license is extended. 240 new games are launched, six of them proprietary. New financial targets are set for 2021 as previous targets are expected to be met by 2020.

2019 – ACQUISITION OF PARIPLAY

Aspire Global acquires the leading game studio and aggregator Pariplay and enters the regulated US market as Pariplay signs agreement with 888 in New Jersey.

2020 – ACQUISITION OF BTObET

Aspire Global acquires BtoBet, a leading sports provider with a proprietary sportsbook platform. Aspire Global expands into new regulated European markets such as Spain and Switzerland. The position in Latin America is further strengthened through sportsbook deals with Betfair and William Hill.

2021 – KEY PROGRESS IN THE US AND DIVESTMENT OF B2C OPERATIONS

Aspire Global continues to grow rapidly in regulated markets in Latin America and Europe. The company enters markets such as Brazil, Poland, Greece and the Netherlands. The strategy to focus on the rapidly growing US market pays off and Aspire Global strikes significant deals with leading US operators and distributors. Aspire Global also signs important deals within the esports segment. At the end of the year, the B2C operations including the Karamba brand are divested to the US-based group Esports Technology.

2022 – PUBLIC TENDER OFFER BY NEOGAMES AND FULL CERTIFICATION IN THE US

The year starts with the public tender offer by NeoGames. The strong business momentum continues with further expansion in the US, Canada and regulated European markets such as Germany. The full offering receives GLI certification and is thereby ready for a broad launch in North America.

SIGNIFICANT PROGRESS IN AMERICA AND EUROPE

KEY EVENTS 2021

12 JANUARY

Pariplay signed partnership for games with 888 Holdings covering Portugal.



26 JANUARY

Pariplay granted Interim iGaming Supplier License for West Virginia.

4 FEBRUARY

Pariplay announced partnership for games with Rush Street Interactive (RSI).



29 MARCH

BtoBet received certification in the UK for its sportsbook platform.

14 APRIL

Pariplay announced a deal to supply its proprietary games portfolio to platform provider GAN.



17 MAY

Amelco to integrate Pariplay's Fusion™ platform into its full-service offering.



4 JUNE

Platform and managed services deal with Funfair Casino, Ireland's biggest land-based casino group.



10 JUNE

Pariplay awarded Greek supplier license.

20 JULY

BtoBet signed strategic partnership with esports operator Luckbox.



5 AUGUST

Deal signed with global operator JNS Gaming covering the entire proprietary offering.



2 SEPTEMBER

Pariplay granted full supplier license in West Virginia.

14 SEPTEMBER

Pariplay enters Brazil through deal with the Canadian sports and entertainment company FansUnite.



20 SEPTEMBER

Deal signed with Esports Technology covering the entire proprietary offering.

1 OCTOBER

Agreement signed to sell the B2C segment to the US-based group Esports Technology.



11 NOVEMBER

Pariplay signs deal with US operator BetMGM.



24 NOVEMBER

BtoBet will provide FanDuel, part of Flutter Entertainment, its platform as the operator enters the Brazilian market with its Daily Fantasy Sports (DFS) offering.


25 NOVEMBER

BtoBet enters Poland through partnership with Warsaw-based BestBet24.

**1 DECEMBER**

Pariplay extended its partnership with Rush Street Interactive (RSI) in Colombia. Divestment of the B2C segment finalized.


10 DECEMBER

Aspire Global acquires 25% of bingo supplier END 2 END with an option to acquire all of the shares.



EVENTS AFTER THE END OF 2021

17 JANUARY 2022

A public tender offer by NeoGames to the shareholders of Aspire Global.

19 JANUARY 2022

Aspire Global awarded betting license in Denmark.

21 JANUARY 2022

Pariplay awarded provisional license in Michigan.

25 JANUARY 2022

Platform and managed services deal with BoyleSports for its planned entry in the Netherlands.


28 JANUARY 2022

Pariplay signs major multi-state deal with leading US operator Golden Nugget.

**31 JANUARY 2022**

Pariplay signs deal to supply content to the only operator regulated by Canada's Alberta Gaming.

14 FEBRUARY 2022

Long-term platform and sports deal agreed to with ITSP for its upcoming launch in Germany.

**18 FEBRUARY 2022**

Key platform and managed services deal with esports operator WIN Group.


28 FEBRUARY 2022

The complete offering certified in the Netherlands.

31 MARCH 2022

Pariplay awarded license in Ontario.

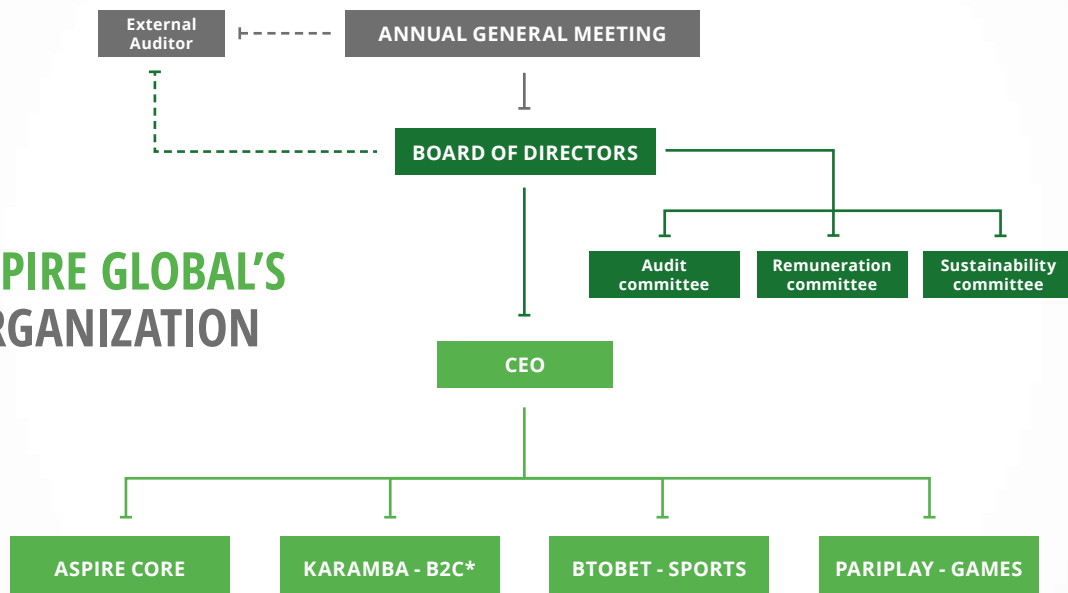
26 APRIL 2022

Aspire Global's complete B2B iGaming offering fully certified in North America and ready for a broad launch.

CORPORATE GOVERNANCE REPORT

Aspire Global recognizes the importance and value of good corporate governance as a tool to ensure that the company is run sustainably, responsibly and as efficiently as possible. Good corporate governance is at the heart of the long-term sustainable success of the company and its ability to create value for its shareholders, employees, customers and society at large.

ASPIRE GLOBAL'S ORGANIZATION



* Karamba – B2C is no longer part of the structure after the divestment in Dec 2021.

OVERVIEW AND REGULATORY FRAMEWORK

Aspire Global Plc (“Aspire Global” or the “company”) is listed on Nasdaq First North Premier Growth Market Sweden since July 11, 2017, with its registered office and headquarters in Malta. Aspire Global complies with the corporate governance requirements for companies listed on Nasdaq First North Premier Growth Market Sweden, as well as for Maltese public companies. As of July 1, 2019, the company applies the Swedish Corporate Governance Code (the “Code”). Furthermore, the company has a solid internal corporate governance framework built on the principles of sustainability, control and accountability. The principal sources of corporate governance rules applied by the company are the Maltese Companies Act (the “Companies Act”), the Code, the memorandum and articles of association of the company, Nasdaq First North Premier Growth Market – Rulebook, the Market Abuse Regulation and the company’s internal rules and guidelines, in particular the Charter of the Board, Working Procedures of the Board, CEO Instructions, Risk Management Policy, Insider Policy and Information Policy. Prior to listing on First North Growth Market Sweden, the company’s corporate governance had been based upon the laws of Gibraltar, and following re-domiciliation to Malta in May 2017, upon Maltese law and applicable EU regulations.

This summary is not, and does not purport to furnish, a comprehensive outline of all the applicable laws and internal rules and guidelines and is intended to briefly sum up the most relevant aspects of corporate governance of Aspire Global. In this context, it should be read subject to the detailed provisions of the Companies Act, the company’s memorandum and articles of association, and other laws and regulations applicable to the company.

ARTICLES OF ASSOCIATION

The articles of association of Aspire Global, last adopted by the shareholders of the company on May 11, 2022, contain regulations on the management of the company’s affairs and conduct of its business and serve as an important tool to supplement the statutory corporate governance provisions. The articles of association are available in their entirety on the company’s website (www.aspireglobal.com/corporate-governance).

Division of authority

Aspire Global acts through two principal governing bodies: the general meeting of shareholders and the Board of Directors (the “Board”). The shareholders of the company exercise their influence by electing the Board and voting on the matters which affect the company and its operations during the company’s general meetings. In principle, the Board is vested with all the powers of the company that are not reserved to the shareholders’ general meeting under the Companies Act or the memorandum or articles of association of the company.

Some of the most significant powers reserved to the general meeting of shareholders are the power to appoint and remove Board members, to alter the memorandum and articles of association, to increase and reduce share capital, to approve annual financial statements, to declare dividends (not exceeding the amount recommended by the Board), to amalgamate or divide the company, and to appoint and remove auditors. Shareholders of the company exercise their powers at a general meeting, where they are called to vote on matters requiring their consent, in accordance with the memorandum and articles of association and the Companies Act.

SHAREHOLDERS

Shareholders’ meetings

Shareholders’ influence in the company is exercised at the shareholders’ meeting, where the shareholders decide on matters which fall within their competence. The shareholders’ meetings are planned and conducted in such a way as to enable shareholders to exercise their ownership role in an active, well-informed manner. There are two types of shareholders’ meetings: annual general meetings and extraordinary general meetings. Aspire Global must hold an annual general meeting once every year, within six months of the end of each financial year, and not later than fifteen months after the previous meeting. All other general meetings are extraordinary general meetings.

In accordance with the articles of association of the company and subject to the conditions stated in the articles, each shareholder enjoys a number of rights in connection with general meetings, including the right to participate in the shareholders’ meeting and to vote according to the number of shares owned, the right to receive a notice of a general meeting, and the right to demand a poll at the meeting. Shareholders may exercise their rights at the general meetings by proxy. Furthermore, each shareholder is entitled to have a resolution put before a general meeting, provided that the Board has received such a request at least seven weeks prior to the distribution of the notice convening an annual general meeting, or four weeks prior to the distribution of the notice convening an extraordinary general meeting. In addition, shareholder(s) holding not less than 10% of the issued share capital of the company have the right to request that an extraordinary general meeting be held.

Decisions at the general meetings of the company are normally taken by a simple majority of votes, with each share giving a shareholder the right to one vote at any general meeting. However, certain decisions prescribed under the Companies Act and the memorandum and articles of association of the company require higher voting thresholds.

Shareholder structure

At year-end 2021, Aspire Global had 3,719 shareholders, holding in total 46,597,625 shares. The largest shareholders were Barak Matalon with 25.9% of the issued share capital, Pinhas Zahavi with 16.2%, Elyahu Azur with 16.1% and Aharon

(Rony) Aran with 6.4% of the outstanding share capital. The ten largest shareholders held an aggregate of 78.7% of total number of shares in issue at the end of 2021. Further details on the company's largest shareholders and ownership structure can be found on the page 59 of this report.

2021 Annual General Meeting

The 2021 Annual General Meeting was held on May 6, 2021. At the meeting, shareholders representing 16.25% of share capital and votes were present. Olga Finkel, company secretary, assumed the role of chairperson of the meeting. In summary, the resolutions adopted by the general meeting of the shareholders included:

- approval of the financial statements of the company and the consolidated financial statements of the Group, including the directors' report and the auditors' report for the financial year ending December 31, 2020;
- approval of no dividend distribution for the financial year ending December 31, 2020, in accordance with the consolidated financial statements of the company and the recommendation as set forth in the 2020 Annual Report;
- discharge of the members of the Board and the CEO from liability for their administration of the company during the year 2020, to the extent permissible by applicable law;
- resolution that the Board shall be composed of four members and to re-elect Carl Klingberg, Fredrik Burvall, Barak Matalon and Aharon Aran as Board members for the period until the end of the next Annual General Meeting. Carl Klingberg was re-elected as Chairman of the Board;
- resolution that the aggregate amount payable for one year to the Board members (excluding fees payable to Tsachi Maimon for his duties as CEO of the company) for carrying out their duties shall not exceed €300 thousand, while the aggregate amount payable for one year to Tsachi Maimon for his duties as CEO of the company shall not exceed €600 thousand (base salary and variable remuneration). The auditors' fees shall be payable in accordance with the approved invoices; and resolution to re-elect BDO as the company's auditors.

Due to the low percentage of shares represented at this meeting as a result of third-party technical errors, the Board considered it prudent to withdraw from the agenda the two proposals for extraordinary resolutions to approve two new share options pools and to extend the expiry date of existing options plans, respectively, so that these items could be decided upon by a more representative number of shares, due to their considerable importance to the Company.

2021 Extraordinary General Meeting

An extraordinary general meeting of Aspire Global was held on December 9, 2021. At the meeting, shareholders

representing 66.61% of share capital and votes were present. Olga Finkel, company secretary, assumed the role of chairperson of the meeting. In summary, the resolutions adopted by the general meeting of the shareholders included:

- Extraordinary resolution to approve a new share options pool for up to 700,000 ordinary shares equivalent to around 1.5% of the outstanding shares of the Company;
- Extraordinary resolution to approve an extension to the expiry date of the 2017-2022 employees' option plan;
- Extraordinary resolution to approve an extension to the expiry date of the 2017-2022 directors' option plan.

2022 Extraordinary General Meeting

An extraordinary general meeting of Aspire Global was held on May 11, 2022 remotely via Microsoft Teams. The date of the extraordinary general meeting was also announced in the Swedish business daily Dagens Industri and a notice of the meeting, forms for appointing a proxy and further information about the meeting were published on the corporate website on April 22, 2022.

The meeting was called in connection with the public tender offer made by NeoGames S.A. to the shareholders of the Company to tender all their shares in the Company to Neogames ("Offer"). Completion of the Offer is subject to a number of conditions, one of which is that the Company's Articles of Association be amended prior to the end of the acceptance period in the Offer, as to allow for NeoGames, having become the owner of not less than 90 percent of the total number of outstanding shares in Aspire Global carrying voting rights (on both a non-diluted and on a fully diluted basis), to acquire the remaining shares in Aspire Global that have not been tendered in the Offer, for a consideration which, at the sole discretion of Neogames, shall be either (a) the same consideration (in both value and form) as that offered in the Offer, or (b) a consideration equivalent in value to the consideration offered in the Offer to be made in cash alone or in a combination of cash and non-cash consideration. Accordingly, it was proposed to adopt at this meeting an extraordinary resolution to amend the Company's Articles of Association to include squeeze-out rights of an offeror.

At the meeting, shareholders representing 64.49% of share capital and votes were present. Olga Finkel, company secretary, assumed the role of chairperson of the meeting. The resolutions mentioned above were adopted by the general meeting of the shareholders.

2022 Annual General Meeting

The forthcoming annual general meeting of Aspire Global will be held on Thursday, June 30, 2022. The date of the annual general meeting was published on the corporate website in conjunction with the interim report for the fourth quarter.

Shareholders who would like to attend the annual general meeting must be entered as shareholders in the register of shareholders maintained by Euroclear Sweden on June 22,

2022 (the record date) and must notify the company of their intention to attend. This must be done in writing no later than June 28, 2022, by emailing agm@aspireglobal.com in accordance with the notice of the annual general meeting.

Notice of the 2022 annual general meeting, forms for appointing a proxy and further information about the meeting will be published on the company's website no later than four (4) weeks ahead of the meeting. The annual general meeting will also be announced in the Swedish business daily Dagens Industri.

Nomination Committee

According to the Code, a company shall have a Nomination Committee and every year the Board shall perform a systematic and structured evaluation of its work and present it to the Nomination Committee. On this point, the company deviates from the rules of the Code. Considering the company's shareholding structure and size, the largest shareholders were of the view that it is not necessary to establish a nomination committee and that a direct nomination of persons for appointment as Board members is better suited in the company's circumstances. As the company grows and the shareholder base evolves, the company may reconsider whether establishing a nomination committee would be beneficial.

Shareholders of the company may, in accordance with the articles of association of the company, directly nominate a person to be elected as a Board member by submitting a notice in writing signed by a shareholder qualified to attend and vote at the general meeting for which such notice is given, expressing his intention to propose a person for election, together with a notice in writing signed by the nominee indicating his or her willingness to be elected. Such notices must be provided not less than seven and not more than forty-two days (inclusive of the date on which the notice is given) before the scheduled date of the general meeting and must be sent to the registered office of the company. Members of the Board are appointed at the general meeting of the company by means of an ordinary resolution. The process of appointing and removing Board members is conducted in accordance with the memorandum and articles of association of the company and the Companies Act.

BOARD OF DIRECTORS

The Board is ultimately responsible for the governance of the company, its proper administration and management, and general supervision of its affairs. Among the purposes of the Board are to enhance the value of the company, promote the well-being of the company and serve the legitimate interests of the company including on matters of sustainability. The Board determines the strategy, targets and fundamental management policies, and supervises the affairs of the company. The Board continuously oversees the performance of the duties of the CEO and executive management and evaluates Aspire Global's financial

position and results. Furthermore, the Board ensures that the company has appropriate policies and procedures in place to ensure that the company, its management and employees adhere to the highest standards of corporate conduct and comply with applicable laws, regulations and ethical standards. Board members are accountable for their performance to the shareholders of Aspire Global.

Composition of the Board

In accordance with the memorandum and articles of association of the company, the Board consists of not less than three and not more than ten members. The members of the Board are appointed by the annual general meeting of the company for the period until the conclusion of the following annual general meeting, after which they are eligible for re-election. The shareholders of Aspire Global may, by means of an ordinary resolution, remove any Board member from office. The process of appointment and removal of Board members is conducted in accordance with the memorandum and articles of association of the company and the Companies Act.

At the annual general meeting of the company held on May 6, 2021, the shareholders re-elected Barak Matalon, Fredrik Burvall and Aharon Aran as Board members. Carl Klingberg was re-elected as a Board member and Chairman of the Board for another year. Two Board members are independent of the company and executive management and two are independent of the company's principal shareholders. For more information on the members of the Board, see page 20 of this report and the company's website www.aspireglobal.com/investors.

Chairman of the Board

The Chairman of the Board is responsible for organizing and leading the work of the Board, presiding over the meetings of the Board and ensuring that the Board operates in an organized and efficient manner and fulfils its legal obligations. In consultation with the CEO and other Board members, the Chairman is responsible for drawing up proposed agendas for Board meetings and ensures that the Board receives sufficient information and documentation to conduct its work. The Chairman is elected by the shareholders of the company and holds office no longer than the end of the next annual general meeting. Carl Klingberg was re-elected as Chairman of the Board at the annual general meeting of the company on May 6, 2021.

Board meetings

The work of the Board is organized in accordance with the rules set under the Swedish Corporate Governance Code, the Companies Act and the company's articles of association. Additionally, the Board has adopted the Charter of the Board, setting out (among other things) rules of procedure regulating the ordinary and special Board meetings, matters to be addressed at each meeting, frequency of Board

meetings, duties of the Chairman and the members of the Board, and Instructions for the CEO. All Board meetings follow an agenda which, together with other materials which may be prepared for a meeting, is distributed to the Board members and other invitees (if any) prior to the meetings. The work of the Board is organized in such manner to ensure that all matters requiring the Board's attention are addressed at the meetings and that the Board receives all relevant information. The Chairman of the Board leads the meetings and supervises the work of the Board.

During 2021, the Board of the company held 13 Board meetings and adopted 11 resolutions in writing. The Board also participated in a two-day workshop together with the management for in-depth discussions on the company's strategy from a three-year perspective. In addition to the Board members, the Board meetings were regularly attended by a secretary and the chief executive officer (CEO) and the chief financial officer (CFO) of the company. The Board from time to time invited other persons to deliver presentations or participate in discussions on certain topics when such persons had the required expertise to make a valuable contribution to the Board's work.

The Board meetings are regularly convened to manage and oversee the company's business, set the overall goals and strategy of the company, and continuously monitor financial performance, major developments and the company's key performance indicators. The company's interim reports are reviewed and approved quarterly, while the Annual Report, the budget and the yearly business plan are considered and approved at Board meetings convened for this purpose each year. The Board members regularly discuss the strategic initiatives to ensure the long-term sustainable growth of the company, which includes consideration of the initiatives to improve the company's offering, potential acquisitions and other investment opportunities, and strategic partnerships and other major projects of the company.

Key developments within the company and industry are regularly discussed at the Board meetings, including regulatory developments and the company's compliance with applicable regulations, opportunities to expand the customer base, consideration of sustainability initiatives, risk assessments, consideration of the company's financing arrangements, and reviews of existing and potentially new markets. The work of the CEO and the company's management team is regularly evaluated at the Board meetings and guidelines are regularly adopted for strategic matters re-

quiring Board's approval. The Board also administered the company's option plans; for more information, see pages 17 and 45 of this report.

EVALUATION OF THE CEO

The Board continuously evaluates the work of the CEO, including at least once a year without his presence, according to the Code. The CEO is also formally evaluated once a year by the company's Remuneration Committee, on behalf of the Board. The evaluation is carried out through a review of the CEO's performance during the previous year in light of the predetermined performance criteria. No member of the executive management is present during this evaluation process.

BOARD COMMITTEES

The Board is empowered through the articles of association of the company to delegate any of its powers, authorities or discretions to any committee or committees as it sees fit. In accordance with such authority, the Board has established four committees: the Audit Committee (established in February 2019), the Sustainability Committee (established in September 2019), the Remuneration Committee (established in February 2018) and the Bid Committee (established in October 31, 2021). The Board has defined the responsibilities and objectives of each of the Board committees and each committee reports to the Board on the matters discussed and resolved at the committee meetings.

Audit Committee

The Audit Committee is responsible for supporting the Board on matters relating to financial reporting, auditing and risk management, including reviewing and monitoring the integrity of the company's financial statements and the effectiveness of the company's internal controls. The Audit Committee consists of non-executive board members who are appointed by and are responsible to the Board for carrying out their duties. The members of the Audit Committee are Fredrik Burvall (auditing experience) and Aharon Aran. During 2021, the members of the Audit Committee held four meetings and both members of the committee attended all meetings.

Sustainability Committee

The role of the Sustainability Committee is to assist the Board with overseeing the development and implementation of Aspire Global's strategy and policies on sustainability

BOARD OF DIRECTORS

Name	Position	Member since	Independent of the company and executive management	Independent of the company's principal shareholders	Meeting attendance during 2021
Carl Klingberg	Chairman	2017	Yes	Yes	13/13
Fredrik Burvall	Board member	2017	Yes	Yes	13/13
Barak Matalon	Board member	2005	No	No	11/13
Aharon Aran	Board member	2018	Yes	No	13/13

and to enhance the sustainability practices of the company, primarily in the areas of responsible gaming, social responsibility, environment, diversity, health, safety and community relations, including reporting of progress. The members of the Company's Sustainability Committee are Carl Klingberg, Tsachi Maimon, Fredrik Burvall and Motti Gil. The Sustainability Committee held four meetings during 2021 and all committee members attended all the meetings.

Remuneration Committee

The Remuneration Committee is responsible for reviewing the performance of the CEO and the management team, setting the performance targets, and determining the structure and amount of the CEO's base and variable remuneration, always within the limits approved by the shareholders of the company. Proposals of the Remuneration Committee are presented to and approved by the Board. The members of the Remuneration Committee are Barak Matalon, who is the chairman of the committee, and Carl Klingberg. Other non-executive Board members have from time to time joined the committee's meetings to participate in the discussion. The Remuneration Committee held two meetings during 2021 and both committee members were present at all the meetings of the committee.

Bid Committee

The Bid Committee is responsible for reviewing and evaluating takeover offers received by the Company and is empowered to recommend or dismiss on behalf of the Board any offer received.

The Bid Committee made a statement pursuant to Section II.19 of the Takeover rules for certain trading platforms on January 17, 2022, to unanimously recommend to the shareholders of Aspire Global to accept the full cash consideration alternative of SEK 111.00 per Aspire Global share, which is part of NeoGames' public tender offer.

The members of the Bid Committee are Fredrik Burvall and Carl Klingberg. The Bid Committee was established on October 31, 2021 and held its first meeting on October 31, 2021. The Bid Committee held fourteen meetings during 2021 and both committee members were present at all meetings of the Committee.

CEO AND MANAGEMENT

The chief executive officer (CEO) of Aspire Global is primarily responsible for the company's day-to-day management and reports to the Board. The CEO is responsible for leading, organizing and developing the business of the company in such ways that the strategic targets set by the Board are achieved and that the value of the company and the brands of Aspire Global is enhanced. The CEO must prepare and present issues that are outside the scope of day-to-day management to the Board and the Board may instruct the CEO on how certain matters are to be handled or decided. The division of responsibilities between the Board and the

CEO is primarily set out in the Charter of the Board and the Instructions for the CEO adopted by the Board.

The CEO is required to keep the Board and the Chairman informed of the company's performance, financial position and important developments. The CEO is also responsible for preparing budget proposals, business plans, financial reports and is generally responsible for preparing materials for the Board meetings as required by the Board to take decisions on matters falling within its area of responsibility.

The company's CEO heads and leads the work of the management team, currently consisting of eight members: the CEO, Chief Financial Officer (CFO), Chief Operating Officer (COO), Chief Business Development Officer (CBDO), Chief Technology Officer (CTO), US Managing Director, VP HR and Operations, and VP Product. The CEO and management of Aspire Global are presented in the Annual Report on page 21 and on the company's website <https://www.aspireglobal.com/about/#management>.

REMUNERATION AND INCENTIVE PROGRAMS

Board Remuneration

The ordinary remuneration of the Board is in accordance with the articles of association of the company as determined by the Board, provided that such remuneration does not exceed an aggregate annual amount as determined by an ordinary resolution of the shareholders. The Board's remuneration can be divided among the Board members as they agree, unless specified by an ordinary resolution by the shareholders.

The articles of association of the company further stipulate that any Board member who holds any executive office (including for this purpose the office of chairman or deputy chairman, whether or not such office is held in an executive capacity), or who serves on any committee of the Board, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Board member, may be paid such extra remuneration or may receive such other benefits as the Board may determine.

At the Annual General Meeting held on May 6, 2021, the shareholders resolved that the aggregate amount payable for one year to the Board members for carrying out their duties shall not exceed €300 thousand. Within the aggregate amount set by the shareholders of the company, the remuneration of the Board members has been determined as follows:

- the Chairman of the Board is entitled to receive a payment in the gross amount (excluding social charges) of SEK 785 thousand annually in consideration for performing his duties for board work and consultancy services; and
- Board member Fredrik Burvall is entitled to receive a payment in the gross amount (excluding social charges) of SEK 485 thousand annually in consideration for performing his duties for board work and consultancy services.

CEO and Management Remuneration

Remuneration of the CEO and other senior executives consists of market-based salary, variable remuneration (mostly in the form of performance bonuses), customary fringe benefits and other benefits and pension, as well share options for executives. The balance between fixed and variable remuneration is generally proportionate to the executive's responsibilities, seniority and authority.

In 2021, the CEO was entitled to gross monthly remuneration of €25 thousand. The CEO is also entitled to variable remuneration consisting of an annual performance bonus, which is linked to predetermined and measurable performance criteria aimed at promoting the company's long-term value creation. Having reviewed the performance of the company and the CEO during 2021 and considering the predetermined performance criteria, the Remuneration Committee proposed the payment of a performance bonus of €245.7 thousand (gross) to the CEO of the company. The CEO was also eligible for other benefits amounting to approximately €93 thousand. The Remuneration Committee reviewed the performance of the CEO of the company and discussed a bonus payment for the year 2021 during the meeting of the committee held in February 2022.

All other senior executives of Aspire Global have a monthly aggregate gross salary amounting to €106 thousand and are entitled to variable remuneration on a quarterly and annual basis. Actual levels of remuneration are generally determined by the company based on factors such as expertise, experience and performance.

Incentive Programs – Share Option Schemes

Aspire Global has four separate share incentive programs: one program for certain key employees introduced in 2007 ("Share Options Scheme 2007"), one program for the Board introduced in 2017 ("Board Scheme"), one program for certain key employees (which includes the CEO and CFO) introduced in 2017 ("Share Options Scheme 2017"), and one program for employees (including the CEO and CFO) introduced in 2021 ("Share Options Scheme 2021"). The incentive programs have been designed with the aim of better aligning the interests of the participating individuals and the company's shareholders. If all the options under the four incentive programs which have not already been exercised ("Outstanding Options") by the option holders are granted to the eligible persons and exercised, the share capital of the company would increase by 828,904 shares, assuming an exercise on a net basis.

Share Option Scheme 2007

According to the Share Options Scheme 2007, various employees are entitled to buy a total of 2,582,000 shares in Aspire Global at a price of €0.50 per share (which is equal to €2 per share prior to the re-denomination of the nominal value of ordinary shares of the company from £0.01 per share to £.0025 per share, effective June 9, 2017). During 2021, the employees of the company, after duly exercising

their options, acquired 40,668 newly issued ordinary shares in the company under the Share Option Scheme 2007. If all Outstanding Options under the Share Options Scheme 2007 are granted to the eligible persons and exercised, the issued and outstanding share capital of the company would increase by 140,276 shares on a gross share exercise (133,764 shares on a net exercise basis).

Board Scheme

Aspire Global has introduced a share-based incentive scheme for the Board, which was approved by the shareholders of the company at the Extraordinary General Meeting held on June 21, 2017. The Board Scheme has been designed to promote the company's long-term interests by motivating and rewarding the Board members through share options. In accordance with the Board Scheme, the company may issue 200,000 authorized but not yet issued shares. Carl Klingberg holds 100,000 options and Fredrik Burvall held 100,000 options, of which 15,000 were exercised during 2020. During the extraordinary general meeting held in December 2021, the general meeting of the company adopted an extraordinary resolution pursuant to which the term of the Board Scheme be extended to December 9, 2026. No remaining options are reserved under the Board Scheme. The company granted 40,000 options out of the above-mentioned 200,000 under the Board Scheme during 2021 – 20,000 to Carl Klingberg and 20,000 to Fredrik Burvall. If all Outstanding Options under the Board Scheme are granted to the eligible persons and exercised, the issued and outstanding share capital of the company would increase by 185,000 shares on a gross share exercise (124,604 on a net share exercise). At the extraordinary general meeting held on December 9, 2021, the shareholders resolved that the term of Board Scheme be extended up to December 9, 2026, and that the company execute an addendum to the Board Scheme so as to amend clause 14 of the Board Scheme to reflect the extended date of December 9, 2026.

Share Option Scheme 2017

The Share Option Scheme 2017 is an incentive program for senior executives, key employees and other employees of Aspire Global, which was approved by the general meeting of the company held on June 21, 2017. The company has reserved 775,800 outstanding but not yet issued shares for the Share Option Scheme 2017. The options are reserved for current and future employees, of whom: (i) management and other senior executives (not more than 20 persons) can be offered up to 615,800 options; and (ii) other employees (not more than 200 persons) can be offered up to 12,000 options per person, a total of not more than 160,000 options. At the extraordinary general meeting held on December 9, 2021, the shareholders resolved that the term of Share Options Scheme 2017 be extended up to December 9, 2026, and that the company execute an addendum to the Share Options Scheme 2017 so as to amend clause 15 of the Share Options

Scheme 2017 to reflect the extended date of December 9, 2026. During 2021, the employees of the company, after duly exercising their options, acquired 99,680 newly issued ordinary shares in the company under the Share Option Scheme 2017. If all Outstanding Options under the Share Options Scheme 2017 are granted to the eligible persons and exercised, the issued and outstanding share capital of the company would increase by 385,802 shares on net share exercise (600,166 on gross shares exercise).

Share Options Scheme 2021

The Share Options Scheme 2021 is an incentive program for senior executives, key employees and other employees of Aspire Global, which was approved at the extraordinary general meeting of the company held on December 9, 2021. The company reserved 700,000 outstanding but not yet issued shares for the Share Options Scheme 2021, equivalent to approximately 1.5% of the outstanding shares in the company. On December 17, 2021, the Board of Directors approved a grant of 671,500 options to certain employees. If all options under the Employee Share Option Plan which have not been already exercised by the option holders are granted to the eligible persons and exercised, the issued and outstanding shares of the company would increase by 183,906 shares. No options under this scheme have vested yet and there have not been any exercises to date.

INTERNAL CONTROL AND RISK MANAGEMENT

Aspire Global's internal control system has been designed to provide assurance that approved principles for financial reporting are applied, and that the company's financial reports are accurate, reliable, and produced in accordance with legislation, applicable accounting standards and other requirements for listed companies. Soundly devised internal control not only creates conditions for reliable financial reporting and compliance with applicable laws and regulations, but also contributes to a healthy and sustainable business, with greater profitability as a result.

CONTROL ENVIRONMENT – BOARD AND AUDIT COMMITTEE

The Board is ultimately responsible for internal control and risk management of Aspire Global. The Audit Committee has been established to support the Board on matters relating to financial reporting, auditing and risk management, including reviewing and monitoring the integrity of the company's financial statements and the effectiveness of the company's internal controls. The Audit Committee consists of non-executive Board members who are appointed by and are responsible to the Board for carrying out their duties. The members of the Audit Committee are Fredrik Burvall and Aharon Aran. For more information on the Audit Committee, see page 15 of this report.

While the Board bears overarching responsibility for establishing an efficient internal control system, certain responsibilities have been delegated to the CEO and the man-

agement team reporting to the CEO, in accordance with the Charter of the Board and the CEO Instructions. The CEO, together with the CFO and the Group's finance department, is responsible for ensuring that the necessary internal controls and adequate monitoring are conducted. This includes the control of the company's and the Group's organization, procedures, policies and practices. The Group's finance function reports to the CFO, while the CFO in turn reports to the CEO, the Board and the Audit Committee.

The Board continuously evaluates the information provided by the company's management. The process includes monitoring profits and revenues versus budget and plans, analysis of key figures and developments, and reporting at Board meetings. The CEO and CFO regularly provide the Board with the information required to monitor the company's financial position and compliance with the laws in the countries where the company's subsidiaries operate. The annual report and interim reports are reviewed and approved by the Board prior to publication.

The objective of the internal control measures is to ensure that reliable and accurate financial reporting takes place, that the company's and the Group's financial reporting is prepared in accordance with law and applicable accounting standards, that the company's assets are protected and that other related regulatory requirements are met. In addition to ensuring compliance with the regulatory requirements, the system for internal control is also intended to monitor compliance with the company's internal policies and instructions. Internal control also includes risk assessment and implementation of corrective measures.

Risk assessment

Aspire Global conducts a structured annual risk assessment to identify, assess and mitigate or manage the risks that affect the company and its business. Risks are identified and categorized in the following risk categories: financial risks, operational risks, legal and regulatory risks, strategic risks, and external risks. The risk assessment is conducted with the aim of identifying and assessing the principal risks that can affect the company and its business, based on the likelihood that they arise and the degree to which such risks would affect the company's objectives and long-term strategy, if they were to occur. Each identified risk has a risk owner within the company, who has the responsibility of ensuring that measures and controls are in place and implemented. The risk owner is also responsible for monitoring, following-up and reporting changes in the company's risk exposure to identified risks. The risk assessment is updated annually and presented to, and discussed by, the Board of the company. In addition to the structured annual risk assessment, the principal risks are regularly evaluated and discussed by the Board members during the Board meetings, while the financial risks are also monitored by the Audit Committee. For a more detailed description of the industry and business-related risks that affect Aspire Global, see the separate section "Risk factors" on pages 22–26 of this report.

Monitoring compliance

As part of its internal control activities, the company regularly monitors compliance with the applicable rules and legislation, as well as the internal policies of the company, to ensure that risks have been satisfactorily observed and addressed. This includes ongoing monitoring whether the financial reporting of the company is reliable and done in accordance with the IFRS, applicable laws and regulations, as well as other standards that companies listed on Nasdaq First North Premier Growth Market Sweden are required to apply.

In connection with the listing on Nasdaq First North Growth Market Premier Sweden, the company engaged a certified adviser, approved by Nasdaq, to guide the company through the application process, and to provide support and help the company to ensure that it continuously complies with the applicable Nasdaq First North Premier Growth Market Sweden rules and regulations. Aspire Global's Certified Adviser is FNCA Sweden AB.

Auditor

The auditor of the company is appointed by the shareholders at the general meeting. Among other duties, the auditor reviews the company's annual accounts and accounting practices, as well as the management of the company by the Board, the CEO and the management team. According to the Code, the auditor should take part in at least one Board meeting a year without management presence. The company deviates from the Code on this point. The auditor participates in the meetings of the audit committee and speaks regularly with members of the Board. Following

each financial year, the auditor submits an audit report and a consolidated audit report to the annual general meeting of the company. In 2021, the remuneration to the company's auditor amounted to €238 thousand and related fees amounted to €155 thousand. The auditor of Aspire Global is BDO, which has held this office since 2008. The auditor in charge at BDO is Sam Spiridonov, BDO Malta, Triq it-Torri, Msida, MSD 1824 Malta.

Investor Relations

Aspire Global strives to uphold good communication with its shareholders and provide correct, clear, credible, timely and relevant information. Aspire Global communicates the relevant information to the market primarily through the annual reports, interim reports, press releases and the company's website (www.aspireglobal.com), in accordance with the Market Abuse Regulation and Nasdaq First North Growth Market Rulebook.

In addition to the disclosure requirements imposed by Nasdaq and those emanating from the Market Abuse Regulation, Aspire Global has adopted internal policies and procedures designed to ensure that accurate information is communicated in a timely fashion to shareholders, the market, employees and other stakeholders. The company's obligations with respect to inside information are also regulated in the internal insider policy. Regular interim and annual reports are published in English, while certain publications are released in both English and Swedish.

BOARD OF DIRECTORS



1



2



3



4

1. CARL KLINGBERG

Chairman of the Board since 2017

Born: 1961

Education: B.A. from Stockholm School of Economics with majors in marketing and data processing.

Other current assignments: Chairman of the Board of Mackmyra Svensk Whisky AB, Strömsta Säteri AB and Pay & Pray AB. Board member of Scandinavian Weldtech Holding AB.

Previous assignments: CEO of Scandinavia Online AB, CEO of SOL Content AB, MD of bwin Games AB (formerly known as Ogame e-solutions AB), Chairman of the Board of Heads Svenska AB, Board member of Avanza Fondkommission AB and DHS Venture Partners AB as of April 2022.

Shareholding in the company: 0 shares and 100,000 share options on 100,000 shares.

2. FREDRIK BURVALL

Board member since 2017

Born: 1972

Education: M.A. in Economics from Örebro University, Sweden, MBA from Stockholm University, Sweden.

Other current assignments: Chairman of the Board of Speqta AB (plc) and M.O.B.A Network (plc). Board member of the Gambling.com Group (plc), Movs Technology Group AB, Enteractive Ltd as well as Board member and CEO of The Networked Nation – tNN AB.

Previous assignments: CEO of Cherry AB (publ), deputy board member of Bell Maritime Gaming AB, Board member and CEO of Cherry Casino Syd AB, Playcherry PR & Media AB and Svenska Klubbspel AB. Board member of Cherry Malta Ltd, Esprom Ltd, Inprom Ltd, Cherry Gaming Ltd, Playcherry Ltd, Yggdrasil Malta Ltd, Cherry Ltd, Yggdrasil Gaming Ltd and Yggdrasil Software Ltd.

Shareholding in the company: 50,018 shares and 85,000 share options on 85,000 shares.

3. BARAK MATALON

Board member since 2005

Born: 1970

Education: B.A. in Economics from Tel Aviv College, Israel.

Other current assignments: Board member of Neogames S.A.R.L and Neolotto.

Previous assignments: VP Sales and Marketing at the Israeli broadcasting channel NCP (1999-2005), Sales Director at Internet Gold (1996-1999).

Shareholding in the company: 12,048,000 shares.

4. AHARON ARAN

Board member since 2018

Born: 1949

Education: B.A in Economics followed by an MBA in Business administration from Tel Aviv University.

Other current assignments: Member of the board of directors of NeoGames S.A and CEO of The Israeli Audience Research Board.

Previous assignments: CEO of TMF Media Group and Omnicom Media Group, Israel office, CEO of Schocken local newspapers group, CEO of Hada-shot daily newspaper, VP marketing of Elite confectionary group, EVP Yedioth Ahronoth Media Group, EVP at Reshet TV Ch. 22, EVP TV Channel 10.

Shareholding in the company: 3,000,000 shares.

AUDITOR

Sam Spiridonov from BDO Malta, born in 1977, has been auditor-in-charge for the Maltese subsidiaries since 2013 and for the Group consolidated financials since 2018. BDO Gibraltar was elected as auditor for the Group in 2008 and re-elected every year until 2018. From the financial year 2018, BDO Malta is the Group auditor.



EXECUTIVE MANAGEMENT

1. TSACHI MAIMON

CEO since 2013

Born: 1978

Education: M.A. in business from the College of Management (COMAS) in Israel. B.A. from Hebrew University of Jerusalem - Interdisciplinary studies for outstanding officers (PUM).

Other current assignments:

Board member of Neolotto, Minotauro and MarketPlay.

Previous assignments: Head of Casino at TNT Marketing (2009-2013), Call Center Manager at Cellcom, one of Israel's largest telecom companies (2006-2009).

Shareholding in the company: 800,000 shares and 348,000 options on 348,000 shares.

2. MOTTI GIL

CFO since 2016 and Chief Officer of Responsible Gaming since 2018, with the company since 2016

Born: 1973

Education: B.A. in Accounting and Economics from Hebrew University, Jerusalem, Israel. Certified Public Accountant (CPA) in Israel.

Other current assignments:

Previous assignments: Senior roles at a number of technology enterprises, from startups to public companies. Previously CFO of GoNet Systems (2010-2016) and Vice President of Finance and CFO of IXI Mobile (2007-2009).

Shareholding in the company: 66,664 shares and 203,334 options on 228,336 shares.

3. ANTOINE BONELLO

Chief Operations Officer (COO) since 2020, with the company since 2020

Born: 1975

Education: B.Eng (Hons) Engineering, University of Malta, MSc. Engineering Business Management, University of Warwick (UK).

Other current assignments:

Previous assignments: COO for William Hill International and Mr Green Ltd (2007 – 2020), Managing Director and Director of Integration for Paddy Power Betfair (2015-2017), other senior Product and Operations roles at Betfair (2008-2015). Lean Six Sigma and Process Improvement roles at Trelleborg AB and other organizations in Europe and the US.

Shareholding in the company: 10,753 shares and 130,000 options on 130,000 shares.

4. SHLOMIT KEDEM

VP HR & Operations since 2020, with the company since 2015

Born: 1980

Education: Social Science, The Open University in Israel.

Other current assignments:

Previous assignments: Head of HR & Operations at Aspire Global (2019-2020), B2B Marketing Manager at Aspire Global (2017-2019), Marketing Manager at Cellcom (2012-2015), Retention Manager at Cellcom (2009-2012).

Shareholding in the company: 66,000 options on 66,000 shares.

5. PAUL MYATT

Chief Business Development Officer since 2020, with the company since 2020

Born: 1976

Education: B.A (Hons) in Business Information Technology from Coventry University, United Kingdom. PGDip in Applied Psychology from University of Liverpool, United Kingdom.

Other current assignments:

Previous assignments: Chief Commercial Officer and Managing Director at Quickspin (2015-2020). Head of New Business at NetEnt (2010-2015).

Shareholding in the company: 0 shares and 60,000 share options on 60,000 shares.

6. YOEL ZUCKERBERG

VP Product since 2019, with the company since 2018

Born: 1986

Education: BA, Business, Management, Marketing, and Related Support Services from ICHC (Brussels, Belgium) and Bachelor of Applied Science (B.A.Sc.) from ULB (Brussels, Belgium).

Other current assignments:

Previous assignments: Head of Product at Aspire Global (2018-2019), Senior Product Gaming Team Leader at Ladbroke's Coral Group (2017-2018), CRM Team Leader B2B US at 888holdings (2016-2017), Head of Poker & Belgium Regional Manager at Ladbrokes (2013-2016), Internal Poker Marketing Manager at TNT Marketing (2007-2013).

Shareholding in the company: 0 shares and 70,000 share options on 70,000 shares.

7. ADITYA BHUSHAN

Chief Technology Officer since 2021

Born: 1980

Education: Master's in Computer Applications and Bachelor's in Physics from Delhi University, India.

Other current assignments:

Previous assignments: Systems Architect, Director of Platform and CTO at NetEnt. Computer Scientist at Adobe Systems.

Shareholding in the company: 1,500 shares and 40,000 options on 40,000 shares.

8. QUINCY RAVEN

Managing Director US since 2021

Born: 1978

Education: Master of Business Administration from Northeastern University's D'Amore-McKim School of Business, U.S.

Other current assignments:

Previous assignments: Senior Director, Gaming & Payments at Blackhawk Network. Executive Director, Business Development at Scientific Games. Vice President, Interactive Solutions at Everi. Senior strategic product roles at Aristocrat.

Shareholding in the company: 10,000 shares and 70,000 options on 70,000 shares.

RISK FACTORS













In conducting our business, we face many risks that may interfere with our business objectives. Some of these risks could materially and adversely affect our business, financial condition and results of operations. In particular, we are subject to various risks resulting from changing economic, political, industry, business and financial conditions. The risks and uncertainties described below are not the only ones we face; for a more elaborate explanation of the company's risks, please visit our website and read the company prospectus. You should carefully consider the following factors and other information in this Annual Report. If any

of the negative events referred to below were to occur, our business, financial condition and results of operations could suffer. In any such case, the trading price of our ordinary shares could decline.













RISK GOVERNANCE

Aspire Global's Board of Directors has overall responsibility for the risk management process and risk governance. The executive management team, with the approval of the Board of Directors, is responsible for identifying, assessing and managing the risks within the Group.

RISK AREA – EXTERNAL

Type of risk	Risk level	Risk mitigation
Macro economy. A general decline in the economy, which could lead to a lower disposable income for the company's customers, may have an impact on some customers' gaming activity.	Probability    Effect   	Aspire Global continuously monitors its KPIs to identify trends. In addition, Aspire Global's business activity is well spread and such diversity mitigates the risk of material adverse effects on Aspire Global's results.
Reputational risk. If the company, its brands or industry receive negative publicity, it might negatively impact the business and results.	Probability    Effect   	<p>Aspire Global operates in regulated and taxed markets in which social acceptance for the gaming industry is relatively high and governed by local gaming regulation. In addition, the Group remains committed to open dialogue with regulators and other stakeholders to increase transparency. More information can be found in the Group's Sustainability report.</p> <p>In addition to the continuous sustainability work, Aspire Global works closely on related issues with public and investor relations agencies.</p>

RISK AREA – LEGAL AND REGULATORY

Type of risk	Risk level	Risk mitigation
New laws and regulations will be introduced in areas such as privacy, pricing, content, copyright, distribution, competition expenses claims and product and service quality. The risk may include, for example, changes in taxation, an obligation to have a national license and the ability to carry out marketing. The effect of potential legislative changes can have a negative impact on the company and decrease the profitability.	Probability    Effect   	Aspire Global is active in several different markets and its operations are adjusted regularly to comply with different regulations as well as continuous changes. Aspire Global closely monitors regulatory developments and reviews legal frameworks and structures. Aspire Global hires local law firms on specific issues, such as taxation. Aspire Global is constantly reviewing upcoming regulations in order to prepare and adjust for.
The company may fail to identify and support players who are suffering from gambling problems.	Probability    Effect   	Responsible gaming has been a topic of debate in Europe in recent years, to which Aspire Global responded with updated guidelines for its proprietary brands and its partners. Aspire Global published information on all the company's websites to help players identify problems at an early stage. Aspire Global proactively offers support and tools for game-related problems such as Deposit Limits, Cool Off Periods, Self-Exclusion, Reality Checks and Session Time Limits, and refers to organizations specialized in dealing with such problems. The company has appointed an Officer of Responsible Gaming to ensure that guidelines and routines are followed.

<p>Aspire Global conducts its business in accordance with its interpretation and understanding of the applicable tax laws and treaties, case law, and the requirements of relevant tax authorities in the countries where the company operates. Changes to regulatory, legislative and fiscal regimes could have an adverse effect on the results due to the added cost of corporate and gaming taxes.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global aims to ensure that each legal entity within the Group is a tax resident of the jurisdiction in which it is incorporated and has no taxable presence in any other jurisdiction. Aspire Global consults with tax advisers not only in jurisdictions in which its Group companies are incorporated and has personnel, but also in major markets in which it has customers to comply with legal obligations while taking such action as is necessary to prevent improper imposition of unlawful or double taxation. Furthermore, in managing taxation affairs, including estimating amounts of taxation due, the company relies on the exercise of judgment concerning its understanding of and compliance with those laws, assisted by professional advice.</p>
<p>The legal and technological solutions and marketing limitations that the company applies in certain jurisdictions to block or limit the access to and the use of services by end users may prove inadequate. In certain countries it is prohibited to provide gaming services, and in some cases it is prohibited for customers to participate in any gambling activity, although the gaming operator is located in another country where it has been legally licensed through regulation.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global is active in several markets and operations are regularly adjusted to comply with different regulations as well as continuous changes. Limitations in marketing and access are regularly monitored and adjusted as part of the compliance process. Aspire Global avoids marketing to customers in countries where online gaming is prohibited by law unless the industry regards EU law as superseding national regulation. The Group applies technical blocking of IP from "blacklisted" countries. As of December 2021, the company has no marketing activity.</p>
<p>The company's procedures for counteracting GDPR could prove to be inadequate.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global has made considerable efforts to ensure that its practices comply with data protection laws and the industry's best practices. Data protection is managed by a designated Data Protection Officer responsible for compliance. This work is based on an extensive review of operations, current contracts and other arrangements for sharing data with partners, vendors and clients, as well as internal procedures to safeguard protection prior to sharing personal data. Actions have then been taken to improve routines and technical, administrative and legal tools that enable adequate documentation of data processing activities, including training for employees. Aspire Global's employees undergo regular training on security and data protection. The company has also engaged external consultants to advise on such matters.</p>
<p>The company may face claims alleging infringement of IP rights held by others.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global complies with legal norms and laws to minimize the risk of IP infringements. The company consults with legal advisors on IP rights as required. When it comes to M&A transactions, this is a material element of the due diligence process. Review of new sites and brands. Trademark and copyright investigation requested by new WL operator partner when a site is going live. Secure names for all domains. The company has also a dedicated person responsible for management of proprietary domains. Following the divestment of the B2C segment, the majority of the brand names and domains have been sold.</p>

RISK AREA – FINANCIAL

Type of risk	Risk level	Risk mitigation
<p>Refinancing risk. If alternative financing cannot be obtained, or is obtainable only at substantially higher costs, it might materially affect the company's financial position.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global regularly monitors its cash position, expected cash flow and budget. The company performs short-term and long-term financing and liquidity analysis to ensure it has sufficient liquid assets to meet its targets and bond terms.</p> <p>The bond was repaid and the interim loan received from the shareholders was repaid on time. In addition, the repayment of the capital notes due from a related group was completed in the first quarter of 2022.</p>

Currency risks. The company partially hedges its currency exposure, and hence its vulnerability to fluctuations. The company has an exposure mainly to USD, GBP, ILS, and SEK. Material currency fluctuations may have a negative effect on the company's results.

Probability
● ● ●
Effect
● ● ●

Currency policy is reviewed yearly. The company will evaluate new currencies when expanding in or entering new markets (the US as well as other markets).

RISK AREA – OPERATIONAL

Type of risk

The company's revenue stream from its partners may be adversely affected by any deterioration or decline in the business of these partners or if any of these partners would terminate or not renew their agreements or cooperation with the company.

Risk level

Probability
● ● ●
Effect
● ● ●

Risk mitigation

Aspire Global raised the bar for new partners and improved the due diligence of new candidates, while implementing stricter evaluation of existing partnerships, including with better incentive plans for brands with higher potential and by closing brands with insufficient activity. The company has also adopted a more proactive approach to allow partners to achieve their full potential.

Risk of license revocation or significant fines due to non-compliance.

Probability
● ● ●
Effect
● ● ●

The company strictly monitors and implements regulatory changes. Regulation teams monitor the operated sites on an ongoing basis to ensure they comply with all regulations and requirements.

To stay updated on such matters, the company participates in courses and other professional webinars held by regulators and gambling organizations.

Risk management and internal controls. Procedures and policies for internal control and risk management implemented continuously within the different business areas of the Group. There is a risk of non-compliance or inadequate implementation as a result of the Group's rapid growth.

Probability
● ● ●
Effect
● ● ●

Aspire Global maintains procedures and processes to secure its internal controls. Segregation of duties, internal reporting, external reviews and audits are among the measures. Monthly reports are presented to management and the Board. Monthly revenue recognition reporting processes are in place comparing internal and external data. Annual risk management process is maintained in conjunction with strategic planning and management follow-up.

Risk of deficiencies in the control/monitoring of operations.

Probability
● ● ●
Effect
● ● ●

Aspire Global's operations and results are tracked and reported monthly to management and the Board. Management and Board meetings are held to discuss controls and monitor operations. Interim review and audit of yearly financial reporting. Internal data sources are compared regularly with external data sources.

The company is exposed to certain risks attributable to IT systems. Risk of serious IT disruption affecting the business and earnings.

Probability
● ● ●
Effect
● ● ●

Aspire Global constantly monitors the capabilities of its IT infrastructure, including regular investments in new technology. The company's data center incorporates Active-Active synchronization technology, where in case of failure activity is routed to second Data Center. The company has moved part of its assets to the cloud and added security layers and measures. Third parties storing the company's systems have redundancy capacity at two physical locations and daily backups.

The company is dependent on the know-how of its personnel.

Probability
● ● ●
Effect
● ● ●

Aspire Global offers individual career plans and training programs based on personal needs and goals, including management training and promotion opportunities. Working conditions are modern, flexible and stimulating, enabling a balanced lifestyle. Aspire Global implements personal development plans to support employees' growth ambitions. Aspire Global offers fair employment agreements, positive dialogue with personnel, thorough follow-ups and internal transparency. A regular employee survey is conducted.

Risk of not having the right products in a competitive market characterized by quick changes. The company has a large number of competitors. The competition may result in increased costs when it comes to attracting new customers and retaining existing customers. If the company does not handle competition, it can have a negative effect on the company. To stay competitive, the company has to closely monitor customers' behavior patterns and adapt its services to meet their requirements.

Probability

Effect


Aspire Global offers a unique solution for iGaming, offering a competitive B2B solution which enables its partners to focus on marketing and players acquisitions.

If other competitors should provide a similar offering, it may negatively affect Aspire Global's results. Our solution creates stickiness to our partners due to the wide variety of services and unique proprietary tools we provide them with, for example, our lifetime value model.

In the last year, Aspire Global has added another key element to its value chain - a propriety Sportsbook platform.

Aspire Global continues to deliver its own content and exclusive content.

The Group continuously monitoring of competitors' offerings to respond in a timely fashion to changes.

The company may be vulnerable to network failure, disruptions, cybercrime attacks and player fraud, and significant resources may be required to protect the company from such risks.

Probability

Effect


Dedicated information security personnel are highly qualified and are combined with consistent routines and preventive actions as needed. Aspire Global is security minded and prepares for such attacks. Additional security measures have been implemented in recent years. All suppliers who have access to Aspire Global's information sign contracts and NDAs. NDAs are signed with all B2B partners. A confidentiality clause is included in employee contracts. Information is provided on a need-to-know basis with restricted access within the company. The DPO and IT team continuously protects against data leakage. IT and employee policies are reviewed on a regular basis and updated as needed.

Physical risks associated with disaster such as fire, earthquake, etc.

Probability

Effect


Backup system for data. Disaster/Fire/Earthquake plans in place according to local regulations/requirements (if required by landlord, their protocol is followed). Offices are connected to fire systems according to local regulations. Fire drills are carried out periodically. Data security measures and business continuity plans are in place. The company is set up to work fully remotely if needed.

The COVID-19 outbreak could negatively affect the company's results depending on how long the outbreak lasts and how widespread it is. The key aspects impacting the result are a potential recession, which could lead to lower disposable income, and/or a reduction in the quality of services or losses related to the sports vertical following the cancellation of sports events. An outbreak within the organization, and among key positions in particular, could affect the ability to run the daily on a business basis.

Probability

Effect


Aspire Global is an online based company in the truest sense. Apart from a business focusing on iGaming, the organization is based online. Remote work and digital meetings are well-established ways of working. No key functions in the Group are dependent on physical presence in an office. To protect the well-being of the employees, Aspire Global has reduced travel to a minimum and encouraged all employees to work from home at times when the pandemic has affected their safety, and the vast majority has chosen to do so. The company offered the option of hybrid work, mixing work from the office and home. With these actions, supported by a robust technology platform, Aspire Global has maintained a high level of service for customers. Impacts related to cancelled sports events occurred earlier in the pandemic, but the effect was relatively limited given that sports account for a small share of total income. The share has increased following the consolidation of BtoBet. The company's geographical spread helps to mitigate the implications of the pandemic.

<p>Aspire Global has around 120 employees based in Ukraine. Following the Russian invasion to the Ukraine, the safety of the employees may be compromised. Furthermore, the war in Ukraine may have an impact on the business and operations of the company.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global is carefully monitoring the situation and continues to lead a comprehensive response to the crisis with the safety of the Group's employees as the highest priority. Aspire Global is making every possible effort to support employees and their families during the crisis. This includes assisting with relocation to safer parts of the country or to other countries, transportation and accommodation for those displaced as well as mental health and wellbeing support.</p> <p>The Company employs a variety of functions based in Ukraine but none are fully run from the country. Additionally, any critical functions in Ukraine were relocated prior to the crisis as part of our risk management process.</p>
<p>Future and recently completed acquisitions may perform below expectations and the integration of acquisitions could inhibit Aspire Global's development if unsuccessful. Acquisitions can have a negative effect on the company's operations and its financial position.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Strict due diligence processes (financial, legal, operational) performed by professionals with relevant experience. Clear and rapid integration plan well communicated prior to initiation.</p>
<p>Unsuccessful ventures (i.e., new sites or verticals or additional B2B products) or unsuccessful entry into new markets.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Thorough business case studies prepared before developing new products and entering new ventures or markets.</p>

MANAGEMENT REPORT

In 2021, we continued to deliver on our growth strategy, accelerated the number of partners and brands, strengthened our offering, divested our B2C and became a pure B2B supplier. We see great interest in our recent verticals, and several partners are looking to broaden their offering.



The Board of Directors presents the Annual Report, including the Sustainability Report and the consolidated financial statements of Aspire Global plc, registration number C80711, for the financial year ended December 31, 2021. The Group is active as a public limited company headquartered in Malta, with subsidiaries in Malta, Israel, Bulgaria, Ukraine, Isle of Man, Gibraltar, India, North Macedonia, the US and Italy. The address of the head office is 135, High Street, Sliema SLM 1549, Malta.

The company

The Group consists of the parent company, Aspire Global plc, corp. reg. no. C80711, and its wholly owned material subsidiaries Aspire Global International Limited, corp. reg. no. C42296; AG Communications Limited, corp. reg. no. C48328; AG Software Limited, corp. reg. no. C41837; Aspire Global 7 Limited, corp. reg. no. C89956; Aspire Global Marketing Solutions Ltd., corp. reg. no. 512816828; and Aspire Global Ukraine LLC, corp. reg. no. 42892465. The Maltese subsidiaries are the operating companies of the Group, holding the licenses and conducting the operations. The Israeli subsidiary provides the parent company with marketing and development services. The Ukrainian subsidiary serves as a technology development and customer support center. On October 7, 2019, Pariplay Group was acquired. The Pariplay Group consists of the parent company, GMS Entertainment Limited, corp. reg. no. 009953V, and its wholly owned material subsidiaries Pariplay Limited (Isle of Man), corp. reg. no. 125304C; Pariplay Limited (Gibraltar), corp. reg. no. 114204; Pariplay Malta Limited, corp. reg. no. C82425; Pariplay Limited India, corp. reg. no. U72900TN-2019FTC128148; Pariplay USA Limited, corp. reg. no. 82-4073476; Intop Studios Ltd (Israel), corp. reg. no. 514861418; and Pariplay Bulgaria Limited, corp. reg. no. 204472299. The Gibraltar, Isle of Man, Malta and US subsidiaries act as distributors and active B2B providers. The Bulgarian subsidiary and Israeli subsidiaries mainly provide the parent company with development services. On October 9, 2020, the BtoBet Group was acquired. BtoBet Group consists of the parent company, BtoBet Limited, corp. reg. no. 118419, and its wholly owned subsidiaries B-Technology Dooel (Macedonia), corp. reg. no. 7324022; I TRADING SOLUTION S.R.L. (Italy), corp. reg. no. 13171531000; and B2B Global Ltd (Malta), corp. reg. no. C 99600.

OPERATIONS

Business set-up

The Group serves European, American and African markets, which are usually segmented as follows: Nordic countries, UK and Ireland, rest of Europe and rest of the world. Aspire Global operates under license in the UK, Denmark, Ireland, Portugal and Malta (MGA), with the latter license covering all .com markets. Aspire Global's proprietary B2C brands (business-to-consumer), which were divested in 2021, operated on the company platform side by side with B2B brands (business-to-business) owned by partners. The proprietary brands shared the same benefits as the B2B brands, adding to the size and strength of the network as a whole. On December 1, 2021, Aspire Global divested its B2C segment to the US-based group Esports Technologies, Inc. (Nasdaq: EBET). The divestment followed Aspire Global's review of the B2C segment announced in March 2021. The consideration amounted to about €65 million. The transaction also includes a four-year platform and managed services agreement with an estimated gross value of €70 million. The consideration consists of €50 million in cash, €10 million in a promissory note and €5 million in common stock in the listed entity Esports Technologies. The platform and managed services agreement consists of royalties related to the use of Aspire Global's platform and related services during the coming four years. The estimated value of the royalties is based on present performance and may change in coming years. The company's main cost drivers aside from payroll and related overhead are royalties paid to B2B partners for their revenue share and acquisition costs related to the B2C segment up to the divestment date.

Offering

Aspire Global plc is a leading platform and B2B service provider for the iGaming market, offering partners a variety of services alongside a unique full-service solution to launch and operate online casino and sports betting. With more than ten years of operational experience in managing casino networks and developing in-house proprietary technology, Aspire Global is proud to provide an iGaming solution that ensures every aspect of our partners' casinos: starting with a robust platform including game aggregation to regu-

lation, compliance, payment processing, risk management, CRM, support and player value optimization. The B2B offering also includes a game-aggregation service for external operators through the subsidiary Pariplay, acquired in 2019.

In January 2018, Aspire Global expanded its offering to include sports, becoming the first provider of a full turn-key solution to sport operators – with active operations in more than five regulated markets. During October 2019, the Pariplay Group, a leading aggregator and game studio, was acquired and in October 2020 the acquisition of the leading B2B sportsbook provider BtoBet was completed. Both acquisitions add significantly to the Aspire Global value chain. In December 2021, Aspire Global signed an agreement to acquire 25% of bingo supplier END 2 END for USD 1.75 million in cash with an option to acquire all of the shares in three or five years' time. This provides Aspire Global with access to a real omni channel technology and a proprietary offering in one of the biggest verticals in the iGaming industry.

Revenue model

The revenue model for B2B partnerships is characterized by relatively low set-up fees, moderate mark-up on services from third-party suppliers and mainly a share of the adjusted net gaming revenues. BtoBet and Pariplay apply

revenue sharing models. The main operational costs are for technical development, licenses, customer service and the marketing of B2C brands up until the B2C divestment. As the license holder, Aspire Global receives net gaming revenues (NGR) directly from the players and keeps a royalty share before splitting revenues with partners, as opposed to many other platform providers, which receive a royalty payment from the operator regardless of the operator's results. For that reason, the company's EBITDA margin is not fully comparable to the EBITDA margin of other platform providers.

Organization

Aspire Global's total number of employees at December 31, 2021 was 544 (456), of whom 170 (162), or 31% (36), were women. Due to strong growth, the company is continuing to recruit new employees. As of December 31, 2021, the Group's employees were located across the following countries: Malta 138, Ukraine 110, North Macedonia 121, Israel 49, Bulgaria 69, India 29, Gibraltar 10, Italy 4, US 2 and 12 in other countries. The Group's corporate headquarters is located in the Malta office together with a significant part of the operational departments, including support, compliance and other related departments. The Israeli entities mainly supply software development and certain marketing

Revenues per B2B and B2C segments

	2021		2020		Change
	€'million	% of total revenues	€'million	% of total revenues	%
B2B	158.3	100	119.3	100	
<i>of which Core</i>	120.9	76	101.1	85	20
<i>of which Games</i>	26.1	17	16.0	13	63
<i>of which Sports</i>	11.3	7	2.2	2	415
Total revenues	158.3	100	119.3	100	33

Revenues per geography

	2021		2020		Change
	€'million	% of total revenues	€'million	% of total revenues	%
Nordics	15.8	10	12.0	10	32
UK and Ireland	55.0	35	25.9	22	112
Rest of Europe	62.7	39	72.4	61	-13
Rest of world	24.8	16	9.0	7	176
Total revenues	158.3	100	119.3	100	33

support services. The Bulgarian, Ukrainian, Macedonian and Indian offices serve mainly as development hubs for the Group's platforms and products. The Ukraine office also includes a support call center. The structure of the supply chain did not significantly change over the past year.

Growth strategy

Aspire Global's B2B business model enables the company to acquire players without investing the resources and funds required for effective marketing. New operators can be added to the scalable platform, increasing cost benefits as well as the number of partners, brands and players without substantially increased fixed costs. New partners migrating from competing platforms also generate an immediate increase in revenues for Aspire Global. Moreover, there is no limit to additional verticals and game titles, allowing Aspire Global to target new audiences and partnerships. Alongside organic growth, Aspire Global actively explores potential M&A targets that will enable the company to control additional parts of the value chain, backed by a strong balance sheet.

IN 2021

Operational and corporate events

In 2021, we continued to deliver on our growth strategy and accelerated the number of partners and brands while also strengthening our offering. The B2B segment grew by 33% in 2021, driven by growth in all subsegments during the year. By year-end we had a strong customer base of over 170 partners on all verticals.

On December 1, 2021, Aspire Global finalized the divestment of its B2C segment to the US-based group Esports Technologies, Inc. (Nasdaq: EBET). The platform and managed services agreement consists of royalties related to the use of Aspire Global's platform and related services to be provided over the coming four years. The divestment means that Aspire Global is a pure B2B company with a continued strong focus on profitable growth. Aspire Global will concentrate its investments on the continued development of its technology and offering with the goal of becoming a world-leading iGaming supplier.

Pariplay continued to extend its offering and entered significant partnerships for games and its aggregation platform during the year with 888casino for the Portuguese market; Betfred, a leading betting brand in the UK; Codere and Betplay, two of the largest operators in Colombia; Tenlot Group, a lottery and gaming operator providing turnkey solutions to national, regional, and local governments in numerous countries globally with a key presence in Africa and Latin America; FansUnite Entertainment, entering the Brazilian market for the first time; Holland Casino in the newly regulated Dutch market; and BetMGM in the US.

During 2021, Pariplay also launched its new in-house studio Wizard Games to further capitalize on the opportunities Pariplay has identified. Wizard Games, which as a

distinctive business unit with an enhanced offering, is set to serve new markets and customers, providing them with value-driven iGaming products.

In its first full year within the Aspire Global Group, BtoBet continued to expand major partnerships.

During 2021, the platform was awarded full certification in the UK and the first sportsbook partnership was signed with UK-based operator Small Screen Casino, providing the sportsbook platform across multiple jurisdictions, namely the United Kingdom, Ireland and Ghana.

BtoBet also entered into partnerships with Kenya-based operator Wazibet, Nigeria-based flagship brand Frapapa and award-winning esports operator Luckbox, providing the sportsbook platform in multiple jurisdictions in all of Europe and Latin America. bettarget.com was the first brand to go live on the Aspire platform and is initially targeting the Irish market, while FanDuel, part of Flutter Entertainment, is offering the Player Account Management platform as it enters the Brazilian market with Daily Fantasy Sports (DFS), and BestBet24 marks an entry into the Polish market.

The share of revenues from regulated and taxed markets remained high at 79% for the year, in line with our strategy, although it has an expected effect on profitability.

Aspire Global has around 120 employees based in Ukraine. Following the Russian invasion of Ukraine, the safety of the employees may be compromised, which may have an impact on the business and operations of the company. Aspire Global continues to carefully monitor the situation and to lead a comprehensive response to the crisis with the safety of the Group's employees as the highest priority. Aspire Global is making every possible effort to support employees and their families during the crisis. This includes assisting with relocation to safer parts of the country or to other countries, transportation and accommodation for those displaced as well as mental health and wellbeing support.

The Company employs a variety of functions based in Ukraine but none are fully run from the country. Additionally, any critical functions in Ukraine were relocated prior to the crisis as part of our risk management process.

FINANCIAL PERFORMANCE

During 2021, revenues increased by 32.8% to €158.3 million (119.3). Total revenues amounted to €15.8 million (12.0) in the Nordics, €55.0 million (25.9) in UK and Ireland, €62.7 million (72.4) in the rest of Europe and €24.8 million (9.0) in the rest of the world.

Profit/loss

EBITDA increased to €30.4 million (20.9) with an EBITDA margin of 19.2% (17.6%). The main cost drivers in 2021 were higher royalties to partners, driven by the significant increase in B2B revenues. Gaming duties and VAT in 2021 increased by 62.3% to €5.4 million (3.3), in line with the focus on regulated markets. Administrative expenses increased

by 17.4% to €20.0 million (17.0) for the year, mainly related to continued investments in our technology infrastructure, customer support and compliance departments, including an increased headcount and the effect of the consolidation of BtoBet over a full year compared to one quarter in 2020.

The company's interest income and foreign currency exchange differences with respect to funding to a related group increased to €4,331 thousand (€1,303), primarily driven by interest on a related Group loan accompanied by a stronger USD against the EUR. Net finance income and expenses amounted to €-4,125 thousand (-5,640), primarily driven by currency exchange rate differences, other fees, the effect of discounted deferred payment and contingent earnout consideration related to the business combination of BtoBet. Income taxes for 2021 increased to €2,016 thousand (1,157). Net income before the company's share of the results of associated companies amounted to €19.8 million (9.2).

The company's share of the results of associated companies amounted to €-1.6 million (-1.9) for the year. Net income and comprehensive income amounted to €18.3 million (7.3).

Investments

Net investments in intangible assets during 2021 mainly consisted of capitalized development costs, technology and goodwill. Capitalized expenditure for development work amounted to €10.3 million (8.3). Development work is directly attributable to the continuous investment in our platform infrastructure to adapt it to new regulatory markets, the development of new games, etc. See Note 14 for further information on intangible assets. In 2021, the Group invested €0.8 million in property and equipment compared to €0.4 million the previous year.

FINANCIAL POSITION

Liabilities

Non-current liabilities consist of contingent consideration, lease liabilities and employee benefits. Non-current liabilities as at December 31, 2021 amounted to €25.6 million (19.2). For operating lease commitments, please see Note 20 and for contingent liabilities please see Note 24.

Liquidity

Cash flow from operating activities amounted to €23.3 million (27.7) in 2021. The decrease reflects an increase in trade and other receivables mainly driven by an increase in revenues from Pariplay and BtoBet, VAT refunds receivable, increased interest income and foreign currency exchange differences with respect to funding to a related group denominated in USD.

Cash flow from investing activities increased to €30.3 million (-26.5) in the year, mainly constituted by cash received related to the divestment of the B2C segment of €47.4 million during 2021, compared to the payment to

BtoBet's business combination for a consideration of €15.6 million net of cash paid in 2020. Cash flow was also impacted by continued investments in technology. The company began to invest in companies in 2017 and intends to consider a number of investment and acquisition opportunities.

Cash flow from financing activities amounted to €-18.6 million (-1.5), mainly due to repayment of corporate bonds of €27.5 million compensated by the shareholder's loan received in 2021 of €10.3 million.

Cash and cash equivalents amounted to €63.7 million at the end of the year, compared to €28.7 million at the end of 2020.

Disputes

Aspire Global is currently not a party to any significant legal proceedings which could have a material financial impact on the company.

TAX POLICY

Aspire Global contributes to society through corporate income taxes, employer taxes, indirect taxes (such as VAT) and gaming duties. Managing tax affairs properly and in compliance with the rules and regulations in the jurisdictions of operations is of critical importance to the Group.

RISK AND INSURANCE

Risk assessment

For risks and insurance, see the separate section on pages 22-26.

CORPORATE GOVERNANCE

At the Annual General Meeting (AGM) in 2021, four Board Members were re-elected for the period until the next AGM. The Board of Directors' expertise spans online gaming, marketing, financial and strategic issues. The Board held 13 meetings during the year and adopted 11 resolutions in writing. Reports at the meetings were presented mainly by the CEO, but also by other members of the management team. The focus of the Board's work in 2021 was on strategic issues, particularly matters relating to the divestment of the company's B2C assets, acquisitions, product development, business development and capital procurement, as well as the further development of the Group's business plan.

See pages 10-19 for the full Corporate Governance Report, including the general framework and focus in 2021 of the Board, management and committees.

REMUNERATION OF SENIOR EXECUTIVES

Remuneration to the CEO and other senior executives consists of base salary, other benefits and pension. The CEO and other senior executives receive monthly salaries in line with industry standards, variable remuneration and other customary benefits. In 2021, the CEO was, according to his employment contract, entitled to gross monthly remuneration of €25 thousand. The CEO is also entitled to

variable remuneration consisting of an annual bonus. Having acknowledged that the financial targets of the company for the year 2021 were met, the Remuneration Committee, as authorized by the Board, approved the payment to the CEO of the full performance bonus of €245.7 thousand (gross). The CEO was also eligible for other benefits amounting to approximately €93 thousand. All other senior executives in Aspire Global have a monthly aggregate gross salary of €106 thousand and are entitled to variable remuneration on a quarterly and annual basis. Actual remuneration levels are generally determined by the company based on factors such as expertise, experience and performance.

For more on the remuneration programs, see pages 16-17 of the Corporate Governance Report.

OUTLOOK FOR 2022

Aspire Global aims to create value and generate a solid return to shareholders through continuous growth. The Group's growth strategy includes organic growth, acquisitions, expansion of its offering and broadening its partner base. During 2022, the focus will be on new markets, an expanded offering for partners, attracting large operators to operate our platform, and continuous organic growth.

PROPOSED DISTRIBUTION OF APPROPRIATED PROFIT

The Board proposes to the AGM that no dividend be paid out for 2021.

The funds available for appropriation at the Annual General Meeting comprise unrestricted reserves, profit carried forward and profit for the year in the Parent Group.

The Board of Directors proposes that profit for the year be carried forward. Following appropriation, unrestricted equity amounts to:

Equity attributable to the equity holders of the company, EUR thousand

Share capital and premium	7,222
Share based payment reserve	1,465
Reserve with respect to funding transactions with a related group	-15,371
Investment revaluation reserve	-1,159
Retained earnings	132,318
Total equity attributable to the equity holders of the company	124,475
Non-controlling interests	994
	125,469

FINANCIAL STATEMENTS



CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		For the year ended 31 Dec	
€000, except per share data	Note	2021	2020
Revenues (including EU VAT)		158,319	119,259
EU VAT		-870	-1,536
Net revenues		157,449	117,723
Distribution expenses		-102,519	-77,962
Gaming duties		-4,552	-1,805
Administrative expenses	6	-19,992	-17,023
		-127,063	-96,790
EBITDA		30,386	20,933
Amortization and depreciation		-8,746	-6,282
Operating income		21,640	14,651
Interest income and foreign currency exchange differences with respect to funding to a related group	21B	4,331	1,303
Finance income	7A	335	222
Finance expenses	7B	-4,460	-5,862
Income before income taxes		21,846	10,314
Income taxes	8	-2,016	-1,157
Net income before Company share in the results of associated companies		19,830	9,157
Company share in the results of associated companies		-1,573	-1,897
Net income		18,257	7,260
Income from discontinued operation		59,186	5,856
Net Income		77,443	13,116
Other comprehensive loss items that will not be reclassified subsequently to profit or loss:			
Fair value loss on investment in EBET designated as at FVTOCI		-1,159	-
Total comprehensive income		76,284	13,116
Comprehensive income attributable to:			
Equity holders of the Company		76,284	13,116
Non-controlling interests		*	*
Earnings per share attributable to the equity holders of the Company (€):	11		
Net income per share from continuing operations, €:			
Basic		0.39	0.16
Diluted		0.39	0.16
Earnings per share from continuing and discontinuing operations, €:			
Basic		1.67	0.28
Diluted		1.65	0.28

* Less than €500.

** B2C as discontinued operations.

The accompanying Notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 Dec	
€000	Note	2021	2020
ASSETS			
NON-CURRENT ASSETS			
Goodwill		34,475	28,900
Intangible assets	14	42,215	38,511
Right-of-use assets		1,269	2,456
Property and equipment	13	1,508	1,296
Investments and loans – associated companies	12	3,002	3,337
Capital note and accrued interest		5,144	
Capital note, loan and accrued interest due from a related group	21B	-	14,525
Deferred income taxes		41	44
		87,654	89,069
CURRENT ASSETS			
Trade receivables	15	18,048	13,179
Other receivables		7,452	2,996
Income taxes receivable		9,518	10,025
Investment in EBET		3,841	-
Capital note and accrued interest due from a related group	21B	18,669	-
Restricted cash		108	319
Cash and cash equivalents	16	63,651	28,710
		121,287	55,229
TOTAL ASSETS		208,941	144,298
EQUITY AND LIABILITIES			
EQUITY			
Equity attributable to the equity holders of the Company			
Share capital and premium	17	7,222	6,776
Share based payment reserve		1,465	1,341
Investment revaluation reserve (EBET)		-1,159	-
Reserve with respect to funding transactions with a related group		-15,371	-15,371
Retained earnings		132,318	54,875
Total equity attributable to the equity holders of the Company		124,475	47,621
Non-controlling interests		994	318
TOTAL EQUITY		125,469	47,939
NON-CURRENT LIABILITIES			
Employee benefits		513	442
Loans with respect to leasehold improvements		-	40
Lease liabilities		383	1,063
Contingent consideration on business combination		24,693	17,673
		25,589	19,218
CURRENT LIABILITIES			
Client liabilities	18	5,024	5,974
Trade and other payables	19	25,005	24,164
Lease liabilities		914	1,484
Senior secured bonds and interest payable	26	-	27,934
Contingent consideration	12C	-	431
Deferred payment on business combination		-	4,746
Related group payables		1,303	78
Shareholders' loans		11,276	-
Income taxes payable		14,361	12,330
		57,883	77,141
TOTAL EQUITY AND LIABILITIES		208,941	144,298

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Equity attributable to the equity holders of the Company							
	Share capital and premium	Share based payments reserve	Investment revaluation reserve (EBET)	Reserve with respect to funding transactions with a related group	Retained earnings	Total attributable to the equity holders of the Company	Non-controlling interests	Total equity
Balance as at 1 January 2020	6,715	1,346	-	-15,371	41,759	34,449	-217	34,232
Comprehensive income	-	-	-	-	13,116	13,116	*	13,116
Exercise of stock options	61	-14	-	-	-	47	-	47
Employee stock option scheme	-	9	-	-	-	9	535	544
Balance as at 31 December 2020	6,776	1,341	-	-15,371	54,875	47,621	318	47,939
Comprehensive income	-	-	-1,159	-	77,443	76,284	*	76,284
Exercise of stock options	446	-88	-	-	-	358	-	358
Employee stock option scheme	-	212	-	-	-	212	676	888
Balance as at 31 December 2021	7,222	1,465	-1,159	-15,371	132,318	124,475	994	125,469

* Less than €500.

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

€000	Note	For the year ended 31 Dec	
		2021	2020
Cash flows from operating activities:			
Income before income taxes*		26,375	16,407
Adjustments for:			
Decrease in options' fair value and equity investment		-	163
Amortization and depreciation		8,746	6,282
Employee stock option scheme expenses		888	544
Finance expense with respect to senior secured bonds		551	2,230
Interest paid		-1,713	-2,193
Interest expenses with respect to lease liabilities		185	380
Interest income with respect to a funding capital note		-83	-
Interest income and foreign currency exchange differences with respect to funding to a related group		-4,331	-1,303
Finance expenses with respect to contingent consideration and deferred payment on business combination		882	336
Finance expenses and foreign currency exchange differences with respect to shareholders loans		1,613	-
Interest received		188	200
Increase in trade receivables		-4,869	-825
Decrease in restricted cash		211	116
Increase in other receivables		-4,454	-447
Increase (Decrease) in a related group's receivables and payables		1,225	-104
Increase (Decrease) in income taxes payable net of income tax receivables		-318	170
Increase in trade and other payables		408	6,437
Increase (Decrease) in loans with respect to leasehold improvements		130	-15
Increase (Decrease) in client liabilities		-950	487
Increase in employee benefits, net		71	103
		24,755	28,968
Income taxes paid, net		-1,483	-1,313
Net cash generated from operating activities		23,272	27,655
Cash flows from investing activities:			
Purchase of property and equipment		-929	-405
Investment and purchase of intangible assets		-10,303	-8,311
Net cash paid with respect to business combination		-	-15,604
Net cash received from disposal of B2C segment		47,355	-
Net cash paid with respect to business combination		-4,614	-
Investments and loans – associated companies	12	-1,240	-2,140
Net cash (used in) generated from investing activities		30,269	-26,460
Cash flows from financing activities:			
Repayments of lease liability		-1,538	-1,427
Repayments of loans with respect to leasehold improvements		-170	-140
Shareholders' loans received		10,256	-
Repayments of senior secured bonds and interest payable		-27,506	-
Exercise of stock options		358	47
Net cash generated used in financing activities		-18,600	-1,520
Net increase (decrease) in cash and cash equivalents		34,941	-325
Cash and cash equivalents at the beginning of the year		28,710	29,035
Cash and cash equivalents at the end of the year		63,651	28,710

*Net income excluding continuing and discontinued income taxes and share in results of associated companies.

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 GENERAL

Aspire Global plc (the "Company") was incorporated in Gibraltar on December 17, 2003. On May 9, 2017, the Company re-domiciled to Malta. Since July 11, 2017, the Company's shares are traded on Nasdaq First North Premier Growth Market in Stockholm, Sweden, under the ticker "ASPIRE."

On April 3, 2018, the Company issued €27.5 million in senior secured bonds with a tenor of three years which were fully repaid in April 2021. During March 2021, the Company's major shareholders funded the Company with a one-year Euribor + 7.0% interest-bearing €10.3 million bridge loan to fulfil the repayment of the bonds. During April 2022, the bridge loans were fully repaid.

On October 9, 2020, the Company completed the acquisition of BtoBet Ltd, a leading B2B sportsbook and technology provider.

On November 30, 2021, Aspire Global completed the sale of its B2C segment to the US-based group Esports Technologies, Inc. (Nasdaq: EBET). The divestment followed Aspire Global's review of the B2C segment, announced in March 2021.

On December 10, 2021, the Company acquired 25% of bingo supplier END 2 END for USD 1.75 million in cash with an option to acquire all of the shares exercisable after to three to five years.

The Company, together with its subsidiaries (the "Group"), is a leading platform supplier, offering a full turnkey solution for iGaming operators. The Group provides an advanced solution combining a robust platform, interactive games, a sportsbook and a set of comprehensive managed services. Gaming operators, affiliates and media companies benefit from flexible cross-platform solutions that include fully managed operations and customized integration of a vast games offering.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed in the preparation of the financial statements, on a consistent basis, unless otherwise stated, are:

A. Accounting principles

These financial statements have been prepared in accordance with the International Financial Reporting Standards, including International Accounting Standards and interpretations (collectively "IFRS") issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs").

The consolidated financial statements have been prepared under the historical cost convention, unless otherwise stated.

B. Foreign currency

The financial statements of the Company and its subsidiaries are prepared in euro (the functional currency), which is the currency that best reflects the economic substance of the underlying events and circumstances relevant to the Group's transactions. Balances in foreign currencies are converted to euro in accordance with the principles set forth in International Accounting Standard (IAS) 21 ("The Effects of Changes in Foreign Exchange Rates"). Accordingly, transactions and balances have been converted as follows:

Monetary balances - at the rate of exchange applicable at the end of the reporting year;

All other items - at exchange rates applicable as at the date of recognition of those items.

C. Basis of consolidation

Where the company has control over an investee, it is classified as a subsidiary. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee and the ability of the investor to use its power to affect those variable returns. The consolidated

financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

D. Revenue recognition

Revenue is recognized provided it is probable that economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is recognized in the accounting periods in which the transactions occurred after deduction of certain promotional bonuses granted to customers and VAT, and after adding the fees and charges applied to customer accounts, and is measured at the fair value of the consideration received or receivable.

Revenue consists of income from online activities and income generated from foreign exchange commissions on customer deposit and withdrawals, and account fees, which is allocated to each reporting segment. Revenue streams comprise:

1. B2B - In instances of revenue split arrangements where the Company is the principal in the transaction, revenue is recognized on a gross basis and the third-party revenue portion related to the sale is recognized within distribution costs as royalties, while in cases where the Company acts as an agent between the customer and the vendor, revenue is recognized net of costs.
2. Software integration - Revenue in respect of network service arrangements where a third-party uses the Group's gaming and aggregation platforms is recognized in the accounting period in which the gaming transactions occur and is measured at the fair value of the consideration received or receivable.

E. Distribution expenses

Distribution expenses represent royalties, content, payment processing and other costs.

F. Gaming duties

Gaming duties relate to gaming taxes imposed by various EU countries.

G. Income taxes

Current income taxes are calculated in accordance with the tax legislation and applicable tax rates in force at the end of the reporting year in the countries in which the Group companies have been incorporated.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability in the consolidated Statement of Financial Position differs from its tax base, except for differences arising on:

- Investments in subsidiaries where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

The amount of the deferred tax asset or deferred tax liability is determined using tax rates that have been enacted by the reporting date and are expected to apply when the deferred tax liabilities/assets are expected to be settled/used.

The Group adopted IFRIC 23, Uncertainty over Income Tax Positions ("IFRIC 23"), for the year ended December 31, 2019, which provides guidance on accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The interpretation requires:

- The Group to determine whether uncertain tax treatments should be considered separately or collectively based on which approach provides better predictions of the resolution;
- The Group to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and
- The Group, if it is not probable that the uncertain tax treatment will be accepted, to measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method

better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

H. Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but does not control or joint control over those policies. The Group's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognized at cost plus direct transaction costs. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately. In cases where equity losses exceed the investment, they are not recognized unless the Group is obligated and has a share in those losses.

After the application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on the investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss as "Non-recurring expenses" in the Statement of Comprehensive Income.

I. Property and equipment

Property and equipment comprise computers, leasehold improvements and office furniture and equipment and are stated at cost less accumulated depreciation and any accumulated impairment.

Depreciation is calculated to write down the cost of fixed assets to their residual amount. The Group utilized the straight-line basis to depreciate its fixed assets as it reflects the future economic benefits from those assets. The principal annual rates used for this purpose, which are consistent with those of the previous years, are:

	%
Computers	33
Office furniture and equipment	7
Leasehold improvements	Over the shorter of the term of the lease and useful lives

Subsequent expenditures are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in profit or loss.

The residual value, depreciation method and useful life of an asset are reviewed at least once at each year-end and changes are accounted for as a change in accounting estimate on a prospective basis. As for impairment testing of fixed assets, see K below.

J. Intangible assets

1. Intangible assets acquired through business combination

Intangible assets acquired in a business combination and recognized separately from goodwill are recognized initially at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2. Internally generated intangible assets

Development expenditures on specific projects are recognized as an intangible asset when the Group can demonstrate that:

- It is technically feasible to develop the product for it to be used or sold

- Adequate resources are available to complete the development
- There is an intention to complete and use or sell the product
- The Group is able to use or sell the product
- Use of the product will generate future economic benefits, and
- Expenditure on the project can be measured reliably.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognized in the Statement of Comprehensive Income as incurred.

Capitalized development costs are amortized under amortization and depreciation in the Statement of Comprehensive Income.

The useful life of capitalized development costs is between 4-8 years and they are amortized on a straight-line basis over the expected useful lives of the assets concerned.

Gaming license applications - Gaming application expenditures incurred are capitalized only where the expenditure will lead to new or substantially improved products or processes, the Group has the intention, ability, and sufficient resources to complete and use the application, it will probably generate future economic benefits, and the Group has the ability to reliably measure the expenditure attributable to it. Gaming license applications are amortized over the license term.

Intangible assets with finite lives are amortized over their useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least once at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the Statement of Comprehensive Income in the expense category that is consistent with the function of the intangible assets.

K. Impairment of non-financial assets

The Group evaluates the need to recognize an impairment of the carrying amount of fixed assets and definite intangible assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable. If the carrying amount of the above assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of the net sale price and value in use. In measuring value in use, expected cash flows are discounted using a pre-tax discount rate that reflects the specific risks of the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. (The CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.) Impairment losses are recognized in the statement of comprehensive income. In case of appreciation in the following accounting periods, the impairment charge can be reserved into the statement of comprehensive income up to the depreciated/amortized asset to be recalculated then.

L. Business combination

When the Group gained a control on a business, the business combination has been accounted for based on the purchase accounting method. The identifiable assets and liabilities have been accounted for based on their fair value on the acquisition date based on preliminary management assessment to be finalized within a year from the acquisition date. Goodwill represents the excess of the cost of the business combination over the Group's interest in the fair value of identifiable assets and liabilities. Goodwill was allocated on the initial recognition to the Group's CGU that has expected to benefit from the business combination that gave rise to the goodwill.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair

value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments is recognized in the statement of comprehensive income.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date.

M. Goodwill

Goodwill is initially recognized and measured as set out above.

Goodwill is not amortized but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period.

As of September 30, 2021 and as of September 30, 2020, the Company conducted an examination for impairment of goodwill acquired as part of the Pariplay business combination, which was valued with the assistance of a reputable appraiser, whose conclusions were that the value in use of the CGU is not lower than its carrying amount and therefore no impairment of goodwill is required.

The carrying amount of Pariplay is determined based on the value of use, calculated according to the estimated future cash flows expected from this cash-generating unit, which are determined in accordance with the cash flow forecast for the next five years. The pre-tax discount rate according to which cash flows were capitalized is approximately 18.8%. Cash flow projections for a period exceeding five years were estimated using a fixed growth rate of 3%.

As of September 30, 2021, the Company conducted a test for impairment of goodwill acquired as part of the BTobet business combination, which was valued with the assistance of reputable appraiser, whose conclusions were that the value in use of the CGU is not lower than its carrying amount and therefore no impairment of goodwill is required.

The carrying amount of BTobet is determined based on the value of use, calculated according to the estimated future cash flows expected from this cash-generating unit, which are determined in accordance with the cash flow forecast for the next five years. The pre-tax discount rate according to which cash flows were capitalized is approximately 16.3%. Cash flow projections for a period exceeding five years were estimated using a fixed growth rate of 3%.

N. Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Group's accounting policy for each category is as follows:

Fair value through profit or loss - Derivatives

The Group uses derivative financial instruments to hedge certain currency cash flow exposures denominated in NIS. The derivative instruments used by the Group consist mainly of forward foreign exchange contracts. They are carried in the statement of financial position at fair value with changes in fair value recognized in the

consolidated statement of comprehensive income on the finance income or expense line. The Group does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Fair value through other comprehensive income (loss)

The Group's investment in shares of a publicly traded company where it has no significant influence is measured at fair value based on its stock market price (Level 1), whereby any gains or losses is recognized in other comprehensive income (loss).

Amortized cost

These assets arise principally from the provision of services to customers, but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortized cost using the effective interest rate method, less provision for impairment.

Impairment provisions for current and non-current receivables (including payment processors) are recognized based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognized within administrative expenses in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for receivables from related parties and loans to related parties are recognized based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve-month expected credit losses along with gross interest income are recognized. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognized. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognized.

The Group's financial assets measured at amortized cost comprise capital notes, loans and accrued interest due from a related group, trade receivables, other receivables, cash and cash equivalents and restricted cash.

Trade receivables principally represent amounts due from payment processors that remit funds on behalf of customers and other types of contractual monetary asset and cash. Carried amounts are netted from an estimate made for expected credit losses based on a review of all outstanding amounts at the period-end as explained above.

Cash and cash equivalents include cash in hand, funds attributed to players deposits reserves and deposits held at call with banks.

Restricted cash mainly includes pledges for the Group's leased premises, security deposits for hedging positions and funds held on behalf of gaming players by the Italian Gaming Regulator.

O. Financial liabilities

The Group classifies its financial liabilities into one of the categories discussed below. The Group's accounting policy for each category is as follows:

Fair value through profit or loss - Derivatives (see above within financial assets)

Other financial liabilities

Other financial liabilities, mainly senior secured bonds, are initially recognized at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing

liabilities are subsequently measured at amortized cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Client liabilities due to players for deposits not yet utilized in gaming activity, trade payables and other short-term monetary liabilities are initially recognized at fair value and subsequently carried at amortized cost using the effective interest method.

P. Derivative financial instruments

The Group uses derivative financial instruments to hedge certain currency cash flow exposures denominated in NIS. The derivative instruments used by the Group consist mainly of call and put options as well as forward foreign exchange contracts.

Derivative financial instruments are recognized in the Statement of Financial Position at fair value. Changes in the fair value of derivative financial instruments are recognized as finance income (expense) in the Statement of Comprehensive Income.

Q. Provisions and contingent liabilities

Provisions, which are liabilities of uncertain timing or amount, are recognized when the Group has a legal or constructive obligation as a result of past events, if it is probable that an outflow of funds will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

Where the Group has a possible obligation as a result of a past event that may, but probably will not, result in an outflow of economic benefits, no provision is made. Disclosures are made of the contingent liability (which its likelihood to succeed is not remote) including, where practicable, an estimate of the financial effect, uncertainties relating to the amount or timing of outflow of resources and the possibility of any reimbursement.

Where time value is material, the amount of the related provision is calculated by discounting the cash flows at a pre-tax rate that reflects market assessments of the time value of money and any risks specific to the liability.

R. Employee benefits

The Group employs personnel in Israel, Malta, the Ukraine, Bulgaria, Gibraltar, India, North Macedonia and Italy.

The Group's legal commitment for severance and pension payments to its Israeli subsidiary's employees is partially fulfilled by monthly deposits to insurance policies and/or other funds in favor of the employees.

The Israeli subsidiary has adopted the general authorization in accordance with section 14 Severance Pay Law, 1963 ("Section 14"), according to which deposits to the pension funds and/or policies of insurance companies exempt the subsidiary from additional payments. However, the Group's liabilities for severance pay, attributed to certain employees who are not subject to Section 14, are computed on the basis of the employee's most recent salary as at the balance sheet date, in accordance with the Severance Pay Law, and are partially covered by monthly deposits to insurance policies and/or other funds in favor of the employees, while the remainder is accrued in the financial statements. The latter arrangement is applicable also to the Israeli employees who work in a Maltese subsidiary in accordance with their employment agreements.

Due to immateriality, the Group does not use actuarial estimates and calculations for severance obligations. The Group accounts for employees of the Israeli subsidiary who are not subject to Section 14 by recognizing accruals on the full amounts assuming that all of these employees will be terminated as at the balance sheet date of each period (shut-down method).

The Bulgarian, Gibraltar and India-based subsidiaries applied the same section 14 concept as described above, and by depositing funds on a monthly basis those subsidiaries are exempt from any additional payments as well.

The majority of the employees in Ukraine and North Macedonia are not entitled by their employment scheme and local regulation to severance pay.

S. Share capital

Ordinary shares are classified as equity and are stated at the value of the proceeds received net of related expenses.

T. Dividend distribution

Dividends are recognized in the Group's financial statements in the period in which they are approved by the Company shareholders.

U. Share-based payments

Certain employees and directors participate in the Group's share option plans (2007 and 2017). The fair value of the options granted is charged to profit and loss over the vesting period of the options and the credit is taken to equity, based on the Group's estimate of options that will eventually vest. Fair value is determined by the Black-Scholes valuation model. The share options vest over continued service.

V. Fair value measurement

The fair value measurement hierarchy is based on the inputs to valuation techniques used to measure fair value. The inputs are categorized into three levels, with the highest level which is used first (level 1) given to inputs for which there are unadjusted quoted prices in active markets for identical assets or liabilities, (level 2) inputs are directly or indirectly observable inputs other than quoted prices and the lowest level (level 3) given to unobservable inputs.

W. Earnings per share

Basic earnings per share ("EPS"):

Basic EPS is calculated by dividing:

- the profit attributable to equity holders of the company
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for ordinary shares issued during the year.

Diluted EPS:

Diluted EPS adjusts the figures used in the determination of basic earnings per share to take into account:

- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of options takes place as expected;
- the addition of the shares to be derived from realization must have a dilutive effect.

X. Leases

IFRS 16 provides a single lessee accounting model requiring the recognition of assets and liabilities for all leases, together with options to exclude leases where the lease term is 12 months or less, or where the underlying asset is of low value. IFRS 16 substantially carries forward the lessor accounting in IAS 17, with the distinction between operating leases and finance leases being retained. The Group does not have leasing activities acting as a lessor.

In accordance with IFRS 16, in order for a contract to constitute an arrangement (or component) of a lease, it is required that the contract grant the lessee the right-of-use asset to control the use of the identified asset over a period of time against receipt of consideration.

The lease liability was measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of January 1, 2019. The Group's incremental borrowing rate is the rate at which similar borrowing could be obtained from an independent creditor under comparable terms and conditions. The weighted-average rate applied was 7%. Right-of-use assets are measured at an amount equal to the lease liability.

NOTE 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements under IFRS as adopted by the EU requires the Group to make estimates and judgments that affect the application of policies and reported amounts. Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Included in this note are accounting policies and/or estimates which cover areas that the Directors and Management consider require judgments and/or assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities in the future. These policies together with references to the related notes to the financial statements, which include further commentary on the nature of the estimates and judgments made, can be found below:

Revenues:

The Group applies judgment in determining whether it is acting as a principal or an agent where it provides services to business partners through its unit. In making these judgments the Group shall determine whether the nature of its promise is a performance obligation to provide the specified services itself (the entity is a principal) or to arrange for the other party to provide those services (i.e. the entity is an agent). See also Note 2D.

Funding transactions with a related group:

The discounted cash flow of anticipated repayments in connection with the funding transactions with a related group was determined in 2015. The related reserve with respect to funding transactions with the related group recognized then and the related interest income recognized since 2015 are based on the discounted cash flow of the anticipated repayments using an annual market interest rate valued by a reputable appraiser.

Capitalization of development costs:

Costs relating to internally generated intangible assets are capitalized if the criteria for recognition as assets are met. The initial capitalization of costs is based on Management's judgment that technological and economic feasibility criteria are met. In making this judgment, Management considers the progress made in each development project and its latest forecasts for each project. For further details, see Notes 2J and 14.

Contingent liabilities and regulatory matters:

The Group makes a number of judgments with respect to the accounting for contingent liabilities relating to regulatory matters. For further details, see Notes 2Q and 24.

Income taxes:

The Group operates substantially in nine countries. The applicability of corporate income taxes of the nine jurisdictions and/or the allocation of the Group's taxable income to the nine jurisdictions are subject to Management's assessments and judgments after consultations with the Group's tax advisors. For further details, see Notes 2G and 8.

Consideration and purchase price allocations on business combinations:

The Group applies judgment in determining the value of identifiable assets and liabilities acquired and their useful life as well as the value of any contingent consideration.

NOTE 4 DEFINITIONS

EBITDA (Earnings before interest, taxes, depreciation and amortization)	Profit before financial income/expense, income taxes, depreciation and amortization
Average number of employees	Number of employees expressed as full-time equivalent (full year's work)
B2B	Business to Business
B2C	Business to Consumer

NOTE 5 SEGMENT INFORMATION

Segmental results are reported in a manner consistent with the internal reporting provided to management.

Upon divestment of the B2C segment (see Note 25), the operating segments identified are:³

Business to Business ("B2B")

- B2B Core
- B2B Games (Pariplay)

During Q4 2020, upon completion of the BtoBet group business combination, the following B2B operating segment was identified as:

- B2B Sports (BtoBet)

For the year ended 31 Dec 2021

€000	B2B			Elimination	Total
	Core	Games	Sport		
Revenues (including EU VAT)	120,892	26,136	11,291	-	158,319
Revenues (inter-segment)	-	3,868	56	-3,924	-
EU VAT	-870	-	-	-	-870
Net revenues	120,022	30,004	11,347	-3,924	157,449
Total expenses	-100,229	-21,747	-9,011	3,924	-127,063
EBITDA	19,793	8,257	2,336	-	30,386
Unallocated expenses:					
Amortization and depreciation					-8,746
Operating income					21,640
Interest income and foreign currency exchange differences with respect to funding to a related group					4,331
Finance income					335
Finance expenses					-4,460
Income before income taxes					21,846

For the year ended 31 Dec 2020

€000	B2B			Elimination	Total
	Core	Games	Sport*		
Revenues (including EU VAT)	101,067	16,000	2,192	-	119,259
Revenues (inter-segment)	-	1,862	-	-1,862	-
EU VAT	-1,536	-	-	-	-1,536
Net revenues	99,531	17,862	2,192	-1,862	117,723
Total expenses	-83,393	-13,703	-1,556	1,862	-96,790
EBITDA	16,138	4,159	636	-	20,933
Unallocated expenses:					
Amortization and depreciation					-6,282
Operating income					14,651
Interest income and foreign currency exchange differences with respect to funding to a related group					1,303
Finance income					222
Finance expenses					-5,862
Income before income taxes					10,314

*Only Q4 2020.

Geographical information

The Group's revenue can also be reviewed by considering the geographical markets within which the Group operates. This information is outlined below.

Revenue by geographical market based on location of "customer":

	For the year ended 31 Dec	
	2021	2020
	€' million	€' million
Nordics	15.8	12.0
UK and Ireland	55.0	25.9
Rest of Europe	62.7	72.4
Rest of world	24.8	9.0
Total revenues	158.3	119.3

NOTE 6 ADMINISTRATIVE EXPENSES

€000	For the year ended 31 Dec	
	2021	2020
Staff expenses	14,157	12,720
Employee stock option scheme expenses	212	9
Research and development services from a related group (see Note 21C)	236	313
Legal and accounting	2,073	1,489
Professional services	1,141	1,095
Rental income from related parties	-674	-638
Other operating expenses	2,847	2,035
	19,992	17,023

NOTE 7 FINANCE INCOME AND EXPENSES

	For the year ended 31 Dec	
€000	2021	2020
A. Finance income:		
Finance income on derivative financial assets	139	68
Bank interest received and other	196	154
	335	222
B. Finance expenses:		
Currency exchange differences	-1,121	-2,800
Bank charges	-104	-130
Bonds finance expenses	-550	-2,231
Interest expenses and currency exchange differences with respect to lease liabilities	-1,538	-222
Other	-1,147	-479
	-4,460	-5,862
Net finance expenses	-4,125	-5,640

NOTE 8 INCOME TAXES

	For the year ended 31 Dec	
€000	2021	2020
Income taxes:		
Current income taxes	1,789	1,163
Income tax expense with respect to previous years	220	-
Deferred taxes	7	-6
Total	2,016	1,157

The total charge for the year can be reconciled to accounting profit as follows:

	For the year ended 31 Dec	
€000	2021	2020
Income before income taxes	21,846	10,314
Income taxes at effective tax rate in Malta (35%)	4,086	2,925
Income tax expenses with respect to previous years	220	-
Carry forward tax from previous years	-	-21
Refundable Malta tax (30%)	-3,502	-2,449
Different tax rates applied in overseas jurisdictions	777	570
Nondeductible expenses, net	428	138
Other	7	-6
	2,016	1,157

The corporate tax liabilities in various tax jurisdictions are recognized in the corporate tax payable balance in the Consolidated Statement of Financial Position.

Malta:

The Company and its subsidiaries in Malta are subject to a corporate tax rate in Malta of 35%. According to the Maltese tax regime, however, a certain portion of the Maltese tax payable amounts is refundable upon meeting certain criteria defined under the Maltese tax ordinance inter alia for dividend distributions. Receivable tax amounts are recorded in the corporate tax receivable balance in the Consolidated Statement of Financial Position.

Israel:

The subsidiaries in Israel are subject to an Israeli corporate tax rate of 23% in 2018 thereafter.

Ukraine:

The subsidiary in Ukraine is subject to a Ukrainian corporate tax rate of 18%.

Bulgaria:

The Bulgarian subsidiary is subject to Bulgaria corporate tax at 10% on profits derived from activities carried out in Bulgaria.

USA:

The US subsidiary is subject to the federal (21%) and state tax laws established in the United States.

India:

The Indian subsidiary is subject to Indian corporate tax at 22% and 4% Health & Educational Cess (HEC) on profits derived from activities carried out in India.

Gibraltar:

The Gibraltar subsidiary is subject to a corporate tax rate of 10% on profits derived from activities carried out in Gibraltar.

North Macedonia:

The North Macedonian subsidiary is subject to a corporate tax rate of 10% on profits derived from activities carried out in North Macedonia.

Italy:

The Italian subsidiary is subject to a corporate tax rate of 24% on profits derived from activities carried out in Italy.

NOTE 9 STAFF COSTS AND BENEFITS

Total staff costs comprise the following:

	For the year ended 31 Dec	
€000	2021	2020
Salaries, wages and employer social contributions	14,157	12,720
Share-based compensation	888	544
	15,045	13,264
Average number of employees	2021	2020
Sales and marketing	50	47
Operations	67	142
Research and development	291	141
Management and general	136	33
	544	363

The Group has an employee share option plan ("ESOP") granting to certain employees non-transferable options to be exercised on the Company's shares, upon satisfaction of their vesting and exercise terms.

The following tables present the required information with respect to the ESOP:

	Number of options	Weighted average exercise price		Number of options	Weighted average exercise price
2021			2020		
Outstanding at the beginning of the year	999,275	€2.71	Outstanding at the beginning of the year	890,662	€2.67
Granted during the year	821,500	€7.67	Granted during the year	252,000	€3.11
Forfeited	-22,707	€3.23	Forfeited	-106,387	€4.72
Exercised	-140,348	€2.53	Exercised	-37,000	€1.26
Outstanding at the end of the year	1,657,720	€5.14	Outstanding at the end of the year	999,275	€2.71
Exercisable	674,999	€2.35	Exercisable	630,053	€2.35

Share options outstanding at the end of the year have the following exercise prices and periods:

Grant date	Expiry date	Exercise price	Number	
			31 Dec 2021	31 Dec 2020
3 November 2011	9 December 2026	€0.50	4,000	8,000
7 July 2014	7 February 2024	€0.50	51,600	51,600
30 October 2014	30 October 2024	€0.50	-	4,000
19 November 2015	19 November 2025	€0.50	28,000	46,000
28 February 2017	28 February 2027	€0.50	74,008	88,676
21 June 2017	9 December 2026	€2.34	80,000	80,000
31 July 2017	9 December 2026	€2.34	65,000	65,000
29 August 2017	9 December 2026	€3.71	46,667	64,333
7 February 2018	9 December 2026	€3.44	230,280	309,666
13 August 2018	9 December 2026	€3.06	5,333	13,000
13 February 2019	9 December 2026	€5.06	19,000	22,000
6 May 2020	9 December 2026	€2.08	92,332	107,000
10 December 2020	9 December 2026	€3.81	140,000	140,000
16 August 2021	9 December 2026	6.17	110,000	-
17 December 2021	9 December 2026	7.86	711,500	-
Outstanding at the end of the year			1,657,720	999,275

On May 6, 2020, the Company granted to certain employees 112,000 options to purchase its shares; such options shall vest over a three-year period – 33% at the end of each year. The fair value of these granted options was calculated based on the Black-Scholes model, utilizing the following assumptions: Stock price €2.01, Expected term 6 years, Volatility 54.95%, Dividend yield 4.22% and rate 0.47%. The fair value of the options is estimated at €0.69 per option.

On December 10, 2020, the Company granted to certain employees 140,000 options to purchase its shares; such options shall vest over a three-year period – 33% at the end of each year. The fair value of these granted options was calculated based on the Black-Scholes model, utilizing the following assumptions: Stock price €3.82, Expected term 6 years, Volatility 61.15%, Dividend yield 5.34% and rate 0.52%. The fair value of the options is estimated at €1.33 per option.

On March 17, 2020, Pariplay (GMS Entertainment Ltd.) granted to its executive officer 111 options to buy 10% of its shares, on a fully diluted basis, to be vested over two years of employment. The exercise price of each option is GBP 1.00 and they will expire in ten years. The fair value of the options is approximately €1.4 million and was determined based on the purchase price of Pariplay.

On August 16, 2021, the Company granted to certain employees 110,000 options to purchase its shares; such options shall vest over a three-year period – 33% at the end of each year. The fair value of these granted options was calculated based on the Black-Scholes model, utilizing the following assumptions: Stock price €6.21, Expected term 6 years, Volatility 42.07%, Dividend yield 4.46% and rate 0.90%. The fair value of the options is estimated at €1.57 per option.

On December 17, 2021, the Company granted to certain employees 711,500 options to purchase its shares; such options shall vest over a three-year period – 33% at the end of each year. The fair value

of these granted options was calculated based on the Black-Scholes model, utilizing the following assumptions: Stock price €7.87, Expected term 6 years, Volatility 43.31%, Dividend yield 3.97% and rate 1.26%. The fair value of the options is estimated at €2.21 per option.

On December 9, 2021 the shareholders of the Company approved by an extraordinary general meeting an extension of the expiry date on the 2017- 2022 employees' and directors' option plans to December 9, 2026.

NOTE 10 AUDITOR FEES AND EXPENSES

BDO Limited is the elected auditor of the Group. The following remuneration is a summary of the audit and related fees recognized during 2021 and 2020 as part of the consolidated statement of comprehensive income:

	For the year ended 31 Dec	
€000	2021	2020
Audit fees	238	233
Related fees	155	97
	393	330

NOTE 11 EARNINGS PER SHARE

€000, except per share data and number of shares	For the year ended 31 Dec	
	2021	2020
Basic and diluted earnings per share:		
Net income from continuing operations	18,257	7,260
Net income from continuing and discontinued operations	77,443	13,116
Weighted average number of issued ordinary shares	46,501,126	46,438,020
Dilutive effect of share options	546,857	206,528
Weighted average number of dilutive ordinary shares	47,047,983	46,644,548
Earnings per share from continuing operations:		
Basic earnings per share (€)	0.39	0.16
Diluted earnings per share (€)	0.39	0.16
Earnings per share from continuing and discontinued operations:		
Basic earnings per share (€)	1.67	0.28
Diluted earnings per share (€)	1.65	0.28

NOTE 12 INVESTMENT AND LOANS

€000	As at 31 Dec	
	2021	2020
Minotauro (A)		
Investment and loans	1,432	1,432
Loans' accrued interest less the Group's share in accumulated losses	-1,085	-918
	347	514
Market Play (B)		
Investment	3,528	3,528
The Group's share in accumulated losses	-2,449	-2,067
	1,079	1,461
NEG Group (C)		
Investment	2,000	2,000
The Group's share in accumulated losses	-2,000	-967
	-	1,033
Vips Holdings (D)		
Investment	750	750
The Group's share in accumulated losses	-750	-421
	-	329
END2END (E)		
Investment	1,576	-
The Group's share in accumulated losses	-	-
	1,576	-
Total	3,002	3,337

A. In February 2017, the Company, through its wholly owned subsidiary (the "Acquirer"), acquired 30% of the shares of Minotauro Media Limited ("MML") for a total consideration of €1,183 thousand. MML is engaged in the business of marketing and promoting online gaming services via its domain names. The Acquirer was granted a call option for the remaining 70% of MML and the seller was granted a put option, exercisable subject to certain performance terms, which have not been met yet, as described in the shareholders' agreement, from October 2018 to June 2021, based on a multiple of 6 times of the exit EBITDA of MML capped at €12.6 million. Such options are considered financial derivative instruments and are measured and presented at fair value based on a valuation which is considered as a level 3 category of the fair value hierarchy and conducted by a reputable appraiser. The allocated cost of the

acquired shares was valued at €845 thousand by the reputable appraiser and allocated to the domain to be amortized over 7 years. As of December 31, 2020, the call and put options fair value were zero. The €163 thousand net effect of impairment of the value of the options was recognized in the year ended December 31, 2020 in finance expenses in the Consolidated Statements of Comprehensive Income. In the years ended December 31, 2021 and 2020, the Group recognized its aggregated share of MML results as losses of €167 thousand and €370 thousand (including expenses in 2020 with respect to amortization amounting to €174 thousand), respectively. These amounts are presented as part of the "Company share in the results of associated companies and other related" within the Consolidated Statements of Comprehensive Income. During Q4 2019 and Q1 2020, the Company granted Minotauro a loan in the amount of €250K, in two installments of €125 thousand each, bearing an annual interest of 3.5%.

B. Market Play Limited is the company that launched Mr. Play, a new casino and sports betting brand. The Company provides the technology and is a significant shareholder in the venture, holding 49.9% of its shares, along with various investors. As at December 31, 2019, the Company had invested €2,028 thousand. During Q3 2020, the Company increased its holding by 9.9% to 49.9% of the shares by acquiring shares from the other shareholders for €1 million and investing €500 thousand cash in Marketplay Ltd., which are included as part of Investments and loans - associated companies in the Consolidated Statement of Financial Position. In the years ended December 31, 2021 and 31 December 31, 2020, the Group recognized its aggregated share of Market Play Limited's results as losses of €382 thousand and €566 thousand, respectfully. These amounts are presented as part of the "Company share in the results of associated companies and other related" within the Consolidated Statements of Comprehensive Income. According to a preliminary purchase price allocation, the excess has been allocated to goodwill. During Q1 2022, the Company granted Market Play Limited a five-year loan in the amount of €2.5M, bearing annual interest of 5.0% payable every 6 months.

C. On 1 May 10, 2019, the Company completed an investment, by way of convertible loans of up to €2 million, in NEG Group Limited ("NEG") of €1,260 thousand. NEG has relaunched the Digibet brand ("Digibet"), which offers a regulated gaming experience focusing on sports betting. The purchase price allocated €1 million to goodwill. During 2020, the Company provided €340 thousand in convertible loans with the remaining of €431 thousand (if any) to be lent based on agreed milestones, resulting in a 25% holding. In the years ended 31 December 31, 2021 and December 31, 2020, the Group recognized its aggregated share of NEG's results as losses of €602 thousand and €768 thousand, respectively. These amounts are presented as part of the "Company share in the results of associated companies and other related" within the Consolidated Statements of Comprehensive Income. As of December 2021, the investment in NEG has been fully written down.

D. On May 9, 2019, the Company invested in Vips Holdings ("Vips") for consideration of €750 thousand, of which €575 thousand was paid in 2019, resulting in a 13% holding. The Company will invest an additional €750 thousand subject to additional funding raised by Vips, resulting in an increase in the holding to 25%. Vips launched the Vips Casino brand in Q3 2019 and is investing in the tech infrastructure and marketing to create unique features for the brand. During Q1 2020, the Company invested an additional €175 thousand in Vips Holdings. In the years ended December 31, 2021 and December 31, 2020, the Group recognized its aggregated share of Vips's results as losses of €329 thousand and €356 thousand, respectfully. These amounts are presented as part of the "Company share in the results of associated companies and other related" within the Consolidated Statements of Comprehensive Income. As of March 2021, the investment in Vips has been fully written down.

E. On December 10, 2021, the Company signed an agreement to acquire 25% of bingo supplier END 2 END for USD 1.75 million in cash with an option to acquire all of the shares exercisable after three to five years. This provides Aspire Global with access to a real omni channel technology and a proprietary offering in one of the biggest verticals in the iGaming industry.

See further information, see note 22.

None of the above investees are considered as material associates.

NOTE 13 PROPERTY AND EQUIPMENT

€000	Computers	Office furniture and equipment	Motor vehicles	Leasehold improvements	Total
Cost – As at 1 January 2021	2,951	502	12	1,742	5,207
Additions	793	30	-	6	829
As at 31 December 2021	3,744	532	12	1,748	6,036
Accumulated depreciation – As at 1 January 2021	2,385	255	12	1,259	3,911
Additions	421	41	-	155	617
As at 31 December 2021	2,806	296	12	1,414	4,528
Net Book Value – As at 31 December 2021	938	236	-	334	1,508

€000	Computers	Office furniture and equipment	Motor vehicles	Leasehold improvements	Total
Cost – As at 1 January 2020	2,639	480	12	1,621	4,752
Business combination	45	1	-	4	50
Additions	271	21	-	117	409
Retirement	-4	-	-	-	-4
As at 31 December 2020	2,951	502	12	1,742	5,207
Accumulated depreciation – As at 1 January 2020	1,910	213	12	1,106	3,241
Additions	477	42	-	153	672
Retirement	-2	-	-	-	-2
As at 31 December 2020	2,385	255	12	1,259	3,911
Net Book Value – As at 31 December 2020	566	247	-	483	1,296

NOTE 14 INTANGIBLE ASSETS

	Gaming licenses	Capitalized development costs and technology acquired	Customer relationship	Trade names	Total
Cost – As at 1 January 2021	1,816	32,857	12,943	817	48,433
Additions	196	10,087	-	-	10,283
As at 31 December 2021	2,012	42,944	12,943	817	58,716
Accumulated amortization – As at 1 January 2021	1,725	7,561	616	20	9,922
Additions	93	5,277	1,127	82	6,579
As at 31 December 2021	1,818	12,838	1,743	102	16,501
Net Book Value – As at 31 December 2021	194	30,106	11,200	715	42,215

	Gaming licenses	Capitalized development costs and technology acquired	Customer relationship	Trade names	Total
Cost – As at 1 January 2020	1,519	17,584	5,612	-	24,715
Business combination	-	7,259	7,331	817	15,407
Additions	297	8,014	-	-	8,311
As at 31 December 2020	1,816	32,857	12,943	817	48,433
Accumulated amortization – As at 1 January 2020	1,410	4,169	70	-	5,649
Additions	315	3,392	546	20	4,273
As at 31 December 2020	1,725	7,561	616	20	9,922
Net Book Value – As at 31 December 2020	91	25,296	12,327	797	38,511

The above intangible assets represent operating gaming licenses where the Company operates for a period of one to five years, development costs for games, web infrastructure, which are amortized for an average period of 7 years, and technology and customer relations as a part of business combinations.

NOTE 15 TRADE RECEIVABLES

€000	As at 31 Dec	
	2021	2020
Payment processor receivables	10,121	9,100
Trade receivables	7,927	4,079
	18,048	13,179

The directors consider the carrying amounts of trade receivables to be approximations of their fair values based on estimations of amounts recoverable. The directors have engaged an appraiser to evaluate the credit risk exposure, who found no indication of financial distress by the payment processors receivables and therefore no provision is needed. The impact of IFRS 9 application is de-minimis and the Company has decided not to allocate any provisions.

NOTE 16 CASH AND CASH EQUIVALENTS

€000	As at 31 Dec	
	2021	2020
Cash at bank	58,627	22,736
Funds attributed to player deposit reserves	5,024	5,974
	63,651	28,710

The Group's cash and cash equivalents are invested in short-term daily deposits denominated mainly in euro with major international banks.

Funds attributed to players represent cash balances used to cover future players' payment commitments.

NOTE 17 EQUITY

	As at 31 Dec	
	2021	2020
Share capital	Number of shares	
Share capital is comprised of shares at £0. 0025 par value as follows:		
Authorized	4,000,000,000	4,000,000,000
Issued and fully paid	46,597,625	46,457,277

Reserves

The following describes the nature and purpose of each reserve within the Company's equity:

Reserve	Description and purpose
Retained earnings:	Cumulative net gains and losses recognized in the consolidated statement of comprehensive income net of dividend declared.
Share-based payments:	Share-based payments reserve represents the accumulated expenses recognized with respect to the outstanding share options at the end of the year.
Non-controlling interests:	Interests of other shareholders in certain subsidiaries.
Reserve with respect to funding transactions with a related group:	See Note 21B.

NOTE 18 CLIENT LIABILITIES

Client liabilities represent amounts due to customers including net deposits received, undrawn winnings and certain promotional bonuses. The carrying amount of client liabilities approximates their fair value, which is based on the net present value of expected future cash flows.

NOTE 19 TRADE AND OTHER PAYABLES

€000	As at 31 Dec	
	2021	2020
Accrued expenses	11,850	8,658
Royalty payables	4,332	4,425
Trade payable	4,237	4,132
Employee payables	940	954
Value-added tax	219	2,458
Other payables	3,427	3,537
	25,005	24,164

The carrying amount of trade and other payables approximates their fair value, which is based on the net present value of expected future cash flows.

NOTE 20 LEASE COMMITMENTS

All operating lease commitments relate to buildings and operating car lease arrangements. Here are the current lease arrangements:

- A. In September 2011, the Israeli subsidiary entered into a lease agreement for office space. The agreement commenced in January 2012 for a period of sixty months with an option to renew for an additional fifty-seven months. The annual lease payment (NIS denominated) is approximately €675 thousand and is linked to the Israeli consumer price index ("ICPI"). As such, the annual payment should increase by 6% during the option period. In September 2016, the subsidiary exercised the option. Commencing April 2015, all expenses related to the above lease agreement are charged to a related group which is the user of this office space. On July 22, 2021, an amendment to the lease agreement was signed by the Company and by the related group agreeing that the Company will cease to be a party to the lease agreement as of April 15, 2022, while the related group took full ownership of the agreement.
- B. On May 8, 2017, the Israeli subsidiary entered into a lease agreement for office space. The agreement commenced in September 2017 for a period of sixty months with a sixty-month renewal option. The annual lease payment and related expenses (NIS denominated) are approximately €357 thousand and are linked to the ICPI; such annual payment should increase by 5% during the option period.
- C. In October 2009, the Maltese subsidiaries entered into a lease agreement for office space, which was extended over the years. During December 2018, the subsidiary signed an extension notice for additional 3 years, through December 31, 2021. On September 27, 2021, the company signed an extension notice for an additional 3 years, through December 31, 2024. The 2021 annual rent was approximately €217 thousand.

D. In December 2019, the Ukrainian subsidiary entered into a lease agreement for office space. The agreement commenced in February 2020 for a period of sixty months. The annual lease payment and related expenses (USD denominated) are approximately €211 thousand and should increase by 2% annually.

E. Pariplay

1. The Indian subsidiary signed a rental lease agreement commencing February 1, 2019 through January 30, 2021 for a monthly payment of approximately Rp. 272 thousand, with an option to extend the agreement for additional 12 months. The option was exercised.
2. The Bulgarian subsidiary signed the following rental lease agreements: (A) Commencing March 1, 2019 through to March 1, 2020 and December 31, 2022, respectively, for an aggregate monthly payment of approximately €7 thousand, with an option to extend each one for a period of 12 months. All options were exercised. (B) Commencing November 11, 2019 through December 31, 2022, with an option to extend with the mutual consent of the parties and a monthly rental payment of approximately €2.3 thousand. This agreement was terminated in January 2022. (C) Commencing March 1, 2017 and amended March 1, 2020 with a duration to December 31, 2022, an option to extend the contract with the mutual consent of the parties and a monthly rental payment of approximately €0.7 thousand.
3. The Gibraltar subsidiary signed a rental lease agreement commencing March 15, 2020 through May 31, 2023 for a monthly payment of £2.8 thousand.
4. The Maltese subsidiary signed a rental lease agreement commencing December 1, 2020 through November 30, 2021 for a monthly payment of approximately €2.3 thousand. The extension option through November 30, 2022 was exercised with an additional 4% on the rent.

F. BtoBet

1. The Macedonian subsidiary signed the following rental lease agreements: (A) Commencing January 1, 2019 through December 31, 2019 for a monthly payment of approximately MKD 109.5 thousand and utility & maintenance fees of MKD 54.7 thousand, with an option to extend the agreement to a non-defined period until one of the parties requests a termination. This option has been exercised every year since. (B) Commencing March 1, 2020 through December 31, 2020 for a monthly payment of approximately MKD 12.5 thousand, with an option to extend the agreement to a non-defined period until one of the parties requests a termination. This option was exercised. (C) Commencing January 1, 2021 through December 31, 2021 for a monthly payment of approximately MKD 30.87 thousand and an option to extend the agreement to a non-defined period until one of the parties requests a termination. This option has been exercised every year since. (D) Commencing March 1, 2021 through February 28, 2026 with a monthly payment for the first year of approximately MKD 61.5 thousand and from the second year until the end of the period MKD 73.8 thousand, with an option to extend the agreement for additional 5 years until one of the parties requests a termination.
2. The Italian subsidiary signed a rental lease agreement commencing January 28, 2015 through January 27, 2021 for a monthly payment of approximately €1.2 thousand, with an option to extend the agreement to a non-defined period until one of the parties requests a termination. This option has been exercised every year since.

NOTE 21 RELATED PARTIES

A. Barak Matalon, who is one of the Principal Shareholders of the Company and a Director, has been engaged as a consultant. The consulting fees for the years ended December 31, 2021 and 2020 amounted to €143 thousand and €137 thousand, respectively.

B. Interest-bearing funding provided to the related group (Neo-Games S.A.) in 2014 and 2015, accounted for based on market interest rate which exceeded the contractual interest rate, whereby the differences in the fair value and balances at the grant dates as well as at the extension date (May 2017) were recognized in "Reserve with respect to funding transactions with a related group" as "Benefit to the Company equity holders with respect to funding transactions." Interest income has been recognized based on the market interest rate on the fair value of funding.

Capital notes, loans and accrued interest

€000 As at	Principal amount	Balance*	Con- tractual interest rate, %	Effective interest rate, %
31 December 2021	19,295	18,669	1	20
31 December 2020	17,822	14,525	1	20

* Including accrued interest and exchange rate differences of €15,678 thousand and €11,535 thousand as of December 31, 2021 and December 31, 2020

Promissory note was fully repaid on March 31, 2022.

C. Other transactions:

In 2021, the Group procured development services from a related group aggregated to €1,128 thousand, which was capitalized as an intangible asset. Additionally, the Group consumed research and development services from the related group aggregated to €236 thousand, which was recognized as research and development services from a related group within administrative expenses. Furthermore, the Group was entitled to a reimbursement of certain administrative expenses, rental income and related expenses aggregated to €77 thousand, €674 thousand and €682 thousand, respectively, which were recognized as deductions from staff expenses and rent and maintenance within administrative expenses.

In 2020, the Group consumed development services from a related group aggregated to €1,823 thousand, which was capitalized as an intangible asset. Additionally, the Group consumed research and development services from the related group aggregated to €313 thousand, which was recognized as research and development services from a related group within administrative expenses. Furthermore, the Group was entitled to a reimbursement of certain administrative expenses, rental income and related expenses aggregated to €58 thousand, €638 thousand and €631 thousand, respectively, which were recognized as deductions from staff expenses and rent and maintenance within administrative expenses.

NOTE 22 SUBSIDIARIES AND ASSOCIATES

Details of the Group's subsidiaries and associates as at the end of 2021 are set out below. For further details, see Note 12 above:

Name	Country of incorporation	Proportion of voting rights and ordinary share capital held	Nature of business
Aspire Global International Limited	Malta	100%	Maltese-licensed B2C trading company
AG Software Ltd	Malta	100%	Maltese-licensed B2B trading company
Aspire Global Marketing Solutions Ltd	Israel	100%	Provides certain marketing support and development services to Aspire Global Plc.
AG Communications Limited	Malta	100%	B2C trading company holding licenses in Denmark, United Kingdom and Sweden
AG 7 Limited	Malta	100%	B2C trading company
Utopia Management Group Ltd	British Virgin Islands	100%	Provides certain marketing and acquisition services
ASG Technologies Ltd	British Virgin Islands	100%	Acts as a nominee with respect to the registration of certain domains owned by the Group
Aspire Global Ukraine	Ukraine	100%	Provides customer support and development services to Aspire Global Plc.
Novogoma Ltd	Malta	83%	Social online gaming trading company
Neolotto Ltd	Malta	37.6%	Online lottery tickets reseller focused on the German market
Minotauro Media Limited	Ireland	30%	Engaged in the business of marketing and promoting online gaming services via its domain names
Marketplay Ltd	Malta	49.9%	Engaged in the business of marketing and promoting online gaming services via its domain names
NEG Group Limited	Malta	25%	Engaged in the business of marketing and promoting online gaming services via its domain names
Vips Holdings	Malta	13%	Engaged in the business of marketing and promoting online gaming services via its domain names
GMS Entertainment Limited ("GMS")	Isle of man	100%	Engaged in developing and licensing Real Money Gaming games and systems in global regulated markets
BtoBet Limited	Gibraltar	100%	Engaged in developing and licensing Real Money Gaming games and systems in global regulated markets
Cylnelish, Sociedad, Limitda	Spain	100%	Provides certain marketing support services to Aspire Global Plc.
Aspire Global US Inc.	USA	100%	US trading company
BNG Investment Group Ltd.,	British Virgin Islands	25%	Engaged in developing and licensing Real Money bingo games and systems in global regulated markets

All the subsidiaries and associates are held by the Company except for Minotauro Media Limited, which is held by AG Communications Limited.

During 2019, the following subsidiaries were incorporated for the purpose of operating various remote gaming licenses: Greyjoy International Limited (Dormant), Aspire Global 2 Limited (Dormant), Aspire Global 3 Limited (Dormant), Aspire Global 4 Limited (Dormant), Aspire Global 5 Limited (Dormant), Aspire Global 6 Limited (Dormant).

GMS Entertainment Limited is holding the following companies: Pariplay Limited (Isle of Man), Pariplay Limited (Gibraltar), Pariplay Malta Limited, Pariplay Limited India, Pariplay USA Limited, Intop Studios Ltd (Israel) and Pariplay Bulgaria Limited.

BtoBet Limited is holding the following companies: B-Technology Dooel (Macedonia), I TRADING SOLUTION S.R.L. (Italy) and B2B Malta Ltd (Malta).

NOTE 23 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Group is exposed to a variety of financial risks which result from its financing, operating and investing activities. The objective of financial risk management is to minimize exposures to these financial risks and to mitigate the negative impact on the Group's financial performance and position. The Group's financial instruments are its:

- Loans and accrued interest due from related group
- Trade receivables
- Other receivables
- Cash and cash equivalents
- Restricted cash
- Loans with respect to leasehold improvements
- Client liabilities
- Senior secured bonds
- Lease liabilities
- Trade and other payables

€000	As at 31 Dec	
	2021	2020
Financial assets:		
Capital note and accrued interest due from related group	18,669	14,525
Trade receivables	18,048	13,179
Other receivables	7,452	2,996
Cash and cash equivalents	63,651	28,710
Restricted cash	108	319
Total	107,928	59,729
Financial liabilities:		
Loans with respect to leasehold improvements	-	40
Client liabilities	5,024	5,974
Senior secured bonds	-	27,934
Lease liabilities	1,297	2,547
Trade and other payables	24,786	21,706
Total	31,107	58,201

Due to the nature of the above financial instruments, their carrying value approximates their fair value, except for the loans and accrued interest due from related group.

Capital

The capital employed by the Group is substantively composed of equity attributable to the equity holders of the Company. The

primary objective of the Group is maximizing shareholders' value, which, from the capital perspective, is achieved by maintaining the capital structure most suited to the Group's size, strategy and underlying business risk.

The risks arising from the Group's financial instruments are mainly credit risk, currency risk and liquidity risk. The risk management policies employed by the Group to manage these risks are discussed below.

a. Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the end of the reporting year.

The Group closely monitors the activities of its counterparties, enabling it to ensure the prompt collection of processor and customer balances. The Company engages only with reputable payment service providers. These are third-party companies that facilitate deposits and withdrawals of funds to and from customers. These are mainly intermediaries that transact on behalf of the main credit card companies. The Group has engaged an appraiser to evaluate the processor service provider balances considering its extensive experience and found no indication of financial distress.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

b. Currency risk

Currency risk is the risk that the value of financial assets or liabilities will fluctuate due to changes in foreign exchange rates.

Foreign exchange risk also arises when Group operations are entered into in currencies denominated in a currency other than the functional currency.

Transaction exposures: The Group's policy is that all material transaction currency exposures are economically hedged using foreign exchange contracts and/or by holding cash in the relevant currency. Additionally, the Group has discretion to hedge some or all of its forecast operational costs in Israel up to 12 months. Currency exposures are monitored by the Group on a monthly basis.

Sensitivity analysis of currency and interest rate risk

The Group has not presented a sensitivity analysis of the impact on its statement of comprehensive income of potential movements in interest rates, as in the opinion of the directors, the change in the fair value of its financial assets or liabilities would be negligible.

Any change in the currency exchange rates will cause a corresponding change in the related asset or liability and accordingly will affect the statement of comprehensive income.

The tables below specify the monetary assets and liabilities by currency:

€000	As at 31 December 2021					
	EUR	GBP	USD	NIS	Other	Total
Assets:						
Capital notes, loans and accrued interest due from a related group	–	–	18,669	–	–	18,669
Trade receivables	12,771	4,377	86	77	737	18,048
Other receivables	6,190	358	18	153	733	7,452
Cash and cash equivalents	47,373	11,468	111	748	3,951	63,651
Restricted cash	54	11	–	13	30	108
Monetary assets	66,388	16,214	18,884	991	5,451	107,928
Liabilities:						
Lease liabilities	51	91	–	588	567	1,297
Client liabilities	670	2,598	59	–	1,697	5,024
Trade and other payables	21,790	1,002	19	1,557	637	25,005
Monetary liabilities	22,511	3,691	78	2,145	2,901	31,326

€000	As at 31 December 2020					
	EUR	GBP	USD	NIS	Other	Total
Assets:						
Capital notes, loans and accrued interest due from a related group	–	–	14,525	–	–	14,525
Trade receivables	10,447	1,618	15	–	1,099	13,179
Other receivables	2,398	229	12	123	234	2,996
Cash and cash equivalents	12,947	8,633	2	432	6,696	28,710
Restricted cash	277	4	–	11	27	319
Monetary assets	26,069	10,484	14,554	566	8,056	59,729
Liabilities:						
Loans with respect to leasehold improvements	–	–	–	40	–	40
Senior secured bonds	27,934	–	–	–	–	27,934
Lease liabilities	263	31	624	1,355	274	2,547
Client liabilities	2,409	2,075	34	–	1,456	5,974
Trade and other payables	21,601	719	212	1,061	571	24,164
Monetary liabilities	52,207	2,825	870	2,456	2,301	60,659

c. Liquidity risk

Liquidity risk exists where the Group might encounter difficulties in meeting its financial obligations as they become due. The Group monitors its liquidity in order to ensure that sufficient liquid resources are available to allow it to meet its obligations.

The following table details the contractual maturity analysis of the Group's financial liabilities:

€000	As at 31 December 2021				
	On demand	In 3 months	Between 3 months and 1 year	More than 1 year	Total
Client liabilities	5,024	–	–	–	5,024
Lease liabilities	–	340	574	383	1,297
Trade and other payables	–	24,855	150	–	25,005
Total	5,024	25,195	724	383	31,326

€000	As at 31 December 2020				
	On demand	In 3 months	Between 3 months and 1 year	More than 1 year	Total
Loans with respect to leasehold improvements	–	–	–	40	40
Client liabilities	5,974	–	–	–	5,974
Senior secured bonds	–	487	27,987	–	28,474
Lease liabilities	–	367	1,119	1,149	2,635
Trade and other payables	–	23,120	1,044	–	24,164
Total	5,974	23,974	30,150	1,189	61,287

NOTE 24 CONTINGENT LIABILITIES

The Group is a gaming operator and provides gaming services to players. As part of its ongoing regulatory compliance process, management continues to monitor legal and regulatory developments and their potential impact on the Group's operations. Given the changing nature of the legal and regulatory landscape of the online gaming industry, the Group from time to time has been challenged by certain regulatory authorities in respect of its activities in certain jurisdictions.

NOTE 25 DISCONTINUED OPERATIONS

In accordance with IFRS 5, the B2C financial results are reported as discontinued operations in the Company financial statements for the first quarter of 2021 and for year ended December 31, 2021.

On December 1, 2021, the Company divested its B2C segment to Esports Technologies, Inc. and Esports Product Technologies Malta Ltd. (together "Esports"). The consideration totals about €65 million, consisting of €50 million in cash, €10 million in a promissory note and €5 million in common stock in the listed entity Esports Technologies. The cash consideration received of €47.36 million is net of transaction costs.

The following is the breakdown of the results from discontinued operations for the quarter ended March 31, 2021 and for the year ended December 31, 2021:

	For the year ended 31 Dec**		
€000, except per share data	Note	2021	2020
Revenues (including EU VAT)		66,854	50,973
EU VAT		-2,241	-3,514
Net revenues		64,613	47,459
Distribution expenses		-44,600	-33,792
Gaming duties		-11,379	-2,529
Administrative expenses		-4,016	-4,979
		-59,995	-41,300
EBITDA and operating income		4,618	6,159
Finance expenses		-88	-66
Income before income taxes		4,530	6,093
Income taxes		-227	-237
Gain from B2C divestment net		54,883	-
Net income and comprehensive income		59,186	5,856
Net income and total comprehensive income attributable to equity holders of the Company		59,186	5,856
Net cash inflow from:			
Operating activities		4,303	5,586
Investing activities		47,355	-

NOTE 26 SENIOR SECURED BONDS

On April 3, 2018, the Company issued a €27.5 million senior secured bond under a €80 million framework. On May 18, 2018, the Company listed the bond on Nasdaq Stockholm. The bond has a 3-year term with a floating interest rate of Euribor 3m + 7.0% and a Euribor floor of zero. The bond loan is aimed to allow the Company to grow through mergers and acquisitions. Net proceeds of the bond amounted to €26.8 million and the amount presented under long-term liabilities reflects the discounted cash flow net of related issuance costs, which amounted to €700 thousand. The related accrued interest as of December 31, 2020 amounted to €497 thousand and is presented under the current liabilities Senior secured bonds and interest payable. The book value of the bonds approximates its fair value as of December 31, 2020. On April 6, 2021, the Company repaid the senior secured bond of in total €27.5 million.

NOTE 27 SUBSEQUENT EVENTS

- During January and March 2022, the Board of Directors of the company approved the exercise of options to purchase 79,461 shares, according to the company's 2007 and 2017 share options schemes.
- Aspire Global has around 120 employees based in Ukraine. Following the Russian invasion to the Ukraine, the safety of the employees may be compromised. Furthermore, the war in Ukraine may have an impact on the business and operations of the company. Aspire Global is carefully monitoring the situation and continues to lead a comprehensive response to the crisis with the safety of the Group's employees as the highest priority. Aspire Global is making every possible effort to support employees and their families during the crisis. This includes assisting with relocation to safer parts of the country or to other countries, transportation and accommodation for those displaced as well as mental health and wellbeing support.
The Company employs a variety of functions based in Ukraine but none of those functions are fully run from the country. Additionally, any critical functions in Ukraine were relocated prior to the crisis as part of our risk management process.
- On January 17, 2022, a public tender offer was made by NeoGames to the shareholders of Aspire Global to tender all their shares in the Company to NeoGames. An offer document regarding the Offer was published on April 26, 2022. The acceptance period for the Offer commenced on April 27, 2022 and ended on May 25, 2022. The expected settlement date is June 14, 2022.

ASSURANCE BY THE BOARD OF DIRECTORS

The undersigned certify that the consolidated financial statements and the Annual Report have been prepared in accordance with the International Financial Reporting Standards, IFRS, as adopted by the EU, and with generally accepted accounting principles, and give a true and fair view of the financial position and results of the Group and that

the Directors' Report for the Group provides a fair overview of the development of the Group's operations, financial position and results, as well as a fair description of significant risks and uncertainties faced by the companies included in the Group.

Stockholm, May 31, 2022

Carl Klingberg
Chairman of the Board

Fredrik Burvall
Board member

Tsachi Maimon
CEO

Barak Matalon
Board member

Aharon Aran
Board member

The Auditor's report was issued in Malta on May 31, 2022

Malta BDO Limited
Sam Spiridonov, auditor

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Aspire Global plc

OPINION

We have audited the consolidated financial statements of Aspire Global and its subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at 31 December 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards adopted by EU (IFRSs).

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), 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.

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, and for such internal control as management determines 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 management is 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 management either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Directors are responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, 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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Under the Maltese Companies Act (Cap. 386) we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.
- The information given in the directors' report is not consistent with the financial statements.

We have nothing to report to you in respect of these responsibilities.

BDO Malta
It-Torri Street
Msida MSD 1824
Malta
May 31, 2022

DEFINITIONS

Aspire Global's definitions of a number of performance measures and industry terms presented in the Annual Report.

Active players	Players with activated (played) deposits during the period
Affiliate	Companies that convey advertising on the internet on behalf of various websites
Betting duties	Betting duties are excise duties on gaming. The tax is paid by anyone organizing gaming for the public or organizing games for business purposes.
Company hold	Net gaming revenues/deposits
CRM	Customers Relation Management
Earnings per share	Profit for the period divided by the average number of outstanding shares during the period
EBITDA	Earnings before interest, taxes, depreciation and amortization
EBITDA margin	EBITDA/net revenues (Note that being the license holder means Aspire Global receives payment directly from players, as oppose to a royalty from partners; which is the case for most other B2B-companies. Adjusted for these circumstances, the company's EBITDA margin would be much higher, meaning EBITDA margin is not fully comparable to the EBITDA margin of peers.)
EBITDA margin, adjusted	EBITDA margin adjusted for discontinued operations
EBITDA, adjusted	EBITDA adjusted for discontinued operations
Gaming license	Approval to operate and provide online gaming in a regulated market
Gaming transactions	Total bets on games in a certain period
GDPR	Abbreviation of the English name General Data Protection Regulation. In Swedish, this is called the Allmänna dataskyddsförordningen. GDPR is a regulation adopted by the EU, which applies as of 25 May 2018. The aim is to strengthen protection for individuals in the handling of personal information and the regulation defines the handling of information that can be directly or indirectly linked to an individual
Gross Gaming Revenues (GGR)	Total bets minus prizes
HTML	Hyper Text Markup Language. A standard markup language used to create web pages
Jackpot	Typically a large cash prize, accumulated of unwon prizes
LTV	Total net profit from a specific player
LTV-model	Lifetime Value Model – Statistic tool for prediction of the total future net profit from a specific player
MGA	Malta Gaming Authority
Net Gaming Revenues	Gross gaming revenue (GGR) adjusted for bonus costs and external jackpot contributions
Partner royalties	Share of net gaming revenue (NGR) kept by Aspire Global before paying partners.
Player acquisition cost	The cost of acquiring FTDs
Regulated markets	Markets with local regulations for online gaming, limiting casinos operations to companies holding a local license
Revenue growth	Revenues (period)/Revenues (previous period)
Revenues, adjusted	Revenues adjusted for discontinued operations
Set-up-fee	A fixed set-up fee is charged immediately following the agreement to launch a new casino
Slots	Casino game with three or more reels which spin when a button is pushed. Slot machines are also known as one-armed bandits.

THE SHARE

The Aspire Global share has been listed on Nasdaq First North Premier Growth Market in Stockholm, Sweden, since 11 July 2017 under the name ASPIRE.

THE SHARE

In 2017 Aspire Global was listed for trading on Nasdaq First North Premier Growth Market in Stockholm, Sweden. The offering comprised of 8,856,603 existing Shares offered by the selling shareholders and 2,099,716 new shares issued by the company. The Offering Price had been set to SEK 30 per share, corresponding to a value of the company's shares of SEK 1,323 million after the completion. The offering was significantly over-subscribed and trading commenced on Tuesday 11 July 2017. At year-end 2021, the number of shareholders was 3,719, ten of which held 78.7% of shares and votes.

SHARE PERFORMANCE

Based on the closing price paid on 30 December 2021, SEK 83.0, Aspire Global's market capitalization was SEK 3,868 million. The share price increased by 107.5% in 2021, while the total index, OMX Stockholm PI, increased by 34.8% in the same period. The highest closing price during the year was SEK 90.5 on 15 November 2021, and the lowest closing price was SEK 41.3, on 4 January 2021. During the year, a total of 15,817,226 shares were traded, with an average daily trading volume of 43,335 shares.

OUTSTANDING SHARE OPTIONS

At year-end 2021, there were 46,597,625 outstanding shares, totaling €138 thousand par value. 1,657,720 share options are outstanding of which 674,999 were exercisable at 31 December 2021.

DIVIDEND POLICY

Aspire Global's dividend policy is to distribute annual dividend totaling at least 50% of the company's net profits after taxes, subject to the discretion of the Board of Directors. When considering the distribution of dividends, the Board of Directors of Aspire Global may consider the then-existing conditions, including the company's financial results, capital requirements, the Group's ability to meet its foreseeable financial liabilities, investment opportunities, contractual restrictions, statutory restrictions on Aspire Global's ability to pay dividends as prescribed by the Maltese company laws, and other factors deemed relevant by the board. In 2021, no dividend was paid. As a consequence of the repayment of the bond in April 2021, the Board of Directors proposes to the AGM that no dividend is paid out for the financial year 2021.

KEY FIGURES, PER SHARE

- Earnings per share €0.39
- Outstanding shares at year end, thousands 46,598
- Average number of shares, thousands 46,501
- Last price paid 2021, SEK 83.00
- Highest closing price paid 2021, SEK 90.5
- Lowest closing price paid 2021, SEK 41.3
- Market capitalization at year-end, SEK 3,868 million
- Number of shareholders, 31 December 2021, 3,719

LARGEST SHAREHOLDERS

31 December 2021	Number of shares	Share of votes and capital
Matalon Barak	12,048,000	25.86%
Zahavi Pinhas	7,550,000	16.20%
Azur Elyahu	7,500,000	16.10%
Aran Aharon	3,000,000	6.44%
BNY MELLON NA	1,461,109	3.14%
Avanza Pension	1,441,503	3.09%
Pakarinen, Janne Heikki Petteri	1,049,811	2.25%
Nordent Pension	973,850	2.09%
Goldman Sachs & Co. LLC	856,772	1.84%
Maimon Isaac	800,000	1.72%
Zeroman OY	378,666	0.81%
SIX SIS AG	373,115	0.80%
Ålandsbanken ABP (FINLAND), SVENSK, FILIAL	335,012	0.72%
The Northern Trust Company	322,193	0.69%
Nordea Bank AB(PUBL)	319,615	0.69%
SEB AB, Luxemburg Branch	309,452	0.66%
BNY Mellon SA/NV	277,041	0.59%
IBKR Financial Services AG	255,513	0.55%
Nordea Livförsäkring Sverige AB	240,923	0.52%
Morgan Stanley & Co INTL PLC	209,458	0.45%
Total 20 largest shareholders	39,702,033	85.21%
Other 3,699 shareholders	6,895,592	14.79%
Total	46,597,625	100%

OWNERSHIP DISTRIBUTION

	Number of shareholders	Number of shares	Share of votes
Physical entities	3,580	36,397,303	78%
Legal entities	139	10,200,322	22%
Total	3,719	46,597,625	100%
Of which based in Sweden	3,190	7,129,341	15%

DISTRIBUTION STRUCTURE

	Number of shareholders	Number of shares	Share of votes
1000	2,878	715,010	1.5%
1,001–5,000	576	1,325,224	2.8%
5,001–25,000	205	2,231,764	4.8%
25,001–50,000	16	610,902	1.3%
50,001–100,000	19	1,221,213	2.6%
100,001–500,000	15	3,812,467	8.2%
500,001–1,000,000	3	2,630,622	5.6%
>1,000,001	7	34,050,423	73.1%
	3,719	46,597,625	100%

ANALYSTS WHO MONITOR ASPIRE GLOBAL

Lars-Ola Hellström
Marlon Värnik
Pareto Securities AB

Jonas Amnesten
Kristoffer Lindström
Redeye

Russell Pointon
Edison Group

SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Shareholders are invited to the Annual General Meeting of the Company, which will be held at the Company's head office at 135 High Street, Sliema, Malta, on 30 June 2022 at 14:00 CEST. Notification of attendance at the AGM must be submitted in writing to the Company no later than 23 June 2022, by emailing agm@aspireglobal.com.

Due to the present circumstances with COVID-19, shareholders are strongly encouraged to observe government and public health authorities' advice and guidelines before deciding whether to attend the meeting in person. Instead, shareholders are encouraged to use their right to appoint the Chairman of the AGM, or other person, as their proxy to attend the meeting and vote on their behalf. In order to continue to engage with all shareholders, a livestream facility will be available via a video conferencing tool, details of which will be made available to all shareholders on the Company's website, although attendance via such facility will not constitute formal attendance at the meeting.

We look forward to engaging with our shareholders in person as soon as circumstances allow.

Registration and attendance

Every shareholder who is entered in the Company's register of shareholders maintained by Euroclear Sweden AB on 23 June 2022 (the record date) is entitled to attend and vote at the AGM. Notice of the AGM with full details about attendance and voting, as well as proxy forms and voting

instructions, are available on the Company's website <https://www.aspireglobal.com/corporate-governance/annual-general-meeting-agm/>.

When registering, shareholders must include their name, personal identity or corporate registration number, address, telephone number, email address, the names of any assistants and their shareholding.

Shareholders participating by proxy are required to provide their proxy with a dated power of attorney. If the power of attorney is provided on behalf of a legal entity, a certified copy of a registration certificate or equivalent document for the legal entity must be enclosed with the notice of attendance. The power of attorney and registration certificate must be sent to the company at the above address well in advance of the meeting. The power of attorney may not be more than five years old.

Nominee-registered shares

Shareholders whose shares are registered with a bank's trust department or another nominee must temporarily have their shares re-registered in their own name with Euroclear Sweden AB to be able to participate in the AGM.

Dividend

The Board of Directors and Chief Executive Officer propose that the Annual General Meeting resolves that no dividend is to be paid for the financial year 2021.

CALENDAR FOR THE FINANCIAL YEAR 2022

Interim report for January–June	18 August 2022
Interim report for January–September	3 November 2022
Year-end report	16 February 2023

Financial reports are available in English at the company website, www.aspireglobal.com/investors.

CONTACT

- **Tsachi Maimon**, CEO, tel: +346-3645 2458 or email: investors@aspireglobal.com
- **Motti Gil**, CFO, tel: +356-9924 0646 or email: investors@aspireglobal.com

ADDRESSES

MALTA

Aspire Global plc
Level G, Office 1/5086,
Quantum House
75 Abate Rigord Street
Ta' Xbiex XBX1120, Malta

OFFICES

MALTA

Aspire Global
135, High Street,
Sliema SLM 1549, Malta

ISRAEL

Aspire Global Marketing Solutions Ltd.
30 Sheshet Hyamim Street
5120261 Bnei Brak, Israel

UKRAINE

Aspire Global Ukraine LLC
1-A, Sportyvna sq, Kyiv,
BC Gulliver, Block A.
Kiev Ukraine

BULGARIA

Pariplay Bulgaria Ltd.
140 G.S.Rakovski str.,
3rd floor, office 10, Sofia, Bulgaria

GIBRALTAR

Pariplay Ltd.
57/63 Line Wall Road GX11 1AA,
Gibraltar

BtoBet Limited
Sovereign Place 117 Main Street,
Gibraltar

INDIA

Pariplay India private limited
No.52/53, Prince Tower, 1st floor,
college road, Nungambakkam,
Chennai, Tamil Nadu, 600006, India

NORTH MACEDONIA

B-Technology Dooel
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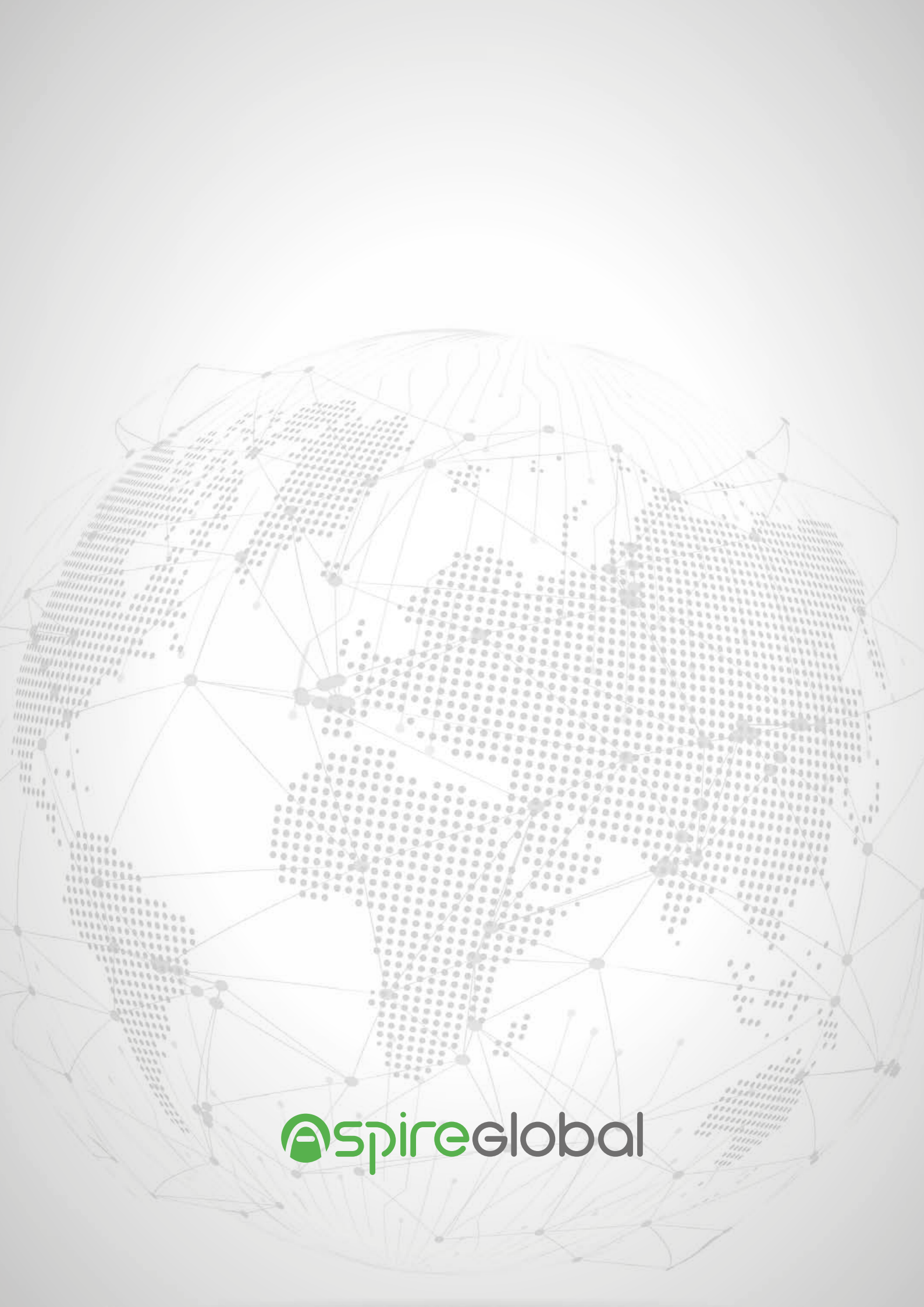
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