

# DMG SOLUTIONS B.V

*(The “Company”)*

## Business Plan

### **Confidentiality statement**

The information contained herein is confidential between DMG Solutions B.V and the Curacao Gaming Board (hereinafter ‘CGB’). This document contains private information that may not be divulged or discussed with anyone outside the aforementioned organisations without written consent from DMG Solutions B.V. The information contained herein shall limitedly and exclusively be used for the purpose it is being provided, that is, the issuance of a remote gaming license by the CGB.

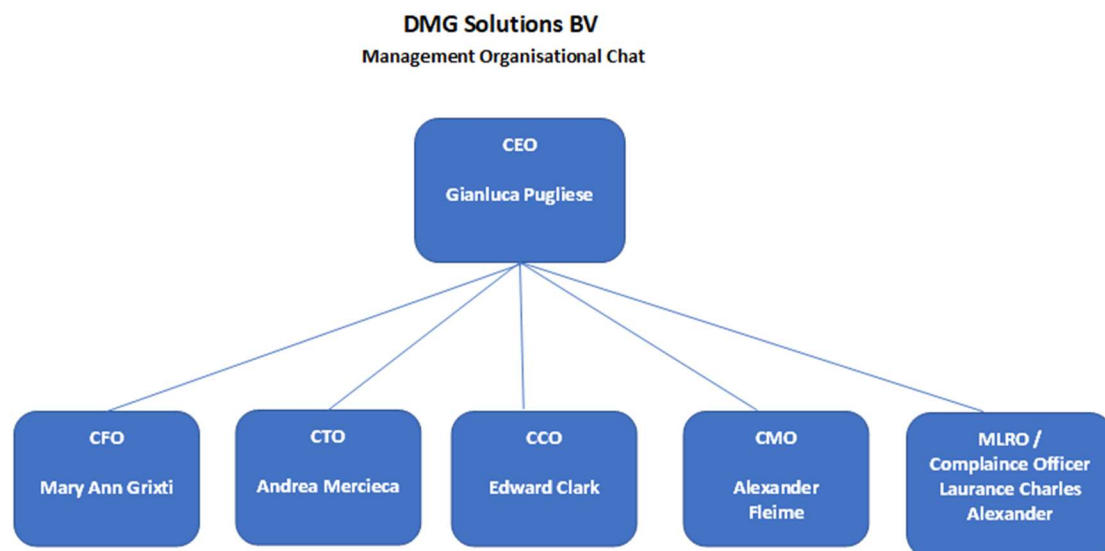
### **Overview of the business services and brands**

DMG Solutons BV (DMG) is a subsidiary of DMGC Holdings Ltd a company incorporated in Isle of Man. DMG offers various Online Casino Games along with Sportsbook betting through its own platform utilising respected Tier 1 providers. The Company has been operating as a sub-license for several years and has had significant success with its brand portfolio and marketing strategy under the Gaming Curacao (GC) master-license #365/JAZ. The current domains in the brand portfolio are:

<https://www.heycasino.com/en/casino>  
<https://www.moicasino.com/en/casino>  
<https://www.lyracasino.com/en/casino>  
<https://www.happyspins.com/en/casino>  
<https://www.yaacasino.com/en/casino>  
<https://www.quickslot.com/en/casino>  
<https://www.slotparadise.com/en/casino>  
<https://www.prontobet.com/en/casino>  
<https://www.reddice.com/en/casino>  
<https://www.happyslots.com/en/casino>  
<https://www.cryptowilds.io/en/casino>

## Management Structure

| Key Role             | Name                                | Job title/role within company   | In house/outsourced |
|----------------------|-------------------------------------|---------------------------------|---------------------|
| CEO                  | Gianluca Pugliese                   | CEO/day-to-day management       | In-house            |
| COO                  | Barbara Montanari                   | Operations Manager              | In-house            |
| CCO                  | Edward Clark                        | Commercial & Sportsbook Manager | In-house            |
| CFO                  | Mary Ann Gixti                      | Finance Manager                 | In-house            |
| CTO                  | Andrea Mercieca                     | Chief Technical Officer         | In-house            |
| Legal/Corporate      | Suntera/ Gaming Service Provider NV | Legal & Corporate Support       | Outsourced          |
| Responsible Gaming   | Laurence Alexander                  | Compliance Officer              | In-house            |
| Fraud & Risk Manager | Barbara Montanari                   | Operations Manager              | In-house            |
| Compliance/MLRO      | Laurence Alexander                  | Compliance Officer              | In-house            |
| Marketing            | Alexander Fleime                    | Marketing & Retention Manager   | In-house            |
| Internal Audit       | Laurence Alexander                  | Compliance Officer              | In-house            |



The assembled team is distinguished by its diverse expertise, with each member specialising in their respective area and entrusted by the CEO to oversee key responsibilities. This collective brings together over 30 years of combined experience in the gaming industry, marked by a culture of collaboration and innovation. From software development to regulatory compliance, marketing to customer experience, each team member's specialised focus contributes to a well-rounded and effective approach to the

business. Regular discussions and a shared workspace in Malta foster a strong sense of unity and efficiency among the team.

The CEO, designated as a Key Person, has extensive experience in the sector and has a proven track record of successful ventures including extensive marketing experience in the sector leading various affiliation efforts with a firm understanding of the industry and keeps up-to-date with its developments and areas of innovation. The Compliance Officer, designated as a Key Person, has a history of experience in law firms that cater for the industry and experience in-house with B2C operators and B2B providers providing a firm and extensive understanding of the fluid compliance risks faced by the Company. The Compliance Officer has been certified by the Malta Gaming Authority to act as a Key Person in the following capacities (i) Responsible Gaming (ii) Compliance Officer (iii) MLRO and was further approved by the Financial Intelligence Analysis Unit in Malta to act as in the latter capacity.

Outsourcing shall only be done if it is more cost-effective to engage a third party rather than employing personnel to provide the service and if it is more effective from a performance and experience perspective. Priority shall always be to outsource to a known third party, preferably a group company. If this is not possible, reputable providers shall be preferred.

The CEO shall also entrust other members of the team, in particular those responsible for the service being provided, to supervise the work performed by the service provider. This monitoring shall be done by means of reports, being monthly or quarterly as the case may be.

The Business Continuity Policy will also cater for major changes affecting the Outsourcing Service Provider.

The following contractual clauses will feature in all agreements which the Company concludes with persons performing outsourced functions ('Outsourcing Service Provider'):

- Clauses ensuring that the Outsourcing Service Provider shall comply with all applicable laws, regulatory requirements and guidelines which have been approved by the Company.
- Clauses ensuring that the Outsourcing Service Provider shall maintain the same level of protection of personal data, that the Company would be subject to.
- Clauses ensuring that the Outsourcing Service Provider shall allow the Company unlimited access to relevant data and its external auditors full and unrestricted rights of inspection and auditing of that data.
- Clauses ensuring that the Outsourcing Service Provider shall be obliged to grant the Curacao Gaming Board access to certain relevant data and its premises, as required.
- Clauses ensuring that the Outsourcing Service Provider shall immediately inform the Company of any material changes in circumstances which could have a material impact on the continuing provision of the service.
- Clauses ensuring that the Outsourcing Service Provider may only sub-contract the outsourced services if the Company so approves in writing.
- Clauses ensuring that the Outsourcing Service Provider may only terminate the agreement with a notice period of 3 months, or immediately if so instructed by the Curacao Gaming Board.

| <b>Services</b>                                                       | <b>Providers</b>   |
|-----------------------------------------------------------------------|--------------------|
| Risk Management Services                                              | Wordline paymentIQ |
| Event, content and odds provision for betting Services                | Altenar, Nsoft     |
| Fraud Management Services                                             | Sumsub             |
| Holding and Managing of Players Funds Services                        | ConnectPay         |
| Customer Due Diligence Services                                       | SumSub             |
| Colocation services and other Managed Information Technology Services | Microsoft Azure    |
| Back-up and Disaster Recovery Services                                | Microsoft Azure    |
| Payment Processing Services                                           | Payments IQ        |
| Internal Audit Services                                               | In-house           |

|                                                          |                                                                              |
|----------------------------------------------------------|------------------------------------------------------------------------------|
| Legal/Corporate Services                                 | Suntera/Gaming Service Provider NV                                           |
| Compliance Services                                      | In-house                                                                     |
| Accountancy of Tax Advisory Services                     | XCM Group Limited                                                            |
| Player Support Services                                  | In-house/Rubiko                                                              |
| Marketing and Advertising Software                       | Codeworx Pty Ltd                                                             |
| Providing Function of Money Laundering Reporting Officer | In-house                                                                     |
| Supply and Management of Software Services               | Ivatech Ltd                                                                  |
| Hardware Maintenance Services                            | Microsoft Azure Cloud                                                        |
| Software Maintenance Services                            | Ivatech Ltd                                                                  |
| Game Providers                                           | Evolution gaming<br>Gammix<br>Tamaris (pragmatic play)<br>Nsoft<br>Play'n Go |

## Risk Evaluation & Governance

The board comprises of a Managing Director with day-to-day management overseen by the CEO, also in capacity as the UBO, with regular reporting where relevant. The board is unable to be deadlocked due to an uneven split of votes to avoid the Company reaching a standstill in decision-making impacting governance and operational efficiency. Legal advice to the board is provided by Suntera.

The Finance Team is a large, experienced team with monthly reconciliations and up-to-date management and annual accounts. Audits are undertaken in line with the licence conditions stemming from the various licences held by the Group.

The Group operates in a variety of jurisdictions and holds remote gaming licenses in Europe and other jurisdictions. It has operated in highly regulated jurisdictions for several years with no sanctions, or other regulatory measures which act as a testament to the good governance and risk mitigation undertaken by the Company. Risks identified in the Business Risk Assessment are monitored with appropriate mitigation in place to make the risks acceptable or not applicable through various measures.

The Oversight Committee is comprised of the CFO, CEO and Compliance Officer with quarterly meetings with minutes recorded and reviewed by the board. The Oversight Committee is entrusted and empowered to take key decisions relating to general compliance, good governance and ensuring compliance with the licence conditions.

## Business Objectives & Strategy

In crafting the narrative for our licensed gaming company's business plan, it's essential to delineate the metrics by which we measure success, alongside our long-term objectives, in harmony with the forecasted business growth and the specifics of our funding strategy. Success for our company is quantified not merely by immediate financial returns but through a multifaceted approach that encompasses user engagement, market penetration, and innovation. Key performance indicators (KPIs) include monthly active users (MAU), average revenue per user (ARPU), customer acquisition costs (CAC) juxtaposed with customer lifetime value (CLV), and the rate of technological advancements in game development. These KPIs will serve as our compass, guiding our strategic decisions and ensuring alignment with our broader vision.

Our long-term business objectives are designed to position us as a frontrunner in the gaming industry, aiming for a significant share in both domestic and international markets within the next five years. To achieve this, we are committed to developing cutting-edge gaming technologies, including AI-driven

personalized gaming experiences and blockchain-based secure transactions, ensuring a unique and safe gaming environment for our users. We plan to reinvest a substantial portion of our earnings into R&D, keeping us at the forefront of gaming innovation.

Financially, our business forecast is predicated on conservative estimates of market growth, taking into account the current industry trends and potential economic uncertainties. We aim for a steady increase in our user base and revenue, projecting a growth rate of 20% year over year for the first five years. This growth will be supported by targeted marketing strategies, strategic partnerships, and continuous product innovation, ensuring that we not only attract but also retain a loyal user base.

Our funding strategy is meticulously planned to support these objectives. We have earmarked funds for marketing, technology upgrades, and talent acquisition, with a clear budget that aligns with our projected growth. Furthermore, we plan to reinvest a portion of our profits back into the company to fuel expansion and product development, demonstrating our dedication to long-term sustainability.

Sustainability plans are integral to our strategy, focusing on environmental, social, and governance (ESG) criteria to ensure we are building a business that is not only profitable but also responsible. This includes initiatives to minimize our carbon footprint, promote diversity and inclusion within our workforce, and engage in ethical gaming practices.

In conclusion, our business plan is rooted in a realistic appraisal of the gaming industry's growth potential, coupled with a clear-eyed strategy for capturing and expanding our market share. By adhering to our carefully budgeted costs, pursuing innovation, and maintaining a steadfast focus on our KPIs, we are poised to achieve not only short-term financial success but also long-term sustainability and industry leadership. This comprehensive approach demonstrates our commitment to not just meeting, but exceeding the expectations of our stakeholders, ensuring a promising future for our licensed gaming company.

The Company is committed to providing a safe and secure environment as it has done for a significant number of years. The Company has a track record of over 99% uptime and makes efforts to ensure there is only an interruption of service which may be caused by a force majeure event, even in such events the Company has deployed various services with backups in place to prevent outages. The Company further ensures that all player personal data and transactions are processed and stored in a safe and secure manner. Finally, the Company ensures via its HR hiring processes with adverse media checks and police conduct requests for key staff that its entire operation is conducted by persons of clean conduct.

## **Restrictions and Prohibitions**

The Company will restrict and exclude markets for where it has no practical legal basis to operate or where the risk posed to the Company is deemed to not be acceptable. The Company notably excludes and prohibits activity in United States of America and its overseas Territories, Curacao, the Kingdom of Netherlands and various other territories with this list not intending to be exhaustive. Furthermore, aside from restricting activity where it has no legal basis to do so, the company restricts admitting persons participating in games of chance if they are:

- a. residents of Curacao;
- b. under the age of 18;
- c. an employee or any key person of the company;
- d. players who have excluded themselves from participation as long as the self-exclusion period is in place.

## **Terms of Service and Accessible information**

The Terms of Service are always made readily available either prior to registration or post registration and can be found on the footer of any page accessible to the player. The Terms are clear, understandable and are written in English. The Terms contain provisions that pertain to:

- a. the amendment of the general terms and conditions;
- b. name, business address and Chamber of Commerce number of the licensee;
- c. the obligations of the subscriber before he can open a player account;
- d. the conditions under which a player account is closed or access to it is suspended;
- e. the conditions under which the distribution of player credits and winnings may be suspended or cancelled;
- f. rules on the currency to be used for the bet and the prize money;
- g. the retention of all communications related to participation in games for a period specified in the terms and conditions;
- h. the ability to set playing and deposit limits;
- i. the possibility of self-exclusion;
- j. handling abandoned accounts and abandoned balances;
- k. the applicability of the law of Curacao and the jurisdiction of the Curacao court with regard to disputes between the licensee and the player;
- l. a complaints procedure.

Players are given the opportunity to review changes to the terms and conditions in a clear manner and decide whether to accept these changes and continue to participate in the offered games of chance.

Significant information is made available in these terms and other pages located on the website footer which can be accessed at any time without the need to be logged in. This information is laid out in accordance with the licence conditions set by the CGB.

## **Complaints**

Customers are provided with a link to the complaint's procedure on the footer of the website, accessible at all times whether logged in or not. This is an electronic procedure that clearly indicates how the player can make a complaint and what information should be included. The Company declares to resolve all complaints within eight weeks at the absolute latest and provide customers with alternative means to remedy their complaint should it not be settled in their favour. The complaints can be made in any language but will be encouraged to be made and communicated in English.

The Company at this time has not acquired the services of an Alternative Dispute Resolution provider but considers it as part of its growth.

## **Player Registration**

A player is required to register for a player account and be verified prior to being able to deposit any funds or play games of chance, except in the case of free-to-play demo activity where there is no opportunities to win any real funds or credits. The following information is obtained on registration with the user account being verified prior to it being activated:

- i) Full name
- ii) Date of Birth
- iii) Email Address
- iv) Phone Number
- v) Address
- vi) Acceptance of Terms
- vii) Declaration of 18+

Before the registration is complete, a system check is cross-referenced to ensure the individual is not previously registered as its not permitted to have more than one account per brand. This includes any accounts that have previously been closed or self-excluded.

Know Your Customer (“KYC”) information is requested to verify the above collected information on the first withdrawal, regardless of the amount of the transaction in order to significantly mitigate the risk to the Company.

## Technical

Our platform, code-named Geode, is being designed and developed using the latest frameworks, technologies and patterns. Written using C# 7.0+ targeting .Net Core 2.0 for cross- platform compatibility, the system uses Dependency Injection, Aspect Oriented Programming, Object-Relational Mapping, Unit of Work and multi-layer scope-aware caching paradigms to provide a modular multi-tenant scalable solution, focusing on performance, extensibility, flexibility, ease of development and high code reusability.

Leveraging patterns such as proxies, expression trees and direct IL (Intermediate Language) runtime compilation, the platform is capable of generating compiled code at run time to offer capabilities such as Process Flows, Event Processors, Unit of Work and Deep Telemetry & Logging. The system was primarily designed to be run in a containerized environment (Docker) through orchestration such as Kubernetes which is globally supported on cloud environments such as Azure, AWS, Google Cloud and so on.

The platform uses stateless RESTful API endpoints to offer functionality and data from SQL databases and is currently composed of the following 6 deployable modules:  
Authority API - this module which handles authentication, authorization, grant management and session security. Relies heavily on Identity Server 4 to offer and OIDC compliant solutions, yet customizable enough to support custom grants and flows.

Backoffice API - this module handles all operations stemming from and related to the back office operations. While still in its infancy, it is ready to offer a wide range of stateless functionality and already has the notion of operators.

Casino API - this module handles all operations related to player facing data and functionality such as finance, game, profile, and other player-specific operations.

Content API - this module is designed to offer content information via an external residing CMS (currently the open-source Squidex is being used). The plan for Content API is to offer a centralized API where the casino app can access the content data regardless of what external system is being used as a CMS.

Integrations API - this is the vendor facing module where all incoming communication from third parties (such as Game, Payment, Affiliate, CRM etc) integrations are handled.

System API - this module handles most of the scheduled tasks invocation logic and internal system operations such as cache maintenance, data archiving, automated report generation, automated data exportation, and so on.

| Current Intergrations                                                                 | High Level Features                                                                                                                                             | Open-Source Frameworks         |
|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| PaymentIQ - used as a payment methods aggregator                                      | Double entry compatible Finance system which is capable of high granularity data analysis and supports different status flows depending on the transaction type | NHibernate (ORM)               |
| BamboraGA - credit card payment method<br><br>Trustly - a KYC & bank deposit solution | User tagging system to allow multiple tags to be assigned to users on which different logic can be executed and assigned                                        | Autofac (Dependency Injection) |

|                                                                                                                                 |                                                                                                                                                                                                                       |                                                   |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| Zimpler - a KYC, bank deposit, credit card & bill payment solution                                                              | Multiple layers of limit enforcement on different user actions (deposit/bet/withdrawal/etc) based on a hierarchy at brand level, tag level and user-specific level for multiple time spans                            | Hangfire (Scheduler)                              |
| EU Central Bank - used to fetch daily exchange rates for different currencies                                                   | "ProcessFlow" mechanism which uses a pipes & filters implementation to allow different modules to inject and chain their logic into other operations' flows while still keeping a high level of separation-of-concern | IdentityServer4 (OIDC-base authority system)      |
| Global Identity Integrator - a DevCode PaymentIQ-compatible solution for KYC data                                               | "Event Processors" mechanism which allows code to react to system events and triggers and chain logic to event reactions (based on the ProcessFlow mechanism)                                                         | RestSharp (HTTP communication)                    |
| IP2Location - used to fetch the latest assignments of IP address blocks to different countries for IP address resolution        | High data fidelity with Unit of Work guarantees that if an operation fails to complete, all data changes performed in different areas of the system will be reverted back to before the operation was performed.      | Serilog (Logging)                                 |
| IGamingPlatform - used as a game provider aggregator                                                                            | Intense caching mechanism for all data that may be used than once through SQL Server's Memory OLTP with a secondary layer of request-scoped cache for data that is access multiple times in the same request          | Swashbuckle & Swagger (system self-documentation) |
| SendGrid - a service which allows the platform to send e-mail communications via API                                            | Tenant-specific injectable logic through implementation decoration which allows for different logic to be executed per tenant                                                                                         |                                                   |
| SMSAPI - a service which allows the platform to send SMS communications via API                                                 | Application Insights telemetry for system monitoring and tracking with the capability of analysing and finding problematic code areas                                                                                 |                                                   |
| Squidex - a headless CMS system used for content translation and media storage                                                  | System-wide logging capability which is consolidated into a single place (currently at SEQ)                                                                                                                           |                                                   |
| Dropbox - a cloud file storage system (currently being designed to be used for report storage and automated data files pick up) | Limit/status cross-reference check on login/registration                                                                                                                                                              |                                                   |
| Sumsb - KYC, fraud rules and other transaction alerts                                                                           |                                                                                                                                                                                                                       |                                                   |

## **BackOffice Interface**

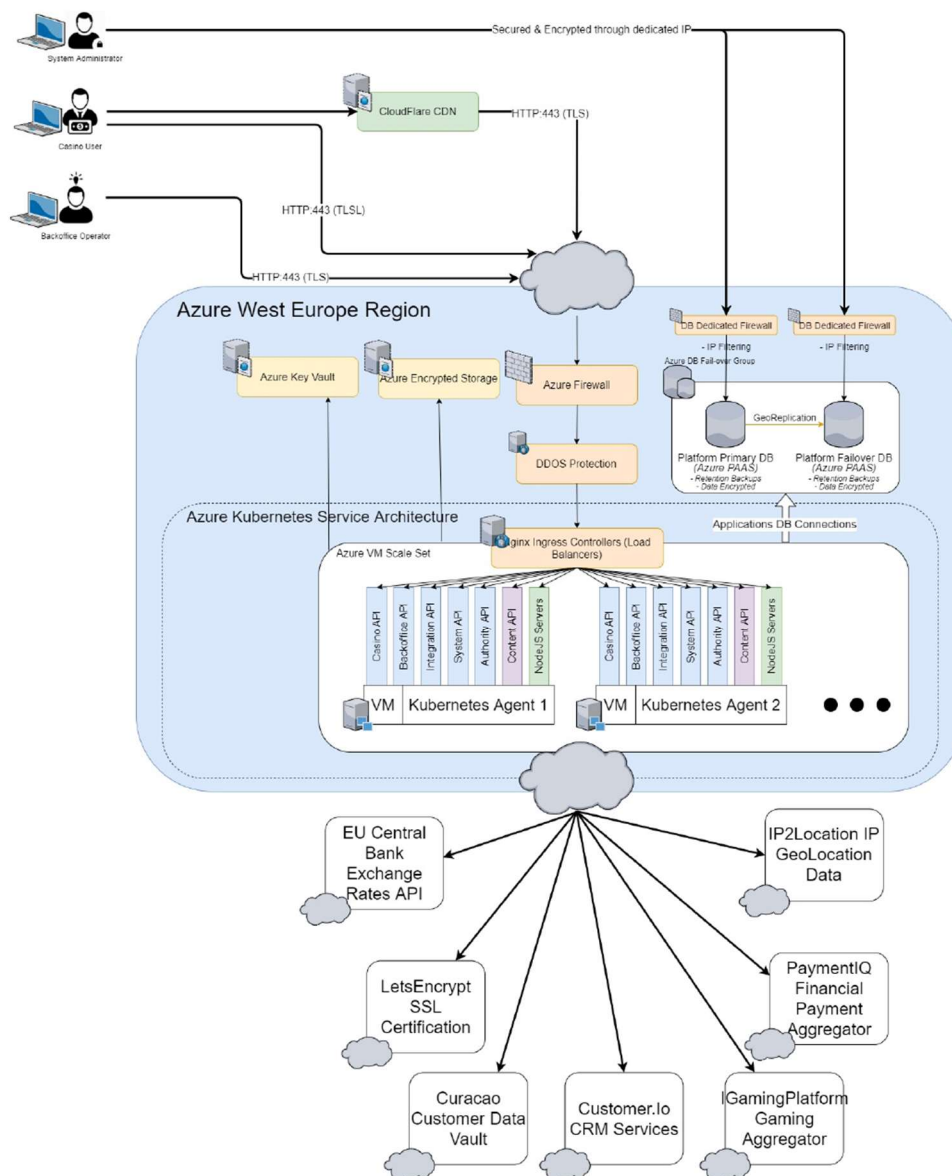
The back office interface is being developed using Angular 7 with PrimeNG templates to aid with the UI of the project and NGRX for state management. The project is being developed as responsive meaning it will handle both desktop, tablet and mobile interfaces from one code base.

The back office features are being developed with the guidelines of MGA as a base and with other necessary features on top:

- Authentication, Authorization & Permissions & Player Module
- Payment Transactions Module
- Game Transactions Module
- Games Management Module
- Campaigns Module
- Reports Module
- Brand Management & Settings Module
- Dashboard

## **Other Future Feature Plans**

- Rule Engine - a dynamic, operator-configurable and runtime-compiled rule engine which can be used to design and alter the system's logic on the fly
- Bonus System - a fully configurable bonus engine based on the rule engine which will support multiple triggers (registration, Nth deposit, login, loss-streak, etc), automated schedules and manually assigned bonus campaigns to segmentations complete with operator defined equation-based wager requirements, bonus money locking mechanism
- Multiple CRM integrations with live data feed sending the data to the CRM as it happens on the platform
- Multiple affiliation integrations with live data feed supporting both RevShare and CPA
- Introduction of the notion of Artificial Intelligence using neural networks at first for pattern recognition, analysis and reporting and eventually automation of several operator tasks through self-learning mechanisms



## Anti-money Laundering

In the fight against money laundering, the Company has taken rigorous steps to uphold the highest standards of financial security and compliance. An integral part of its strategy includes the deployment of advanced detection and prevention technologies that scrutinize all transactions for any signs of illicit activity. The company also adheres strictly to international anti-money laundering (AML) regulations, conducting thorough customer due diligence and reporting suspicious activities to the relevant authorities. This robust approach not only protects the integrity of financial transactions but also contributes to the global effort to combat financial crime.

Extensive information on the Company's approach to combatting Anti-money Laundering can be found in the AML Policy attached to this business plan.

## Responsible Gaming

The Company is deeply committed to promoting responsible gaming as a cornerstone of its operations. Recognizing the importance of safeguarding its customers, it has implemented a comprehensive suite of policies and tools designed to prevent problem gambling. These measures include setting betting limits, providing self-exclusion options, and offering direct access to professional support for those affected by gambling issues. Through regular training sessions, the team stays abreast of best practices in responsible gaming, ensuring a safe and enjoyable environment for all customers.

Customers are provided with the opportunity to self-exclude and set limitations in a easy to understand manner with ease of access at all times whilst logged in to such functions.

- a. the maximum amount of time per day, week or month a player must be allowed access to the player interface;
- b. the maximum daily, weekly or monthly amounts of money to be deposited into the player account;
- c. the maximum daily, weekly or monthly amounts of money to spend through the player account.

Extensive information on the Company's approach to ensuring a safe responsible environment can be found in the Responsible Gaming Policy attached to this business plan.

## Policies and Procedures

Policies and Procedures are prepared internally and are typically prepared by the Compliance Officer with assistance and input from relevant stakeholders and approved by the CEO. Policies are reviewed annually for their effectiveness and are kept up to date with relevant changes in the industry, particularly with regard to the Anti-Money Laundering Policy. Any changes to the key policies are updated to the GCB immediately or at the very latest by the end of the respective month. The board entrusts the Compliance Officer with preparing the policies with a strong legal background and over eight (8) years' experience in the sector with a track record of successful auditing of policies and retention of various licences. The Compliance Officer is not deemed to be conflicted by a lack of financial gain, bonus schemes or any other conflicting roles within the Company or externally. The CEO reviews and considers feedback from the board when approving such policies.

The Compliance Officer has prepared, with the approval of the CEO, various policies known as a 'full suite' intended to provide good governance and compliance in various fields including and not limited to:

- a. customer identification and verification;
- b. player account and fund management;
- c. cash transactions;
- d. responsible gaming;
- e. information security;
- f. AML/ CFT/ CPF;
- g. player account suspension and closure;
- h. information security.

## Records and Reports

The Company stores data for a minimum period of six (6) years and is kept in a secure and safe environment. The records kept relate to all areas of the business, inclusive and not limited to:

- a. the games of chance played;
- b. the number of times each game has been played;

- c. the players who participated in each game;
- d. the transactions of all players, including the bets made and the winnings achieved.

The Company intends to provide annual accounts to the GCB no later than the 30<sup>th</sup> June of the following calendar year; if requested, the Company will provide interim financial reports on request of the GCB.

The Company keeps separate records with regards to licensed games of games with other financial records separated.

The Company intends to submit all information and reports to the GCB which are necessary for the supervision of compliance with the licence conditions. Any critical changes over the past month, including changes in relation to the games offers, the general terms and conditions, and policies and procedures will be submitted to the GCB no later than the tenth of each month. Serious incident reports such as breach of security, loss of player data, failure or loss of equipment, fraud or other criminal behaviour will be submitted to the GCB within 24 hours of such incident taking place.