

The background image is a dark, atmospheric photograph of a narrow Japanese street at night. It is filled with various neon signs and lanterns. On the left, a red lantern hangs with the characters 'おかえり' (welcome). Above it, a blue sign reads 'スナック クリス' (Snack Chris). In the center, a red sign says '和牛一頭流' (Wagyu Ichibu-ryu). To the right, a yellow sign reads '串揚げ' (Kushiyage). A white Maneki-neko (beckoning cat) statue is visible in the lower right foreground. The overall scene is dimly lit, with the primary light sources being the colorful neon signs.

Business Plan

NGame N.V.
2023 – 2027

Overview of the business products and services

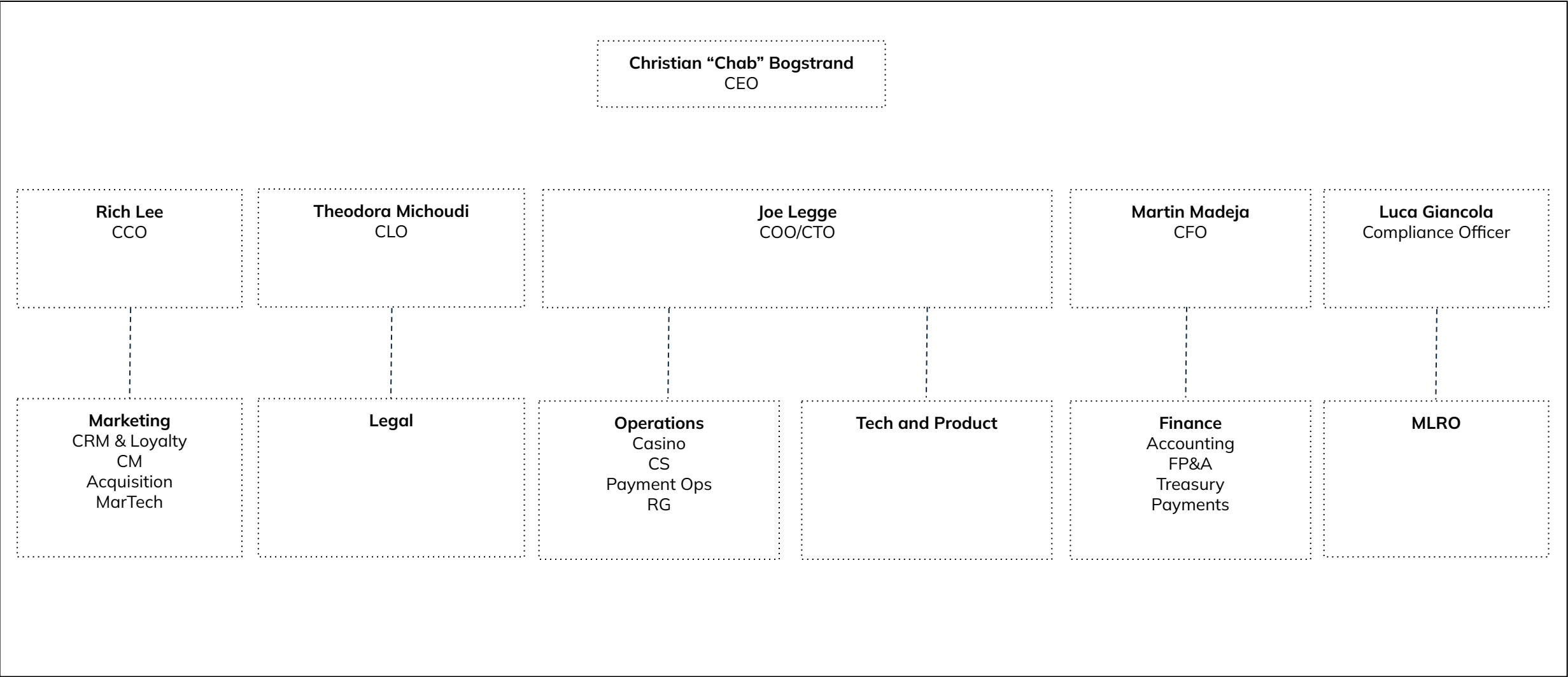
Ngame N.V. (“Spinaway”), (“L7”), or, (the “Company”) is a company incorporated in Curacao on 05/11/2019, with company number 151672 for the purposes to provide casino games under the Curaçaoan license to countries which do not have domestic restrictions on the offering of online casino games.

The Spinaway brand has already established itself under their previous Curacao sublicense and has engaged the expertise of several reputable game providers to allow the Company to offer best in class games to their customer base. The primary objectives of the Company are to provide a suite of the most interactive and diverse range of RNG and live casino games in a customer friendly interface. Operating with a model of online casino games allows Spinaway to specialise in creating the best user experience to their customers with a minimalist website design, allowing customers to immediately feel comfortable with the user interface. The Company aims to become the number one name for online casino games.

The UBO of Ngame N.V. is Sacha Dragic. Mr Dragic founded the Superbet Group in 2009. He is an experienced and well-known entrepreneur, who has started and built up a variety of companies in Central Europe ranging from trading, to manufacturing. Under Mr Dragic’s leadership, Superbet has become a leading retail and online sportsbetting operator with over 4,000 employees and in excess of 2 bn euros turnover. Sacha was educated in Paris and Belgrade and attended the University of Belgrade. In his early years he was one of the leading Yugoslavian junior chess players, a career path he dropped to pursue his own businesses.

Management structure

The below management structure outlines the key individuals of the Company, as well as their key function positions within the licensed operation.



Business forecast

Business Plan NGame N.V.	2023	2024	2025	2026	2027
	€'m	€'m	€'m	€'m	€'m
Turnover	230.0	241.5	256.0	274.0	295.9
GGR	11.7	10.9	11.5	12.3	13.3
Bonusing	(1.2)	(1.1)	(1.2)	(1.2)	(1.3)
NGR	10.5	9.8	10.4	11.1	12.0
Gaming Taxes	(0.8)	(0.8)	(0.8)	(0.9)	(1.0)
NGP	9.8	9.0	9.5	10.2	11.0
Cost of Sales	(3.4)	(3.1)	(3.3)	(3.6)	(3.8)
Marketing	(4.1)	(3.4)	(3.3)	(3.3)	(3.6)
OPEX	(1.0)	(0.9)	(0.9)	(1.0)	(1.1)
EBITDA	1.4	1.6	2.0	2.3	2.5

Strategy for business growth and to maintain market share

The growth of Spinaway will be driven by Marketing. L7 has a simple yet sophisticated data driven approach to marketing which has been refined over the years – the Company is all about performance. This is supported through the wealth and breadth of experience provided by its management team and corroborated through the success that the brand has seen under a Curacao licence.

The Company believes it's absolutely essential to its success to be able to quickly and dynamically pause, reallocate, or reinvest every single marketing penny, and that can never be achieved by allocating a majority of the marketing spend in traditional Above the Line channels. It has to be the other way around. Instead, L7 shall focus on Below the Line ("**BTL**") marketing channels which shall place huge emphasis on targeting the Company's demographics, having consideration to the Commercial Communications Regulations. Marketing methods which shall be undertaken include: Search Engine Optimisation and Affiliate marketing

The Company operates a fluid marketing budget which directly correlates with the current casino margin, bonus costs, jackpot contributions, and even EBITDA. Budgets and conversation rates are carefully considered and extrapolated against pre-existing data to anticipate the end of the month position in terms of NGR, Net Profit and growth rate. Where required, L7 will adapt the marketing spend and allocation accordingly and continuously throughout the month.

Key suppliers and material dependencies

The company relies on several key suppliers, primarily in the area of cost of sales. These can be categorized as follows:

Key Game Service Providers: Microgaming, Pragmatic, Relax Gaming, Play'n'Go

Game Service Providers (GSPs) supply the online casino games featured on our website. There is no material risk associated with these GSPs, as L7 has maintained excellent relationships with them over the years.

Key Payment Service Providers: Ilixiu, Interac, Safecharge

Payment Service Providers (PSPs) serve as intermediaries for client deposits and withdrawals. Similar to our GSPs, there is no material risk with these PSPs, thanks to our strong, long-standing partnerships. If required, traffic could be routed through another PSP as backup solution.

Key Gaming Platform: Gaming innovation Group (GiG)

Our gaming platform's back office is managed by GiG. We face no material risk with this supplier, as we have fostered a robust relationship over several years.

Key Banking provider: Citibank

Citibank, one of the largest banks globally, supports L7's banking needs. In addition to Citibank, the company has established several backup banking solutions that can seamlessly take over if it is required.

Risk evaluation and management

L7, in conjunction with the parent entity Superbet, employs a comprehensive approach to risk management, mitigation, auditing, and oversight. This multi-faceted strategy ensures that we proactively identify and manage risks across our business operations.

Risk Assessment:

We conduct risk assessments to identify potential threats to our business. This involves evaluating both internal and external factors that could impact our operations, financial performance, and strategic objectives. Key stakeholders are involved in this process to provide diverse perspectives and insights.

Risk Mitigation:

Once risks are identified and ranked, we implement mitigation strategies. This may include process improvements, policy changes, or the development of contingency plans. Our goal is to minimize the impact of risks on our operations.

Auditing:

External financial audits provide an independent assessment of our financial practices and compliance with industry standards, helping to ensure transparency and accountability.

Oversight Committees:

Superbet has established oversight by Risk Committee for monitoring risk management efforts which includes L7. The Committee review risk registers, discuss emerging risks, and ensure that appropriate measures are in place.

Risk Register:

We maintain a comprehensive risk register that document identified risks, their likelihoods, their potential impact, and the corresponding mitigation strategies.

Through this structured approach, we aim to create a resilient organization that can navigate uncertainties while achieving our strategic objectives.

Legal and governance framework

The Board of Directors is settled at the level of the Cypriot company - SB Group Ltd. UBOs do not have reserved matters, hence all listed down relate to the Board of Directors. These are the main decision issues that the Board decides on:

1. Strategy and management (such as responsibility for the leadership and long-term success of the Company and the Group and delivery of sustainable value to shareholders whilst considering the applicable legal and regulatory obligations, setting of the Company's purpose, vision and values and the standards which it should attain, monitoring the culture of the Group to ensure that policy, practices and behaviours throughout the Group are aligned to the Company's purpose, values and strategy, approval and review of the Company's strategy, corporate objectives and the annual operating plan, approval of the annual operating and capital expenditure budgets and forecasts and any material changes to them, oversight of the Company's operations, ensuring competent and prudent management, sound planning, an adequate system of internal controls, adequate accounting and compliance with statutory and regulatory obligations, review of performance in the light of the Company's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken, extension of the Company's activities into new business, new product categories or geographic areas not included within the strategic plan, any decision to cease to operate all or any material part of the Company's business.)
2. Structure and capital (such as changes relating to the Company's share capital structure, including a reduction in capital, share issues (except under employee share schemes), and share buybacks, major changes to the Group's corporate structure, approval of capital allocation policy, changes to the Company's listing or status as a plc.)
3. Financial reporting and controls (such as approval of the Annual Report and Accounts, any preliminary announcement of the final results, and any other material or significant statements issued on behalf of the Company, approval of any significant change in accounting policies or practices, regular review of Group management accounts and forecasts, approval of the treasury policy, approval of the taxation policy and any regulatory announcements in relation to the tax strategy, approval of the dividend policy and the declaration/recommendation of dividends, major health and safety issues.)
4. Risk management and internal controls (such as determine, and undertake an annual assessment of, the nature and extent of the Company's emerging and principal risks and the risks the Company is willing to take in achieving its strategic objectives, monitor the Company's risk management and internal control systems, and at least annually, with the assistance of the Audit Committee, carry out a review of their effectiveness in supporting its strategy and objectives.)
5. Contracts (such as approval of various commercial agreements like property leases, loan agreements, purchase or sale agreements, service agreements, supply agreements, licensing agreements, share transfer agreements, outsourcing agreements, etc.)
6. Communication (such as approval of resolutions and ancillary documentation to be put forward to shareholders at a general meeting, ensuring proper and effective communication with shareholders, approval of all circulars (except those of a routine nature), listing particulars/prospectuses, and non-routine regulatory announcements.)

Legal and governance framework

7. Board membership and other appointments (such as appointment and removal of members of the Board and its Committees, and approval of the entering into a service agreement or letter of appointment, the continuation in office of Directors at the end of their term, when they are due to be re-elected by shareholders at the AGM, and otherwise as appropriate, the termination in office of any Director at any time, including the suspension or termination of service of an executive Director as an employee of the Company, appointment or removal of the Company Secretary, recommending the remuneration of the auditors and recommendations for appointment or removal of the auditors.)
8. Remuneration (such as to determine the remuneration of the Executive Directors and the Senior Management Team, following recommendation from the Remuneration Committee, to determine the fees of the non-executive directors, approval of new share incentive plans or major changes to existing plans, on the recommendation of the Remuneration Committee.)
9. Delegation of authority (such as determining the division of responsibilities between the Chairman, the Directors, and the Chief Executive Officer, receiving and reviewing reports from Board Committees, setting the terms of reference and membership of the Board Committees, approval of the delegated levels of authority limits across the business.)
10. Corporate governance matters (such as approval of corporate governance policies and statements)

The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit and questions arising at any meeting shall be decided by a simple majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote.

There cannot be a deadlock on major decisions that impact the current operations and functioning of the company or the group, but certain investors have veto rights - such as expanding in new territories.

The Board is advised by the internal legal team and external lawyers in Cyprus and all the jurisdictions where the Group operates. Main external advisor sits in all Board meetings and is the secretary of the meeting, drafting the Board minutes and ensuring legal compliance with corporate regulations.

The member of the executive management team is sometimes invited to the meetings depending on the agenda.

Target KPIs and business objectives

Success is measured through Objectives and Key results (OKRs), which is a combination of key performance indicators (KPIs), customer satisfaction metrics, and financial performance. We focus on both quantitative and qualitative measures to ensure a comprehensive understanding of our performance.

Key Performance Indicators (KPIs):

We track various KPIs related to revenue growth, EBITDA, market share, average player days and operational efficiency. These metrics help us assess our progress towards our strategic goals and identify areas for improvement.

Customer Satisfaction Metrics:

Understanding our customers' needs and experiences is crucial. We regularly track propensity to contact rates, customer retention, deposit success rates to gauge customer satisfaction and loyalty. This information guides our decision-making and helps us refine our products and services.

Financial Performance:

We analyze our management accounts on a monthly basis to assess profitability, cash flow, and overall financial health.

Long-Term Business Objectives:

Our long-term objectives include expanding our market presence, maximise shareholder value, and enhancing sustainability.

By focusing on these measures, we ensure that our business remains agile and responsive to market changes while staying aligned with our long-term vision.

Policies and Procedures

To support the Company's commitment to adhering to tier 1 regulation and practices, L7 have created a number of policies and procedures which are covered in the following company documents which are included as part of the application.

- Anti-Money Laundering Procedures
- Responsible Gambling Policy
- Information Security Policy
- Incident Response Policy
- System Access Control Policy
- User Management Policy
- Back-up Procedures
- Business Continuity Plan
- Change Management Procedures