

GLADIATOR HOLDING N.V.

BUSINESS PLAN JANUARY 2024

Company Number: 161721

Registered Address: Zukikertuintjeweg Z/N

Zuikertuin Tower,

Willemstad, Curaçao

CONFIDENTIALITY STATEMENT

The information contained herein is confidential between GLADIATOR HOLDING N.V. and the Curacao Gaming Control Board. This document contains private information that may not be divulged or discussed with anyone outside the aforementioned organizations without written consent from GLADIATOR HOLDING N.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 Curacao Gaming Control Board.

GENERAL BUSINESS OVERVIEW

Service offering

GLADIATOR HOLDING N.V. (“Gladiator Holding”) is focused on supply of casino games (including live casino) from the most reputable suppliers in the industry.

Gladiator Holding has in its portfolio 77 casino content providers and counting amounting to over 2400 individual games. Most of the offering is focused on mobile gameplay, adaption of all casino content to fit seamlessly on any Internet browser.

Gladiator Holding is focused on retention and low churn rates and for that it brings internally developed tools to achieve this:

1. Tournaments (Either Local or Global using the assistance of the content provider)
2. Uninterrupted game sessions (minimization of game window to browse through the website and return where user left off)
3. Daily incentivization
4. Industry news on our blog
5. Dedicated channels for VIP users

Background

The Goldwin Casino and BetMaximus are two brands owned by Gladiator Holding N.V., an entity incorporated in Curacao on the 30th of August, 2022.

Vision / Strategy

Given that the Goldwin Casino and BetMaximus brands were successfully detained and have maintained a sub-license issued by Gaming Services Provider N.V., holder of Master License No. 365/JAZ established in Curaçao—with the sub-license's certificate valid until July 11th, 2024—Gladiator Holding intends to remain an operator of online gambling activities. Furthermore, it aims to obtain a license directly from the Curacao Gaming Control Board. In doing so, Gladiator Holding is committed to creating an entertaining and socially responsible online casino brand that not only offers quality service and great gaming content but also ensures a high degree of consumer protection.

We plan to continuously acquire direct deals with top game vendors and payment suppliers, develop a native application for Android, achieve organic traffic growth, and increase brand awareness through all channels of acquisition and retention.

Group Structure

The applicant, Gladiator Holding N.V., is a company incorporated in Curacao and the parent of its wholly owned Cyprus subsidiary and European payment agent, Gladiator Solutions Limited.

1. GOVERNANCE AND COMPLIANCE OVERSIGHT

Gladiator Holding’s team will be tasked with compliance oversight of its Curacao remote gambling license, codes of practice and associated laws and regulations, including Anti Money Laundering and Counter Terrorist Financing (AML/CFT) regulations. The core aim of this

management level oversight will be to ensure that the gambling license objectives are adhered to, to ensure that gambling is kept fair and safe and the vulnerable are protected.

This oversight will form an essential part of the overall governance structure, which will cover all aspects of Gladiator Holding's business operations to ensure that its business is effectively controlled with appropriate checks and balances by people with the appropriate level of skill and experience, whilst exercising due care and diligence. Further detail on general management and financial governance and control is set out in other sections below.

With particular regard to compliance oversight, the following will be core elements:

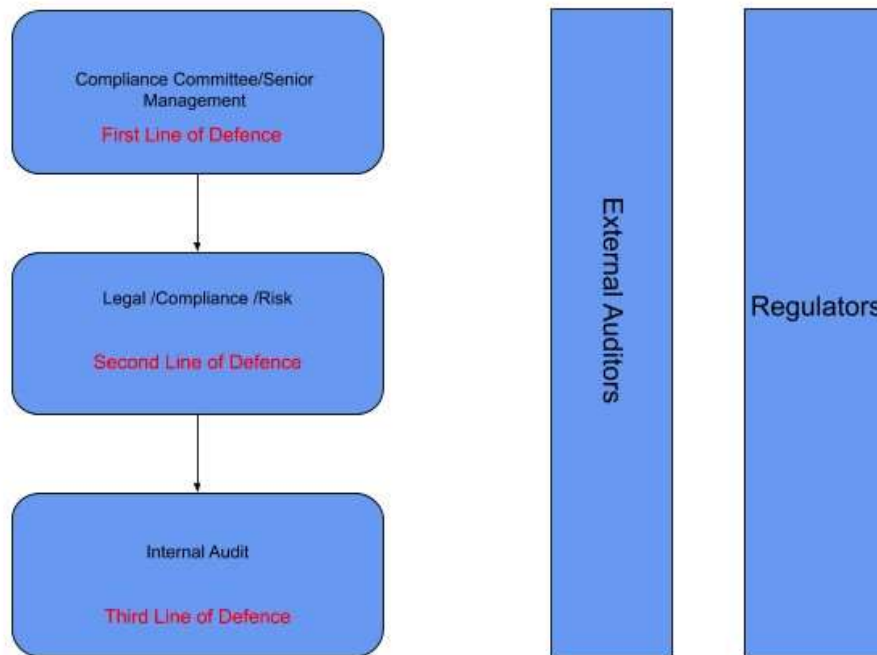
- A. *Prevention – Building and adhering to robust compliance practices, which cover both the on-boarding, maintenance and exiting of customers*
- B. *Detection – Effective monitoring of customers' transactions to identify unusual activity. Ongoing reviews of both new and existing customers across all products /brands*
- C. *Reporting – Creation, tracking and filing of all relevant information, as prescribed by the law*

The key to the success of this compliance function will be the extent that it is adopted, understood and followed by all Group parts and relevant third parties.

Gladiator Holding's governance framework is based on a **three lines of defence** model:

1. ***First Line of Defence*** – This function sits with senior management / parent company board of directors (hereafter referred to as “Senior Management”) Under this line of defence, senior management has ownership, responsibility and accountability for agreeing and setting the framework for assessing, controlling and mitigating compliance risks and promoting a culture of compliance within the business.
2. ***Second Line of Defence*** – This function sits with Gladiator Holding's Legal, Compliance and Risk departments (including use of external advisers), which are expected to execute the framework set down by senior management and as such manage and oversee the main compliance risks Gladiator Holding is exposed to (as identified and evaluated as part of its own business risk assessment) by daily operating a set of processes and procedures compliant with applicable laws, regulatory requirements and industry best practice. The above functions will also provide advice and training to employees in order to foster a culture of compliance within all areas of the business.
3. ***Third Line of Defence*** – This function sits with Gladiator Holding's internal audit. They will review, through a risk-based approach, the activities of the first two lines of defense. They will also provide assurance to senior management. This assurance will cover how successfully Gladiator Holding assesses and manages its risks and report back any defects along with recommendations for their resolution.

The three lines will work effectively with each other and co-operate with external auditors and the Curacao Gaming Control Board when required.



Senior Management is ultimately responsible for the compliance of Gladiator Holding and, as such, should be fully engaged in compliance systems and controls.

Representatives of Senior Management will form the Compliance Committee, whose broad objective will be to implement a compliance multi-disciplinary strategy within the business and to help create a culture of awareness amongst staff within Gladiator Holding, in relation to compliance risks and helping maintain effective compliance processes and procedures.

They should be involved at every level of the decision-making process and will be held accountable for any breakdown of compliance systems and controls.

The Compliance Committee will be chaired by the Chief Compliance Officer, inclusive of Nominated Officer and Data Protection Officer roles, with overall responsibility for Gladiator Holding's gambling and general compliance (or Chair could be Director responsible for Risk).

Other Members of the Compliance Committee and their functions:

- Chief Executive Officer - Owns the corporate compliance culture (“*Tone from the top*”).
- Chief Financial Officer - Ensure budget allocation for the Compliance Policies
- Chief Operating Officer – Secure day-to-day operations properly implement Compliance Policies
- Head of Human Resources – Manage Compliance training budget and promote a strong compliance culture across all offices

Key Mandates

1. Maintain regular compliance education.
2. Buy into and engage consistently with the Compliance Policies, as may be amended from time to time, after the yearly review or, if required, on an exceptional basis.

3. Be satisfied that Gladiator Holding's Compliance policies, processes, systems and procedures are designed to detect and prevent any money laundering and problem gambling activity while ensuring compliance with all the applicable regulations – where such processes and procedures will be reviewed and updated on a regular basis to ensure appropriate controls are in place to account for both changes in regulations and changes in the business, in any event at least on an annual basis.
4. Provide leadership within their relevant areas of business, helping establish the right culture for the fight against money laundering and terrorist financing.
5. Be satisfied that Gladiator Holding is quality assuring the effectiveness of the compliance regime
(i.e. through internal and/or external audits).
6. Ensure that Gladiator Holding has carried out an exercise to identify and assess compliance risks, and addressed those risks with suitable resources, systems and processes in a comprehensive and proportionate manner in relation to the nature, scale and complexity of its activities ("risk-based approach"). Any identified risks will have to be measured/mitigated on an annual or an *ad hoc* basis.
7. Ensure that Gladiator Holding have adequate screening procedures to ensure high standards when appointing or employing personnel – screening should be proportionate to the potential risk they contribute to.
8. Ensure that Gladiator Holding designs, delivers and maintains an appropriate on-going Compliance Training Programme for its personnel. Such training should ensure all relevant employees are aware of and understand:
 - a. their responsibilities under Gladiator Holding's compliance processes and procedures
 - b. the money laundering, terrorist financing and other risks faced by Gladiator Holding
 - c. Gladiator Holding's procedures for managing these risks
 - d. The identity, role and responsibilities of the Chief Compliance Officer and what should be done in their absence
 - e. The potential effect of a breach upon Gladiator Holding.
9. Ensure that compliance policies and procedures are appropriately documented, and all updated versions changed tracked and dated
10. Ensure that there is at all times a Chief Compliance Officer, with specific regard to AML/CFT who:
 - a. has sufficient seniority, experience, authority
 - b. reports and is accountable to Senior Management
 - c. has an appropriate knowledge and understanding of the legal and regulatory responsibilities of the role, as well as AML/CFT regulations
 - d. has sufficient resources, including appropriate staff and technology to carry out the role in an effective, objective, and independent way
 - e. has timely, unrestricted access to all information of the firm relevant to:
 - i. all customer identification documents and all source of data and information relating to it
 - ii. all other documents, data and information obtained from, or used for enhanced due diligence and on-going monitoring, and
 - iii. all transaction records, and
 - iv. has appropriate back-up arrangements to cover absences, including a Deputy NO to act as NO;

- 11.Ensure that appropriate measures are taken to ensure that compliance risks are taken into account in the day-to-day operations of the business, including in relation to:
 - a. the development of new products
 - b. the taking on of new customers, and
 - c. changes in the firm's business profile
 - d. new risks
- 12.Sign off all the Compliance Policies
- 13.Buy into and engage with Gladiator Holding's Compliance Policies
- 14.Overseeing the effectiveness of Gladiator Holding's compliance processes and procedures
- 15.Ensure clear reporting procedures/lines of responsibility
- 16.Review and sign off compliance yearly report
- 17.Review and act upon internal compliance audit

The Compliance Committee will take on board feedback, carry out further research and evaluation of compliance systems and controls bearing in mind the risk appetite as set out by Senior Management. The Compliance Committee will meet twice a year and/or when the need arises.

2. MANAGEMENT AND FINANCIAL CONTROLS

Financial Management

The Finance Director is responsible for overseeing the financial management function for the whole of Gladiator Holding including:

- a. annual budget including income and expenditure;
- b. annual income and expenditure accounts;
- c. annual balance sheet;
- d. annual income and expenditure forecast to be reviewed quarterly;
- e. variance analysis conducted at least quarterly of income and expenditure against budgets;
- f. variance analysis conducted at least quarterly of cash flow and cash flow forecast; g. reconciliation; and
- h. protecting Player Assets

Financial Transactions

Gladiator Holding and its staff must ensure that:

- a. transactions, received by Gladiator Holding are allocated to the correct bank accounts maintained by the Finance Team:
- b. funds received in payment of services provided by Gladiator Holding should be allocated to the business account and Gladiator Holding can use such funds as it wishes;
- c. funds received from players that are to be held on their behalf, i.e. Player Money should be held in specially designated accounts in accordance with Curacao Gaming Control Board guidelines and in any event in accordance with its Social Responsibility Policy and should not be used by Gladiator Holding for its own account. Gladiator Holding should only move

such funds once these have been determined to be Gladiator Holding earnings from player activities

- d. transactions made by Gladiator Holding, Clients (e.g. on behalf of a buyer) or other third parties are appropriately authorized.

Payment Authorizations

- a. All cheques/online payments shall require signature/online authorization using bank specific authorization tools from **two** of the below-specified signatories:

A Signatories	Chief Executive Officer
B Signatories	Finance Assistant

- b. Depending on the value of the individual payments to be made, the following authorization designations will need to be applied:

Total value of payment (EUR or currency-equiv)	Signatories required
Under 5,000	One B Signatory
5,001 to 25,000	One B Signatory and One A Signatory
Over 25,000	Two A Signatories

- c. Where a B Signatory is required, an A Signatory is authorized and permitted to sign in their stead.
- d. In the absence of an A Signatory, an email authorizing B Signatory to sign in their stead will suffice.
- e. For the avoidance of doubt, if multiple payments are to be made to the same beneficiary, the aggregate amount will be the determining factor in the authorization level required.

Financial Reporting

- a. The Finance Team must produce regular reports on performance against business objectives. Such reports should be regularly reviewed by senior management and/or the director.

Reconciliation

- a. Gladiator Holding must perform regular reconciliation in order to ensure:
- transactions are allocated to the correct account;
 - transactions are received in accordance with expectation;
 - payments made by Gladiator Holding are sent in accordance with procedure.
- b. The Finance Team must reconcile the balance on the Player's account with the total balance held in the Player Funds accounts.

- c. The Finance Team must ensure it investigates and resolves any issues identified as part of the reconciliation process. Where appropriate, such issues should be escalated to senior management and/or the board of directors.

Player Funds

The Finance Team must ensure that Player Funds are clearly identified as such and segregated from the assets of Gladiator Holding as specified in Paragraph 3 above.

Where it is identified that Player Funds are mistakenly or inadvertently mixed with the assets of Gladiator Holding, e.g. through reconciliation:

Gladiator Holding must make a record of the issue.

Gladiator Holding must note the reasons for the issue.

Gladiator Holding must immediately, or as soon as reasonably practicable, take steps to resolve the issue and put measures in place to prevent future recurrence.

The issue must be reported to the Finance Director who should ensure that the issue is also reported to senior management and/or the board of directors.

Record Keeping

- a. Gladiator Holding must retain records of all reconciliations it carries out for at least six years.
- b. Any reports or records required under this policy must be in a format that makes it easy for an external auditor or regulator to review any transactions and understand the nature of reconciliations.

Financial Resources

Gladiator Holding must maintain sufficient financial resources in accordance with all relevant requirements, including the Regulations, and in order to be able to run its businesses effectively.

3. MANAGEMENT TEAM

Management of the brand will be performed by key individuals who have acquired significant experience working with other various online casinos in the industry which hold licenses in reputable jurisdictions. Management will ensure that qualified staff is hired and assigned to daily operations and will also ensure that their experience and knowledge is shared with the staff through regular training and guidance received from the respective team leaders.

4. BUSINESS DEVELOPMENT AND MARKETING

Market Overview

Websites are currently Live and operational due to licensed state under Sub-License GLH-OCCHKTW0710042022 - B2C issued by Gaming Services Provider N.V. as Master License under the License no 365/JAZ. We have a solid work-flow offering Casino and LiveCasino.

Retention Strategy

Gladiator Holding will re-apply the previous strategy of retention marketing as previously used, offering daily campaigns and monthly event-based rewards, Gladiator Holding will target recurring users and focus on responsible and stable entertainment

5. FINANCIALS AND PROJECTIONS

Revenue Projections

Within the first year of trading, Gladiator Holding plans to focus on rebuilding brand awareness, securing stable customer acquisition and securing a constant budget for marketing purposes. Gladiator Holding's main goal for the first year is to secure a stable customer base, which allows the brand to cover its own operational costs for the jurisdiction.

- Basis for projections: Previous white label performance
- See: 3 Year Projected revenues from EUR based customers

Gladiator Holding intends to spend between 15 and 20 percent of its revenue on marketing, affiliate deals, and promotions. Once the brand becomes known to the public, as expected, Gladiator Holding will consider reducing the percentage to between 10 and 15 percent of revenue.

Criteria to measure success of the business:

- Gross Gaming Revenue or GGR - one of the most basic KPI that shows the amount of money that stays with the casino as a result of players wagering activity, but before paying for any of the casino's expenses.
- Net Gaming Revenue or NGR shows how much money the casino really earns after the total revenue is cleared of expenses.
- NGR-to-Deposits shows how much revenue is raised from the deposits made.
- Bets-to-Deposits indicates circulation of deposited money in the games.
- Cost per Acquisition – reflects the amount of money it costs to get one player to sign up and deposit
- Player Lifetime Value – indicates how much revenue a player brings to the casino overall during the period of staying with the gambling site.
- Churn Rate – indicates the proportion of players who discontinued playing at the casino to active players from a specified period.
- House take – company income after all operational costs
- Profit – house take – company costs (man power, administration, etc)

Our KPIs are collected via online casino platform. By analyzing the key performance indicators on a daily basis, we can evaluate our own online project implementation.

Operating Costs and Profitability

These are set out by means of detailed breakdown, showing positive profitability.

Fees Type	Sub-units	Year 1	Year 2	Year 3
Platform Ops Cost	Core	EUR 12,000.00	EUR 12,000.00	EUR 12,000.00
	Payments Vendor Maintenance	EUR 12,000.00	EUR 12,000.00	EUR 12,000.00
	Vendor Integration Maintenance	EUR 10,800.00	EUR 10,800.00	EUR 10,800.00
	Slots Package Integration Maintenance	EUR 19,200.00	EUR 19,200.00	EUR 19,200.00
	TOTAL	EUR 54.000,00	EUR 54.000,00	EUR 54.000,00

Integration Cost	EUR 35,000.00	0	0
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Operational Cost	EUR 350,000.00	EUR 590,000.00	EUR 780,000.00
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Casino Activity Estimate	Sing Ups	EUR 30,000.00	EUR 49,500.00	EUR 74,250.00
	FTDs	EUR 6,600.00	EUR 12,375.00	EUR 18,562.50
	Active Players	EUR 6,600.00	EUR 16,335.00	EUR 28,363.50
	Deposit	EUR 5,000,000.00	EUR 13,000,000.00	EUR 28,000,000.00
	Bonus	EUR 1,000,000.00	EUR 2,700,000.00	EUR 5,600,000.00
	Turnover	EUR 125,000,000.00	EUR 300,000,000.00	EUR 600,000,000.00
	Pay out	EUR 120,000,000.00	EUR 290,000,000.00	EUR 580,000,000.00
	GGR	EUR 5,000,000.00	EUR 10,000,000.00	EUR 20,000,000.00