



Business Plan

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1. Confidentiality statement

This is a confidential document between PlaySmart ENT B.V. (herein referred to as 'PlaySmart' or 'the Company') and the Curacao Gaming Board (herein referred to as CGA"). It contains confidential and / or proprietary information that may not be disclosed or discussed with anyone outside the aforementioned organizations, without written approval of the PlaySmart and the CGB.

2. Introduction

PlaySmart is set up under the laws of Curacao and is applying for remote gaming licenses under the CGB. The company is a young and very promising gaming platform provider and operator based in the United Kingdom with a development team in Brazil. We will initially apply for a B2C Type license to continue to operate within our target markets.

Curacao is one of the jurisdictions of choice because the CGB is one of the world's respected gaming control boards and holding a Curacao license is considered a vote of confidence worldwide. Operators and players prefer gambling providers with a Curacao license because it provides them with fair, transparent gaming experience.

The company will operate with the Curacao license within the jurisdictions where it is allowed to operate a casino using its remote gaming license. If at any point in time the company is disallowed from any market where the activity is deemed critical, then PlaySmart will consider an application to operate in such jurisdiction. However, this has not been forecast at the present stage.

In aspiring to capture a significant market share, the business model is very simple to keep the service simple and easy to enjoy and to provide an excellent service to the operators. The main objective of any business is profit, this will not be sought at the expense of the operator and the ultimate target clients, the players. PlaySmart will advocate responsible gaming and will also ensure that it provides adequate measures that will assist players to limit and moderate their amount of gambling, while still enjoying their favorite games.

3. Objectives and History and Milestones

The company is seeking to adopt strategies of market development and market penetration to enhance their growth and presence in the gaming market. As part of their ongoing strategy, PlaySmart is seeking to maintain and develop in our markets via the Curacao B2C gaming license. The target markets with the Curacao license in hand will be any European jurisdiction where the Curacao license is accepted, some of our LATAM markets and Canada, excluding Ontario. Within these markets we aim to preserve and further develop well-trusted and well-regarded entities and brands within the gaming industry. Another initial objective is that, albeit known that the investment is material, the operation becomes a profitable one within the first three years of operation.



4. Our business model

Key partners: 1. B2B Game Developers and Providers 2. CRM system providers 3. Payment service providers 4. Other B2C Operators 5. Data Center 6. Cloud provider	Resources: 1. Creative and competent staff 2. High quality product centered on engaging and rewarding players Key business activities: 1. Branding 2. Service development 3. Developing of loyalty program 4. New customer engagement and customer retention	Valuable offers: 1. Accessibility 2. Convenience 3. Risk mitigation 4. Customer-oriented approach 5. Originality	Client interaction: 1. Remote support 2. Personal support 3. Community 4. Personal offers 5. Collective improvement of products Sales channels: 1. Direct sales to customers via our brands 2. Advertising in social media 3. Advertising through igaming events 4. Advertising in internet and printed magazines 5. Collaboration with bloggers/ vloggers	Client segment: 1. Casino players 2. Online Sportsbook players 3. Internet users
Expenses: 1. Cost of platform development and maintenance 2. Hosting colocation rental 3. Staff costs 4. Licensing costs		Source of income: 1. Commissions from platform offered to its B2C and B2B operators 2. Maintenance and customer support		

5. The iGaming industry and PlaySmart

The iGaming Industry is an ever-changing industry and as a consequence, gaming operators are forced to constantly change to keep up with the new developments in the industry. Many countries are seeking to regulate their internal iGaming markets in order to safeguard the players but also to “cash in” in what is proving to be a “gaming tax” cash cow. The global iGaming industry has continued to grow, and new operators keep mushrooming hoping to attract a slice of the market share. The European market keeps fragmenting with more jurisdictions joining the likes of UK, France, Italy, Spain, Sweden and Denmark: introducing iGaming legislation to regulate their internal markets. Operators focusing on the European markets are being forced to seek multiple licences in order to accept players from the said jurisdictions. This is obviously proving to be a major cost and duplication of effort for the said operators. PlaySmart aims to assist operators by providing them with a full player account management and rewards solution which will (i) allow them to onboard customers in a seamless fashion, and (ii) keep such customers engaged through rewarding, gamification based mechanics.

6. Curacao

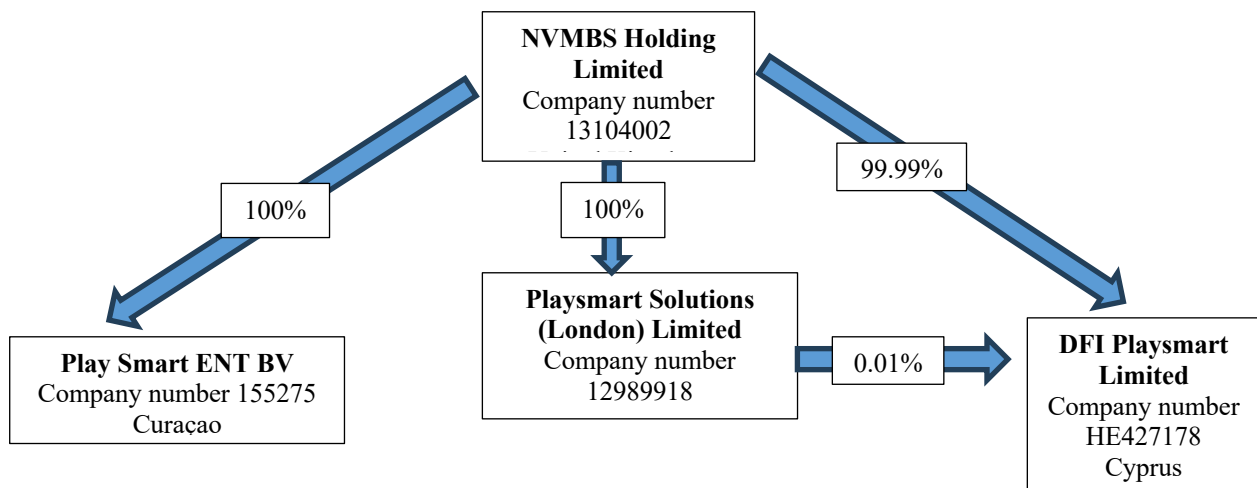
The PlaySmart seek to preserve and obtain a LOK Curacao iGaming Licence from the CGB in order to enhance our competitive advantage in the iGaming Market. Apart from the internal competitive advantage – made up of an experienced and young dynamic team, the Curacao license will offer an external competitive advantage, summarized as:

- Curacao being a jurisdiction of great repute in the iGaming world;
- Curacao was among the first countries to regulate iGaming;
- Excellent hosting infrastructure; and
- Very competitive corporate tax rate.

The list above, even though not in any way exhaustive, outlines why new operators decide to choose Curacao as their iGaming destination. Currently Curacao has over 500+ companies operating over 700+ licences. Once the said jurisdictional benefits are encompassed with the company’s internal competitive advantages, the likelihood of success is much increased. Obtaining a Curacao B2C iGaming License will also offer PlaySmart greater business development opportunities and access to talent and investments.

7. Company structure

Company Structure Chart



8. Management of Operations

The PlaySmart team provides the best possible product and service that meets any client's needs while still providing a safe and fun experience for the end-user. Privacy, Security, Reliability, and Responsibility are fundamental ideals that we apply to every facet of our product, our business, and our lives. The PlaySmart team brings a wide range of unique skills and expertise needed to successfully build, manage, and maintain a secure and reliable gaming platform.

Growth and market share are the PlaySmart's main strategies and as a consequence, the company will invest in growing a team who will be capable of achieving the desired objectives.

The company will have up to 2 employees (including Consultants) during the first year and the number will be increased as the business continues to grow. It is our every intention to increase our local presence in Curacao and hence, besides the personnel who are designated to hold key role functions, we will pursue in employing qualified employees in Curacao on the first year and in the succeeding years of operations.

Our Maltese consultants, CSB, has been involved in the gaming industry since 2004. Their guidance and further commitment to grow with our company is an essential component to solidify our progress in the industry, both in Curacao and abroad.

8.1 Chief Executive Officer – Nikola Trajkov

Nikola is a senior IGaming professional with over 15 years of experience working for one of the largest gaming companies in the world. Business Analyst by trade, he has been running the PlaySmart group for the last 4 years, when he left Kindred Group to found PlaySmart and build out the companies in the group.

He has 2 bachelor degrees and an MA from the University of London, in technology and media. He is a member of the British Computing Society and a trained and certified SCRUM product owner and PRINCE change manager.

During his time at Kindred he ran some of the company's most important projects, spending the last 2 years in Kindred Sydney office, where he was in charge of launching Kindreds Australian proprietary horse racing platform. In the 5 years before leaving, he was running Kindreds Business Analysis and Business Architecture teams. In this role, aside product focused projects, as lead BA Nikola was involved in a number of re-regulation projects (Denmark, Estonia, Italy, Sweden, France etc)

8.2 Compliance manager – Brice Hillen

Brice Hillen has close to a decade of legal experience. He is a Belgian qualified lawyer and has a Masters degree in law from Ghent university and a LLM in Corporate and Commercial law from the London School of Economics. He worked as a corporate finance lawyer for Clifford Chance LLP in Belgium and the Netherlands until 2018, when he joined Kindred Group plc as legal counsel Benelux and GAS.

As legal counsel at Kindred Group plc, Brice was responsible for all legal and regulatory matters in the Netherlands, Belgium, Luxembourg, Germany, Austria and Switzerland. He was responsible for the preparation of the then imminent regulation of the Dutch online gambling market, and was the license officer for the regulated Belgian market, and as such the key contact person for the Belgian gaming commission. He was also responsible for the upcoming regulatory changes in Germany with the successive German Interstate treaties on Gambling.

In Q4 2019 Brice moved to Nord Anglia Education, the world's premier international school provider as legal counsel M&A (supporting the acquisition of 8 schools) , and subsequently as Senior legal counsel Europe (as single legal point of contact for a P&L of >EUR 100mio). He simultaneously in 2020 co-founded the Play Gaming Group and acted as its legal director, and was responsible for regulatory matters (including license applications) and legal matters (including negotiating contracts with key suppliers). In 2023 he left Nord Anglia to focus on his responsibilities as a legal director for Play Gaming Group.

9. The PlaySmart Platform

With decades of collective experience within the iGaming sector, the PlaySmart team have seen platforms of all shapes and sizes, good and bad. Combining this experience and knowledge has allowed PlaySmart to offer a truly competitive platform for Operators in the space.

A few of the platform's differentiators are elaborated on below.

Easy integrations

Integrations are often a weak point of collaboration between operators and suppliers. The PlaySmart Platform is built in such a way that integrations are abstracted requiring only the specifics of the supplier to be developed, while re-using all logic that is common. This enables PlaySmart to onboard a new integration in hours or days as opposed to weeks or months that is the norm with other platforms.

Multi language, Multi locale

The Platform inherently supports multiple languages that can be switched at the player's request. In addition the Platform is configurable in such a way that an Operator client can decide, dynamically, which countries (including states) and currencies they wish to offer their players.

Bonus Suite

The PlaySmart Platform offers an industry-leading suite of bonus and rewards tools for Operators to offer their players. Deposit bonuses, Freespins, Missions, Cashbacks and an Exchange shop with customisable tokens are all dynamically configurable by the Operator. This helps Operators differentiate their brand to their players.

High quality configurable content

From lobbies to categories to games, everything is configurable. Operators can dynamically create sections for games, modify their order and do all of this differently by country to really present appropriate content to their players. Operators do not need lengthy development – or any development at all – to modify their product layouts for their players.

Security

PlaySmart uses the latest encryption measures to protect players' sensitive information and transactions. These security systems have been tested by all regulators who have licensed PlaySmart, and their certificates are guarantees of absolute security and safety.

Advanced backoffice

The backoffice is where the Operator controls all aspects of the platform. The vast majority of what the player sees, and a good part of what they don't, is dynamically configurable from the backoffice. From game assets to bonuses to currencies. In addition the backoffice provides the first port of call for reports and other information about the state of the platform and the on-going play.

9.1 Games

The PlaySmart Platform will initially have integrations with casino game aggregator Hub88. As such, the Platform will be able to supply games from studios such as:

- NetEnt
- Evolution
- Relax Gaming
- Pragmatic Play
-and many more

10. The Remote Gaming system

10.1 Software Ownership

The hardware, hosting and co-location are owned, controlled and managed by PlaySmart. The hosting and co-location are provided primarily via OVH in Data Centres that best reflect the geographic needs of the Operator client.

PlaySmart make use of its own and developed control and back-office systems ('the gaming platform'). The gaming platform is a backend system that comprise the modules to handle clients' integrations to games, risk management and financial reporting. It is a comprehensive software solution that captures the most essential tools needed by any operator to undertake a B2B gambling operation.

The gaming platform centralized all third party integrations such as game suppliers, payment providers, KYC operators, Fraud Detection tools and more. As the central location of all player activity, it also logs and audits all player activity such as transactions (both game and payment) and any other important information related to players.

Through the databases that persist all information required for the platform, the player and the Operator, reports are generated to give the Operator an oversight of their performance.

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10.2 IT infrastructure – high level

A high-level diagram of PlaySmart' network diagram is disclosed in Appendix 1 and application architecture in Appendix 2.

11. Operational Plan

The global real money wagering market has enormous potential and is predicted to exceed \$205 Billion by 2027. The streamlined regulation and global adoption of online gambling outside of the U.S provides us an opportunity to offer a real money-wagering product to international customers in a very short amount of time. The addressable market includes all of the members of the European Union and any countries that permit international online wagering. The international operation will provide critical revenue to expand our business operations and compete with the U.S institutions.

The target markets of PlaySmart will be Canada, New Zealand and some countries in the the European market including Finland and Hungary. PlaySmart will explore additional markets, and the B2C iGaming license will be used as a "springboard" to get the company "regulation ready" for additional licenses in further jurisdictions. The aim is to reach out to operators active in these markets.

PlaySmart wants to do things right and not only wants to have the licence but it also wants to ensure its prospective players of their B2C clients, that the company will not defraud them, but neither will they allow their players to defraud the company or other players, through irregular manipulations that would disadvantage other players and / or PlaySmart. PlaySmart has adequate measures and controls that will manage such risks and any issues arising.

PlaySmart' critical success factors and competitive advantage will be that aim to market is the fact that we give utmost importance on responsible gaming, privacy and security. In addition PlaySmart will provide operators the tools to retain players sustainably for longer periods of time

All persons involved in the team are very knowledgeable about the industry and they will be provided with adequate training and guidance to ensure that the service that they provide is second to none. The company will also encourage client feedback through customer support to always better understand what the players and the client desire in their experience with PlaySmart. Any complaints received, will also be logged, looked into and even acted upon as soon as possible so as to ensure the best service.

Marketing research will also be carried out to identify other potential markets as well as the appropriate promotional methods to attract such possible new market/s.

The following marketing methods will be applied:

- Online advertising. In general this would include text- based search ads and graphic display ads.
- Direct advertising such as newspaper adverts, TV campaigns, mobile messaging and email advertising. These advertising tools will be used depending on the particular market and jurisdiction. The legality of each option in each jurisdiction targeted will first have to be investigated.
- Optimizing our marketing website for search engine optimization (SEO).
- Participating in fairs, trade shows and affiliate shows to make the company better known within the industry.
- Use of social media such as LinkedIn, Facebook and X (formerly twitter) to create brand awareness.

12. Three-year financial assumptions and projections

\$	2024	2024	2025
Marketing Investment	178,401	756,746	2,128,473
Actives	19,305	141,768	414,699
GGR	1,142,842	8,392,649	24,550,167
ARPU	59	59	59
NGR	799,989	5,874,854	17,185,117
Bonus -	342,852	2,517,795	7,365,050
Result after Marketing	621,588	5,118,108	15,056,644
Royalties -	114,775	988,654	2,892,010
Casino Royalties -	84,010	610,985	1,787,252
Sportsbook Royalties -	30,765	377,669	1,104,758
Other Costs -	399,332	1,408,305	2,772,041
EBIT	107,482	2,721,149	9,392,593

Our main acquisition channel is going to be our own free-to-play site.

We will drive traffic to our native apps at an expected CPI of \$0.02 and then utilize in-house CRM to cross-sell to our real money gaming product. It however has the lowest

conversion rates and highest churn. As a result, we will drive traffic to our native apps: iOS app is popular in: USA, NL, UK, Korea, Japan, Chile, Canada and NZ while Android apps are dominant in India, Peru and Vietnam and provide 10% conversion on direct adds

Our aim is to convert at least 6 out of 100 players from free to real products. Actual real-world is close to 10%

This puts the cost of conversion from Free to Real Registration at \$14. Our platform provides the capability to reward new customers in a gamified way and improve conversions to depositors.

For conventional, paid search, we estimate average, costs of \$35. In line with rates for affiliates in our target markets, we need to aim to maintain hybrid deals ex. \$30 flat + 30/40% rev share.

The key channels will be the following:

Facebook, Google and in-app advertising. This will be used to acquire Free to Play users. We will also sell 3rd party ads in the app for some "extra" revenues.

ASO - since free to play is primarily app-driven, we will focus on having good positioning with the store in our core markets

SEO - standard SEO strategy

Organic Social media - built up social media following primarily for free-to-play product, but given the same brand name, "easily" retargeted for real money gaming.

Local social media, such as weChat, weChat, line, Zalo, skout, meetMe

Refer a friend concept - utilize social community building concept to acquire players on real money.

12.1. Key assumptions

Revenue structure

PlaySmart develops, produces, markets and licenses a player account management and rewards platform to create online casinos and online sportsbook operator brands to offer the best-in-class gaming service to our customers.

	Year 1	Year 2	Year 3
Total revenue at year end in \$	107,482	2,721,149	9,392,593

Cost structure

PlaySmart' largest cost items are software developer costs, to ensure that the product is continuously improved and maintained, then personnel costs about running the day-

to-day operations and then marketing costs to ensure we keep a healthy flow of customers..

Product innovation and development also constitute a material cost item, both directly in terms of operating expenses and indirectly, through depreciation of capitalized development costs.

Refer to the Excel file for the financial projections.

Funding

Initial funds for the operation of the Company will be provided by capital subscription and the provision of intra-group debt facilities by NVMBS Holding Limited. The origin of these funds will be investment in the wider Play Gaming Group by existing shareholders as well as operational profits generated by other group companies.