



ANNUAL REPORT 2020

ASPIRE GLOBAL
THE COMPLETE iGAMING
SUPPLIER FOR OPERATORS



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THE SUSTAINABILITY REPORT

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

CEO COMMENTS

HUGE POTENTIAL FOR FURTHER GROWTH

Aspire Global successfully executed its growth strategy in 2020 and increased revenues by 23.2% to €161.9 million with an EBITDA margin of 16.7%. The Group strengthened its position in 2020 by winning deals with tier 1 operators and by adding a proprietary sportsbook to its offering through the acquisition of BtoBet. Aspire Global has established itself as a powerhouse for iGaming operators with a broad geographic presence on four continents. This, combined with an outstanding offering, gives Aspire Global a solid base for further expansion.

2020 started dramatically with the outbreak of the pandemic. At Aspire Global, we quickly took action to protect the well-being of our employees and their families. Through these actions, supported by our solid technology and processes, we maintained a high service level for our partners.

Aspire Global was positively impacted in the second quarter when players chose online over land-based entertainment following the announcement of widespread curfews. The increase in revenues later in the year was mainly driven by the attractiveness of our offering and deep market know-how. We also saw a substantial number of players who preferred to stay online or to combine online entertainment with land-based offerings.

Aspire Global's growth strategy is based on four pillars: stronger offering, organic growth, M&A and geographic expansion. We made significant progress in all four areas in 2020.

STRONGER OFFERING

The most important step to further strengthen the offering was the acquisition of BtoBet, a leading sportsbook provider, in October 2020. The acquisition was a key step in creating an offering that covers the main elements of the B2B iGaming value chain. With a proprietary sportsbook, Aspire Global now controls the IP in the full value chain and steers the complete roadmap. In addition, the sportsbook provides us with the greatest flexibility when it comes to adding new features and securing fast time to market.

During the year, we took a number of other initiatives as well to enhance our offering. In July, AspireBattle, an industry-first sports betting feature that offers tourna-



ments covering all major sports, was launched. In Q4, we introduced Aspire Engage - the most advanced CRM tool in the market. In the latter part of the year, more payment methods were added on the platform and the speed of the sites was improved. In December, Aspire Global launched its Pay N Play solution in Finland, which became an immediate success. With Pay N Play, our partners can provide their clients with quicker registration, login and instant deposits and withdrawals.

GOOD ORGANIC GROWTH

In 2020, Aspire Global reported organic growth of 15.0% driven by good development in European countries such as the UK and Ireland. During the fall, we made the needed adjustments in Germany, following the guidelines for the transition period.

Aspire Global has a clear target to grow in regulated markets. Our capability to swiftly adapt to new regulatory requirements is a competitive advantage. Expansion in regulated markets also requires good cost control due to the tax

impact and lower margin on partner deals. In 2020, the revenue share from taxed or locally regulated or soon to become regulated markets increased to 81% (73%), at the same time administrative and distribution expenses in relation to revenues were stable. EBITDA increased 24.8% to €27.1 million and the EBITDA margin improved to 16.7% from 16.5%.

SUCCESSFUL M&AS

In October 2019, Aspire Global acquired the leading game studio and game aggregator Pariplay and twelve months later we added the leading sportsbooks provider BtoBet to the Group. Pariplay performed excellently in 2020 with good growth and profitability, driven by the strong offering, expansion to new markets and key customer wins. Pariplay also adds value by giving us access to more content quicker and proprietary games.

The acquisition of BtoBet in 2020 not only gave Aspire Global full control of the value chain, it added over 30 partners and a leading position in Latin America and Africa. Today, Aspire Global has over 150 partners, a presence on four continents and operates under 26 regulations. The deals we have done so far for the core platform, games and sports create important opportunities for cross selling.

GEO EXPANSION AND TIER 1 OPERATOR WINS

In 2020, we also made significant progress in expanding to new geographic markets. Besides the substantial geographic footprint BtoBet added, we established Aspire Global in Spain and Switzerland through partnerships in the games vertical. BtoBet also expanded to Russia through a deal with the national lottery. Our broad market presence is critical to our partners when they develop expansion plans, and it provides us with competitive advantages.

One of the most important achievements during the year were the tier 1 operators wins. Among them I would like to highlight Pariplay's partnership with Rush Street Interactive (RSI) in New Jersey and 888casino in Spain, along with BtoBet's deals with Betfair and William Hill in Colombia.

EXPANSION IN THE US

The agreement for games with RSI in New Jersey is just the first step in Aspire Global's US expansion. The US market represents an important growth potential for us. In January 2021, we received an interim iGaming supplier license for West Virginia and we have filed applications in Pennsylvania and Michigan. Our aim is to file in all accessible states in the US. We are now on our way to building an organization in the US to support our expansion in what is expected to become the world's largest iGaming market.

REVIEW OF B2C SEGMENT

In March 2021, we announced a review of the role of the B2C segment within the current Group structure. While we are very pleased with the growth and results reported by the B2C segment, we think a review will assist us to better assess our options to accelerate growth. Such a move could

help improve Aspire Global's overall margins and EBITDA and potentially help us accelerate new B2B initiatives and enter fresh markets. We will provide more information about the outcome of the review in a timely manner.

NEW TOP TALENTS

I'm very happy to see the top talents from the iGaming industry who recently joined us or will soon join. At the beginning of 2020, Jesper Kärrbrink, former CEO of Svenska Spel and Mr Green, was appointed Chairman of Pariplay. Later, Antoine Bonello joined as COO from William Hill and Paul Myatt from QuickSpin as Chief Business Development Officer. Paul Myatt has also previous experience from NetEnt. To further emphasize our focus on sustainability, we hired Liesbeth Oost, previously with GIG, as our Sustainability Officer. On July 1, 2021, Aditya Bhushan will join us as CTO. He is currently CTO at the premium online casino games developer NetEnt and brings with him years of experience in building successful products, organizations, and new development centers. During 2020, Aspire Global's Dima Reiderman was appointed COO of BtoBet. I'm also very pleased to have the experienced Zoran Spasov as Managing Director of BtoBet. It is promising to see the energy and strong focus on the management team.

OUTLOOK

2021 has started positively and in the Q4 2020 report we stated that total trading volumes increased in January to approximately €15.0 million, about 34% higher than the average monthly trading volume in Q1 2020.

During 2020, Aspire Global transformed and established itself as the powerhouse for iGaming operators. In 2019, we were a European-focused company with revenues mainly from casino. Today Aspire Global is present on four continents and provides a complete, leading iGaming offering with proprietary games and games aggregation along with a sportsbook, gaming platform and managed services.

Overall, we are well-positioned to capitalize on the array of opportunities available to us in the global iGaming industry. We see exciting opportunities in new markets and with new partners. In addition, there are numerous growth possibilities for our proprietary sportsbook in European markets such as Germany and the UK, along with the US and Latin America. We have filed license applications for the sportsbook in Europe and intend to certify it in the US during 2021. The aim is to introduce the sports offering in time for the soccer championships in key European markets.

Aspire Global is stronger than ever and with our complete iGaming offering we can compete for any deal, anywhere, at any time. I'm truly excited by Aspire Global's future prospects and see a huge potential for further growth.

Tsachi Maimon
CEO

A BRIEF INTRODUCTION TO ASPIRE GLOBAL

A LEADING iGAMING SUPPLIER

Aspire Global is a leading B2B-provider of iGaming solutions, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. The B2B-offering comprises a robust technical platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed services. The platform itself can be used exclusively or combined with a wide range of services. In addition to the B2B-offering, Aspire Global operates several B2C brands, including Karamba, which showcases the strength of the B2B-offering. The Group operates in 26 regulated markets spanning Europe, America and Africa, including countries like the US, UK, Denmark, Portugal, Spain, Poland, Ireland, Nigeria, Colombia and Mexico. Offices are located in Malta, Israel, Bulgaria, Ukraine, North Macedonia, India, Italy and Gibraltar. Aspire Global is listed on Nasdaq First North Premier Growth Market under ASPIRE.



KEY RATIOS

€ million	2016	2017	2018	2019	2020
Revenues	61.0	71.9	104.6	131.4	161.9
Revenue growth, %	2.5	17.9	45.5	25.6	23.2
Distribution expenses	36.8	42.9	64.1	87.1	108.4
Gaming duties	2.6	3.0	4.4	4.2	4.3
Administrative expenses	9.3	10.6	12.8	14.6	17
EBITDA	11.4	14.3	21.2	21.7	27.1
EBIT	10.6	13	19.3	17.7	20.8
Earnings after tax*	11.6	12.3	18.5	1.9	15
Earnings after tax*, per share	0.28	0.23	0.36	0.01	0.28
Dividend, per share	0.27	0.28	1.27	-	-

* including a one-off tax payment of €13.7 million.

23.2%

REVENUE GROWTH 2020

ASPIRE GLOBAL'S WHY, HOW AND WHAT

WHY



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

HOW



Our platform is robust, highly scalable and a true "one stop shop" solution. Our professional services allow our partners to focus on marketing with the peace of mind that we are taking care of the rest.

WHAT



We provide an iGaming platform with a fully managed services package.



456 (312)
EMPLOYEES



8 (6)
OFFICES



80+ (70+)
iGAMING B2B-
BRANDS



81% (73%)
SHARE OF REVENUES
FROM TAXED, LOCALLY
REGULATED OR SOON
TO BECOME REGULATED
MARKETS

COMPANY HISTORY

2005 – THE COMPANY IS FOUNDED

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

2008 – GAMING LICENSE IN MALTA

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

2012 – EXPANSION TO LOCALLY REGULATED MARKETS

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

2014 – TOTAL OF 15 PARTNERS, COMPANY NAME IS CHANGED TO ASPIRE GLOBAL

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

2016 – TOTAL OF 25 PARTNERS

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

2017 – A SUCCESSFUL IPO

A successful IPO is completed, listing the company’s shares on Nasdaq First North Growth Market, Sweden. Operations are expanded in Portugal, the sportsbook is launched and a record number of partner agreements are

signed, including the joint venture Mr. Play, strengthening the B2B arm of the company to more than half of total revenues.

2018 – A NEW VERTICAL

Sports betting is added to the platform, extending the company offering from casino to sports, the largest area in iGaming. Licenses are granted in Sweden and Ireland and the Danish license is extended. 240 new games are launched, six of them proprietary. New financial targets are set for 2021 as previous targets are expected to be met by 2020.

2019 – ACQUISITION OF PARIPLAY

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

2020 – ACQUISITION OF BTOBET

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

2021 – LIVE IN THE US AND REVIEW OF B2C SEGMENT

After the end of 2020, Aspire Global went live with its game offering with Rush Street Interactive (RSI) in New Jersey and obtained an interim iGaming supplier license for West Virginia. Aspire Global has also filed applications in Pennsylvania and Michigan with the objective to file in all accessible states in the US. Aspire Global announced a review of the role of the B2C segment within the Group structure.

THE YEAR IN BRIEF

18 FEBRUARY

Year-end report 2019. Another year of strong growth. Full year results: Revenues +26.0% to €131.4 million. EBITDA + 2.4% to €21.7 million. EBITDA margin 16.5%.

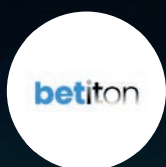
3 MARCH

Jesper Kärbrink appointed Chairman of Pariplay. Jesper Kärbrink has extensive experience in the gaming industry, including as CEO of Mr Green and Svenska Spel.



3 MARCH

Betiton, a new iGaming brand, now live with casino and sports on Aspire Global's platform.



18 MARCH

Update on the COVID-19 pandemic. Proactive measures to reduce the risk for the staff and ensure business continuity.

5 MAY

First quarter report. Good growth and profitability increase from fourth quarter. Revenues + 1.5% to €33.7 million. EBITDA -14.2% to €5.2 million. EBITDA margin 15.5%.

6 MAY

Annual General Meeting. The meeting, which was held online due to the pandemic, resolved to authorize the Company to acquire its own shares (share buyback).

14 MAY

Pariplay signed a partnership for games with Caliente.mx, Mexico's largest sportsbook and gaming operator.



8 JUNE

Pariplay signed a partnership for casino games with BetVictor, one of Europe's leading iGaming operators.



3 JULY

AspireBattle launched an industry-first sports betting feature that offers tournaments covering all major sports. The feature includes player control with time out functionality to ensure a safe player environment.

30 JULY

Pariplay entered the Swiss market by partnering with Grand Casino Baden.



13 AUGUST

Pariplay expanded its presence in the Swiss market through a partnership with Casino Davos.



20 AUGUST

Second quarter report. All-time high revenues and EBITDA. Revenues +33.5% to €43.7 million. EBITDA +16.4% to €7.1 million. EBITDA margin 16.1%.

28 AUGUST

Increased ownership in Marketplay Ltd, from 40.0% to 49.9% of the shares. Marketplay Ltd owns the iGaming brand mr.play, one of the leading brands operating on Aspire Global's platform.

2 SEPTEMBER

Pariplay expanded in the Romanian market through a partnership with 888casino, one of the world's leading gaming and entertainment operators.



11 SEPTEMBER

Antoine Bonello is announced as Chief Operating Officer and Managing Director of the Malta operation. He brings vast experience from leading positions in the industry, including at William Hill International, Mr Green, Flutter and Betfair-Paddy Power.



17 SEPTEMBER

Acquisition of 100% of the shares of BtoBet Ltd, a leading B2B sportsbook and technology provider. Together with the acquisition in 2019 of the leading games studio and game aggregator Pariplay, the purchase of BtoBet's sportsbook platform positions Aspire Global among the world's leading iGaming suppliers.

**18 SEPTEMBER**

Liesbeth Oost joins as Sustainability Officer. She has previously been responsible for sustainability at GIG.

18 SEPTEMBER

Capital Markets Day. Solid strategy for continued profitable growth revealed. The objective is to grow in locally regulated markets, continue the expansion in Europe and North America, and break into Latin America and Africa, which the acquisition of BtoBet will enable.

7 OCTOBER

BtoBet signed a partnership with Betfair in Colombia. The agreement further strengthens BtoBet's leading position in Colombia.

**9 OCTOBER**

Acquisition of BtoBet finalized.

21 OCTOBER

Pariplay signed third Swiss agreement, now with the market leader Swiss Casinos.

**5 NOVEMBER**

Third quarter report. Continued strong performance and key customer wins.
Revenues +20.7% to €40.1 million.
EBITDA +25.7% to €6.6 million.
EBITDA margin 16.4%.

19 NOVEMBER

Expansion to Russia by platform deal with Russian National Lottery's Operator Sports Lotteries LLC.

20 NOVEMBER

Paul Myatt hired as Chief Business Development Officer. He has broad experience from leading positions in the iGaming industry, including at QuickSpin and NetEnt.

**26 NOVEMBER**

Pariplay announced it will provide its content to 888casino in Spain.

18 DECEMBER

Aspire Global's platform live with its first Pay N Play operator in Finland.

28 DECEMBER

BtoBet signed a partnership with William Hill in Colombia to provide sportsbook and platform.

**EVENTS AFTER THE END OF 2020****12 JANUARY 2021**

Pariplay signed a partnership for games with 888 Holdings covering Portugal.

26 JANUARY 2021

Pariplay granted Interim iGaming Supplier License for the state of West Virginia.

4 FEBRUARY 2021

Pariplay announced its partnership for games with Rush Street Interactive (RSI), a market leader in online casino and sports betting in the US. RSI has already launched a selection of Pariplay's online casino games in New Jersey.

18 FEBRUARY 2021

Fourth quarter report. Record high revenues and EBITDA.
Revenues +37.6% to €44.4 million.
EBITDA +89.9% to €8.3 million.
EBITDA margin 18.6%

1 MARCH 2021

Aspire Global announces the review of the role of the B2C segment within the Group structure.

24 MARCH 2021

Announcement that Aditya Bhushan, currently CTO at the premium online casino games developer NetEnt, will join Aspire Global as CTO as of July 1, 2021.

AN ATTRACTIVE INVESTMENT

Aspire Global has established itself as a powerhouse for iGaming operators. The company is a leading B2B-provider of iGaming solutions, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. The B2B-offering comprises a robust technical platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed services. A strong position in the value chain, combined with long experience from iGaming and a leading technical platform, makes Aspire Global the ideal partner for well-established or aspiring operators looking for a fast-to-market concept.

INVESTMENT CASE

BUSINESS CONCEPT

Aspire Global has established itself as a powerhouse for iGaming operators. A leading iGaming supplier, it offers partners everything they need to operate a successful iGaming brand, covering casino and sports. The company's platform includes the first full turnkey solution for sports operators – with around 81% of revenues coming from taxed, locally regulated or soon to become regulated markets.

The company is the ideal partner for any operator across the world. Aspire Global's B2B-offering comprises a robust technology platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed service – and provides endless iGaming opportunities.

The B2B-offering is targeted at casino and sports operators as well as land-based operators and experts in marketing such as affiliates and media companies, with strong brand awareness and the ability to generate large volumes of online traffic.

The company can manage every aspect from regulation and compliance to payment processing, risk management, CRM, support and player value optimization, allowing operators to focus on marketing their brand and generating traffic.

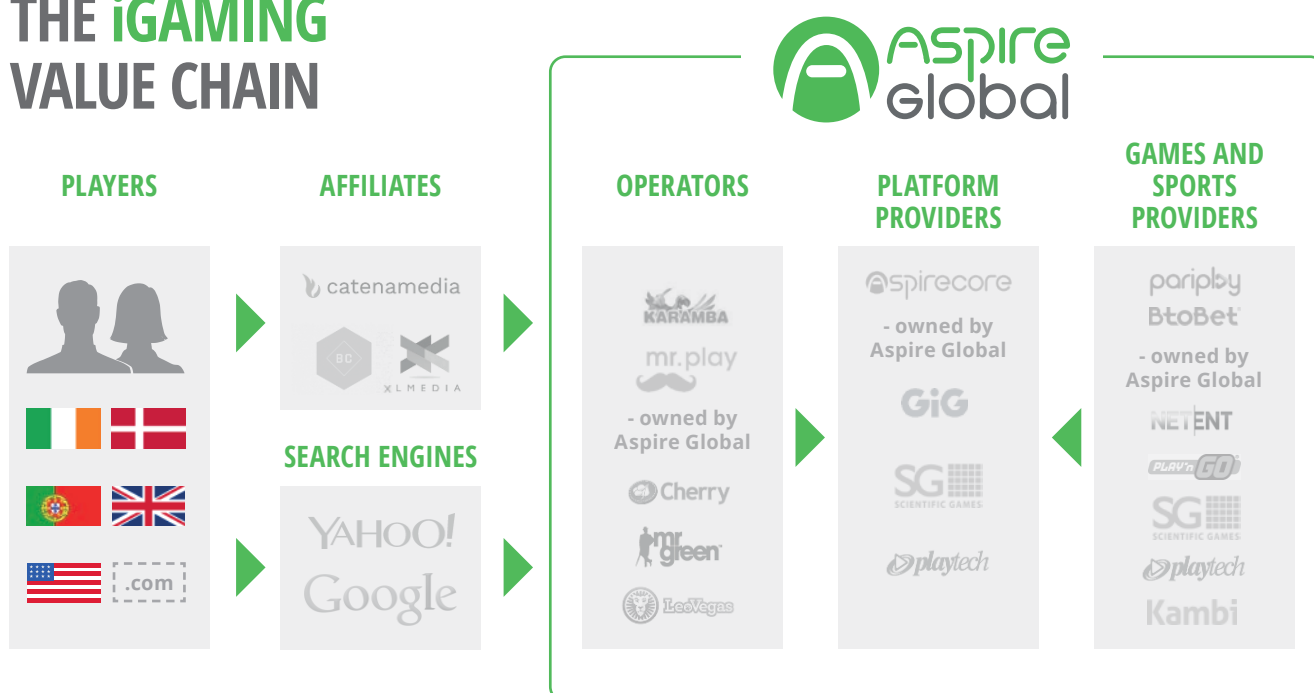
In addition to the B2B-offering, Aspire Global operates a B2C-business with several proprietary casino brands, led by Karamba, based on the same operational setup and techni-

cal platform. Aspire Global also distributes third-party and proprietary games to external partners, a business that will grow over the coming years, boosted by the acquisitions of the leading game-aggregator and game studio Pariplay in 2019 and of BtoBet, a leading sportsbook provider, in 2020.

REVENUE MODEL

Platform fees mainly consist of Aspire Global's share of net gaming revenues (NGR). Revenues are also generated from the sales of games. BtoBet and Pariplay apply revenue sharing models. Costs revolve around technical development, licenses, customer service, third-party games and marketing of B2C-brands. Being the license holder in most partnerships means that Aspire Global receives payment directly from players, as opposed to a royalty from partners, which is the case with most other B2B-companies. For this reason, the company's EBITDA margin is not fully comparable to the EBITDA margin of other platform providing companies. Following the acquisition of Pariplay, the company has expanded in the game sector, generating license income from the aggregation of proprietary and third-party games over the platform. Aspire Global's revenue share is also affected by the services the operator purchases.

THE iGAMING VALUE CHAIN



GROWTH STRATEGY

UNIQUE STRENGTHS

COMPLETE OFFERING FOR IGAMING OPERATORS

Aspire Global has established itself as a powerhouse for iGaming operators. The company provides the full range of B2B-services with a best-in-class, proprietary iGaming platform, sportsbook and a game aggregator. The iGaming platform is highly advanced and robust, and the sportsbook is the cutting-edge Neuron 3 platform. The game studio and game aggregator Pariplay offers over 100 proprietary games and unique aggregation features with more than 3,000 games from all major suppliers. The platforms and services can be used exclusively or combined.

STRONG CUSTOMER RELATIONSHIPS

Aspire Global serves some of the biggest names in the industry such as 888, Rush Street Interactive, Kindred, Betfair, Betsson, William Hill, GVC and Caliente. Aspire Global is customer centric and the strong relationships are based on Aspire Global's unrivalled industry experience with deep knowledge of technology and marketing as well as gaming behavior and player protection. Aspire Global has over 150 partners across Europe, the US, Latin America and Africa.

HIGHEST QUALITY, BEST-IN-CLASS ENTERTAINMENT

Aspire Global always strive to provide its partners with the highest quality and fast time to market. With its complete offering – covering the whole iGaming value chain – Aspire Global is in full control of the roadmap and rollout of new features. A key objective is the continuous development of proprietary games and features in order to provide unique, best-in-class entertainment.

STRATEGY FOR PROFITABLE GROWTH

ORGANIC GROWTH

Aspire Global's position as the powerhouse for iGaming operators provides the company with a strong position for further organic growth. The existing B2B-deals for the core platform, games and sports create significant opportunities for cross selling.

The scalability of the platform and business model enables Aspire Global to achieve organic growth while maintaining marketing and other expenditures at a moderate level, especially in B2B. Additional partners and brands can easily be added to the platform without adding major overhead, although to some extent legal and technical resources are required to adapt to local conditions and regulations, including certifications.

M&A

Aspire Global actively looks for acquisition opportunities and new projects that can broaden the offering for players, enhance the scale benefits of the platform or accelerate growth of the B2B segment, by controlling additional elements in the value chain. Aspire Global has great ambitions to grow through M&A and is well prepared for opportunities that may arise. Each evaluation is thorough, helping the company to remain selective and identify realistic potential.



GROWTH INITIATIVES IN 2020

ORGANIC GROWTH

In 2020 the company continued to deliver on the growth strategy and achieved organic revenue growth of 15.0%. In the B2B segment, organic growth reached 22.9%. At year-end, Aspire Global had 150 partners, including 86 B2B-brands operating on the Aspire Core platform. The Group now operates in 26 regulated markets spanning Europe, America and Africa, including countries like the US, UK, Denmark, Portugal, Spain, Poland, Ireland, Nigeria, Colombia and Mexico.

GROWTH THROUGH M&A

In October 2020, Aspire Global completed the acquisition of all the shares of the leading sportsbook provider BtoBet. The purchase price was €20 million in cash, of which €15 million at closing and €5 million twelve months later. This is in addition to contingent consideration based on BtoBet's performance two years after

closing – seven times BtoBet's EBIT in the second year after the closing date minus the purchase price of €20 million. In 2019, BtoBet had revenues of €4.4 million and an EBITDA of €1.5 million. At the time of the acquisition, BtoBet had 33 operators on its platform in Europe, Latin America and Africa. The company is a leading provider in Latin America and Africa and with the acquisition Aspire Global, with its broad presence in Europe and recent expansion in the US, established a prime position also in these two growing markets. The acquisition of BtoBet and its B2B sportsbook is a major step in Aspire Global's growth strategy to create an offering that covers the main elements of the B2B iGaming value chain. With the proprietary sportsbook, Aspire Global controls the IP in the full value chain and steers the complete roadmap. The proprietary sportsbook also provides Aspire Global with the greatest flexibility when it comes to adding new features and securing fast time to market.

15.0%

ORGANIC GROWTH

BtoBet®

ACQUIRED OCTOBER 2020

FINANCIAL PERFORMANCE

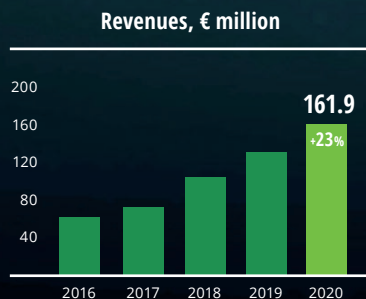
Aspire Global has been delivering solid, profitable growth over the past six years, and 2020 was no exception. The company continued to deliver on its powerful strategy for profitable growth and increased revenues by 23.2% to €161.9 million. The EBITDA margin reached 16.7%, well in line with the financial target.

FINANCIAL TARGETS

1.

REVENUE GROWTH

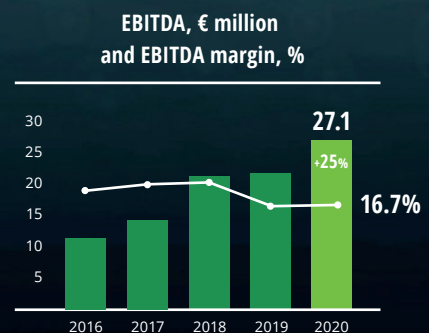
Aspire Global's target is to increase revenues to €200 million by 2021.



2.

EBITDA AND EBITDA MARGIN

Aspire Global's target for 2021 is an EBITDA of €32 million excluding material acquisitions, corresponding to an average EBITDA margin of 16%.





FINANCIAL PROGRESS IN 2020

In 2020, Aspire Global reported record high revenues and EBITDA. During the second quarter of the year, the company was positively impacted by the COVID-19 pandemic. In the second half of the year, growth was primarily driven by strong underlying business momentum. Revenues for 2020 increased by 23.2% to €161.9 (131.4) million with organic growth of 15.0%. BtoBet, acquired in October 2020, added €2.2 million in revenues.

B2B was the main growth driver, increasing by 35.8% from 2019 and constituting 69% of total revenues. The growth was achieved thanks to a proactive approach towards partners, consistent improvements to the platform and infrastructure, and new features and retention services. B2C also performed well in 2020, although it had a weaker start to the year. The B2C segment reported growth of 1.3% for the full year. In the fourth quarter 2020, revenues in the B2C segment increased by 29% to an all-time high of €14.3 million. The increase was driven by positive development in both the casino and sports verticals.

EBITDA increased by 24.8%, driven by acquisitions, increased organic revenues and good control of distribution and administrative costs. These costs were kept in line with previous year. The B2B segment's performance improved significantly and EBITDA increased 31.4%. The Group's EBITDA increased to €27.1 million (21.7), with a contribution from the B2B segment of €20.9 million. In the B2B segment, the contribution from Pariplay was €4.2 million and from BtoBet €0.6 million in the fourth quarter. The Group's EBITDA margin was 16.7% (16.5%). The margin was impacted by the higher exposure to taxed and locally regulated markets in which, apart from the tax impact, the margin on partner deals are lower.

The financial targets for 2021 were set in December 2018: €200 million in revenues and €32 million in EBITDA, corresponding to an EBITDA margin of 16%. The EBITDA margin is adjusted for increased gaming duties as some of Aspire Global's existing markets are expected to be regulated by 2021. The company's broad market presence and product offering serve as a solid foundation for sustainable, profitable growth. The strategy remains primarily focused on B2B and B2C, but also on games and sports, where both Pariplay and BtoBet are expected to contribute materially to growth over the coming year. Aspire Global will also continue to enhance its multi-vertical offering while maintaining the search for M&A opportunities, supported by a strong balance sheet.

3.

DIVIDEND POLICY

Aspire Global's target is to distribute annual dividends of at least 50% of net profits, subject to the discretion of the Board of Directors.

KEY FACTORS AFFECTING FINANCIAL PERFORMANCE

TARGETING REGULATED MARKETS

- ▶ **Many markets lack a clear regulatory framework in relation to iGaming. Regulatory changes can affect the company positively as well as negatively.**

Regulatory changes and greater stability increase the likelihood that existing and potential partner brands can expand their operations and contribute to Aspire Global's overall growth. In addition, regulations increase the potential for Aspire Global to attract new non-operators as partners such as media and online marketing companies, as they are often unable to own and operate iGaming brands in unregulated markets. It is the company's ambition to increase its share of revenues generated from regulated and taxed markets in the future. Increased regulation often introduces additional taxes and costs related to compliance, which could negatively affect Aspire Global's results and margins. Moreover, the regulation of previously unregulated markets may increase competition within that market, which also could affect Aspire Global negatively.

STRONG iGAMING MARKET GROWTH

- ▶ **Aspire Global is exposed to the growing iGaming markets in Europe, America and Africa.**

Since 2007, Aspire Global has benefited to a large degree from the increased size of the European market. The recent success in establishing a footprint in new markets will provide Aspire Global with further growth opportunities.

RELATIVE SIZE AND IMPORTANCE OF BRANDS (B2B AND B2C) IN RELATION TO TOTAL REVENUES

- ▶ **If one segment was to grow larger than the other, the costs unique to that segment (marketing expenses related to the B2C segment and royalty payments to partners related to the B2B segment) would also increase in relative importance.**

Although our own brands (B2C) and our partners' brands (B2B) operate in a similar way and share the same platform and operational services, there are a few differences between the segments. Revenues from the B2B segment are reported on a gross level in Aspire Global's financial statements, meaning that the partner's share of the revenues is recorded as a royalty payment within "distribution expenses." The company does not incur any costs for customer acquisition (marketing), which partners finance. Within the B2C segment, Aspire Global is responsible for its own marketing expenses, which are also included in distribution expenses together with royalty payments to Aspire Global's partners.

ABILITY TO EXECUTE THE STRATEGY FOR PROFITABLE GROWTH

- ▶ **M&A growth - The company's ability to identify attractive acquisition opportunities and successfully complete acquisitions.**

Aspire Global seeks to improve its operating results through acquisitions. If Aspire Global is unsuccessful in executing its acquisition strategy, profit levels and margins could decline.

Revenues per market 2020



Revenues B2B and B2C 2020



► **Organic growth - The ability to attract, retain and grow partners.**

Historically, Aspire Global has seen very few partners leave the platform, while the number of new partners is growing. The effect of new B2B-brands on Aspire Global's revenues and earnings normally is not realized immediately, but usually lags two to three quarters, and the full effect of newly launched brands can take up to a year to become evident in the company's accounts. Aspire Global also shuts off certain low performing partner brands as part of the continued streamlining of the portfolio, while other low performing brands have been taken over by other successful existing partners.

Since its acquisition in 2019, Pariplay has demonstrated good growth and signed significant deals for content and the aggregation platform. Pariplay has also expanded its offering with more content providers. At the end of 2020, Pariplay had many ongoing integration projects, i.e. signed content deals that were not yet live.

► **Broadening the offering - The ability to successfully develop and expand its offering.**

Aspire Global must continuously develop and expand its offering to ensure that it remains attractive, competitive and relevant to existing and potential new partners as well as players of Aspire Global's proprietary casinos. One way to broaden the offering is by developing the company's technological platform and launching additional iGaming verticals. This may entail additional costs related to R&D and marketing, which could affect Aspire Global's profits. Increased levels of investment during certain periods of time may also be required to successfully develop the current product and service offering.

OPERATIONAL EFFICIENCY

► **The single largest cost relates to distribution expenses, accounting for around 84% of total operating expenses. Distribution expenses refer to partner royalties (B2B) as well as advertising expenses and customer acquisition costs related to the B2C segment.**

By growing and offering a more attractive value proposition for partners, Aspire Global may be able to negotiate more attractive revenue share agreements with a positive effect on the company's profits and margins. Conversely, increased marketing efforts aimed at both attracting additional partners and customer acquisition for Aspire Global's proprietary brands could during periods of increased marketing activity mean higher expenses and lower margins.

The recent acquisitions of BtoBet and Pariplay provide Aspire Global with important synergies in technology as well as sales, marketing and compliance.

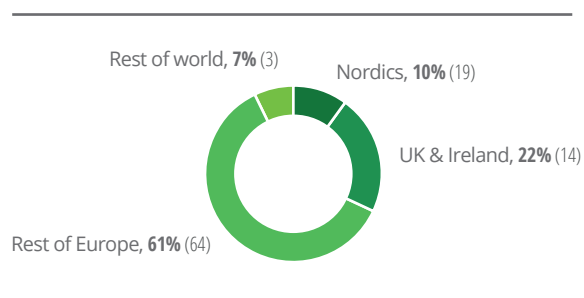
► **The second largest cost item is administrative expenses related to staff and other operating costs.**

Due to the scalability of Aspire Global's platform, additional growth can be sustained with relatively little increase in administrative expenses. During 2017-2020, Aspire Global maintained average administrative expenses at around 11-15% of total operating expenses while growing revenues.

► **Fluctuations in the currencies to which Aspire Global is exposed.**

Aspire Global generates revenues in a number of different currencies, primarily EUR and GBP. Aspire Global's costs are mainly incurred in EUR, USD and Israeli shekel, NIS. In addition, the company incurs some costs in other currencies such as GBP and SEK. To mitigate the effect of currency fluctuations, Aspire Global uses financial derivatives from time to time to hedge certain currency cash flow exposures, mainly forward exchange contracts.

Revenues per geography 2020



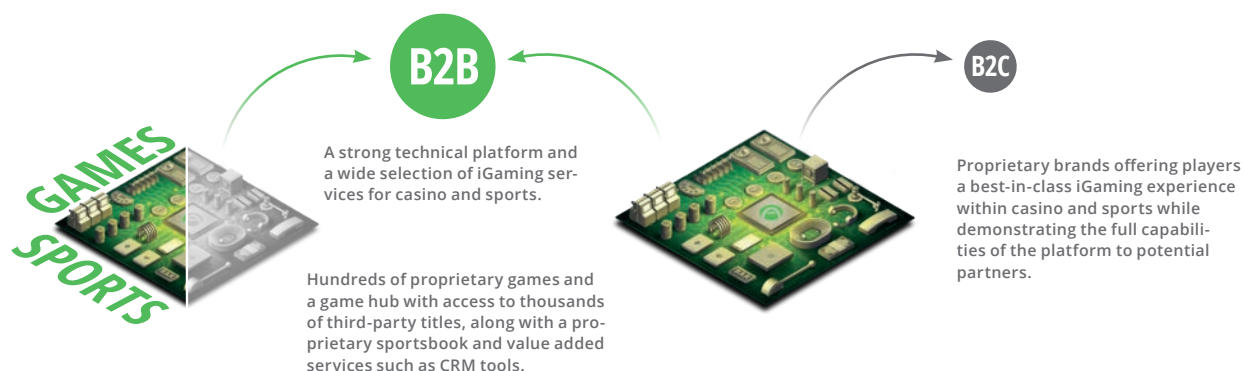
10.5%

ADMINISTRATIVE COSTS/REVENUES 2020
(11.1%)

A POWER- HOUSE FOR iGAMING OPERATORS

Aspire Global is a leading B2B-provider for iGaming, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. The proprietary platform comprises all technical, operational and regulatory aspects of iGaming as well as a range of attractive managed services. The games offering includes hundreds of proprietary titles and a hub connected to thousands of games from leading game developers. The quality of the offering is continuously improved to meet the highest standards in terms of speed, availability, reliability and responsibility. As for breadth, the offering is being expanded through additional verticals, stronger service and new games. Most recently a proprietary sportsbook was added.

THE COMPLETE iGAMING PLATFORM - ASPIRE CORE



LICENSES IN NUMEROUS MARKETS

Aspire Core operates under license in numerous markets, with the license in Malta from MGA covering all .com markets. Joining Aspire Global provides operators with access to a large number of markets without having to apply for licenses of their own. This is beneficial also for operators with licenses as it improves their time to market and reduces their need for tech resources when entering new markets.



DATA ANALYSIS

Aspire Global's platform partners have access to on-demand data analysis services in addition to a wide array of analytical tools that provide complete control of statistics and activity, such as data collection, daily report management, business intelligence, API gateway reports, back-office systems and real time data capabilities. To maximize returns on player acquisition costs and profitability at the player level, Aspire Global's statistical tools and lifetime value model (LTV model) provide partners with valuable data analysis. The statistical model considers the impact on player lifetime value of various actions and determines strategies to promote casino and sports games, while the LTV model allows partners to make informed and accurate decisions on which player acquisition strategies and marketing campaigns to focus on and which ones to abandon.



REGULATION AND COMPLIANCE

The platform is continuously updated with new features relating to regulation and ongoing compliance. The in-house

regulation and compliance team monitors all operations, conducts ongoing training and provides partners with regulatory updates and marketing guidelines for their jurisdictions. Aspire Global's platform is licensed and certified by a number of recognized organizations, such as the UK Gambling Commission, Danish Spillemyndigheden, Malta Gaming Authority and SRJ in Portugal.



CUSTOMER SUPPORT

To increase customer satisfaction and retention rates, in-house, multilingual customer support is available over various channels, seven days a week. A number of triggered proactive interactions at key customer touchpoints are managed by the customer support team to maximize player retention. Aspire Global continuously monitors the quality and effectiveness of these interactions, while customer satisfaction is measured through real-time customer surveys at the interaction touchpoint.



RETENTION

The Retention department works closely with the most valued customers of each brand, providing unique services on a case-by-case basis and creating strong relationships that lead to overall customer loyalty. The success of the department is therefore best measured through the retention of such clients.



PAYMENT SOLUTIONS AND RISK MANAGEMENT

Aspire Global cooperates with some of the largest payments providers in the world, including Worldpay, Adyen and Paypal. In addition, Aspire Global is integrated with a number of trusted payment solutions in each market, such as Trustly in Finland, Paypal, NETELLER, Skrill and Paysafe-card in the UK, and Giropay and Sofort in Germany, as well as credit and debit cards and bank transfers in all markets. This provides seamless and safe payment and pay-out handling. To further improve the customer experience, the platform offers automatic cashier optimization, express pay-outs and quick Know Your Customer (KYC) processes, where customers can upload their documents directly to the platform. The company has a highly secure fraud prevention scheme with constant payment analysis.



CRM

Aspire Global's CRM services are designed to complement the partners' marketing strategy, allowing them to fully focus on customer acquisition and marketing, thereby increasing revenues. The company hold (NGR/deposits) is one of the strongest among peers.

- A complete campaign management cycle: Aspire Global's CRM services produce, execute and analyze campaigns based on advanced player segmentation in order to maximize retention and profit.
- Player level segmentation: Players are periodically categorized into segments based on activity status, game orientation, deposit characteristics, reaction to previous promotional campaigns and account balance status. After being assigned to a segment, players are designated to a CRM cycle, which executes predetermined periodic actions aimed at offering individual and optimal promotion campaigns and bonus systems. The CRM platform, Aspire Engage, also allows for real-time engagement at various touchpoints and customizable triggers, with the capability of optimizing the outcome of these interactions based on multi-variate testing.
- Various conversion enhancement tools: Individual and dynamic offers for each partner's traffic sources, in order to maximize conversion of traffic into depositing players. The platform also allows for optimized new customer onboarding journeys based on A/B testing and in line with specific regulatory requirements.
- Flexible bonus system: Aspire Global's bonus system is highly flexible so that players in different segments are always matched with an appropriate bonus offering, such as free games, tournaments and loyalty points.
- Tools for responsible gaming: Partners are regularly updated on the company's general approach, tools and strategies for ensuring a healthy gaming environment.



PLATFORM PROGRESS IN 2020

In 2020, AspireBattle was launched, an industry-first sports betting feature that offers tournaments covering all major sports. Following Aspire Global's strong focus on responsible gaming, AspireBattle monitors players' behavior and times out participants who suffer significant point losses and dip below a specified negative points total.

In December 2020, the first Pay N Play operators were launched on Aspire Global's platform in Finland. The Pay N Play solution enables new customers to register and deposit quickly and safely without the lengthy registration process that existed earlier. Aspire

Global also launched Griffon Casino, a proprietary brand which has implemented Pay N Play and was immediately received positively.

In addition, several more payment methods have been made available, the speed of the sites has improved following significant investments in IT infrastructure and Aspire's platform partners can now offer their players additional currencies. These improvements contributed to the attractiveness of the platform offering and the increase in revenues in 2020. At the end of the year, Aspire Engage was introduced, the most advanced CRM tool in the market.

THE LEADING GAME STUDIO AND AGGREGATOR

Founded in 2010, Aspire Global's subsidiary Pariplay is a leading aggregator and content provider. Pariplay offers innovative products such as the Fusion™ aggregation platform and the Ignite studio development program. The Fusion™ aggregation platform features thousands of games from the industry's leading developers and a suite of back-office conversion and retention tools that enhance player value.

Pariplay also boasts its own game development studios with a range of over 120 innovative and entertaining slots. Pariplay has offices in Malta, Israel, Bulgaria, Gibraltar and India and is licensed and regulated by the Gibraltar Gambling Commission, the Malta Gaming Authority, the UK Gambling Commission, the Romanian National Gambling Office and the New Jersey Division of Gaming Enforcement.

As a B2B-provider of random number generated games, Pariplay takes responsible gaming seriously and has implemented policies and tools within its systems and games to provide industry-leading entertainment in a socially responsible manner.

EXAMPLES OF THIRD-PARTY GAME SUPPLIERS

- NetEnt
- Evolution
- Red Tiger
- Play'n GO
- SG Digital
- Microgaming
- Blueprint Gaming
- Pragmatic Play
- Quickspin
- Stakelogic
- Booming Gaming
- iSoftBet
- Synot



GAMES PROGRESS IN 2020

Pariplay entered new markets during the year, following its goal of expanding its footprint throughout the global iGaming space by continuing to establish a presence in recently regulated markets with strong growth potential. Pariplay also signed significant partnership agreements with tier 1 operators.

In July 2020, Pariplay received its certification in Switzerland and then signed deals with the Swiss leading gaming companies Casino Davos, Grand Casino Baden and Swiss Casinos. Pariplay will provide its leading game

offering to their online casinos. Other significant deals included the partnerships with the leading Mexican operator caliente.mx, European BetVictor and 888casino in Romania. At the end of the year, Pariplay announced that it will enter Spain by providing 888casino its cutting-edge game content through the Fusion™ aggregation platform. In early 2021, Pariplay signed a partnership for games with Rush Street Interactive (RSI), a market leader in online casino and sports betting in the US.



A LEADING SPORTSBOOK PROVIDER

One of the most significant initiatives in 2020 was the acquisition of BtoBet, a leading sportsbook provider, in October. The acquisition was a major step in the creation of an offering that covers all the main elements of the B2B iGaming value chain. With the proprietary sportsbook, Aspire Global now controls the IP in major elements of the value chain and can steer the complete roadmap. In addition, it also provides Aspire Global with the greatest flexibility when it comes to adding new features and securing fast time to market.

At the time of the acquisition, BtoBet had 32 operators on its platform in Europe, Latin America and Africa. The company is a leading provider in Latin America and Africa.

BtoBet's PAM platform, named Neuron 3, provides operators with the core technology for a player-centric environment to facilitate betting in any channels of choice. The result is a betting experience with an accentuated entertainment perspective based on the seamless transition

of the core technology which adapts to various scenarios related to the players' behavior through any channel, any jurisdictions and markets' requirements.

BtoBet has 20 years of experience in software development and almost 100 employees, the majority of whom are based in the offices in Italy and North Macedonia.



SPORTS PROGRESS IN 2020

BtoBet®

After the acquisition in October 2020, BtoBet made significant progress with six new deals, including agreements for its sportsbook solution in the Colombian market with tier 1 operators Betfair and William Hill. BtoBet also expanded to Russia by signing platform deal with

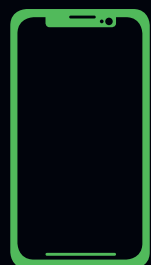
Russian National Lottery's Operator Sports Lotteries LLC. Through this agreement, BtoBet will provide its technologically advanced PAM platform and access to lottery games on online and retail channels to the Russian state lottery operator.

OUR AUDIENCE – END USERS ON ASPIRE GLOBAL'S PLATFORM



WEB
23%

MOBILE
77%

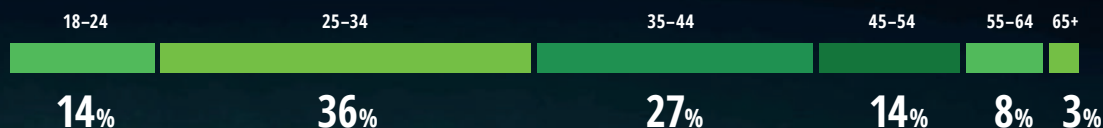


MALE
62%



FEMALE
38%

AGE



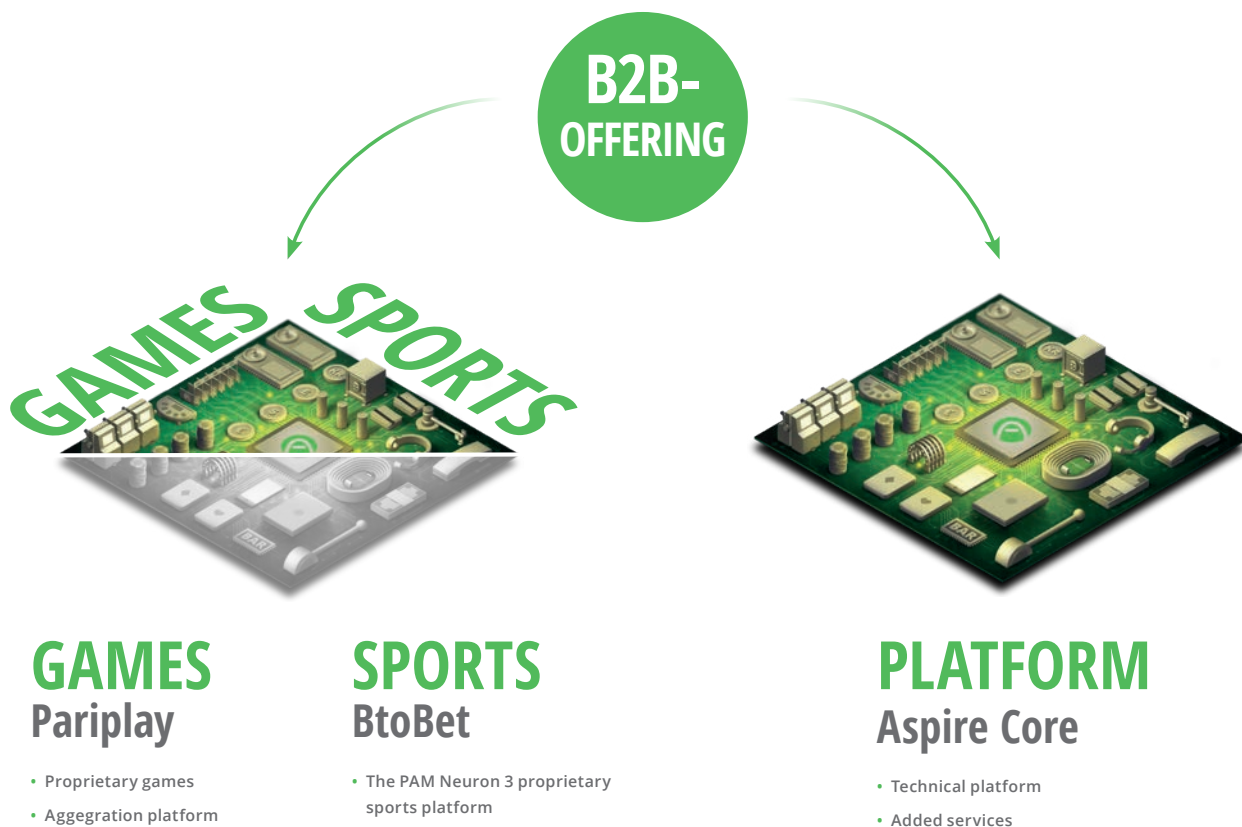
B2B-OFFERING

The B2B segment grew by 35.8% in 2020, constituting 69% of the Group's revenues. Organic growth is generated in two ways: by increasing the number of partnerships and by expanding the target groups for existing brands and enabling cross-promotion. In 2020, Aspire Global expanded the B2B-operations by acquiring BtoBet, a leading sportsbook provider, thereby enabling the company to target tier 1 operators through a broader offering.

A LEADING IGAMING SUPPLIER

Aspire Global is a leading B2B-provider of iGaming solutions, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. The B2B-offering comprises a robust technical platform, proprietary casino games, a proprietary sportsbook, and a game aggregator. The platform itself can be used exclu-

sively or combined with a wide range of managed services. The games offering includes proprietary titles and a hub for third-party games; see the previous section "Games." As the size and the number of brands grow, scale benefits in relation to third-party vendors such as payment solutions providers and game providers increase substantially.



TARGET GROUPS

Aspire Global is the ideal partner for any operator. Our focus is mid-sized to large iGaming operators, online as well as land-based, which want to go online, as well as experts in marketing such as large affiliates and media companies, and we offer different benefits for the two types of partners. Aspire Global's long experience from iGaming, coupled with the capabilities of the technical platform, means a short time to market.

For established operators, Aspire Global offers a strong and reliable platform, enabling cost savings and scale benefits from joining a larger, professional and efficient network, as well as the opportunity to focus entirely on daily operations. There is also an option for services, enabling operators to cut overhead by sharing operational services with other partners. In addition, Aspire Global's advanced and automated CRM and data analysis services, in combination with an experienced risk and fraud department, maximize player value while minimizing losses and cash leaks caused by fraud. For small and medium-sized operators, Aspire Global provides the professionalism and cost structure of a larger operator with multiple proprietary elements. This is an attractive option to the alternative cost of establishing, managing and outsourcing various required elements.

For experts in marketing, Aspire Global's solution is a way to leverage online traffic through a fully branded gaming experience, where all regulatory, administrative, operational and technical aspects are managed by Aspire Global. Non-gaming operators such as large affiliates, media companies and online marketing groups typically have large volumes of latent internet traffic that can be monetized through a branded casino on Aspire Global's platform. The iGaming solution allows affiliates, whose original business is to direct traffic to other operators, to redirect generated traffic to their own casinos, increasing the profitability of this traffic. The same goes for media companies with strong brands and marketing knowledge, which can leverage their strength to generate traffic to their own gaming sites, thereby adding new revenue streams from current assets.

35.8%

**REVENUE GROWTH
IN B2B SEGMENT**

22.9%

**ORGANIC REVENUE
GROWTH IN B2B SEGMENT**

69%

**SHARE OF TOTAL
REVENUES (62%)**

77%

**SHARE OF TOTAL EBITDA
(73%)**

REVENUE MODEL

The Group's revenues are generated from four separate streams: a small, fixed set-up fee, a moderate mark-up on supplier services, a share of adjusted net gaming revenues, and royalties. The primary source is the revenue split with platform partners, where Aspire Global succeeds when they do, as our interests are aligned. Aspire Global believes it has achieved a competitive advantage over competitors who instead charge a higher mark-up on third-party services.

Set-up fee

A fixed set-up fee is charged immediately following an agreement.

Mark-up on supplier services

The "cost plus" mark-up is charged for third-party services, such as fees to payment solution providers and game providers. Aspire Global keeps the mark-up to a moderate level while focusing on the royalty element.

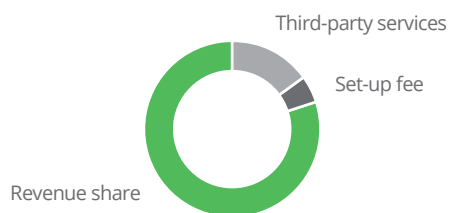
Split of net gaming revenue

When the brand is launched on the platform, Aspire Global and the partner split the net gaming revenues (NGR). Aspire Global keeps a royalty and pays the remaining share of NGR to the partner. To limit downside risk, a minimum platform fee is charged, which is automatically replaced by a share of revenues once it has been exceeded. Typically, it takes 6–12 months from launch, sometimes faster, to reach significant levels.

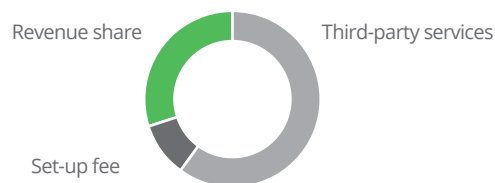
Royalties

Royalties from games and sports are calculated and invoiced as a percentage of the game win (player bets less player wins), a fee for proprietary titles and another for aggregation of third-party games.

Aspire Global platform pricing model



Competitors pricing model





B2B PERFORMANCE IN 2020

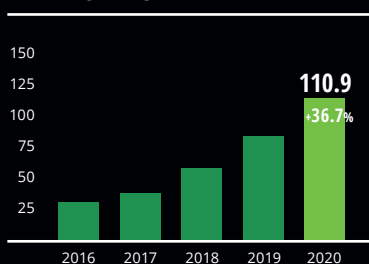
€ million, unless other stated	2020	2019	Change
B2B revenues	120.4	88.7	+35.8%
B2B revenues - organic	118.2	96.2	+22.9%
Revenues excl inter-segment revenues	110.9	81.1	+36.7%
Revenues Aspire Core	100.4	85.7	+17.2%
Revenues Aggregation and Games – Pariplay	17.9	3.1 ¹	
Revenues Sports – BtoBet	2.2 ¹	–	
B2B EBITDA	20.9	15.9	+31.4%
EBITDA Aspire Core	16.1	15.4	+4.7%
EBITDA Aggregation and Games – Pariplay	4.2	0.5 ¹	
EBITDA Sports – BtoBet	0.6 ¹	–	
B2B EBITDA margin, %	17.4	18.0	
EBITDA margin Aspire Core	16.1	18.0	
EBITDA margin Aggregation and Games – Pariplay	23.3	16.9	
EBITDA margin Sports – BtoBet	29.0	–	

1) Results for three-month periods. The sportsbook provider BtoBet was consolidated as of 1 October 2020. The games studio and games aggregator Pariplay was consolidated as of 1 October 2019.

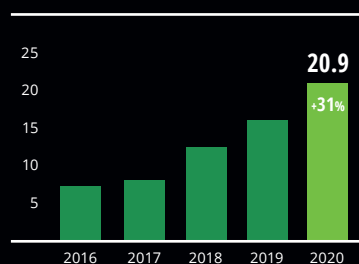
During the second quarter of the year, the company was positively impacted by the COVID-19 pandemic. However, in the second half of the year, the growth was pri-

marily driven by organic growth in Aspire Core and the acquisition of Pariplay. EBITDA improved due to higher revenues and acquisitions.

Net gaming revenues, € million



EBITDA, € million



B2C-OFFERING

Karamba Group, Aspire Global's B2C segment, offers a portfolio of distinctive proprietary brands to a diverse customer base operating across regulated markets. The B2C segment grew by 1.3% in 2020, constituting 31% of the Group's revenues. The growth strategy for B2C is to attract new target groups through additional verticals and a broad game portfolio, all while optimizing marketing activities through the use of unique planning tools for player acquisition and campaigns.



LAUNCH OF THE FIRST PAY N PLAY BRAND

B2C BRAND PORTFOLIO

Many years of operating successful iGaming sites have given Aspire Global extensive knowledge and experience, which it translates into a higher quality service offering for partners. This is the main purpose of the B2C-operations in addition to generating gaming revenues.

The proprietary brands operate on the company platform, side by side with B2B brands. Just as partners that connect to the Aspire Global platform gain scale benefits and cost reductions from joining a larger network, Aspire Global's proprietary brands share these benefits as they add to the size and strength of the network as a whole.

REVENUE MODEL

Revenues from the B2C segment are generated from the house margin on casino games, lost bets on sports wagering and transactions. Costs mainly relate to marketing and B2C personnel to manage player acquisition. Other costs are the same as for B2B: platform fee, taxes, technical maintenance and development, customer service and third-party suppliers of payment services and games.

Marketing expenses are fairly consistent over seasons and brand lifetime, constituting around 32% of net gaming revenues.

KARAMBA

Karamba is Aspire Global's leading proprietary brand, well-known for its wide selection of games an accessible sports-book with gamification tools, and the high levels of security and convenience expected from a fully licensed operator in regulated markets. All financial transactions are quick and safe. Although Karamba is among the first online casinos, it has adopted many of the latest technologies, offering a fast, simple and responsive interface as well as a native and android mobile apps. Karamba remains well ahead of many established brands in the market.





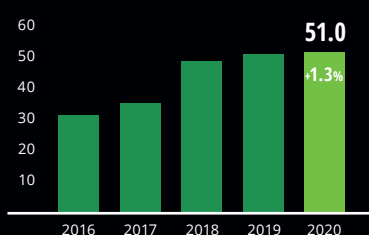
B2C PERFORMANCE IN 2020

€ million, unless other stated	2020	2019	Change
Net gaming revenues	51.0	50.3	+1.3%
EBITDA	6.2	5.8	+6.7%
EBITDA margin, %	12.1	11.5	
Deposits	105.4	97.1	+8.5%
B2C hold, %	48.4	51.8	
FTDs, thousands	131.2	145.2	-9.6%
Transactions	1,409.2	1,449.3	-2.8%
Active users, thousands	182.9	196.5	-7%
Marketing expenses/NGR, %	31.7	35.7	

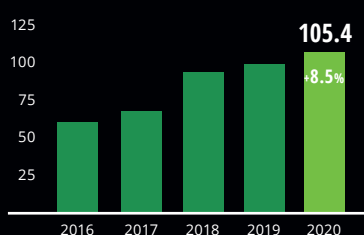
Significant marketing investments were made during the year in regulated markets such as the UK and Ireland which positively impacted revenues in the second half

of the year, both in the casino and sport verticals. At the end of the year, Griffon Casino, a new Pay N Play brand was launched, which was immediately received positively.

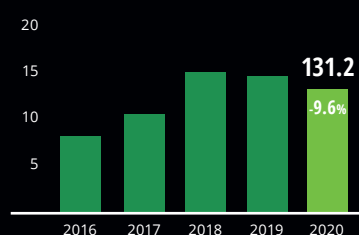
Net gaming revenues, € million



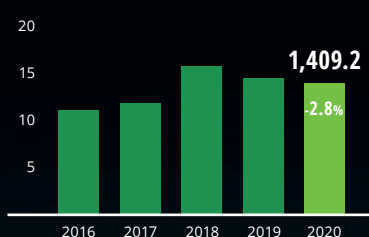
Deposits, € million



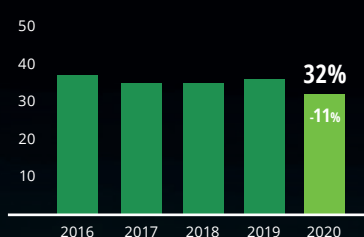
First time depositing players FTDs, thousands



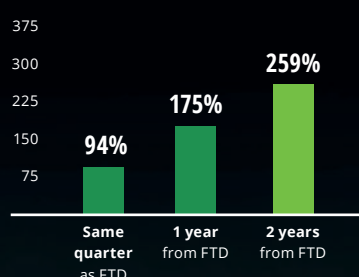
Transactions, € million



Marketing expenses as share of NGR, %



Average share of returns %



A SHARP MARKET STRATEGY

Aspire Global has a strong position in the iGaming industry's value chain with a clear focus on regulated markets. A broad market presence in Europe, America and Africa combined with a diversified and agile partner-base creates synergies and is a strong advantage when it comes to compensating for temporal imbalances in activity from one market or segment to another.

A dark grey world map is centered in the lower half of the page, showing the continents of North America, South America, Europe, Africa, Asia, and Australia. The map is set against a dark blue background with a subtle hexagonal grid pattern.

81%

TAXED OR LOCALLY REGULATED OR SOON
TO BECOME REGULATED MARKETS

GEOGRAPHIC OUTLOOK

Aspire Global maintains a strong focus on regulatory markets, having created a strong presence especially in Europe, Latin America and Africa. The company is further expanding its footprint in the US. In 2020, 81% of revenues was generated from taxed, locally regulated or soon to become regulated markets.

STRATEGY

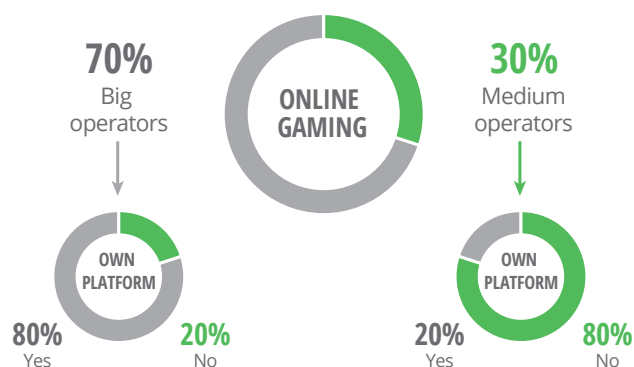
Aspire Global has a strong position in the value chain with a clear focus on regulated markets. Having a broad market presence, combined with a diversified and agile partner base, creates synergies and is a strong advantage when it comes to compensating for temporal imbalances in activity from one market or segment to another due for instance to new regulatory requirements or extraordinary circumstances. Aspire Global has a strong focus on regulated markets with around 81% of revenues coming from taxed, locally regulated or soon to become regulated markets. The challenge is to identify which markets are worth evaluating in terms of potential and cost for all stakeholders. Aspire Global seeks to partner with tier 1 and 2 operators as well as companies with a strong local presence but which lack experience in iGaming, such as media and online marketing companies as well as land-based operators. Partnering with Aspire Global enables companies with little or no iGaming experience to own and market iGaming sites in their domicile without a license or any operational or technical expertise. Instead, they can concentrate entirely on generating traffic. As more countries adopt regulations, the target group of non-operators grows.

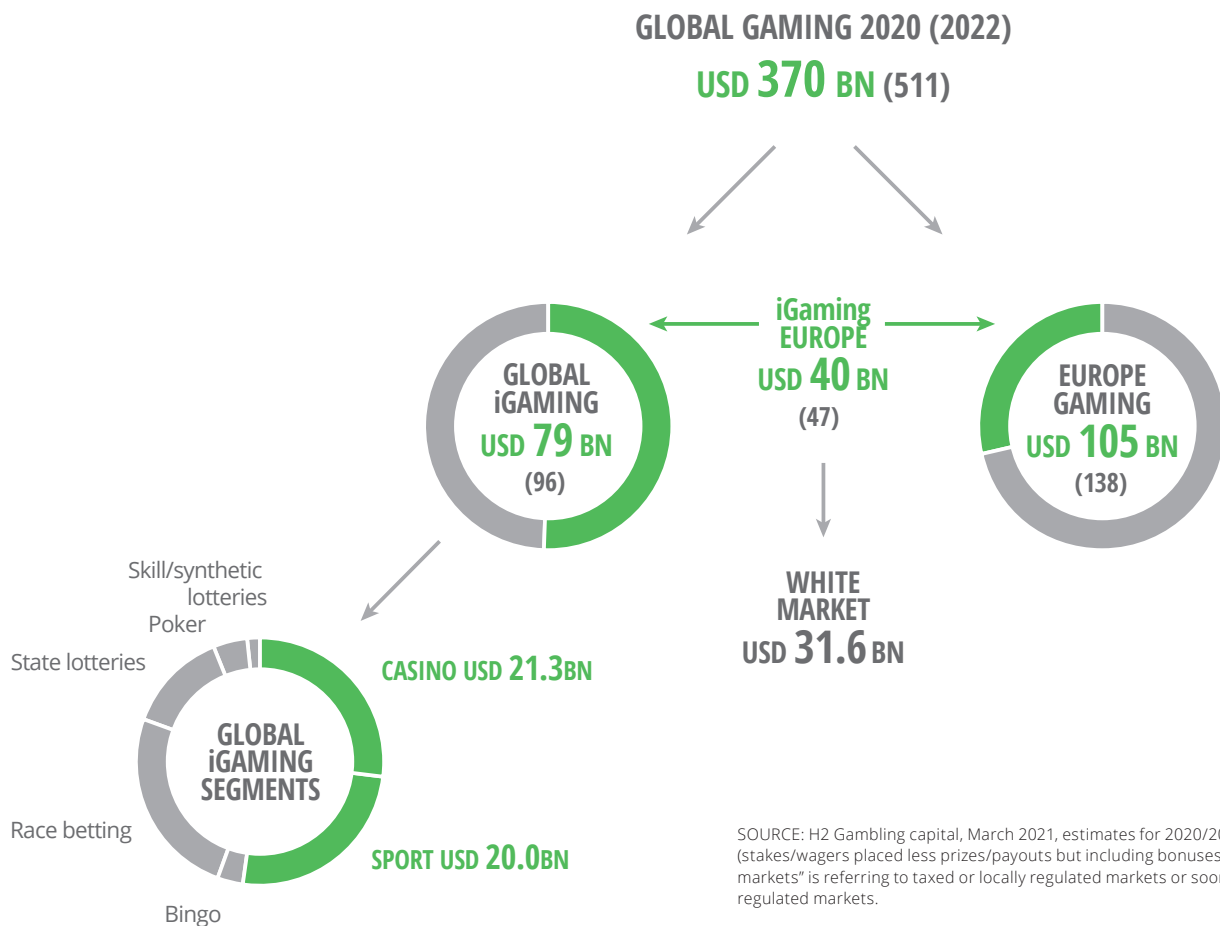
OPERATING IN LOCALLY REGULATED MARKETS

The last decade has seen an increasing trend in Europe, the US and Africa toward adopting local licensing systems for commercial operators, instead of traditional monopoly systems or prohibition. Countries such as the UK, Belgium, France, Denmark and Sweden have transitioned to a taxed licensing system for the remote gaming industry, and several other countries are set to or are evaluating a move toward a license model. This includes the Netherlands and Germany, where new regulations are expected in 2021. Other countries remain entrenched in their regulatory position, with e.g. Norway and Finland reinforcing their monopolies.

Malta was one of the first European jurisdictions to regulate iGaming and betting, primarily under the Lotteries and Other Games Act and the Remote Gaming Regulations. Maltese legislation authorizes the Malta Gaming Authority (MGA) to issue licenses for all forms of online gambling. Aspire Global has both B2C and B2B licenses from the MGA covering all .com markets. These licenses are the legal foundation for the company's operations in jurisdictions where there is no local regulation in place. In addition to Malta, the company is active in the UK (15% gaming duty on sports and 21% on casino games as of April 2019), Denmark (20% tax on GGR, increased to 28% in January 2021), Sweden (18% tax on gross profit) and Portugal under the licenses of local B2B partner Cofina Media. Aspire Global also holds a sports betting license in Ireland (2% tax on bets). Among.com markets, Ireland (casino), Austria and Germany are taxed.

MARKET POTENTIAL OVERVIEW





GEOGRAPHIC EXPANSION IN 2020

In 2020, Aspire Global entered several new regulated markets: Spain, Switzerland and Russia. Pariplay signed a partnership to provide 888casino in Spain with its leading game offering. Following its certification in Switzerland, Pariplay signed deals with the leading gaming companies Casino Davos, Grand Casino Baden and Swiss Casinos. BtoBet expanded to Russia by signing a platform deal with Russian National Lottery's Operator Sports Lotteries LLC. Through this landmark agreement, Aspire Global's BtoBet will provide its technologically advanced PAM platform and access to lottery games on online and retail channels to the Russian state lottery operator.

During the year, Aspire Global also secured the needed adjustments in Germany, following new regulations.

The US market represents another important growth potential for Aspire Global. After the end of 2020, Pariplay announced a partnership for games with Rush Street Interactive (RSI) in New Jersey and received an interim iGaming supplier license for West Virginia. Aspire Global has also filed applications in Pennsylvania and Michigan with the objective to file in all accessible states in the US.

STRONG POSITION IN THE VALUE CHAIN

As a platform, game and sports B2B-provider, Aspire Global controls key elements of the iGaming value chain. Aspire Global has established itself as a powerhouse for iGaming operators and will continue to strengthen its market position in the regulated landscape. Its strong position grants Aspire Global a unique, competitive advantage for current and future partners looking to enhance their potential in any jurisdiction.

PLATFORM PROVIDERS

A platform is the infrastructure for an iGaming site. Large iGaming operators usually use proprietary systems, while small to mid-sized operators tend to use third-party platforms, choosing between a number of configurations, typically a turnkey solution or a white label solution. A turnkey solution is a ready-made, customizable gaming engine with varying levels of support from the platform provider, while a white label solution covers the administration of bets and gambling, licenses and customer support, enabling the operator to focus entirely on the branding and marketing of the site. In the white label case, the end users, i.e. the players, actually place their bets through the platform provider, although it is not obvious to them.

iGAMING OPERATORS

iGaming operators provide the B2C-offering to players. Some operators focus exclusively on sports betting or on-line casino entertainment, while others offer a wide variety of iGaming services. It is common for operators in the European market to offer their services in multiple countries, leveraging UK- or Malta-issued licenses, which cover all .com markets, to broaden their customer base.

GAME AND SPORTS FEATURE DEVELOPERS

Platform providers in the gaming industry commonly use third-party game development studios. Games are often developed for “plug and play” use in platforms, allowing operators to customize the offering to their specific products and branding strategy.

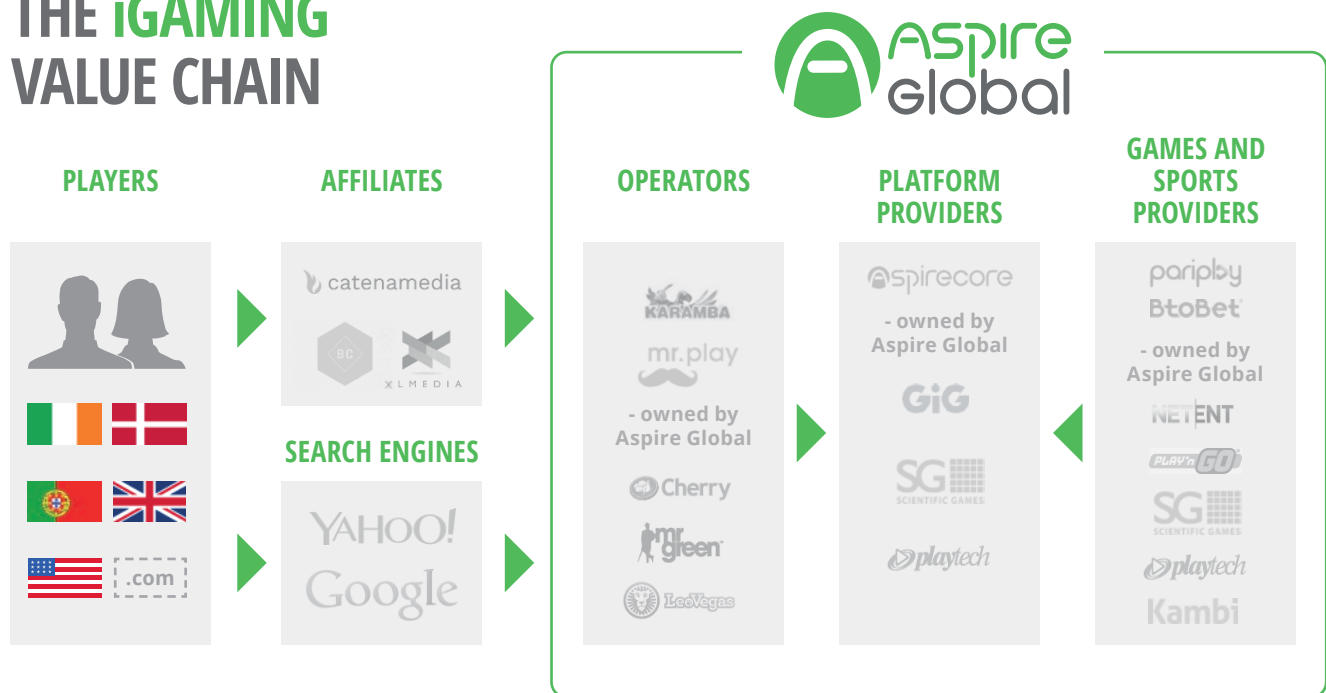
OTHER SERVICE PROVIDERS

Other services to complement the game and platform providers include payment processing, data analysis and research, and traffic lead. Affiliate companies specialize in traffic lead – marketing the iGaming brands – a widely used service in the industry. Strategies commonly include various forms of online and direct marketing as well as affiliate networks, which belong to private individuals who share revenues and other benefits from referring customers to partners’ sites.

END USERS

End users are individual players who visit the operators’ gaming sites.

THE iGAMING VALUE CHAIN

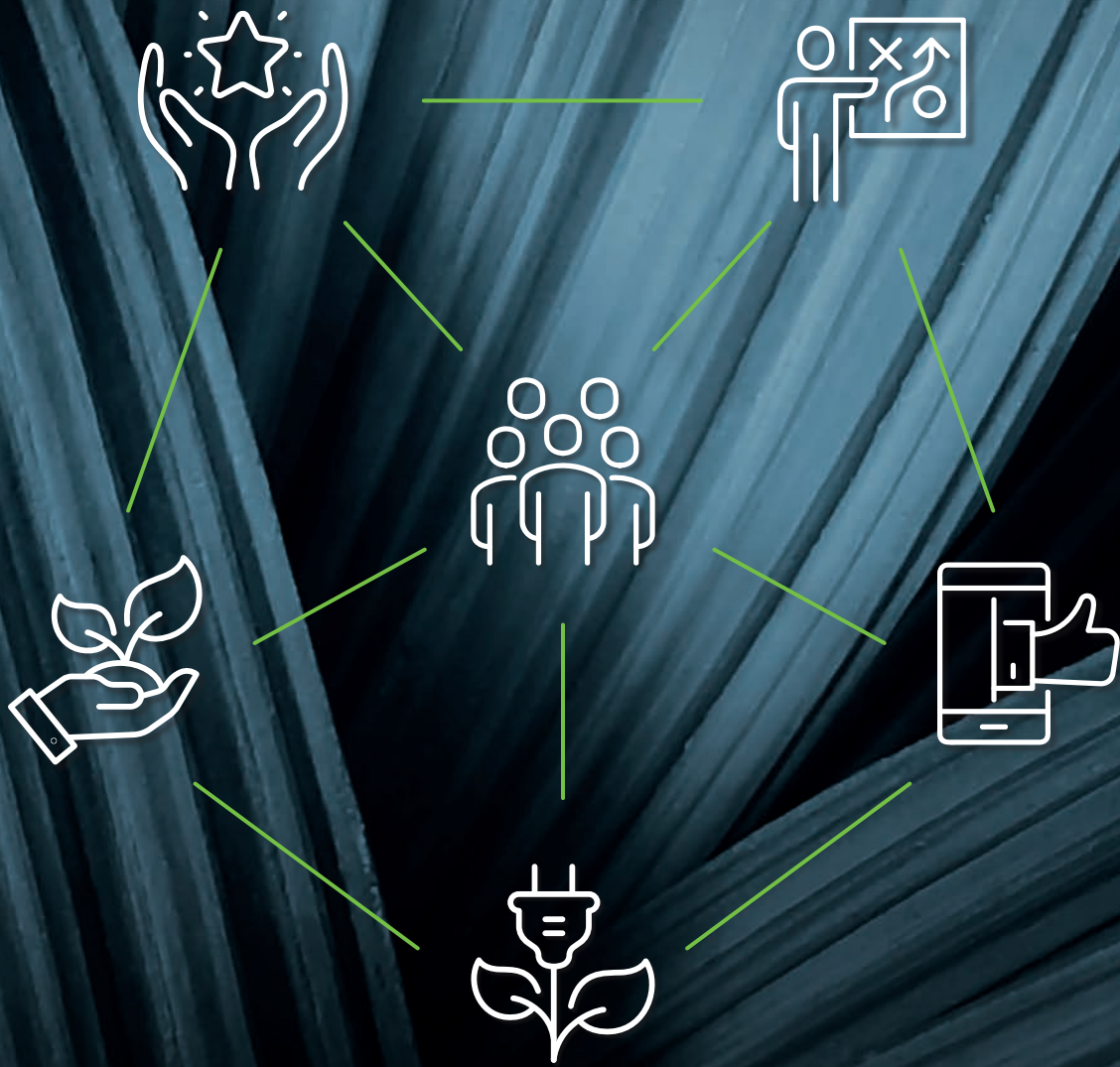


MARKET PROGRESS IN 2020

In October 2020, Aspire Global completed the acquisition of all the shares of the leading sportsbook provider BtoBet. At the time of the acquisition, BtoBet had 33 operators on its platform in Europe, Latin America and Africa. The company is a leading provider in Latin America and Africa. The acquisition was a major step in creating an offering that covers the main elements of the B2B

iGaming value chain. With the proprietary sportsbook, Aspire Global controls the IP in the full value chain and steers the complete roadmap. With the acquisition of BtoBet, Aspire Global is in a position to compete for any deal, anywhere, at any time.

SUSTAINABILITY REPORT OVERVIEW



ASPIRE IMPACT

ABOUT THE REPORT

The 2020 sustainability report is prepared according to the GRI standards, the core option. The report is published once a year, on a standalone basis and also integrated in the annual report.

RESPONSIBILITIES

The Sustainability Committee, consisting of Tsachi Maimon (CEO), Motti Gil (CFO and Head of Responsible Gaming), Carl Klingberg (Chairman of the Board), Fredrik Burval (Member of the Board) and Liesbeth Oost (Sustainability Manager), holds regular meetings to review sustainability topics, their impacts, risks, and opportunities. The committee coordinates sustainability initiatives within the company and ensures that economic, environmental and social aspects are considered in any long-term growth initiative, in terms of focus, resources and goals.

CONTACT

For questions regarding the report or its contents, contact the sustainability manager by email sustainability@aspireglobal.com

This sustainability report overview in the annual report is a summarized version of the comprehensive sustainability report, which is available on the corporate website www.aspireglobal.com



“ Sustainability is embedded in our business strategy, which sets out targets across four focus areas aimed at the long-term well-being of all our stakeholders. Reporting is an essential part of being transparent on KPIs and the progress in limiting our potential negative impacts and maximizing our positive contribution to society.

Liesbeth Oost
Sustainability Manager

HIGHLIGHTS 2020



Strengthened our teams, knowledge and tools to become a leader in player sustainability



Environmental awareness campaigns in all offices



ISO (re) certification

COVID-19 measures: Working from home significantly reduced our carbon footprint



Opening of newly refurbished office in Ukraine



Boosted marketing compliance with Rightlander technology tool

Carbon Footprint Standard accreditation – CO2 reduced after first Full Carbon Footprint assessment of the Group



Brands participated in Safer Gambling Week UK



Integrated sustainability portfolio with BtoBet



Research collaboration on responsible gambling with Bournemouth University



Gamcare training on motivational interactions and conversations with at-risk customers

NAVIGATING CHANGE WHILE BUILDING THE FUTURE

What was the impact of COVID-19 on Aspire Global and how did the business respond?

2020 was an unprecedented year and the impacts of COVID-19 have been felt. We made sure our response was swift and that we kept the well-being of our people and players as our priority. Aspire Global is an online based company in the truest sense, and remote work and digital meetings have been well established since we began. We increased the monitoring of player activity at the start of the pandemic to detect potential harmful gambling patterns and increased the number of responsible gambling interactions.

Can you tell us what we will find in this report?

Throughout our journey to becoming the leading iGaming supplier, our business decisions have been guided by social responsibility to ensure that we remain a sustainable business, which has become increasingly important concern in our industry. Three key non-financial factors are used to measure the sustainability and societal impact of an investment in a company: Environmental, Social and Governance, or ESG. Investors are increasingly applying these factors as part of their analysis to identify material risks and growth opportunities. We are proud to demonstrate our ongoing commitment to sustainability and share our ESG impact, activities and performance for the year 2020.

How would you describe the relationship between sustainability and business performance?

First and foremost, I believe that making a quantifiable impact to protect society and planet is the right thing to do. Besides, there are multiple levels of competitive advantage that sustainable, responsible thinking gives a company. If you have sustainability in your DNA, your company is probably better equipped to comply with new regulations as they are introduced with the goal of reducing social harm. Chances are that the company that has embedded sustainability in its business strategy is better equipped technically, operationally and organizationally to meet these changing demands. Aspire Global is active in a large number of markets where we have to comply with a varying set of regulations and standards. The fact that Aspire Global has sustainability in its DNA and compliance at the heart of the business, leads to strong business performance.

And what about the relationship between sustainability and customer retention?

When we look up the word “sustain” in the dictionary, it says “cause to continue for an extended period or without interruption.” This makes you realize that sustainability is closely engrained in Customer Relationship Management – in particular Customer Retention. We want to make sure that our customers are not playing more than they’re comfortable with and are proactively encouraging responsible gambling to contribute to sustainable player behavior. Our aim is to collaborate with the industry, authorities, research institutions and nonprofits to work toward the common aim to minimize harm caused by gambling and innovate to put this in practice.

What is the outlook for Aspire Global in 2021 and beyond?

As we transition to 2021, we have been working to define the next phase of our strategy with new and stronger commitments. We are setting a direction and driving progress in four focus areas: Environment; Safe User Experience, People, and Safe Digital Environment. Combined, these areas form our impact strategy to create positive, lasting change, ensuring the well-being of all our stakeholders.

Carl Klingberg
Chairman of the Board, Aspire Global
Member of Sustainability Committee



IN THIS REPORT

DRIVING POSITIVE IMPACT

Sustainability is integrated in our business strategy through four focus areas that monitors progress and sets out targets to achieve sustainable, long-term value creation.

In 2020, we set a direction and drove progress towards four priority sustainability areas. Combined, these areas form our impact strategy, designed to enable us to create positive, lasting change, ensure the well-being of all our stakeholders, and build a sustainable business.

1.

ENVIRONMENT



p. 42

ENVIRONMENTAL

2.

SAFE USER EXPERIENCE



p. 44

SOCIAL

3.

PEOPLE



p. 46

SOCIAL

4.

SAFE DIGITAL ENVIRONMENT



p. 50

GOVERNANCE

VALUES

INTEGRITY

Aspire Global has a clear focus on regulated markets, with 81% of revenues coming from taxed, regulated or soon to be regulated markets. Aspire Global is licensed and certified by a number of recognized organizations, including the UK Gambling Commission, Spelmyndigheten in Sweden, Danish Spillemyndigheden, Malta Gaming Authority and SRIJ in Portugal. Obtaining, retaining and renewing licenses is a constant challenge, requiring expertise and efficient routines for quick adjustments to new or changing requirements. The platform is continuously updated with new features relating to regulation and compliance. The in-house regulation and compliance team monitors all operations, conducts ongoing training and provides partners with regulatory

updates and marketing guidelines for their jurisdiction. Compliance issues are handled by the regulatory department, which supports all relevant departments with current updates, including technical adjustments of the platform, new marketing guidelines and stricter responsible gaming requirements. The ability to swiftly and correctly respond to new market conditions is essential for Aspire Global as the formal license holder, whether B2B or B2C. Non-compliance would generate a warning from the gaming authorities, followed by fines and, in the worst case, withdrawal of the license. Maintaining a dialogue with the gaming authorities enables the company to proactively implement upcoming changes, which is a competitive strength.

INNOVATIVE TECHNOLOGY

Technology lies at the very heart of our business. Using leading technology, we are building an agile and scalable organization to ensure strong business performance across multiple jurisdictions worldwide and further develop Aspire Global's offering for iGaming operators. Aspire Global's entertainment products are offered via state-of-the-art technology, which gives us the flexibility and scalability to grow. The key is the Aspire Core Platform, an agnostic, multijurisdictional solution with multiple game providers, CRM tools

and leading payment providers. This player profile management system integrates responsible gambling tools to verify and identify end users. Aspire Core provides a stable and secure platform for operators, where other solutions can be accessed, including third party suppliers and features. We are constantly seeking ways to elevate our products and technology to be both competitive and sustainable. Our product, design and tech departments work closely together to build responsible customer-centric products.

COLLABORATION

Regulated markets with functioning structures allow professional and responsible companies to compete fairly at the expense of less serious enterprises. For the system to work and canalize the vast share of the industry, the level of control and supervision has to be reasonable. Modest structures won't have an impact, while regulations that are too strict will lead to unfair competition and lower canalization. Structures are still emerging and it will take time to find a balance, but for those companies that are active, there are great opportunities to influence future conditions together with authorities and various stakeholders, to the benefit of all parties involved. Markets that are setting their conditions look to more mature markets for inspiration, and innovative solutions can quickly become best practices.

Exerting a positive influence is the privilege of companies that act professionally and responsibly with the market's best in mind. Proactive and innovative initiatives may become best practices as regulatory structures emerge in close collaboration with the industry as a whole. Aspire Global takes an active part in various forums where authorities invite gaming companies to discuss current topics or mutual challenges. Gaming companies also have their own forums, where they can compare conditions in different jurisdictions and share knowledge and experiences, such as the iGaming European Network (IGEN), an association of leading iGaming companies based in Malta and operating in European and international markets.

MATERIALITY ANALYSIS

Materiality assessments are the backbone of constructive working processes. They help to identify and prioritize key principles and focus areas and determine which initiatives that should be realized and reported. Whether an issue is considered material depends on a) impact and significance for stakeholders, b) the company's influence, c) the impact on the business in terms of growth, cost, risk or trust, and d) the alignment with the corporate mission and strategy.

The process of identifying these issues has been conducted by the sustainability committee and the Board over the past year, taking the various perspectives of stakeholders into consideration prior to any decisions. Stakeholders have been approached for input and industry benchmarks have been made before concluding the materiality analysis on the following pages.



ENVIRONMENTAL

ENVIRONMENT

Global Impact

- 1 Emissions
- 2 Waste Management
- 3 Energy Usage

Local Impact

- 4 Community Involvement

SOCIAL

SAFE USER EXPERIENCE

Responsible Gambling

- 5 Responsible Gambling

Responsible Marketing

- 6 Ethical Marketing

PEOPLE

Attract and Retain Employees

- 7 Training and Development
- 8 Employee Engagement
- 9 Fair Compensation

Diversity and Inclusivity

- 10 Diversity and Inclusivity

GOVERNANCE

SAFE DIGITAL ENVIRONMENT

Information Security

- 11 Information Security
- 12 Data and Privacy Protection
- 13 Cybersecurity

AML

- 14 Anti-Money Laundering
- 15 Tax Transparency
- 16 Anti-Corruption

Reliable Suppliers

- 17 Reliable suppliers

CONNECTING SDGS

Aspire Global aligns sustainability objectives with the United Nation's Sustainable Development Goals (SDGs) and connects the appointed focus areas with six SDGs. These are the goals that we consider most relevant and material to our business.



GLOBAL IMPACT

- MINIMIZE ENVIRONMENTAL IMPACT

Over the past two decades, the effects of climate change have accelerated. Considerable evidence exists proving that climate change has been exacerbated by human activity. Changes in our post-industrial lifestyles have altered the chemical composition of the atmosphere, generating a build-up of greenhouse gases – primarily carbon dioxide, methane, and nitrous oxide– and raising the average global temperature. The consequences are already evident and will continue to worsen unless significant action is taken and quickly. It is vital that individuals, businesses, organizations and governments work towards the common goal of reducing greenhouse gas emissions. Aspire Global is committed to do its part and set targets to minimize the environmental impact through its operations.

Carbon Footprint Ltd has assessed the greenhouse gas (GHG) emissions of the Aspire Global Group. This Carbon Footprint Assessment is the first that Aspire Global has

completed and will enable us to minimize our environmental impact by monitoring, reducing and offsetting emissions. The company implemented a corporate environmental policy and included the relevant GRI disclosures on energy, emissions, and waste management in annual reporting.



CO₂e
Assessed
Organisation



CARBON FOOTPRINT

The first step towards minimizing our environmental impact is calculating the Group's carbon footprint by measuring the impact our activities have on the environment in terms of the greenhouse gases produced, measured in units of carbon dioxide equivalents (CO₂e).

Aspire Global is CO₂e assessed by Carbon Footprint Ltd, which measured our greenhouse gas (GHG) emissions from January 1, 2020 to December 31, 2020 based on a dataset resulting from energy consumption and business transport activities. This is the company's first Carbon Footprint Assessment and will therefore form the baseline year.

The COVID-19 pandemic and national restrictions enforcing strict social distancing had a positive impact on the carbon footprint in 2020, mainly due to reduced business travel, commuting, and office energy usage after remote work became the norm.

EMISSIONS FROM SITE ELECTRICITY

When it comes to minimizing the impact from infrastructure and daily operations, energy-intensive servers are the main concern. Aspire Global owns and leases server space. Our offices are modern and equipped with smart and energy-efficient devices.

EMISSIONS FROM TRAVEL

Aspire Global tries to minimize the need for travel through video conferencing. Car travel is the most common mode of commuting and accounted for the majority of the commuting emissions. Aspire Global encourages employees to carpool or where possible choose green commuting.

	2020
Total tonnes CO ₂ e	373.75
Tonnes of CO ₂ e, per employee	0.92
Tonnes of CO ₂ e, per £M turnover	2.31
Estimated Error Margin	36%

LOCAL IMPACT

– CONTRIBUTE TO COMMUNITIES WHERE WE OPERATE

In terms of local impact, Aspire Global focuses on paying taxes, providing job opportunities, contributing to a safer gaming market and participating in local charities. Aspire Global has a minor but important environmental impact globally and in all communities with an iGaming market, whether regulated or not and whether Aspire Global operates there or not. Having a clear focus on regulated markets and contributing to a reformed gaming industry affects players everywhere in the long run. The regulation trend is spreading from market to market, turning best practices into common practice.

Aspire Global's Corporate Social Responsibility strategy is designed to have a significant positive impact on the communities where we operate. It is executed through community engagement and a wide range of employee initiatives, which enriches and strengthens the communities where we operate through a variety of volunteering events, sponsorships and donations.

PAY TAXES AND PROVIDE JOB OPPORTUNITIES

Aspire Global is active in various countries and employs 456 people. Being an international company of significant size with geographic diversity comes with a number of responsibilities, one of which is to contribute to the communities where we operate. Taxes are a direct and transparent way to contribute to society by financing infrastructure, providing job opportunities, directly and indirectly, and stimulating sustainable economic growth and innovation. Aspire Global Group contributes to society through corporate income tax-

es, gaming duties, employer taxes and indirect taxes (such as VAT), and as a global employer generating employee taxes for local governments. Aspire Global hires 78 percent of its employees locally, meaning they are citizens of the country where they work.

THE IGAMING EUROPEAN NETWORK

As a member of the iGaming European Network (iGEN), Aspire Global is one of 25 iGaming companies based in Malta that are giving the industry a common voice and driving positive change in the environments we operate. The Group exerts local influence through this industry group by identifying key common issues that the industry is facing, by driving actions and initiatives and by pursuing lobbying efforts.

VOLUNTEERING, SPONSORSHIPS AND DONATIONS

Employee volunteering days are held to promote community inclusion. We support charitable giving and community engagement in the areas of education, social services and cultural initiatives. This includes charitable contributions to non-profits and registered charities as well as employee engagement programs. We want to contribute in ways that demonstrate our intrinsic value to local development and progress. The name of the game is to donate our time and expertise, develop our people and build teams, all while improving our communities. Through iGEN, we donated high-quality KN-95 medical face masks to front-line health-care workers during the COVID-19 pandemic.

FOCUS AREAS AND PROGRESS

2020 COMMITMENT

Implement environmental strategy and policy within Aspire Global

Progress

On track



Info

Implemented

Employee environmental awareness program

On track



Campaign focused on environmental awareness, incl. waste recycling offices, green commuting and energy-saving tips.

2021 COMMITMENT

Implement Group corporate environmental policy and program.

Towards



Aspire Impact

Achieve carbon neutrality with reduction targets and carbon offsetting.

Evaluate waste processes and encourage the use of the waste hierarchy to increase recycling and prevent landfill waste.



RESPONSIBLE GAMBLING

– OFFER PRODUCTS AND SERVICES THAT PROMOTE RESPONSIBLE CONSUMER BEHAVIOR

Aspire Global believes that the future lies with those companies that can generate long-term profit while promoting sustainable user behavior. This means optimizing and retaining a reasonable level of revenue from each player over a longer period of time, rather than maximizing FTDs and the level of deposits from each player in the short run.

Aspire Global has chosen to focus on regulated markets as it enables serious companies to compete on equal terms in offering a safe iGaming experience in terms of responsible gaming and create a better iGaming market for everyone: players, the people around them or anyone unintentionally exposed to the industry, such as minors or those trying to avoid playing. In the area of responsible gambling, Aspire Global promotes healthy gambling behavior and tries to proactively identify and approach players who show signs of negative gaming behavior and/or are unsatisfied with their gaming habits. To be a leader in player sustainability, the company is committed to using innovative technology based on AI and machine learning to identify player accounts that might be at risk of developing negative playing patterns. With this information, we can better target preventative actions and increase the chances of positive changes in player behavior, with the goal to minimize harm done to end users who are seeking entertainment by gambling. Aspire Global works with researchers to continuously improve and optimize our tools.

Aspire Global is both a platform provider (B2B) and an operator. As a provider of a full-service B2B solution, Aspire Global maintains an active dialogue with partners, providing them with routines, tools and support for responsible mar-

keting while managing customer support and contact with their players. Within B2C, Aspire Global provides the same customer services, including support and tools for responsible gaming, but also manages marketing activities according to the corporate policy on responsible advertising.

The management team defines the targets, prioritizes projects and allocates resources to the various departments, including Compliance, Responsible Gambling, Anti-Money Laundering, Tech, Customer Support and B2B. The Responsible Gambling team, together with the customer support department, manages all direct dialogue with players, while the B2B department handles partner relations, including updates on regulations and any necessary training. The Head of Responsible Gaming oversees the progress and reports to the Sustainability Committee of the Board.

There are well-established mechanisms in place for evaluating the effectiveness of the work. A dedicated team within Responsible Gambling manages a list of players who are considered at potential risk and monitors progress through automatically generated reports. In addition to personal limits, there are systematic limits activated at certain thresholds, limiting vulnerable accounts. When it comes to customer support, service quality is tracked in various ways: automatic surveys following chats, where a shift leader contacts the player in case of a bad review, random chat controls and mystery shoppers, where a third party conducts tests in all channels. There are quantified targets for all of the above, set per employee, shift and team leader, and which serve as the basis for evaluation.

FOCUS ON REGULATED MARKETS

Aspire Global has a clear focus on regulated markets, with 81% of revenues coming from taxed, regulated or soon to be regulated markets. Aspire Global is licensed and certified by a number of recognized organizations, including the UK Gambling Commission, Spelmyndigheten in Sweden, Danish Spillemyndigheden, Malta Gaming Authority and SRIJ in Portugal. Obtaining, retaining and renewing licenses is a constant challenge, requiring expertise and efficient routines for quick adjustments to new or revised requirements. The platform is continuously updated with new features relating to regulation

and compliance. The in-house regulation and compliance team monitors all operations, conducts ongoing training and provides partners with regulatory updates and marketing guidelines for their jurisdiction.

INVESTING IN COMPLIANCE AND SUSTAINABILITY

We continued to strengthen our operational compliance team, which consists of dedicated responsible gambling and anti-money laundering specialists who are focused on detecting at-risk players and proactively interacting with them to encourage positive playing behavior of the end user, putting them at the heart of the operation.

RESPONSIBLE MARKETING

Ethical marketing – Minimize exposure to campaigns by the wrong target groups

Ethical marketing is about advertising: phrasing, layout, frequency, target Groups, channels and location of campaigns. This applies to B2C marketing as well as B2B brands managed by partner operators. In addition to complying with local regulations and codes, Aspire Global has a strict marketing policy to avoid public exposure and minimize the influence on minors and other vulnerable groups. For instance, marketing material should not appeal to children. For this reason, the use of popular characters and personalities is forbidden. For the same reason, campaigns are not allowed to be displayed or distributed in public spaces, including public transportation. It is prohibited to insinuate that gaming can be a solution to social, educational, professional or personal problems, nor shall it be presented as an alternative to employment, a solution to financial concerns or a form of financial investment. Furthermore, gaming shall not be portrayed as socially attractive, nor should it be implied that solitary gaming is preferable to social gaming. The marketing policy is referred to in the formal contract with partners, which agree in writing to comply with the guidelines and are trained prior to launch. In addition, the compliance manager at Aspire Global checks and signs off on every campaign launched by a partner operator, to comply

with licensing conditions and codes of practice linked to the fair and open licensing objective, stating that all marketing advertising of gambling products and services is undertaken in a socially responsible manner.

MARKETING COMPLIANCE SCANNING TOOLS

Aspire Global started to use an affiliate monitoring compliance tool (Rightlander) to enable better oversight and detect publishers linking to our brands. The software scans tens of millions of pages each month and follows every link to detect how the brand is being marketed. It analyses links, text, and images, reporting potentially non-compliant content, outdated offers, incorrect marketing assets and harmful vocabulary. Regulatory changes in key markets have increased the need for an agile and easy-to-use interface that continuously monitors marketing and flags potential violations. This is done by the "Compliance Monitor" tool. In addition, the "PPC Monitor" tool identifies ads that could be harmful to the brand. One of the main tasks of the account manager and compliance manager is to actively dialogue with partners, providing them with routines, tools and support to manage marketing activities according to the company's corporate policy for responsible marketing and advertising.

FOCUS AREAS AND PROGRESS

2020 COMMITMENT

Support academic research while simultaneously increasing our knowledge from the research findings on harm minimization.

Progress

On track



Info

Collaboration with Bournemouth University started for data sharing to contribute to responsible gambling research.

Increase specialized RG training on motivational interactions and conversations with at-risk customers.

On track



Training from Gamcare on social responsibility and interaction for employees in RG roles.

2021 COMMITMENT

Optimize player detection and risk rating tool by using machine learning to enhance identification and proactive interaction with at-risk players.

Towards



Aspire Impact

Be a leader in player sustainability by using smart technology in combination with proactive interaction to minimize any harm done to endusers that seek entertainment by gambling via our operations.

Enhance automated interactions from responsible gambling alerts to reach out to players quickly and effectively, followed up by system monitoring.



ATTRACT AND RETAIN EMPLOYEES

A FAST-GROWING ORGANIZATION

At the end of 2020, Aspire Global had 456 employees (an increase from 312 in 2019 and 179 in 2018) based in eight offices located in Malta, Israel, Ukraine, Bulgaria, India, Gibraltar, North Macedonia and Italy. The Maltese office is the Group's headquarters and has 141 employees mainly focused on management, operations, payments and risk, marketing and CRM, and product development, while most technology is based in Kiev, Ukraine, with 92 employees at year-end. The office in Tel Aviv, Israel, has 55 employees, focusing mainly on marketing support and frontend development services. In 2019, the game company Pariplay was acquired and integrated in the Group as a subsidiary. The team at Pariplay consists of 83 gaming experts, the majority of whom are based in Sofia, Bulgaria, where the main technology hub is located, in addition to the operations in Gibraltar, India, Israel and Malta. In 2020, Aspire Global expanded the B2B operations with the acquisition of the sportsbook provider BtoBet. The team at BtoBet consists of 93 employees, mainly based at the BtoBet headquarter in Skopje, North Macedonia, in addition to operations in Italy and Gibraltar.

In specific areas, the company uses external consultants, e.g., legal services, compliance and auditing. Third-party services related to the offering, such as payment solutions or affiliate services, are supplied by leading

companies in each field. When it comes to office-related services, such as maintenance and supplies, the company aims to hire local firms.

Aspire Global is a member of the Maltese association HR Connect, created in 2018 for senior HR decision-makers in the gaming industry. Members regularly meet to learn, network and solve practical challenges. The association also acts as the industry's voice vis-à-vis the government, educational institutions and commercial entities on all employee-related matters.

456

(312 IN 2019)

TOTAL EMPLOYEES ASPIRE GLOBAL GROUP

280

(240 in 2019)

Aspire Global

83

(72 in 2019)

Pariplay

93

(-)

BtoBet

OFFER ATTRACTIVE CAREER OPPORTUNITIES

Aspire Global offers attractive career opportunities in a sound working environment underpinned by diversity and gender equality, as well as a work-life balance. Providing exciting jobs with secure employment terms is essential to a sustainable business, and a key to continued growth.

Aspire Global is growing fast, which requires active recruitment and retention of talent in competition with other companies in the iGaming sector. Rather than with wages

alone, the company targets people with a sustainable focus on the company culture, working conditions and career opportunities, attracting people who value a modern, flexible, and stimulating working environment that enables a work-life balance.

In the annual employee survey conducted in 2020, 94% of employees said they would recommend Aspire Global as an employer of choice, 88% of the employees love the atmosphere and working at Aspire Global.

Aspire Global uses an HR management platform that helps the company to attract, stimulate and retain talent through data-driven HR tools. All employees of Aspire Global have access to the system. Furthermore, the HR team is connected to a global recruitment system that records and spreads information about open positions in the company.

94%

of employees recommend
Aspire Global as an
Employer of Choice

DIVERSITY AND INCLUSIVITY

EQUALITY - DIVERSE ORGANIZATION PROVES THAT PROFESSIONAL QUALIFICATIONS ARE VALUED FAIRLY

Aspire Global Group is convinced that diversity on the one hand drives innovation, and on the other hand is an indicator of a well-functioning recruitment process where personal preferences, cultural background, gender or physical disabilities don't stand in the way of professional judgment of the relevant qualifications. Against this backdrop, Aspire Global is proud to have employees from 36 nationalities, bringing together a variety of cultural backgrounds, perspectives and skills and reflecting the diversity of our players.

In 2020, women accounted for 36% of the company's employees. The CEO and sustainability committee are taking measures to create change, aiming for a 40/60 distribution on every management level, including promotions. While 2020 saw a positive absolute change in gender balance, with more women promoted to management levels, the overall trend was negative due to the acquisitions of Pariplay and BtoBet, whose gender distribution is unbalanced (20/80 - women/men), mostly due to their focus on product development and technology roles. Aspire Global kept a balanced workforce of 45/55 - women/men distribution.

WORK/LIFE BALANCE - ENABLE A MODERN AND EQUAL FAMILY LIFE ALONGSIDE AN ATTRACTIVE CAREER

Aspire Global is proud to support a work/life balance. Working conditions enable employees to combine a top career with an active and equal family life thanks to flexible solutions and attractive benefits. Parental leave is offered in accordance with the laws and standards of each country.

PROMOTING A CULTURE OF TRUST - ZERO TOLERANCE FOR DISCRIMINATION

The company has zero tolerance for discrimination of any kind and acts firmly and swiftly to prevent all forms of sexual harassment or discrimination based on ethnic/ cultural background, sexual preference, etc. Through the whistleblower function, employees can anonymously report incidents to the CEO and the HR function, who have clear routines for handling any irregularities.

FOCUS AREAS AND PROGRESS

2020 COMMITMENT

Provide relevant and regular training for all employees based on individual career plans

Progress

On track
● ● ●

Info

Employees were offered ongoing training programs based on their personal needs and goals, including management training.

Support gender balance, aiming for a 40/60 (women/ men) distribution on every management level, including promotions.

More to do
● ● ●

Positive absolute change with more women promoted to management level.

Negative relative change with acquisitions of Pariplay and BtoBet (largely focused on product development and technology roles), the Group's gender distribution became more imbalanced.

2021 COMMITMENT

Enable a long-term career through mutual understanding, regular training and a clear road map.

Towards



Aspire Impact

Be a sustainable and diverse organization that attracts and retains responsible employees through high values and fair benefits that promote long-term engagement in the company.

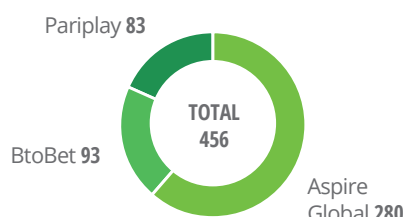
Support gender balance, aiming for a 40/60 (women/ men) distribution on every management level, including promotions.



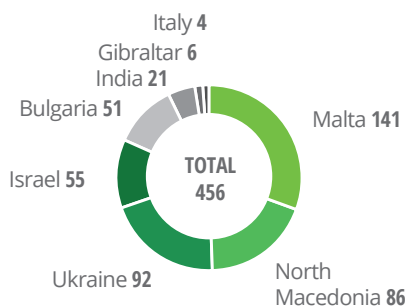
EMPLOYEE DATA

– GROWTH AND DIVERSITY

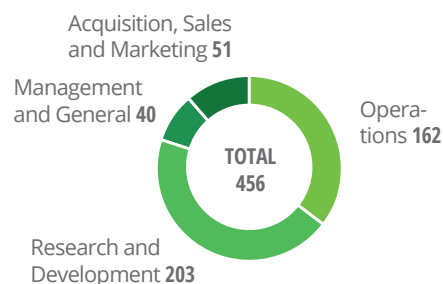
Employees per brand



Employees per office



Employees per function



SHARE OF FEMALE EMPLOYEES ASPIRE GLOBAL GROUP

Gender Diversity	2020	2019	Share of Total 2020	Share of Total 2019	Progress towards 40/60
Share of women of total employees	162 / 456	138 / 312	36%	44%	36 / 64
Share of women per Office					
Aspire Global	125 / 280	115 / 240	45%	48%	Balanced
Pariplay	17 / 83	23 / 72	20%	32%	Unbalanced
BtoBet	20 / 93	-	22%	-	-

456

TOTAL NUMBER OF
EMPLOYEES OF ASPIRE GLOBAL
GROUP INCLUDING 83 FROM
PARIPLAY AND 90 FROM BTOBET

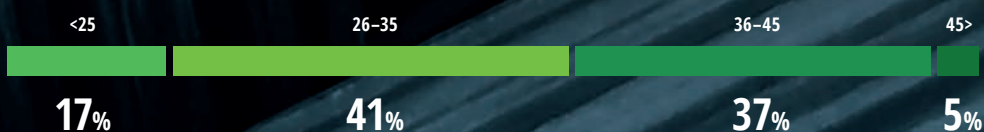
36%

SHARE OF FEMALE
EMPLOYEES OF ASPIRE
GLOBAL GROUP

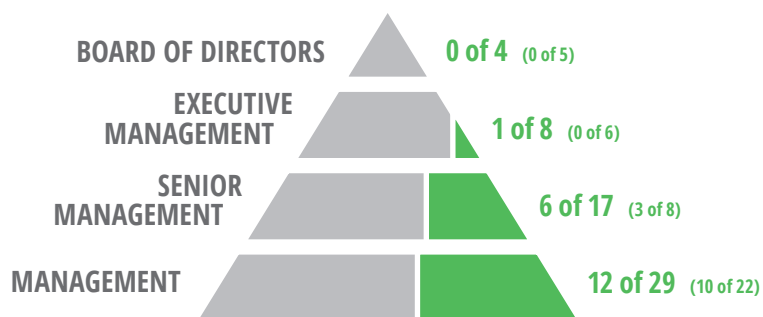
36

TOTAL NUMBER
OF NATIONALITIES
AT ASPIRE GLOBAL
GROUP

AGE DIVERSITY

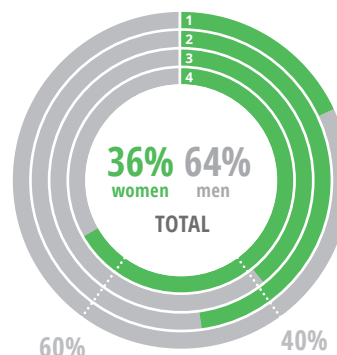


SHARE OF WOMEN PER MANAGERIAL LEVEL ASPIRE GLOBAL*



* excluding Pariplay and BtoBet

SHARE OF WOMEN PER FUNCTION ASPIRE GLOBAL GROUP



Function	Female	Male	Total
1 Research and Development	37	165	202
2 Operations	77	84	161
3 Acquisition, Sales and Marketing	20	31	51
4 Management and General	28	14	42
Total	162	294	456

EMPLOYMENT STATUS ASPIRE GLOBAL GROUP

Full-time / Part-time	Number of Employees	Percentage of Total
Full-time	449	98.5%
Part-time	7	1.5%
Total	456	100%

Permanent / Temporary	Number of Employees	Percentage of Total
Permanent	431	94.5%
Temporary	25	5.5%
Total	456	100%

NATIONALITIES OF EMPLOYEES

📍 = Office

Italy
Ukraine
Bulgaria
North Macedonia
Gibraltar
Malta
Israel
India

INFORMATION SECURITY

Aspire Global's entertainment products are offered via state-of-the-art technology, which gives us the flexibility and scalability to grow. Given the scope and quantity of transactions we handle, cybersecurity is one of our top focus areas. Our security team is committed to implementing a certified information security ("InfoSec") management system that meets the International Organization for Standardization ("ISO") ISO27001:2013 framework and complies with all federal, state and international regulatory standards. Aspire Global's information security strategy is built on industry-known frameworks such as ISO 27001, focused on the optimization of security processes across all our operations and protecting the most critical processes and information. The company's holistic controls framework includes mechanisms to protect, detect, react to and monitor any threats and attacks to the business.

The main areas to ensure a safe digital environment from a player perspective are integrity, payment solutions, cybersecurity and fraud prevention. Regulations in these areas are very strict and the main focus is to comply with the complex framework and keep partners up to date on changes. When it comes to detecting internal problems, there is a whistleblower function, where employees can directly and anonymously inform the CEO.

The management team defines the targets, prioritizes projects and allocates resources to the various departments, reporting to the Sustainability Committee of the Board. The Payment Director, Regulation Manager and Security Specialist are responsible for various security aspects.

The Payments Director, who reports to the COO, manages all aspects of security and fraud related to payments, including Anti-Money Laundering, compliance and responsible gaming, the teams dedicated to which all report to the Payment Director.

The Regulation Manager, who reports to the CFO, is responsible for licenses and data protection, ensuring that these aspects of operations comply with laws and regulations in each jurisdiction where the company operates. The Regulation Manager monitors changes in the regulatory environment, assesses risks and initiates relevant actions, upholding corporate integrity while being commercially astute.

The Information Security Manager at Aspire Global is responsible for implementing the corporate Information Security policy, reporting to the Ops and IT Director. The Information Security Manager manages risk assessments and status updates and sets action plans, budgets and targets. Progress is monitored through security protocols and penetration tests, and any incidents are reported to the management team.

OUR STRATEGY FOR INFORMATION SECURITY

To proactively strengthen our information security, we:

- Identify InfoSec risks and put controls in place to reduce/mitigate them
- Build a security culture within our organization and improve information security awareness
- Annually verify compliance through ISO27001 audit
- Allow for the secure exchange of information

- Reduce potential vulnerabilities for the organization and lower the probability of a successful breach
- Maintain strong authentication mechanisms and audit log management

In addition to compliance with ISO frameworks, the company abides by PCI DSS (Payment Card Industry Data Security Standard), an information security standard that handles branded credit cards from major card companies and recognized as the industry's highest level of payment card information security.

RESPONSIBLE PARTNERS AND SUPPLIERS

Partners

Aspire Global believes that long-term relationships based on mutual interests generate healthy, sustainable growth for all parties involved. Partners are mainly responsible for marketing, while Aspire Global manages everything around the platform. Maintaining a close dialogue with partners benefits responsible gaming and information security, as it enables us to pinpoint and implement actions faster. Aspire Global's account managers are in continuous communication with partners to identify needs, key concerns and challenges. Updates on regulatory changes and training are provided to the operators on an ongoing basis.

Suppliers

Aspire Global's main suppliers are game developers, providers of payment solutions and marketing companies. Other suppliers provide office-related services as well as legal or financial services. As with our partners, Aspire Global

believes that long-term relationships based on mutual interests and clear expectations generate healthy, sustainable growth for all parties involved. A contract is signed upon agreement, clarifying the expectations for both sides when it comes to reliability, security and the ethical framework.

SUSTAINABLE SOURCING PROCESS

Aspire has a number of external suppliers that provide products or services related to various aspects of operations. This includes the offering, such as game content, payment solutions or digital campaigns, or could relate to operations, such as office maintenance, server capacity or advisory. In either case, the sourcing of these services and products is regulated by various principles and requirements to protect the interests of the stakeholders in question, whether it is the environment, local communities, the gaming industry as a whole or individuals who are accidentally exposed to the offering.

FOCUS AREAS AND PROGRESS

2020 COMMITMENT

Maintain culture of security that is pervasive throughout the organization, aligning people and practices with the security strategy.

Proactively strengthen our information security.

Progress

On track



On track



Info

Employees have received increased training in information security, GDPR and security best practices.

Annual compliance verified via ISO27001 audit.

2021 COMMITMENT

Implement a certified information security management system (ISO 27001) for all Aspire Global entities, operating under a single set of governing security policies, procedures and guidelines.

Enhance SOC service to remediate advanced cyber threats across on-premises networks, public cloud environments, SaaS applications and endpoints.

Towards

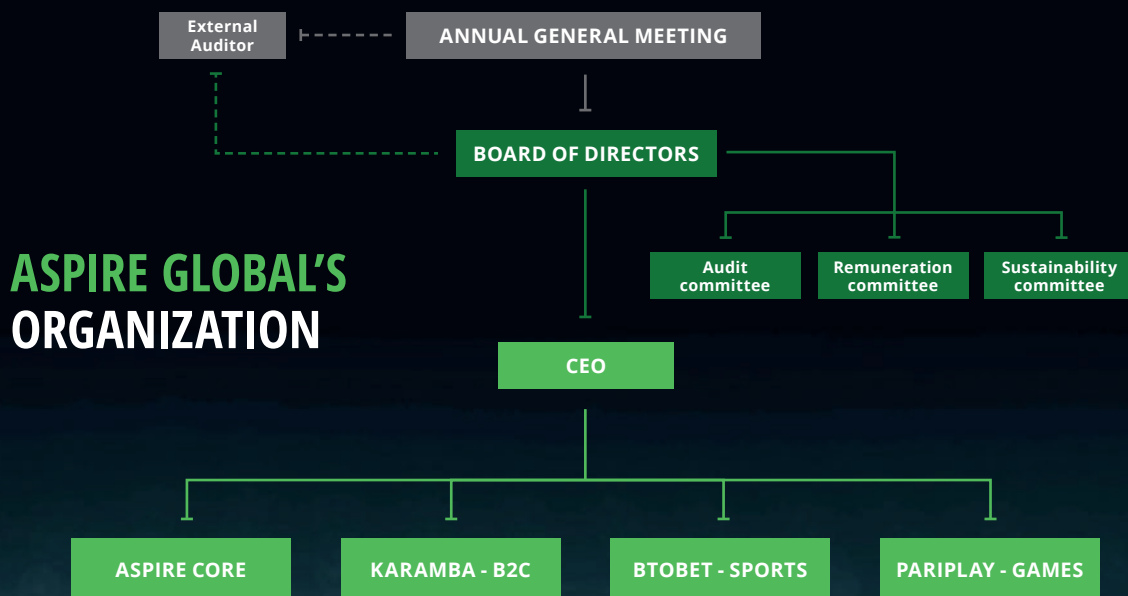


Aspire Impact

Ensure the highest standard of system and data security as well as a reliable, fair and transparent gambling product free from betting-related corruption.

CORPORATE GOVERNANCE REPORT

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



OVERVIEW AND REGULATORY FRAMEWORK

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

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

ARTICLES OF ASSOCIATION

The articles of association of Aspire Global, last adopted by the shareholders of the company on May 6, 2020, contain regulations on the management of the company's affairs and conduct of its business and serve as an important tool to supplement the statutory corporate governance provisions. The articles of association are available in their entirety on the company's website (www.aspireglobal.com/corporate-governance).

Division of authority

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

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

SHAREHOLDERS

Shareholders' meetings

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

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

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

Shareholder structure

At year-end 2020, Aspire Global had 3,591 shareholders, holding in total 46,457,277 shares. The largest shareholders were Barak Matalon with 25.9% of the issued share capital, Pinhas Zahavi with 16.3%, Elyahu Azur with 16.1% and Aharon

(Rony) Aran with 6.5% of the outstanding share capital. The ten largest shareholders held an aggregate of 78.0% of total number of shares in issue at the end of 2020. Further details on the company's largest shareholders and ownership structure can be found on the page 99 of this report.

2020 Annual General Meeting

The 2020 Annual General Meeting was held on May 6, 2020. At the meeting, shareholders representing 68.43% of share capital and votes were present. Olga Finkel, company secretary, assumed the role of chairperson of the meeting. In summary, the resolutions adopted by the general meeting of the shareholders included:

- approval of the financial statements of the company and the consolidated financial statements of the Group, including the directors' report and the auditors' report for the financial year ending December 31, 2019;
- approval of no dividend distribution for the financial year ending December 31st 2019, in accordance with the consolidated financial statements of the company and the recommendation as set forth in the 2019 Annual Report;
- discharge of the members of the Board and the CEO from liability for their administration of the company during the year 2019, to the extent permissible by the applicable law;
- resolution that the Board shall be composed of five members and to re-elect Carl Klingberg, Fredrik Burvall, Tsachi Maimon, Barak Matalon and Aharon Aran as Board members for the period until the end of the next Annual General Meeting. Carl Klingberg has been re-elected as Chairman of the Board;
- resolution that the aggregate amount payable for one year to the Board members (excluding fees payable to Tsachi Maimon for his duties as CEO of the company) for carrying out their duties shall not exceed €300 thousand, while the aggregate amount payable for one year to Tsachi Maimon for his duties as CEO of the company shall not exceed €600 thousand (base salary and variable remuneration). The auditors' fees shall be payable in accordance with the approved invoices; and resolution to re-elect BDO as the company's auditors;
- Extraordinary resolution to approve an amendment to the articles of association of the Company to permit the Company to hold "hybrid" general meetings, where shareholders have the option to attend and participate in person (in the main location) or virtually by electronic means.

2021 Annual General Meeting

The forthcoming annual general meeting of Aspire Global will be held on Wednesday May 6, 2021 at the Group's main office in Malta. The date of the annual general meeting was published on the corporate website in conjunction with the interim report for the third quarter.

Shareholders who would like to attend the annual general meeting must be entered as shareholders in the register of shareholders maintained by Euroclear Sweden on April 22, 2021 (the record date) and must notify the company of their intention to attend. This must be done in writing no later than May 3, 2021, by emailing agm@aspireglobal.com in accordance with the notice of the annual general meeting.

Shareholders may attend the general meeting in person or by appointing a proxy and may be accompanied by up to two advisors. Due to ongoing circumstances with COVID-19, shareholders are strongly encouraged to observe governments' and public health authorities' advice and guidelines before deciding whether to attend the meeting in person. Instead, shareholders are encouraged to use their right to appoint the Chairman of the AGM, or any other person, as their proxy to attend the meeting and vote on their behalf. Aspire Global will provide a livestream of the annual general meeting and allow shareholders to follow the business of the annual general meeting on their computer or smart-phone from their location of choice. Attendance via such electronic facility will not constitute formal attendance at the meeting, and voting facilities will not be available to shareholders via the livestream. We look forward to engaging with our shareholders in person as soon as the circumstances allow it.

Notice of the 2021 annual general meeting, forms for appointing a proxy and further information about the meeting is published on the company's website no later than four (4) weeks ahead of the meeting. The annual general meeting will be also announced in the Swedish business daily *Dagens Industri*.

Nomination Committee

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

Shareholders of the company may, in accordance with the articles of association of the company, directly nominate a person to be elected as a Board member by submitting a notice in writing signed by a shareholder qualified to attend and vote at the general meeting for which such notice is given, expressing his intention to propose a person for election, together with a notice in writing signed by the nominee indicating his or her willingness to be elected. Such notices

must be provided not less than seven and not more than forty-two days (inclusive of the date on which the notice is given) before the scheduled date of the general meeting and must be sent to the registered office of the company. Members of the Board are appointed at the general meeting of the company by means of an ordinary resolution. The process of appointing and removing Board members is conducted in accordance with the memorandum and articles of association of the company and the Companies Act.

BOARD OF DIRECTORS

The Board is ultimately responsible for the governance of the company, its proper administration and management, and general supervision of its affairs. Among the purposes of the Board are to enhance the value of the company, promote the well-being of the company, and serve the legitimate interests of the company including on matters of sustainability. The Board determines the strategy, targets and fundamental management policies, and supervises the affairs of the company. The Board continuously oversees the performance of the duties of the CEO and executive management and evaluates Aspire Global's financial position and results. Furthermore, the Board ensures that the company has appropriate policies and procedures in place to ensure that the company, its management and employees adhere to the highest standards of corporate conduct and comply with applicable laws, regulations and ethical standards. Board members are accountable for their performance to the shareholders of Aspire Global.

Composition of the Board

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

At the annual general meeting of the company held on May 6, 2020, the shareholders re-elected Tsachi Maimon, Barak Matalon, Fredrik Burvall and Aharon Aran as Board members. Carl Klingberg was re-elected as Board member and Chairman of the Board for another year. During 2020, Tsachi Maimon resigned from his post as director of the company in order to focus on his chief executive duties. His resignation became effective once registered by the relevant securities authorities on July 24, 2020. Following Tsachi Maimon's resignation, three board members are independent of the company and executive management and two are independent of the company's principal shareholders.

For more information on the members of the Board, see page 60 of this report and the company's website www.aspireglobal.com/investors.

Chairman of the Board

The Chairman of the Board is responsible for organizing and leading the work of the Board, presiding over the meetings of the Board and ensuring that the Board operates in an organized and efficient manner and fulfils its legal obligations. In consultation with the CEO and other Board members, the Chairman is responsible for drawing up proposed agendas for Board meetings and ensures that the Board receives sufficient information and documentation to conduct its work. The Chairman is elected by the shareholders of the company and holds office no longer than the end of the next annual general meeting. Carl Klingberg was re-elected as Chairman of the Board at the annual general meeting of the company on May 6, 2020.

Board meetings

The work of the Board is organized in accordance with the rules set under the Swedish Corporate Governance Code, the Companies Act and the company's articles of association. Additionally, the Board has adopted the Charter of the Board, setting out (among other things) rules of procedure regulating the ordinary and special Board meetings, matters to be addressed at each meeting, frequency of Board meetings, duties of the Chairman and the members of the Board, and instructions for the CEO. All Board meetings follow an agenda which, together with other materials which may be prepared for a meeting, is distributed to the Board members and other invitees (if any) prior to the meetings. The work of the Board is organized in such manner to ensure that all matters requiring Board's attention are addressed at the meetings and that the Board receives all relevant information. The Chairman of the Board leads the meetings and supervises the work of the Board.

During 2020, the Board of the company held 15 Board meetings and adopted six resolutions in writing. The Board also participated in a two-day workshop together with the management for in-depth discussions on the company's strategy from a three-year perspective. In addition to the Board members, the Board meetings were regularly attended by a secretary and the chief executive officer (CEO) and the chief financial officer (CFO) of the company. The Board from time to time invited other persons to deliver presentations or participate in discussions on certain topics, when such persons had the required expertise to make a valuable contribution to the Board's work.

The Board meetings are regularly convened to manage and oversee the company's business, set the overall goals and strategy of the company, and continuously monitor financial performance, major developments and the company's key performance indicators. The company's interim reports are reviewed and approved quarterly, while the

Annual Report, the budget and the yearly business plan are considered and approved at Board meetings convened for this purpose each year. The Board members regularly discuss the strategic initiatives to ensure the long-term sustainable growth of the company, which includes consideration of the initiatives to improve the company's offering, potential acquisitions and other investment opportunities, and strategic partnerships and other major projects of the company.

Key developments within the company and industry are regularly discussed at the Board meetings, including regulatory developments and the company's compliance with applicable regulations, opportunities to expand the customer base, consideration of sustainability initiatives, risk assessments, consideration of the company's financing arrangements, and reviews of existing and potentially new markets. The work of the CEO and the company's management team is regularly evaluated at the Board meetings and guidelines are regularly adopted for strategic matters requiring Board's approval. The Board also administered the company's option plans; for more information, see pages 58 and 84 of this report.

EVALUATION OF THE BOARD AND THE CEO

The work of the Board is evaluated annually through a web-based tool designed by an external party. The aim is to identify potential improvements related to working methods and efficiency. The results of the evaluation in 2020 were analyzed by the Board together with an external advisor.

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

BOARD COMMITTEES

The Board is empowered through the articles of association of the company to delegate any of its powers, authorities or discretions to any committee or committees as it sees fit. In accordance with such authority, the Board has established

three committees: the Audit Committee (established in February 2019), the Sustainability Committee (established in September 2019) and the Remuneration Committee (established in February 2018). The Board has defined the responsibilities and objectives of each of the Board committees and each committee reports to the Board on the matters discussed and resolved at the committee meetings.

Audit Committee

The Audit Committee is responsible for supporting the Board on matters relating to financial reporting, auditing and risk management, including reviewing and monitoring the integrity of the company's financial statements and the effectiveness of the company's internal controls. The Audit Committee consists of non-executive board members who are appointed by and are responsible to the Board for carrying out their duties. The members of the Audit Committee are Fredrik Burvall (auditing experience) and Aharon Aran. During 2020, the members of the Audit Committee held five meetings and both members of the committee attended all meetings.

Sustainability Committee

The role of the Sustainability Committee is to assist the Board with overseeing the development and implementation of Aspire Global's strategy and policies on sustainability and to enhance the sustainability practices of the company, primarily in the areas of responsible gaming, social responsibility, environment, diversity, health, safety and community relations, including reporting of progress. The members of the Company's Sustainability Committee are Carl Klingberg, Tsachi Maimon, Fredrik Burvall and Motti Gil. In 2020, the company hired Liesbeth Oost as Sustainability Officer. The Sustainability Committee held two meetings during 2020 and all committee members attended all the meetings. Among the main tasks in 2020 was the engagement of a new sustainability manager, who is tasked with implementation the GRI guidelines and driving the company's sustainability efforts.

Remuneration Committee

The Remuneration Committee is responsible for reviewing the performance of the CEO and the management team, setting the performance targets, and determining the struc-

BOARD OF DIRECTORS

Name	Position	Member since	Independent of the company and executive management	Independent of the company's principal shareholders	Meeting attendance during 2020
Carl Klingberg	Chairman	2017	Yes	Yes	21/21
Fredrik Burvall	Board member	2017	Yes	Yes	21/21
Tsachi Maimon	Board member	2015 -7/2020	No	Yes	12/21 ¹
Barak Matalon	Board member	2005	No	No	21/21
Aharon Aran	Board member	2018	Yes	No	21/21

¹ Tsachi Maimon resigned from the Board as of 24 July 2020.

ture and amount of the CEO's base and variable remuneration, always within the limits approved by the shareholders of the company. Proposals of the Remuneration Committee are presented to and approved by the Board. The members of the Remuneration Committee are Barak Matalon, who is the chairman of the committee, and Carl Klingberg. Other non-executive Board members have from time to time joined the committee's meetings to participate in the discussion. The Remuneration Committee held three meetings during 2020 and both committee members were present at all the meetings of the committee.

CEO AND MANAGEMENT

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

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

The company's CEO heads and leads the work of the management team, currently consisting of seven members: the CEO, Chief Financial Officer (CFO), Chief Operating Officer (COO), Chief Business Development Officer (CBDO), Head of B2C and VP of Karamba, VP HR and Operations, and VP Product. The CEO and management of Aspire Global are presented in the Annual Report on page 61 and the company's website www.aspireglobal.com/investors.

REMUNERATION AND INCENTIVE PROGRAMS

Board Remuneration

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

The articles of association of the company further stipulate that any Board member who holds any executive office (including for this purpose the office of chairman or

deputy chairman, whether or not such office is held in an executive capacity), or who serves on any committee of the Board, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Board member, may be paid such extra remuneration or may receive such other benefits as the Board may determine.

At the Annual General Meeting held on May 6, 2020, the shareholders resolved that the aggregate amount payable for one year to the Board members (excluding fees payable to Tsachi Maimon for his duties as CEO of the company) for carrying out their duties shall not exceed €300 thousand. Within the aggregate amount set by the shareholders of the company, the remuneration of the Board members has been determined as follows:

- the Chairman of the Board is entitled to receive a payment in the gross amount (excluding social charges) of SEK 755 thousand annually in consideration for performing his duties for board work and consultancy services; and
- Board member Fredrik Burvall is entitled to receive a payment in the gross amount (excluding social charges) of SEK 485 thousand annually in consideration for performing his duties for board work and consultancy services.

CEO and Management Remuneration

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

In 2020, the CEO was entitled to gross monthly remuneration of €23 thousand. The CEO is also entitled to variable remuneration consisting of an annual performance bonus, which is linked to predetermined and measurable performance criteria aimed at promoting the company's long-term value creation. Having reviewed the performance of the company and the CEO during 2020 and considering the predetermined performance criteria, the Remuneration Committee proposed the payment of a performance bonus of €213.5 thousand (gross) to the CEO of the company. The CEO was also eligible for other benefits amounting to approximately €64 thousand. The Remuneration Committee reviewed the performance of the CEO of the company and discussed a bonus payment for the year 2020 during the meeting of the committee held in February 2021.

All other senior executives of Aspire Global have a monthly aggregate gross salary amounting to €77 thousand and are entitled to variable remuneration on a quarterly and annual basis. Actual levels of remuneration are generally determined by the company based on factors such as expertise, experience and performance.

Incentive Programs – Share Option Schemes

Aspire Global has three separate share incentive programs: one program for certain key employees introduced in 2007 (“Share Options Scheme 2007”), one program for the Board introduced in 2017 (“Board Scheme”), and one program for certain key employees (which includes the CEO and CFO) introduced in 2017 (“Share Options Scheme 2017”). The incentive programs have been designed with the aim of better aligning the interests of the participating individuals and the company’s shareholders. If all the options under the three incentive programs which have not already been exercised (“Outstanding Options”) by the option holders are granted to the eligible persons and exercised, the share capital of the company would increase by 1,147,881 shares.

Share Option Scheme 2007

According to the Share Options Scheme 2007, various employees are entitled to buy a total of 2,582,000 shares in Aspire Global at a price of €0.50 per share (which is equal to €2 per share prior to the re-denomination of the nominal value of ordinary shares of the company from £0.01 per share to £0.0025 per share, effective June 9, 2017). During 2020, the employees of the company have, after duly exercising their options, acquired 22,000 newly issued ordinary shares in the company under the Share Option Scheme 2007. If all Outstanding Options under the Share Options Scheme 2007 are granted to the eligible persons and exercised, the issued and outstanding share capital of the company would increase by 198,276 shares.

Board Scheme

Aspire Global has introduced a share-based incentive scheme for the Board, which was approved by the shareholders of the company at the Extraordinary General Meeting held on June 21, 2017. The Board Scheme has been designed to promote the company’s long-term interests by motivating and rewarding the Board members through share options. In accordance with the Board Scheme, the company may issue 200,000 authorized, but not yet issued shares. Carl Klingberg holds 80,000 options and Fredrik Burvall held 80,000 options of which 15,000 were exercised during 2020. The remaining options are reserved for future Board members of the company. The company did not grant any options under the Board Scheme during 2020. If all Outstanding Options under the Board Scheme are granted to the eligible persons and exercised, the issued and outstanding share capital of the company would increase by 185,000 shares.

Share Option Scheme 2017

The Share Option Scheme 2017 is an incentive program for senior executives, key employees and other employees of Aspire Global, which was approved by the general meeting of the company held on June 21, 2017. The company has reserved 775,800 outstanding but not yet issued shares for the Share Option Scheme 2017. The options are reserved

for current and future employees, of whom: (i) management and other senior executives (not more than 20 persons) can be offered up to 615,800 options; and (ii) other employees (not more than 200 persons) can be offered up to 12,000 options per person, a total of not more than 160,000 options. During 2020, no employees of the company exercised their options under the Share Option Scheme 2017, and the company did not issue any shares under the Share Option Scheme 2017 during 2020. If all Outstanding Options under the Share Options Scheme 2017 are granted to the eligible persons and exercised, the issued and outstanding share capital of the company would increase by 764,605 shares.

INTERNAL CONTROL AND RISK MANAGEMENT

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

CONTROL ENVIRONMENT – BOARD AND AUDIT COMMITTEE

The Board is ultimately responsible for internal control and risk management of Aspire Global. The Audit Committee has been established to support the Board on matters relating to financial reporting, auditing and risk management, including reviewing and monitoring the integrity of the company’s financial statements and the effectiveness of the company’s internal controls. The Audit Committee consists of non-executive Board members who are appointed by and are responsible to the Board for carrying out their duties. The members of the Audit Committee are Fredrik Burvall and Aharon Aran. For more information on the Audit Committee, see page 56 of this report.

While the Board bears overarching responsibility for establishing an efficient internal control system, certain responsibilities have been delegated to the CEO and the management team reporting to the CEO, in accordance with the Charter of the Board and the CEO Instructions. The CEO, together with the CFO and the Group’s finance department, is responsible for ensuring that the necessary internal controls and adequate monitoring are conducted. This includes the control of the company’s and the Group’s organization, procedures, policies and practices. The Group’s finance function reports to the CFO, while the CFO in turn reports to the CEO, the Board and the Audit Committee.

The Board continuously evaluates the information provided by the company’s management. The process includes monitoring profits and revenues versus budget and plans, analysis of key figure and developments, and reporting at Board meetings. The CEO and CFO regularly provide

the Board with the information required to monitor the company's financial position and compliance with the laws in the countries where the company's subsidiaries operate. The annual report and interim reports are reviewed and approved by the Board prior to publication.

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

Risk assessment

Aspire Global conducts a structured annual risk assessment to identify, assess and mitigate or manage the risks that affect the company and its business. Risks are identified and categorized in the following risk categories: financial risks, operational risks, legal and regulatory risks, strategic risks, and external risks. The risk assessment is conducted with the aim of identifying and assessing the principal risks that can affect the company and its business, based on the likelihood that they arise and the degree to which such risks would affect the company's objectives and long-term strategy, if they were to occur. Each identified risk has a risk owner within the company, who has the responsibility of ensuring that measures and controls are in place and implemented. The risk owner is also responsible for monitoring, following-up and reporting changes in the company's risk exposure to identified risks. The risk assessment is updated annually and presented to, and discussed by, the Board of the company. In addition to the structured annual risk assessment, the principal risks are regularly evaluated and discussed by the Board members during the Board meetings, while the financial risks are also monitored by the Audit Committee. For a more detailed description of the industry and business-related risks that affect Aspire Global, see the separate section "Risk factors" on pages 62–65 of this report.

Monitoring compliance

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

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

Auditor

The auditor of the company is appointed by the shareholders at the general meeting. Among other duties, the auditor reviews the company's annual accounts and accounting practices, as well as the management of the company by the Board, the CEO and the management team. According to the Code, the auditor should take part in at least one Board meeting a year without management presence. The company deviates from the Code on this point. The auditor participates in the meetings of the audit committee and speaks regularly with members of the Board. Following each financial year, the auditor submits an audit report and a consolidated audit report to the annual general meeting of the company. In 2020, the remuneration to the company's auditor amounted to €233 thousand and related fees amounted to €97 thousand. The auditor of Aspire Global is BDO, which has held this office since 2008. The auditor in charge at BDO is Sam Spiridonov, BDO Malta, Triq it-Torri, Msida, MSD 1824 Malta.

Investor Relations

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

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

BOARD OF DIRECTORS



1



2



3



4

1. CARL KLINGBERG

Chairman of the Board since 2017

Born: 1961

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

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

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

Shareholding in the company: 0 shares and 80,000 share options on 80,000 shares.

2. FREDRIK BURVALL

Board member since 2017

Born: 1972

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

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

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

Shareholding in the company: 50,018 shares and 65,000 stock options on 65,000 shares.

3. BARAK MATALON

Board member since 2005

Born: 1970

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

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

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

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

4. AHARON ARAN

Board member since 2018

Born: 1949

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

Other current assignment: CEO of The Israeli Audience Research Board.

Previous assignments: CEO of TMF media Group and Omnicom Media Group, Israel office, CEO of Schoken local newspapers Group, CEO of Hadashot daily newspaper, VP marketing of Elite confectionary Group, EVP Yedioth Ahro-noth Media Group, EVP at Reshet TV- Ch. 22, EVP TV Channel 10.

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

AUDITOR

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



EXECUTIVE MANAGEMENT

1. TSACHI MAIMON

CEO since 2013.

Born: 1978

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

Other current assignment: Board member of Neolotto, Minotauro and MarketPla.

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

Shareholding in the company: 800,000 shares.

2. MOTTI GIL

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

Born: 1973

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

Other current assignment: –

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

Shareholding in the company: 66,664 shares and 58,334 share options on 83,336 shares.

3. ANTOINE BONELLO

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

Born: 1975

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

Other current assignment: –

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

Shareholding in the company: 10,753 shares and 80,000 share options on 80,000 shares.

4. SHLOMIT KEDEM

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

Born: 1980

Education: Social Science, The Open University in Israel.

Other current assignment: –

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

Shareholding in the company: 0 shares and 22,000 share options on 22,000 shares.

5. PAUL MYATT

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

Born: 1976

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

Other current assignment: –

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

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

6. JOEL MOMIGLIANO

VP of Karamba since 2019, with the company since 2015

Born: 1980

Education: M.A. in Economics, Industrial and Management Engineering from Polytechnic University of Milan, Italy.

Other current assignment: –

Previous assignments: VP PPC & Media at Aspire Global (2015-2019), Acquisition and Web Conversion Manager at 888holdings (2007-2015), responsible for launches of casino, poker and sports betting in various regulated markets.

Shareholding in the company: 34,664 shares and 44,334 share options to 57,336 shares.

7. YOELE ZUCKERBERG

VP Product since 2019, with the company since 2018

Born: 1986

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

Other current assignment: –

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

Shareholding in the company: 0 shares and 30,000 share options on 30,000 shares.

Dmitri Reiderman was Chief Operations Officer (COO) from 2017 to 2020 and was appointed COO of BtoBet after the acquisition in October 2020.

RISK FACTORS

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

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













RISK GOVERNANCE

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

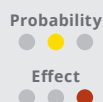
RISK AREA – EXTERNAL

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

RISK AREA – LEGAL AND REGULATORY

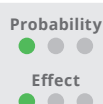
Type of risk	Risk level	Risk mitigation
New laws and regulations will be introduced in areas such as privacy, pricing, content, copyright, distribution, competition expenses claims and product and service quality. The risk may include for example, changes in taxation, an obligation to have a national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

Aspire Global conducts its business in accordance with its interpretation and understanding of the applicable tax laws and treaties, case law, and the requirements of relevant tax authorities in the countries where the company operates. Changes to regulatory, legislative and fiscal regimes could have an adverse effect on the results due to the added cost of corporate and gaming taxes.



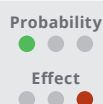
Aspire Global aims to ensure that each legal entity within the Group is a tax resident of the jurisdiction in which it is incorporated and has no taxable presence in any other jurisdiction. Aspire Global consults with tax advisers not only in jurisdictions in which its Group companies are incorporated and has personnel, but also in major markets in which it has customers, in order to comply with legal obligations whilst taking such action as is necessary to prevent improper imposition of unlawful or double taxation. Furthermore, in managing taxation affairs, including estimating amounts of taxation due, the company relies on the exercise of judgment concerning its understanding of and compliance with those laws, assisted by professional advice.

The legal and technological solutions and marketing limitations that the company applies in certain jurisdictions to block or limit the access to and the use of services to end users may prove inadequate. In certain countries it is prohibited to provide gaming services, and in some cases it is prohibited for customers to participate in any gambling activity, although the gaming operator is located in another country where it has been legally licensed through regulation.



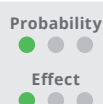
Aspire Global is active in several markets and operations are adjusted regularly to comply with different regulations as well as continuous changes. Limitations in marketing and access are regularly monitored and adjusted as part of the compliance process. Aspire Global avoids marketing to customers in countries where online gaming is prohibited by law unless the industry sees the EU law to be on top of national regulation. The Group applies technical blocking of IP from "black listed" countries.

The company's procedures for counteracting GDPR could prove to be inadequate.



Aspire Global has made considerable efforts to ensure that its practices comply with data protection laws and the industry's best practices. Data protection is managed by a designated Data Protection Officer responsible for compliance. This work is based on an extensive review of operations, current contracts and other arrangements for sharing data with partners, vendors and clients, as well as internal procedures to safeguard protection prior to sharing personal data. Actions have then been taken to improve routines and technical, administrative and legal tools that enable adequate documentation of data processing activities, including training for employees. Aspire Global's employees go through regular training related to security and data protection. The company has engaged external consultants as well for advice.

The company may face claims alleging infringement of IP rights held by others.



Aspire Global complies with legal norms and laws to minimize the risk of IP infringements. The company consults with legal advisors whenever required on IP rights. When it comes to M&A transactions, this is a material element of the due diligence procedure. Review of new sites and brands. Trademark and copyright investigation requested by new WL operator partner when a site is going live. Secure names for all domains. The company has also a dedicated person responsible for management of the proprietary domains.

RISK AREA – FINANCIAL

Type of risk

Refinancing risk. In case alternative financing cannot be obtained, or obtainable only at substantially higher costs, it might materially affect the company's financial position.

Risk level



Risk mitigation

Aspire Global monitors the cash position, expected cash flow and budget regularly. The company performs short-term and long-term financing and liquidity analysis, in order to ensure sufficient liquid assets.

Aspire Global has secured repayment of the bond with a €10.3 million bridge loan for a period of one year granted by some of its major shareholders. In addition, the likelihood of the repayment of the capital notes due from a related group in 2022 has increased significantly.

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

Probability
● ● ●
Effect
● ● ●

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

RISK AREA – OPERATIONAL

Type of risk

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

Risk level

Probability
● ● ●
Effect
● ● ●

Risk mitigation

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

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

Probability
● ● ●
Effect
● ● ●

The company is strictly following and implementing regulatory changes. Regulation teams are monitoring the operated sites on an ongoing basis to make sure they are in line with all regulations and requirements.

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

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

Probability
● ● ●
Effect
● ● ●

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

Risk of deficiencies in the control/monitoring of operations.

Probability
● ● ●
Effect
● ● ●

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

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

Probability
● ● ●
Effect
● ● ●

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

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

Probability
● ● ●
Effect
● ● ●

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

<p>Risk of not having the right products in a competitive market characterized by quick changes. The company has a large number of competitors. The competition may result in increased costs when it comes to attracting new customers and retaining existing customers. If the company does not handle competition, it can have a negative effect on the company. To stay competitive, the company has to closely monitor customers' behavior patterns and adapt its services to meet their requirements.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global offers a unique solution for iGaming, offering a competitive B2B solution which enables its partners to focus on marketing and players acquisitions. If other competitors should provide a similar offering, it may negatively affect Aspire Global's results. Our solution creates stickiness to our partners due to the wide variety of services and unique proprietary tools we are providing them with, for example, our lifetime value model.</p>
<p>The company may be vulnerable to network failure, disruptions, cybercrime attacks and player fraud and significant resources may be required to protect the company from such risks.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>The dedicated information security personnel are highly qualified, and routines and preventive actions when needed. Aspire Global is highly security minded and prioritizes preparations to deal with such attacks. Additional security measures have been implemented in recent years. All suppliers who have access to Aspire Global's information sign contracts and NDAs. NDAs are signed with all B2B-partners. A confidentiality clause is included in the employee contracts. Information is provided on a need-to-know basis with restricted access within the company. Continuous work of the company's DPO and IT team in terms of protection from leakage of data. IT and employee policies are reviewed on regular basis and updated as needed.</p>
<p>Physical risks associated with disaster such as fire, earthquake etc.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Backup system for data, Disaster/Fire/Earthquake plans in place according to local regulations/requirements (in case required by landlord, their protocol is followed). Offices are connected to fire systems according to local regulations. Fire drills are carried out periodically. Security measures in terms of data, business continuity plans are in place. The company is set up to work fully remotely in case needed.</p>
<p>The COVID-19 outbreak could negatively affect the company's results depending on how long the outbreak lasts and how widespread it is. The key aspects impacting the result are a potential general decline in the economy which could lead to a lower disposable income and/or a reduction in the quality of services or losses related to the sports vertical, following the cancellation of sports events. An outbreak within the organization, and among key positions in particular, could affect the ability to run the daily business.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Aspire Global is an online based company in the truest sense. Apart from a business focusing on iGaming, the organization is based online. Remote work and digital meetings are well established ways of working. No key functions in the Group are dependent on physical presence in an office. To protect the well-being of the employees, Aspire Global has banned travel and encouraged employees to work from home. With these actions implemented, supported by a robust technology platform, Aspire Global is maintaining a high level of service. Any impact related to cancellation of sports events is expected to be relatively low due to the small share of total income accounted for by sports, although that share has increased following the acquisition of BtoBet. The company's geographical spread helps to mitigate the effects of the pandemic.</p>
<p>Future and recently completed acquisitions may develop below expectations and the integration of acquisitions can inhibit Aspire Global's development if it is not successful. Acquisitions can have a negative effect on the company's operations and its financial position.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Strict due diligence processes (financial, legal, operational) performed by professionals with relevant experience. Clear and rapid integration plan that is well communicated prior to initiation.</p>
<p>Unsuccessful ventures (i.e. new sites or verticals or further B2B-products) or unsuccessful entry into new markets.</p>	<p>Probability</p> <p>● ● ●</p> <p>Effect</p> <p>● ● ●</p>	<p>Thorough business case studies prepared before developing new products and entering new ventures or markets.</p>

MANAGEMENT REPORT

In 2020, we continued to deliver on our growth strategy, accelerated the number of partners and brands, and strengthened our offering. We see great interest in our recent verticals, and several partners are looking to broaden their offering.

The Board of Directors presents the Annual Report, including the integrated Sustainability Report and the consolidated financial statements of Aspire Global plc, registration number C80711, for the financial year ended December 31, 2020. The Group is active as a public limited company headquartered in Malta, with subsidiaries in Malta, Israel, Bulgaria, Ukraine, Isle of Man, Gibraltar, India, North Macedonia, the US and Italy. The address of the head office is 135, High Street, Sliema SLM 1549, Malta.

The company

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

OPERATIONS

Business set-up

The Group business serves European, American and African markets, which are usually segmented as follows: Nordic countries, UK and Ireland, rest of Europe and rest of the world. Aspire Global operates under license in the UK, Denmark, Sweden, Ireland, Portugal and Malta (MGA), with the latter license covering all .com markets. Aspire Global's proprietary B2C brands (business-to-consumer) operate on the company platform, side by side with B2B brands (business-to-business) owned by white label partners. The proprietary brands share the same benefits as the B2B brands as they add to the size and strength of the network as a whole. The company's main cost driver aside from employee payroll and related overhead are the acquisition costs related to the B2C segment and royalties paid to B2B partners for their revenue share.

Offering

Aspire Global plc is a leading platform and B2B service provider for the iGaming market, offering partners a variety of services alongside a unique full-service solution to launch and operate online casino and sports betting. With more than ten years of operational experience in managing casino networks and developing in-house proprietary technology, Aspire Global is proud to provide an iGaming solution that ensures every aspect of our partners' casinos: starting with a robust platform including game aggregation to regulation, compliance, payment processing, risk management, CRM, support and player value optimization. Aspire Global manages the operations, allowing the operators to focus entirely on marketing and traffic to the casino. The B2B offering also includes a game-aggregation service for external operators through the subsidiary Pariplay, acquired in 2019.

In addition to the B2B offering, Aspire Global operates several proprietary casino brands, mainly Karamba, based on the same operational setup and technical platform offered to the partner brands. In January 2018, Aspire Global expanded its offering to include sports, becoming the first provider of a full turnkey solution to sport operators – with active operations in more than five regulated markets. During October 2019, the Pariplay Group, a leading aggrega-

tor and game studio, was acquired and in October 2020 the acquisition of the leading B2B sportsbook provider BtoBet was completed. Both acquisitions add significant parts to the Aspire Global value chain.

Revenue model

The revenue model for B2B partnerships is characterized by relatively low set-up fees, moderate mark-up on services from third-party suppliers and mainly a share of the adjusted net gaming revenues. Revenues are also generated from the sale of games. BtoBet and Pariplay apply revenue sharing models. The main operational costs are for technical development, licenses, customer service and marketing of B2C brands. As the license holder, Aspire Global receives net gaming revenues (NGR) directly from the players and keeps a royalty share before splitting revenues with partners, as oppose to many other platform providers, which receive a royalty payment from the operator regardless of the operator's results. For that reason, the company's EBITDA margin is not fully comparable to the EBITDA margin of other platform providers.

Organization

Aspire Global's total number of employees at December 31, 2020 was 456 (312), of whom 162 (153), or 36% (48) were

women. Due to strong growth, the company is continuing to recruit new employees. As of December 31, 2020, the Group's employees were located across the following countries: Malta 141, Ukraine 92, North Macedonia 86, Israel 55, Bulgaria 51, India 21, Gibraltar 6 and Italy 4. The Group's corporate management is located in the Malta office together with a significant part of the operational departments, including support, compliance and other related departments. The Israeli entities mainly supply software development and certain marketing support services. The Bulgarian, Ukrainian and Indian offices serve mainly as development hubs for the Group's platforms and products. The Ukraine office also includes a support call center. The headcount also grew significantly following the integration of the sportsbook provider BtoBet with the Group in October 2020, adding 93 employees as of year-end. The structure of the supply chain did not significantly change over the past year. The main changes were related to new offices following the integration of the new subsidiary BtoBet.

Growth strategy

Aspire Global's B2B business model enables the company to acquire players without investing the resources and funds required for effective marketing. New operators can

Revenues per B2B and B2C segments

	2020		2019		Change
	€'million	% of total revenues	€'million	% of total revenues	%
B2B	110.9	68	81.1	62	37
<i>of which Core</i>	92.7	57	78.1	60	18
<i>of which Games</i>	16.0	10	3.1	2	424
<i>of which Sports</i>	2.2	1	-	-	-
B2C (proprietary brands)	51.0	32	50.3	38	1
Total revenues	161.9	100	131.4	100	23

Revenues per geography

	2020		2019		Change
	€'million	% of total revenues	€'million	% of total revenues	%
Nordics	16.4	10	25.2	19	-35
UK and Ireland	35.1	22	18.7	14	88
Rest of Europe	98.2	61	83.2	64	18
Rest of world	12.2	7	4.3	3	184
Total revenues	161.9	100	131.4	100	23

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

IN 2020

Operational and corporate events

In 2020, we continued to deliver on our growth strategy and accelerated the number of partners and brands while also strengthening our offering. The B2B segment grew by 36.7% in 2020, constituting 68.5% of Group revenues, and by year-end we had a strong customer base of 150 partners, including the additions through the consolidation of the BtoBet Group. The B2C also showed a slight increase year over year, in spite of relatively lower results during the first quarter.

Aspire Global acquired BtoBet, a leading sportsbook provider in Latin America and Africa. The acquisition was a major step in creating an offering that covers the main elements of the B2B iGaming value chain. With the proprietary sportsbook, Aspire Global controls the IP in major elements of the value chain and steers the complete roadmap.

The share of revenues from regulated and taxed markets remained high at 71% for the year, in line with our strategy, although it has an expected effect on profitability.

Pariplay entered significant partnerships for games and its aggregation platform with Caliente.mx, Mexico's largest sportsbook and gaming operator, BetVictor, one of Europe's leading iGaming operators, and 888casino for the Romanian and Spanish markets. In the Swiss market, Pariplay entered into partnerships with Grand Casino Baden, Casino Davos and Swiss Casinos.

Since joining the Aspire Global Group, BtoBet has entered into significant partnerships with Betfair in Colombia, with the Russian national lottery's Operator Sports Lotteries LLC and with William Hill in Colombia to provide sportsbook and platform.

We are currently still in the midst of the of COVID-19 pandemic, during which our top priority has been to safeguard the health of our employees and their families. Precautionary measures were taken early, enabling us to maintain a high service level for partners and players. Due to the relatively small share of revenues from sports betting, Aspire Global did not experience a significant impact on revenues by the broad cancellation of sports events. To mitigate the impact from the cancellation of sports events,

Aspire Global and its B2B clients reallocated resources including media spend to the casino segment.

In 2021, we will continue to enhance our multi-vertical offering while maintaining the search for M&A opportunities. We expect BtoBet and Pariplay, which were acquired at the end of 2019, to generate significant growth with a positive effect on the Group's EBITDA. We are also preparing for the coming regulation in the Netherlands and end of the transition period in Germany. Aspire Global has been profitable since it was founded in 2005. Thanks to our solid balance sheet, strong liquidity and ability to generate cash, we are confident about the continued execution of our growth strategy despite global events.

FINANCIAL PERFORMANCE

During 2020, revenues increased by 23.2% to €161.9 million (131.4). The B2B segment increased by 36.7% to €110.9 million (81.1), mainly driven by the stronger performance by our partners following a streamlining of the brand portfolio. The B2C segment accounted for €51.0 million (50.3), an increase of 1.3%. B2C revenues were lower than expected in the first quarter due to regulatory adjustments in a few markets, causing activity to slow and lowering the contribution from sports. B2C performed well in 2020, despite the lower activity in the first quarter.

Total revenues amounted to €16.4 million (25.2) in the Nordics, €35.1 million (18.7) in UK and Ireland, €98.2 million (83.2) in the rest of Europe and €12.2 million (4.3) in the rest of the world.

Profit/loss

EBITDA increased to €27.1 million (21.7) with an EBITDA margin of 16.7% (16.5%). The main cost drivers in 2020 were higher royalties to partners, driven by the significant increase in B2B revenues. Gaming duties and VAT in 2020 increased by 16.2% to €9.4 million (8.1), in line with the focus on regulated markets. Administrative expenses increased by 16.5% to €17.0 million (14.6) for the year, mainly related to continued investments in our technology infrastructure, customer support and compliance departments, including an increased headcount, the consolidation of BtoBet Group's expenses as of October 9, 2020 and effect of the consolidation of the Pariplay Group over a full year compared to one quarter in 2019.

The company's interest income and foreign currency exchange differences with respect to funding to a related group decreased to €1,303 thousand (€2,428 thousand), primarily driven by interest on a related Group loan accompanied by a weaker USD against the EUR. Net finance income and expenses amounted to €-5,706 thousand (-3,255), primarily driven by currency exchange rate differences, other fees, the effect of discounted deferred payment and contingent earnout consideration related to the business

combination of BtoBet. Income taxes for 2020 decreased to €1,394 thousand (15,033), mainly driven by a payment of €13.7 million following a settlement with the Israeli tax authority for the years 2008-2018 paid in 2019. Net income before the company's share of the results of associated companies amounted to €15.0 million (1.9).

The company's share of the results of associated companies amounted to €-1.9 million (-1.5) for the year. Net income and comprehensive income amounted to €13.1 million (0.4).

Investments

Net investments in intangible assets during 2020 mainly consisted of capitalized development costs, technology and goodwill. Capitalized expenditure for development work amounted to €15.3 million (8.5), of which €7.3 million as a part of BtoBet's business combination. In addition, Customer Relationship Management amounted to €7.9 million as a part of BtoBet's business combination. Development work is directly attributable to the continuous investment in our platform infrastructure to adapt it to new regulatory markets, the development of new games, etc. See Note 14 for further information on intangible assets. In 2020, the Group invested €0.5 million in property and equipment, including €0.1 million as a part of BtoBet's business combination, compared to €0.8 million the previous year.

FINANCIAL POSITION

Liabilities

Non-current liabilities consist of contingent consideration, lease liabilities, employee benefits and loans for leasehold improvements. Non-current liabilities as at December 31, 2020 amounted to €19.2 million (29.4). For operating lease commitments, please see Note 20 and for contingent liabilities please see Note 24.

Liquidity

Cash flow from operating activities increased to €27.7 million (2.5) in 2020. The increase reflects the one-off tax payment in Q4 2019, improved profit, increased trade and other payables mainly related to gaming related taxation and client liabilities, decreased interest income and foreign currency exchange differences with respect to funding to a related group which is denominated in USD, increased amortization of capitalized development costs related to proprietary technology assets, and amortization of intangible assets acquired as part of the Pariplay and BtoBet acquisitions.

Cash flow from investing activities increased by 24.4% to €26.5 million (21.3) in the year, mainly constituted by cash paid in the acquisition of an additional 9.9% of the shares of Marketplay Ltd for consideration of €1.5 million and with respect to BtoBet's business combination for consideration of €15.6 million net of cash. Cash flow was also impacted by continued investment in technology. The company began to

invest in companies in 2017 and intends to consider a number of identified investments and acquisition opportunities.

Cash flow from financing activities amounted to €-1.5 million (-5.9), mainly from repayment of lease liabilities. In the comparative period in 2019, cash flow was mostly driven by a dividend payment of €5.4 million.

Cash and cash equivalents amounted to €28.7 million at the end of the year, compared to €29.0 million at the end of 2019.

Disputes

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

TAX POLICY

Aspire Global contributes to society through corporate income taxes, employer taxes, indirect taxes (such as VAT) and gaming duties. Managing tax affairs properly and in compliance with the rules and regulations in the jurisdictions of operations, is of critical for the Group. The full tax policy can be found in the Sustainability Report.

RISK AND INSURANCE

Risk assessment

For risks and insurance, see the separate section on pages 62-65.

CORPORATE GOVERNANCE

At the Annual General Meeting (AGM) in 2020, four Board Members were re-elected for the period until the next AGM. The Board of Directors' expertise spans online gaming, marketing, financial and strategic issues. The Board held 21 meetings during the year, of which six were resolutions in writing (per capsulam meetings). Reports at the meetings were presented mainly by the CEO, but also by other members of the management team. The focus of the Board's work in 2020 was on strategic issues, particularly matters relating to acquisitions, product development, business development and capital procurement, as well as the further development of the Group's business plan.

See pages 52-61 for the full Corporate Governance Report, including the general framework and focus in 2020 of the Board, management and committees.

REMUNERATION OF SENIOR EXECUTIVES

Remuneration to the CEO and other senior executives consists of base salary, other benefits and pension. The CEO and other senior executives receive monthly salaries in line with industry standards, variable remuneration and other customary benefits. In 2020, the CEO was, according to his employment contract, entitled to gross monthly remuneration of €23 thousand. The CEO is also entitled to vari-

able remuneration consisting of an annual bonus. Having acknowledged that the financial targets of the company for the year 2020 were met, the Remuneration Committee, as authorized by the Board, approved the payment to the CEO of the full performance bonus of €213.5 thousand (gross). The CEO was also eligible for other benefits amounting to approximately €64 thousand. All other senior executives in Aspire Global have a monthly aggregate gross salary of €77 thousand and are entitled to variable remuneration on a quarterly and annual basis. Actual remuneration levels are generally determined by the company based on factors such as expertise, experience and performance.

For more on the remuneration programs, see pages 57-58 in the Corporate Governance Report.

OUTLOOK FOR 2021

Aspire Global aims to create value and generate a solid return to shareholders through continuous growth, with a mid-term EBITDA margin of 16%. The Group's growth strategy includes organic growth, acquisitions, expansion of its offering and broadening its partner base. During 2021, the focus will be on new markets, an expanded offering for partners, attracting large operator to migrate to our platform, and continuous organic growth.

PROPOSED DISTRIBUTION OF APPROPRIATED PROFIT

The Board proposes to the AGM that no dividend be paid out for 2020 following the repayment of the bond due in April 2021. The Board is committed to the long-term dividend policy to distribute dividends annually in an amount of at least 50% of the company's net profit after taxes and expects to be able to propose a dividend for the financial year 2021.

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

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

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

Share capital and premium	6,776
Share based payment reserve	1,341
Reserve with respect to funding transactions with a related group	-15,371
Retained earnings	54,875
Total equity attributable to the equity holders of the Company	47,621
Non-controlling interests	318
	47,939

FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

€000, except per share data	Note	For the year ended 31 Dec	
		2020	2019
Revenues (including EU VAT)		161,894	131,445
EU VAT		-5,050	-3,907
Net revenues		156,844	127,538
Distribution expenses		-108,395	-87,052
Gaming duties		-4,334	-4,166
Administrative expenses	6	-17,023	-14,616
		-129,752	-105,834
EBITDA		27,092	21,704
Amortization and depreciation		-6,282	-3,960
Operating income		20,810	17,744
Interest income and foreign currency exchange differences with respect to funding to a related group	21B	1,303	2,428
Finance income	7A	222	363
Finance expenses	7B	-5,928	-3,618
Income before income taxes		16,407	16,917
Income taxes with respect to previous years	8	-	-13,666
Income taxes	8	-1,394	-1,367
Net income before Company share in the results of associated companies		15,013	1,884
Company share in the results of associated companies		-1,897	-1,479
Net income and total comprehensive income		13,116	405
Net income and total comprehensive income attributable to:			
Equity holders of the company		13,116	405
Non-controlling interests		*	*
Earnings per share attributable to the equity holders of the Company (€):	11		
Net income attributable to the equity holders of the Company:			
Basic		0.28	0.01
Diluted		0.28	0.01

* Less than €500.

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

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 Dec	
€000	Note	2020	2019
ASSETS			
NON-CURRENT ASSETS			
Goodwill	25	28,900	6,500
Intangible assets	14	38,511	19,066
Right-of-use assets		2,456	2,822
Property and equipment	13	1,296	1,511
Investments and loans – associated companies	12	3,337	3,773
Capital notes, loans and accrued interest due from a related group	21B	14,525	13,421
Deferred income taxes		44	81
		89,069	47,174
CURRENT ASSETS			
Trade receivables	15	13,179	11,371
Other receivables		2,996	2,434
Income taxes receivable		10,025	10,839
Restricted cash		319	435
Cash and cash equivalents	16	28,710	29,035
		55,229	54,114
TOTAL ASSETS		144,298	101,288
EQUITY AND LIABILITIES			
EQUITY			
Equity attributable to the equity holders of the Company			
Share capital and premium	17	6,776	6,715
Share based payment reserve		1,341	1,346
Reserve with respect to funding transactions with a related group		-15,371	-15,371
Retained earnings		54,875	41,759
Total equity attributable to the equity holders of the Company		47,621	34,449
Non-controlling interests		318	-217
TOTAL EQUITY		47,939	34,232
NON-CURRENT LIABILITIES			
Employee benefits		442	339
Loans with respect to leasehold improvements		40	195
Lease liabilities		1,063	1,665
Contingent consideration on business combination		17,673	-
Senior secured bonds	26	-	27,188
		19,218	29,387
CURRENT LIABILITIES			
Client liabilities	18	5,974	5,487
Trade and other payables	19	24,164	16,634
Lease liabilities		1,484	1,178
Senior secured bonds and interest payable	26	27,934	487
Contingent consideration	12C	431	771
Deferred payment on business combination		4,746	-
Related group payables		78	182
Income taxes payable		12,330	12,930
		77,141	37,669
TOTAL EQUITY AND LIABILITIES		144,298	101,288

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Equity attributable to the equity holders of the Company

	Share capital and premium	Share based payments reserve	Reserve with respect to funding transactions with a related group	Retained earnings	Total attributable to the equity holders of the Company	Non-controlling interests	Total equity
Balance as at 1 January 2019	5,643	1,616	-15,371	46,786	38,674	-217	38,457
Total Comprehensive income	-	-	-	405	405	*	405
Dividends payments to equity holders of the company	-	-	-	-5,432	-5,432	-	-5,432
Exercise of stock options	1,072	-396	-	-	676	-	676
Employee stock option scheme	-	126	-	-	126	-	126
Balance as at 31 December 2019	6,715	1,346	-15,371	41,759	34,449	-217	34,232
Total Comprehensive income	-	-	-	13,116	13,116	*	13,116
Exercise of stock options	61	-14	-	-	47	-	47
Employee stock option scheme	-	9	-	-	9	535	544
Balance as at 31 December 2020	6,776	1,341	-15,371	54,875	47,621	318	47,939

* Less than €500.

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

€000	Note	For the year ended 31 Dec 2020	2019
Cash flows from operating activities:			
Income before income taxes		16,407	16,917
Adjustments for:			
Decrease in options fair value and equity investment		163	246
Amortization and depreciation		6,282	3,960
Employee stock option scheme expenses		544	126
Finance expense with respect to senior secured bonds		2,230	2,376
Interest paid		-2,193	-2,268
Interest expenses with respect to lease liabilities		380	214
Interest income and foreign currency exchanges differences with respect to funding to a related group		-1,303	-2,428
Finance expenses with respect to contingent consideration and deferred payment on business combination		336	-
Interest received		200	252
Increase in trade receivables		-825	-1,110
Decrease in restricted cash		116	422
Increase in other receivables		-447	-24
Increase (Decrease) in a related group's receivables and payables		-104	396
Decrease in income taxes payable net of income taxes receivables		170	37
Increase (Decrease) in trade and other payables		6,437	-890
Increase (Decrease) in loans with respect to leasehold improvements		-15	22
Increase (Decrease) in client liabilities		487	-1,199
Increase (Decrease) in employee benefits, net		103	-11
		28,968	17,038
Income taxes paid, net		-1,313	-14,515
Net cash generated from operating activities		27,655	2,523
Cash flows from investing activities:			
Purchase of property and equipment		-405	-730
Investment and purchase of intangible assets		-8,311	-5,551
Net cash paid with respect to business combination	25	-15,604	-12,797
Investments and loans – associated companies	12	-2,140	-2,192
Net cash used in investing activities		-26,460	-21,270
Cash flows from financing activities:			
Repayments of lease liability		-1,427	-1,050
Repayments of loans with respect to leasehold improvements		-140	-132
Exercise of stock options		47	676
Dividends payments to equity holders of the Company		-	-5,432
Net cash generated used in financing activities		-1,520	-5,938
Net decrease in cash and cash equivalents		-325	-24,685
Cash and cash equivalents at the beginning of the year		29,035	53,720
Cash and cash equivalents at the end of the year		28,710	29,035

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 GENERAL

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

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

On 7 October 2019, the Company completed a business combination acquiring GMS Entertainment Limited, the owner of Pariplay B2B group ("Pariplay") which operates game aggregator platforms worldwide, including its own game studios and holds an iGaming license for New Jersey.

On 9 October 2020, the Company completed the acquisition of BtoBet Ltd, a leading B2B sportsbook and technology provider (see Note 25).

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

The Group is carefully monitoring the outbreak and spread of the COVID-19 (coronavirus) across the world. Pro-active measures have been taken in the beginning of the year to reduce the risk for the staff and to ensure business continuity.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

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

A. Accounting principles

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

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

B. Foreign currency

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

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

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

C. Basis of consolidation

Where the company has control over an investee, it is classified as a subsidiary. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

D. Revenue recognition

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

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

1. B2C - Revenue generated from online gaming through the Company's various self-owned brands.
2. B2B - In instances of revenue split arrangements where the Company is the principal in the transaction, revenue is recorded on a gross basis and the third-party revenues portion related to the sale is recorded within distribution costs as royalties, while in cases where the Company acts as an agent between the customer and the vendor, revenue is recorded net of costs.
3. Software integration - Revenue in respect of network service arrangements where a third-party uses the Group's gaming and aggregation platforms is recognized in the accounting period in which the gaming transactions occur and is measured at the fair value of the consideration received or receivable.

E. Distribution expenses

Distribution expenses represent royalties, customer related acquisition and other costs.

F. Gaming duties

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

G. Income taxes

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

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

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

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

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

- The Group to determine whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution;
- The Group to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and
- If it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

H. Investment in an associate

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

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

I. Property and equipment

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

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

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

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

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

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

J. Intangible assets

1. Intangible assets purchased through business combination

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

Subsequent to initial recognition, intangible assets acquired in a

business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2. Internally generated intangible assets

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

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

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

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

During 2020 and 2019, the Group capitalized development cost of €5,729 thousand and €5,210 thousand, respectively. Capitalized development costs are deducted from the staff expenses under the Administrative expenses and are amortized under the amortization and depreciation in the Statement of Comprehensive Income.

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

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

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

K. Impairment of non-financial assets

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

L. Business combination

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

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

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

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

M. Goodwill

Goodwill is initially recognised and measured as set out above.

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

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

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

N. Financial assets

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

Fair value through profit or loss - Derivatives

The Group uses derivative financial instruments to hedge certain currency cash flow exposures nominated in NIS. The derivative instruments used by the Group consist mainly of forward foreign exchange contracts. They are carried in the statement of financial

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

Amortized cost

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

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

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

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

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

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

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

O. Financial liabilities

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

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

Other financial liabilities

Other financial liabilities include mainly senior secured bonds are initially recognized at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortized cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement

of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

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

P. Derivative financial instruments

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

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

Q. Provisions and contingent liabilities

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

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

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

R. Employee benefits

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

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

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

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

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

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

S. Share capital

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

T. Dividend distribution

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

U. Share-based payments

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

V. Fair value measurement

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

W. Earnings per share

Basic earnings per share ("EPS"):

Basic EPS is calculated by dividing:

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

Diluted EPS:

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

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

X. Leases

The Group adopted IFRS 16 Leases ("IFRS 16") on 1 January 2019, and which has given rise to changes in the Group's accounting policy.

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

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

The Group adopted IFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on the date of initial application (1 January 2019), without restatement of comparative figures.

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

NOTE 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

Revenues:

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

Funding transactions with a related group:

The discounted cash flow of the anticipating repayments in connection with the funding transactions with a related group determined in 2015, the relating reserve with respect to funding transactions with a related group recorded then and the relating interest income recorded since 2015 were based on discounted cash flow of the anticipating repayments by an annual market interest rate valued by a reputable appraiser.

Capitalization of development costs:

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

Contingent liabilities and regulatory matters:

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

Income taxes:

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

Consideration and purchase price allocations on business combinations:

The Group applies judgement in determining the value of identifiable assets and liabilities acquired and their useful life as well as the value of the contingent consideration, see also Note 25.

NOTE 4 DEFINITIONS

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

NOTE 5 SEGMENT INFORMATION

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

Commencing 1 January 2020 and upon completion of the Pariplay business combination, the operating segments identified are:³

Business to Business ("B2B")

- B2B Core
- B2B Games (Pariplay)

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

- B2B Sports (BtoBet)

Business to Consumers ("B2C")

For the year ended 31 Dec 2020

€000	B2B			B2C	Elimination	Total
	Core	Games	Sport			
Revenues (including EU VAT)	92,729	16,000	2,192	50,973	-	161,894
Revenues (inter-segment)	7,646	1,862	-	-	-9,508	-
EU VAT	-1,536	-	-	-3,514	-	-5,050
Net revenues	98,839	17,862	2,192	47,459	-9,508	156,844
Total Expenses	-82,701	-13,703	-1,556	-41,300	9,508	-129,752
EBITDA	16,138	4,159	636	6,159	-	27,092
Unallocated expenses:						
Amortization and depreciation						-6,282
Operating income						20,810
Interest income and foreign currency exchange differences with respect to funding to a related group						1,303
Finance income						222
Finance expenses						-5,928
Income before income taxes						16,407

For the year ended 31 Dec 2019

€000	B2B			B2C	Elimination	Total
	Core	Games				
Revenues (including EU VAT)	78,093	3,053		50,299	-	131,445
Revenues (inter-segment)	7,565	-		-	-7,565	-
EU VAT	-1,128	-		-2,779	-	-3,907
Net revenues	84,530	3,053		47,520	-7,565	127,538
Total Expenses	-69,115	-2,536		-41,748	7,565	-105,834
EBITDA	15,415	517		5,772	-	21,704
Unallocated expenses:						
Amortization and depreciation						-3,960
Operating income						17,744
Interest income and foreign currency exchange differences with respect to funding to a related group						2,428
Finance income						363
Finance expenses						-3,618
Income before income taxes						16,917

Geographical information

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

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

	For the year ended 31 Dec	
	2020	2019
	€' million	€' million
Nordics*	16.4	25.2
UK and Ireland	35.1	18.7
Rest of Europe	98.2	83.2
Rest of world	12.2	4.3
Total revenues	161.9	131.4

* Includes: Denmark, Sweden, Norway and Finland.

NOTE 6 ADMINISTRATIVE EXPENSES

€000	For the year ended 31 Dec	
	2020	2019
Staff expenses	12,720	9,486
Employee stock option scheme expenses	9	126
Research and development services from a related group (see Note 21C)	313	908
Legal and accounting	1,489	972
Professional services	1,095	949
Rental income from related parties	-638	-639
Other operating expenses	2,035	2,814
	17,023	14,616

NOTE 7 FINANCE INCOME AND EXPENSES

€000	For the year ended 31 Dec	
	2020	2019
A. Finance income:		
Financing income on derivative financial assets	68	215
Bank interest received and other	154	148
	222	363
B. Finance expenses:		
Currency exchange rate differences	-2,866	-798
Bank charges	-130	-119
Bond Financial expenses	-2,231	-2,376
Interest expenses with respect to lease liabilities	-222	-214
Other	-479	-111
	-5,928	-3,618
Net finance expenses	-5,706	-3,255

NOTE 8 INCOME TAXES

€000	For the year ended 31 Dec	
	2020	2019
Income taxes:		
Current income taxes	1,400	1,375
Income taxes expense with respect to previous years	-	13,666
Deferred taxes	-6	-8
Total	1,394	15,033

In Israel, the Group was undergoing a tax audit. The Israeli tax authority ("ITA") raised various arguments with respect to the Group's management and control jurisdiction, permanent establishment and transfer pricing among the group entities and the gain on the sale of the lottery assets. A settlement agreement with respect to the years 2008-2018 was reached on 31 December 2019 and the Group paid €13.7 million. The Group has considered the implications of the settlement in the recognition of the current income taxes expenses.

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

€000	For the year ended 31 Dec	
	2020	2019
Income before income taxes	16,407	16,917
Income taxes at effective tax rate in Malta (35%)	4,990	6,431
Income taxes expenses with respect to previous years	-	13,666
Carry forward tax from previous years	-21	-111
Refundable Malta tax (30%)	-4,277	-5,416
Different tax rates applied in overseas jurisdictions	570	218
Nondeductible expenses, net	138	253
Other	-6	-8
	1,394	15,033

The corporate tax liabilities in various tax jurisdictions are recorded in the Corporation Tax Payable balance on the Consolidated Statement of Financial Position.

Malta:

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

Israel:

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

Ukraine:

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

Bulgaria:

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

USA:

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

India:

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

Gibraltar:

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

North Macedonia:

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

Italy:

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

NOTE 9 STAFF COSTS AND BENEFITS

Total staff costs comprise the following:

€000	For the year ended 31 Dec	
	2020	2019
Salaries, wages and employer social contributions	12,720	9,486
Share based compensation	544	126
	13,264	9,612
Average number of employees	2020	2019
Acquisition, sales and marketing	47	47
Operations	142	106
Research and development	141	50
Management and general	33	24
	363	227

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

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

	Number of options	Weighted average exercise price		Number of options	Weighted average exercise price
2020			2019		
Outstanding at the beginning of the year	890,662	€2.67	Outstanding at the beginning of the year	2,222,545	€1.37
Granted during the year	252,000	€3.11	Granted during the year	104,000	€4.97
Forfeited	-106,387	€4.72	Forfeited	-149,934	€3.10
Exercised	-37,000	€1.26	Exercised	-1,285,949	€0.53
Outstanding at the end of the year	999,275	€2.71	Outstanding at the end of the year	890,662	€2.67
Exercisable	630,053	€2.35	Exercisable	457,169	€1.95

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

Grant date	Expiry date	Exercise price	Number	
			31 Dec 2020	31 Dec 2019
3 November 2011	3 November 2021	€0.50	8,000	22,000
19 December 2012	19 December 2022	€0.50	-	2,000
7 July 2014	7 February 2024	€0.50	51,600	51,600
30 October 2014	30 October 2024	€0.50	4,000	4,000
19 November 2015	19 November 2025	€0.50	46,000	52,000
28 February 2017	28 February 2027	€0.50	88,676	88,676
21 June 2017	30 May 2022	€2.39	80,000	80,000
31 July 2017	30 May 2022	€2.39	65,000	80,000
29 August 2017	30 May 2022	€3.79	64,333	71,970
7 February 2018	30 May 2022	€3.51	309,666	320,083
13 August 2018	30 May 2022	€3.12	13,000	15,333
13 February 2019	30 May 2022	€5.16	22,000	103,000
6 May 2020	30 May 2022	€2.13	107,000	-
10 December 2020	30 May 2022	€3.89	140,000	-
Outstanding at the end of the year			999,275	890,662

On 13 February 2019, the Company granted all its employees who completed a minimum of certain number of months of service, based on seniority 104,000 options to purchase its shares, such options shall vest over a three-year period – 33% at the end of each year. The fair value of these granted options was calculated based on the Black-Scholes model, utilizing the following assumptions: Stock price €4.95, Expected term 2.68 years, Volatility 45%, Dividend yield 2.47% and rate 2.57%. The fair value of the options estimated at €1.32 per option.

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

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

On 17 March 2020, Pariplay (GMS Entertainment Ltd.) granted to its executive officer 111 options to buy 10% of its shares, on a

fully diluted basis, to be vested over two years of employment. The exercise price of each option is GBP 1.00 and they will expire in ten years. The fair value of the options is approximately €1.4 million and was determined based on the purchase price of Pariplay.

NOTE 10 AUDITOR FEES AND EXPENSES

BDO Limited is the selected auditor of the Group. The following remuneration is a summary of the audit and related fees recorded during 2020 and 2019 as part of the consolidated statement of comprehensive income:

€000	For the year ended 31 Dec	
	2020	2019
Audit fees	233	182
Related fees	97	14
	330	196

NOTE 11 EARNINGS PER SHARE

€000, except per share data and number of shares	For the year ended 31 Dec	
	2020	2019
Basic and Diluted earnings per share:		
Net income attributable to the equity holders of the Company	13,116	405
Weighted average number of ordinary shares issued	46,438,020	45,977,309
Dilutive effect of share options	206,528	453,678
Weighted average number of dilutive ordinary shares	46,644,548	46,430,987
Basic earnings per share (€)	0.28	0.01
Diluted earnings per share (€)	0.28	0.01

NOTE 12 INVESTMENT AND LOANS

€000	As at 31 Dec	
	2020	2019
Minotauro (A)		
Investment and loans	1,432	1,308
Loans' accrued interest Less the Group's share in accumulated losses	-918	-548
	514	760
Market Play (B)		
Investment	3,528	2,028
The Group's share in accumulated losses	-2,067	-1,501
	1,461	527
NEG Group (C)		
Investment	2,000	2,000
The Group's share in accumulated losses	-967	-199
	1,033	1,801
Vips Holdings (D)		
Investment	750	750
The Group's share in accumulated losses	-421	-65
	329	685
Total	3,337	3,773

A. In February 2017, the Company, through its wholly owned subsidiary (the "Acquirer"), acquired 30% of the shares of Minotauro Media Limited ("MML") for a total consideration of €1,183 thousand, of which €828 thousand and €355 thousand were paid on 3 February 2017 and 30 June 2017, respectively. MML is engaged in the business of marketing and promoting online gaming services via its domain names. The Acquirer was granted a call option for the remaining 70% of MML and the seller was granted a put option, exercisable subject to certain performance terms, which have not been met yet, as described in the shareholders' agreement, from October 2018 to June 2021, based on a multiple of 6 times of the exit EBITDA of MML capped at €12.6 million. Such options are considered financial derivative instruments and are measured and presented at fair value based on a valuation which is considered as a level 3 category of the fair value hierarchy and conducted by a reputable appraiser, pursuant to which, the call and put options were valued as €371 thousand and €33 thousand respectively, as at the transaction date and included as part of the Investments and loans - associated companies in the Consolidated Statement of Financial Position. The allocated cost to the acquired shares was valued at €845 thousand by the reputable appraiser and allocated to domain to be amortized over 7 years. As of 2020 the call and put options were fully

impaired according to the Company's policy. The €163 thousand net effect of impairment in the value of the options was recorded in the year ended 31 December 2020 to Finance expenses under "Consolidated Statements of Comprehensive Income". In the years ended 31 December 2020 and 2019 the Group recorded its share of MML results aggregated to €370 (including expenses with respect to amortization that amounted to €174 thousand) and €286 thousand loss (including expenses with respect to amortization that amounted to €174 and €121 thousand), respectively, such amounts are presented as part of the "Company share in the results of associated companies and other related" within the "Consolidated Statements of Comprehensive Income". During Q4 2019 and Q1 2020 the Company granted Minotauro with a loan in the amount of €250K, in two instalments of €125 thousand each, bearing an annual interest of 3.5%.

B. On 20 November 2017, the Company's board of directors approved an investment in Market Play Limited a company that launched Mr. Play, a new casino and sports betting brand. The Company provides the technology and is a significant shareholder in the venture, holding 49.9% of its shares, along with various investors. The shareholders will fund the new company up to €4 million, of which, the Company will invest up to €2 million, based on business milestones. As at 31 December 2018 the Company has invested €1,050 thousand which were included as part of the Investments and loans - associated companies in the Consolidated Statement of Financial Position. In the year ended 31 December 2020 and 31 December 2019 the Group recorded its share of Market Play Limited's results aggregated to €566 and €279 thousand loss respectively, such amount is presented as part of the "Company share in the results of associated companies and other related" within the "Consolidated Statements of Comprehensive Income. During Q3 2020, the Company has increased its holding by 9.9% to 49.9% of the shares by acquiring shares from the other shareholders for €1 million and investing €500 thousand cash in Marketplay Ltd. According to a preliminary purchase price allocation all the excess has been allocated to goodwill.

C. On 10 May 2019, the Company completed an investment, in a way of convertible loan, in NEG Group Limited ("NEG") in consideration for up to €2 million of which €1,260 thousand was paid and the remaining is performance based ("Contingent consideration"), to be paid (if any) till June 2020, resulting in 25% holdings. The Contingent consideration amount was estimated by the Company's management at €2 million and the unpaid amount was recorded as "Contingent consideration" on the Company's Statement of Financial Position as of 31 December 2019. NEG has re-launched the Digibet brand ("Digibet") which offers a regulated gaming experience focusing on sports betting. The brand, has been operated on another platform and was re-launched on the Company's platform in Q3 2019. Purchase price allocation of the investment was completed allocating €1 million to goodwill. During Q1 and Q2 2020, the Company provided €200 and €140 thousand convertible loans, respectively and the remaining of €431 thousand to be loaned (if any) based on agreed milestones, resulting in 25% holdings.

D. On 9 May 2019, the Company invested in Vips Holdings ("Vips") in consideration for €750 thousands of which €575 thousand were paid as of 31 December 2019, resulting in 13% holdings. The Company will invest an additional €750 thousand subject to additional funding raised by Vips, resulting in an increase to holdings of 25%. Vips launched the Vips Casino brand in Q3 2019, inter-alia is investing in the tech infrastructure and marketing in order to create unique features for the brand. During Q1 2020, the Company invested additional €175 thousand in Vips Holdings.

See further information under note 22.

None of the above investees are considered as material associates.

NOTE 13 PROPERTY AND EQUIPMENT

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

€000	Computers	Office furniture and equipment	Motor vehicles	Leasehold improvements	Total
Cost – As at 1 January 2019	1,940	424	12	1,568	3,944
Business combination	38	40	-	-	78
Additions	661	23	-	53	737
Retirement	-	-7	-	-	-7
As at 31 December 2019	2,639	480	12	1,621	4,752
Accumulated depreciation – As at 1 January 2019	1,588	162	12	954	2,716
Additions	322	53	-	152	527
Retirement	-	-2	-	-	-2
As at 31 December 2019	1,910	213	12	1,106	3,241
Net Book Value – As at 31 December 2019	729	267	-	515	1,511

NOTE 14 INTANGIBLE ASSETS

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

	Gaming licenses	Capitalized development costs and technology acquired	Customer Relationship	Total
Cost – As at 1 January 2019	1,225	9,080	-	10,305
Business combination	-	3,247	5,612	8,859
Additions	294	5,257	-	5,551
As at 31 December 2019	1,519	17,584	5,612	24,715
Accumulated amortization – As at 1 January 2019	1,073	2,201	-	3,274
Additions	337	1,968	70	2,375
As at 31 December 2019	1,410	4,169	70	5,649
Net Book Value – As at 31 December 2019	109	13,415	5,542	19,066

The above intangible assets represent operating gaming licenses in where the Company operates for a period of one to five years and development costs for games, web infrastructure which are amortized for an average period of 7 years and technology and customers relations as a part of business combinations (see note 25).

NOTE 15 TRADE RECEIVABLES

	As at 31 Dec	
€000	2020	2019
Payment processors receivables	9,100	9,479
Trade receivables	4,079	1,892
	13,179	11,371

The directors consider that the carrying amount of trade receivables approximates to their fair values, which is based on estimation of amounts recoverable. The directors have evaluated the credit risk exposure by an appraiser who found no indication of financial distress by the payment processors receivables and therefore no provision is needed. The impact of IFRS 9 application is de-minimis and the Company decided not to make any provision.

NOTE 16 CASH AND CASH EQUIVALENTS

	As at 31 Dec	
€000	2020	2019
Cash at bank	22,736	23,548
Funds attributed to players deposits reserves	5,974	5,487
	28,710	29,035

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

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

NOTE 17 SHAREHOLDERS' EQUITY

	As at 31 Dec	
	2020	2019
Share Capital	Number of shares	
Share capital is comprised of shares at £0. 0025 par value as follows:		
Authorized	4,000,000,000	4,000,000,000
Issued and fully paid	46,457,277	46,420,277

On 6 February 2019, the Company's Board of Directors proposed a dividend in the amount of €5,432 million to the Company shareholders. The dividend was approved at the annual general meeting on 14 May 2019 and was paid with the record date of 16 May 2019.

As a consequence of the repayment of the bond in April 2021, the Board of Directors proposes to the AGM 2021 that no dividend is paid out for the financial year 2020. The Board is committed to the long-term dividend policy to distribute dividends annually in an amount of at least 50% of the Company's net profits after taxes and expects to be able to propose a dividend for the financial year 2021.

Reserves

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

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

NOTE 18 CLIENT LIABILITIES

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

NOTE 19 TRADE AND OTHER PAYABLES

	As at 31 Dec	
€000	2020	2019
Accrued expenses	8,658	5,719
Royalty payables	4,425	4,983
Trade payable	4,132	2,321
Employees payable	954	1,453
Value added tax	2,458	1,099
Other payables	3,537	1,059
	24,164	16,634

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

NOTE 20 LEASE COMMITMENTS

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

A. In September 2011, the Israeli subsidiary entered into a lease agreement for office space. The agreement commenced in January 2012 for a period of sixty months with an option to renew for an additional fifty-seven months. The annual lease payment (NIS denominated) is approximately €752 thousand and is linked to the Israeli consumer price index ("ICPI"). As such, the annual payment should increase by 6% during the option period. In September 2016 the subsidiary exercised the option. Commencing April 2015, all expenses related to the above lease agreement are charged to a related group which is the user of this office space.

B. On 8 May 2017, the Israeli subsidiary entered into a lease agreement for an office space. The agreement commenced in September 2017 for a period of sixty months with a sixty months renewal option. The annual lease payment and related expenses (NIS denominated) are approximately €444 thousand and is linked to the ICPI, such annual payment should increase by 5% during the option period.

C. In October 2009, the Maltese subsidiaries entered into a lease agreement for office space, which was extended over the years. During December 2018 the subsidiary signed an extension notice for additional 3 years, all together up to December 31st 2021. The 2020 annual rent was approximately €214 thousand.

D. In December 2019, the Ukrainian subsidiary entered into a lease agreement for an office space. The agreement commenced in February 2020 for a period of sixty months. The annual lease payment and related expenses (USD denominated) are approximately €217 thousand and should increase by 2% annually.

E. Pariplay

1. The India subsidiary signed a rental lease agreement commencing 1 February 2019 through 30 January 2021 for a monthly payment of approximately Rp. 272 thousand, with an option to extend the agreement for additional 12 months, such option was realized.
2. The Bulgarian subsidiary signed 2 rental lease agreements commencing 1 March 2019 through to 1 March 2020 and 31 December 2022, respectively, for an aggregate monthly payments of approximately Bulgarian lev 22 thousand, with an option to extend each one for a period 12, all options were realized. Subsequently another lease was entered into on 1 January 2020 through to 31 December 2022 for a monthly payment of approximately lev 4.5 thousand.
3. The Gibraltar subsidiary signed a rental lease agreement commencing 15 March 2020 through to 14 March 2023, for a monthly payment of £1.1 thousands.
4. The Maltese subsidiary signed a rental lease agreement commencing 1 December 2020 through to 30 November 2021 for a monthly payment of approximately €2.3 thousands. The extension option was taken with an additional 4% on the rent.

F. BtoBet

1. The Macedonian subsidiary signed the following rental lease agreements: (A) Commencing 1 January 2019 through 31 December 2019 for a monthly payment of approximately MKD 109.5 thousand and Utility & maintenance fees MKD 54.7 thousands with an option to extend the agreement to a non-defined period until one of the parties will request a termination, such option was realized every year since. (B) Commencing 1 March 2020 through 31 December 2020 for a monthly payment of approximately MKD 12.5 thousand, with an option to extend the agreement to a non-defined period until one of the parties will request a termination, such option was realized. (C) Commencing 1 December 2020 through 1 March 2021 for a monthly payment of approximately MKD 45 thousand.
2. The Italian subsidiary signed a rental lease agreement commencing 28 January 2015 through 27 January 2021 for a monthly payment of approximately €1.2 thousands.

NOTE 21 RELATED PARTIES

A. Barak Matalon, who is one of the Principal Shareholders of the Company and a Director, has been engaged as a consultant. The consulting fees for the years ended 31 December 2020 and 2019 amounted to €137 thousand.

B. Interest bearing funding provided to the related group (Neo-Games S.A.) in 2014 and 2015, accounted for based on market interest rate which exceeded the contractual interest rate, whereby the differences of the fair value and the balances at the grant dates as well as at the extension date (May 2017) were recorded into "Reserve with respect to funding transactions with a related group" as "Benefit to the Company equity holders with respect to funding transactions". Interest income has been recorded based on the market interest rate on the fair value of funding. On 11 November 2020, the related group completed an initial public offering on Nasdaq (United States of America) and raised approximately USD 43 million (net of issuance costs).

Capital notes, loans and accrued interest

€000 As at	Principal amount	Balance*	Con- tractual interest rate, %	Effective interest rate, %
31 December 2020	17,822	14,525	1	20
31 December 2019	19,461	13,421	1	20

* Including accrued interest and exchange rate differences of €11,535 thousand and €10,431 as of 31 December 2020 and 2019, respectively.

Promissory note repayment date is 31 March 2022.

C. Other transactions:

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

In 2019, the Group consumed development services from a related group aggregated to €3,203 thousand which were capitalized as an intangible asset. Additionally, the Group consumed research and development services from the related group aggregated to €457 thousand which were recorded as research and development services from a related group within administrative expenses. Furthermore, the Group was entitled for a reimbursement of certain administrative expenses, rental income and related expenses aggregated to €61 thousand, €639 and €684 thousand, respectively, which were recorded as a deduction of the staff expenses and rent and maintenance within administrative expenses, respectively.

NOTE 22 SUBSIDIARIES AND ASSOCIATES

Details of the Group's subsidiaries and associates as at the end of 2020 are set out below, for further details see Note 12 above:

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

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

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

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

BtoBet Limited is holding the following companies: B-Technology Doel (Macedonia) and I TRADING SOLUTION S.R.L. (Italy).

NOTE 23 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

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

€000	As at 31 Dec	
	2020	2019
Financial assets:		
Loans and accrued interest due from related group	14,525	13,421
Trade receivables	13,179	11,371
Other receivables	2,996	2,434
Cash and cash equivalents	28,710	29,035
Restricted cash	319	435
Total	59,729	56,696
Financial liabilities:		
Loans with respect to leasehold improvements	40	195
Client liabilities	5,974	5,487
Senior secured bonds	27,934	27,675
Lease liabilities	2,547	2,843
Trade and other payables	21,706	15,535
Total	58,201	51,735

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

Capital

The capital employed by the Group is substantively composed of equity attributable the equity holders of the Company. The primary objective of the Group is maximising shareholders' value, which,

from the capital perspective, is achieved by maintaining the capital structure most suited to the Group's size, strategy, and underlying business risk.

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

a. Credit risk

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

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

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

b. Currency risk

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

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

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

Sensitivity analysis to currency and interest rate risk

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

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

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

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

€000	As at 31 December 2019					
	EUR	GBP	USD	NIS	Other	Total
Assets:						
Capital notes, loans and accrued interest due from a related group	–	–	13,421	–	–	13,421
Trade receivables	8,869	1,391	47	–	1,064	11,371
Other receivables	1,499	482	52	289	112	2,434
Cash and cash equivalents	15,668	5,517	5	645	7,200	29,035
Restricted cash	270	–	–	136	29	435
Monetary assets	26,306	7,390	13,525	1,070	8,405	56,696
Liabilities:						
Loans with respect to leasehold improvements	–	–	–	195	–	195
Senior secured bonds	27,635	–	–	–	–	27,675
Lease liabilities	401	22	–	1,991	429	2,843
Client liabilities	2,354	1,741	23	–	1,369	5,487
Trade and other payables	13,896	583	123	1,207	825	16,634
Monetary liabilities	44,326	2,346	146	3,393	2,623	52,834

c. Liquidity risk

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

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

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

As at 31 December 2019

€000	On demand	In 3 months	Between 3 months and 1 year	More than 1 year	Total
Loans with respect to leasehold improvements	–	–	–	195	195
Client liabilities	5,487	–	–	–	5,487
Senior secured bonds	–	487	1,461	27,987	29,935
Lease liabilities	–	336	1,010	1,835	3,181
Trade and other payables	–	15,599	1,035	–	16,634
Total	5,487	16,422	3,506	30,017	55,432

NOTE 24 CONTINGENT LIABILITIES

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

The hypothetical revenues and EBITDA of the combined entity assuming that the business combination had been completed on 1 January 2020, were not reviewed or audited:

	Full year 2020 (Jan–Dec)		
€000	The Group excluding BtoBet	BtoBet	Total
Revenues	159,702	6,837	166,539
EBITDA	26,456	2,091	28,547
Net income (loss) and comprehensive income (loss)	12,593	-137	12,456

NOTE 25 BUSINESS COMBINATION

On 9 October 2020, the Company completed a business combination of BtoBet Ltd, a leading B2B sportsbook and technology provider. ("BtoBet"), in consideration for €20.8 million in cash, of which €15.8 million was paid on 9 October 2020 and €5 million twelve months after closing, plus performance based contingent consideration of seven times BtoBet's EBIT in the second anniversary minus €20 million.

Details of the preliminary purchase price allocation of the fair value of identifiable assets, goodwill and liabilities acquired as well as the contingent consideration are as follows:

Fair value of consideration:	€000
Cash	15,784
Deferred payment	4,673
Contingent consideration	16,906
Total	37,363

Identifiable assets and liabilities acquired:	€000
Cash and cash equivalents	180
Accounts receivable	983
Other current assets and prepayments	115
Fixed Assets, net	50
Intangible assets*	16,012
Accounts payable	-336
Other liabilities and accruals	-424
Deferred Tax liability	-529
Total Net Assets	16,051

* Intangible assets comprise of technology, customers relations and trade name valued at €7.3 million, €7.9 million and €0.8 million, respectively, to be amortized over 10 years.

	€000
Goodwill	21,312

NOTE 26 SENIOR SECURED BONDS

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

NOTE 27 SUBSEQUENT EVENTS

1. On 11 March 2021, the Board of Directors of the company, approved an exercise of options to purchase 8,334 shares by certain employees, according to the company's 2017 share options scheme.
2. On 5 April 2021, the Board of Directors of the company, approved an exercise of options to purchase 4,334 shares by certain employees, according to the company's 2017 share options scheme.
3. During March 2021, the company's major shareholders funded the company with a one-year Euribor 7% interest-bearing €10.3 million bridge loan to fulfill the repayment of the bonds due in April 2021.

ASSURANCE BY THE BOARD OF DIRECTORS

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

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

Stockholm, 5 April 2021

Carl Klingberg
Chairman of the board

Fredrik Burvall
Board member

Tsachi Maimon
CEO

Barak Matalon
Board member

Aharon Aran
Board member

The Audited report was issued at Malta, 5 April 2021

Malta BDO Limited
Sam Spiridonov, auditor

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Aspire Global plc

OPINION

We have audited the consolidated financial statements of Aspire Global and its subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at 31 December 2020, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards adopted by EU (IFRSs).

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

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

BDO Malta
It-Torri Street
Msida MSD 1824
Malta
5 April 2021

DEFINITIONS

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

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

THE SHARE

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

THE SHARE

In 2017 Aspire Global was listed for trading on Nasdaq First North Premier Growth Market in Stockholm, Sweden. The offering comprised of 8,856,603 existing Shares offered by the selling shareholders and 2,099,716 new shares issued by the company. The Offering Price had been set to SEK 30 per share, corresponding to a value of the company's shares of SEK 1,323 million after the completion. The offering was significantly over-subscribed and trading commenced on Tuesday 11 July 2017. At year-end 2020, the number of shareholders was 3,591, ten of which held 78.0% of shares and votes.

SHARE PERFORMANCE

Based on the closing price paid on 29 December 2020, SEK 40.0, Aspire Global's market capitalization was SEK 1,858 million. The share price increased by 35.1% in 2020, while the total index, OMX Stockholm PI, increased by 12.9% in the same period. The highest closing price during the year was SEK 40.4 on 30 November 2020, and the lowest closing price was SEK 10.82, on 16 March 2020. During the year, a total of 26,842,957 shares were traded, with an average daily trading volume of 106,944 shares.

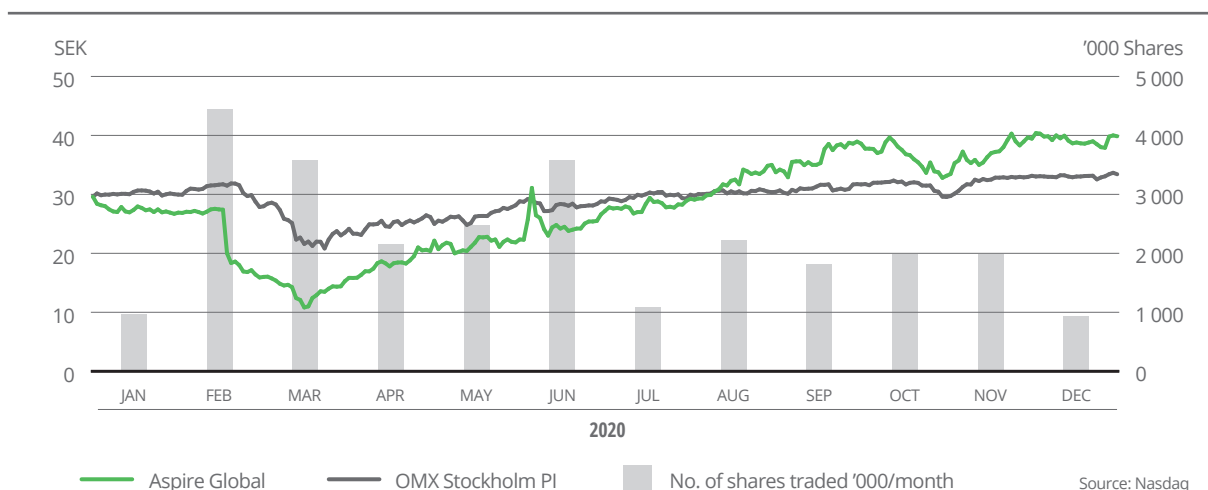
OUTSTANDING SHARE OPTIONS

At year-end 2020, there were 46,457,277 outstanding shares, totaling €128 thousand par value. 999,275 share options are outstanding of which 630,053 were exercisable at 31 December 2020.

DIVIDEND POLICY

Aspire Global's dividend policy is to distribute annual dividend totaling at least 50% of the company's net profits after taxes, subject to the discretion of the Board of Directors. When considering the distribution of dividends, the Board of Directors of Aspire Global may consider the then-existing conditions, including the company's financial results, capital requirements, the Group's ability to meet its foreseeable financial liabilities, investment opportunities, contractual restrictions, statutory restrictions on Aspire Global's ability to pay dividends as prescribed by the Maltese company laws, and other factors deemed relevant by the board. In 2020, no dividend was paid. As a consequence of the repayment of the bond in April 2021, the Board of Directors proposes to the AGM that no dividend is paid out for the financial year 2020. The Board is committed to the long-term dividend policy to distribute dividends annually in an amount of at least 50% of the Company's net profits after taxes and expects to be able to propose a dividend for the financial year 2021.

The share



KEY FIGURES, PER SHARE

- Earnings per share €0.28
- Outstanding shares at year end, thousands 46,457
- Average number of shares, thousands 46,438
- Last price paid 2020, SEK 40.00
- Highest closing price paid 2020, SEK 40.40
- Lowest closing price paid 2020, SEK 10.82
- Market capitalization at year-end, SEK 1,877 million
- Number of shareholders, 31 December 2020, 3,591

LARGEST SHAREHOLDERS

31 December 2020	Number of shares	Share of votes and capital
Matalon Barak	12,048,000	25.93%
Zahavi Pinhas	7,550,000	16.25%
Azur Elyahu	7,500,000	16.14%
Aran Aharon	3,000,000	6.46%
Avanza Pension	1,586,734	3.42%
BNY Mellon NA	1,469,760	3.16%
Pakarinen, Janne Heikki Petteri	1,049,811	2.26%
Maimon Isaac	800,000	1.72%
Nordnet Pension	746,042	1.61%
Zeroman OY	506,666	1.09%
Nordea Bank AB(PUBL)	427,741	0.92%
Ålandsbanken i ägares ställe	338,012	0.73%
SEB AB, Luxembourg Branch, W8IMY	331,191	0.71%
Fondita Nordic Small Cap Investment	264,864	0.57%
Nordea Livförsäkring Sverige AB	243,085	0.52%
BNY Mellon SA/NV, W8IMY	234,194	0.50%
CBLDN- OP Custody LTD CLT	219,779	0.47%
Saxo Bank A/S Client Assets	159,559	0.34%
Östman, Mikael	156,580	0.34%
Mandatum Life Insurance Company, Limited	151,500	0.33%
Total 20 largest shareholders	38,783,518	83.47%
Other 3,571 shareholders	7,673,759	16.53%
Total	46,457,277	100%

OWNERSHIP DISTRIBUTION

	Number of shareholders	Number of shares	Share of votes
Physical entities	3,463	38,037,571	82%
Legal entities	128	8,419,706	18%
Total	3,591	46,457,277	100%
Of which based in Sweden	3,003	7,256,045	16%

DISTRIBUTION STRUCTURE

	Number of shareholders	Number of shares	Share of votes
1000	2,574	726,185	1.6%
1,001–5,000	707	1,694,112	3.6%
5,001–25,000	233	2,462,485	5.3%
25,001–50,000	37	1,284,603	2.8%
50,001–100,000	16	1,022,461	2.2%
100,001–500,000	14	3,010,418	6.5%
500,001–1,000,000	3	2,052,708	4.4%
>1,000,001	7	34,204,305	73.6%
	3,591	46,457,277	100%

ANALYSTS WHO MONITOR ASPIRE GLOBAL

Lars-Ola Hellström
Marlon Värnik
 Pareto Securities AB

Jonas Amnesten
Kristoffer Lindström
 Redeye

Russell Pointon
 Edison Group

SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Shareholders are invited to the Annual General Meeting of the Company, which will be held at the Company's head office at 135 High Street, Sliema, Malta, on 6 May 2021 at 14:00 CEST. Notification of attendance at the AGM must be submitted in writing to the Company no later than 3 May 2021, by emailing agm@aspireglobal.com.

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

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

Registration and attendance

Every shareholder who is entered in the Company's register of shareholders maintained by Euroclear Sweden AB on 22 April 2021 (the record date) is entitled to attend and vote at the AGM. Notice of the AGM with full details about attendance and voting, as well as proxy forms and voting instructions, are available on the Company's website <https://www.aspireglobal.com/corporate-governance/annual-general-meeting-agm/>.

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

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

Nominee-registered shares

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

Dividend

The Board of Directors and Chief Executive Officer propose that the Annual General Meeting resolves that no dividend is to be paid for the financial year 2020. The Board's proposal is a consequence of the repayment of the bond due in April 2021. Aspire Global's Board is committed to the Company's dividend policy to distribute dividends annually in an amount of at least 50% of the Company's net profits after taxes and expects to be able to propose a dividend for the financial year 2021.

CALENDAR FOR THE FINANCIAL YEAR 2021

Interim report for January–March	5 May 2021
Interim report for January–June	19 August 2021
Interim report for January–September	4 November 2021
Year-end report	17 February 2022

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

CONTACT

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

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