



Press release

14 June 2022

Exercise of squeeze-out rights by NeoGames S.A. in terms of the Articles of Association of Aspire Global p.l.c.

Notice is hereby given to the shareholders of Aspire Global Plc ("**Aspire Global**" or the "**Company**") of the notice received by the Company from NeoGames S.A. ("**NeoGames**") on 4 June 2022 constituting a squeeze-out notice in terms of Article 15.2 of the Company's Articles of Association ("**Articles**").

Results of the Offer

The Board of Directors refers to the statement made by the Bid Committee of the Company in relation to the public tender offer by NeoGames, which offer was made by NeoGames on 17 January 2022 to the shareholders of the Company to tender all their shares in the Company to NeoGames for a consideration consisting of a combination of cash and newly issued shares in NeoGames in the form of Swedish depository receipts (the "**Offer**").

The Board of Directors also refers to the announcement made by NeoGames on 30 May 2022 as to the outcome of the Offer, the acceptance period of which ended on 25 May 2022. NeoGames announced that as at the end of the acceptance period, and including late but approved acceptances, in total 45,860,537 shares in Aspire Global were tendered in the Offer, corresponding to 98.25 percent of the shares and votes in Aspire Global on a non-diluted basis. Shareholders holding 13,431,065 shares accepted the Base Case Alternative with a maximum cash component under the Mix & Match Facility, shareholders holding 55,055 shares accepted the Base Case Alternative with a maximum share component under the Mix & Match Facility, shareholders holding 1,131,807 shares accepted the Base Case Alternative with no election under the Mix & Match Facility and shareholders holding 31,242,610 shares accepted the Conditional Alternative.

Considering that the Offer has been accepted to such extent that NeoGames has become the owner of shares representing not less than 90 percent of the total number of outstanding shares in Aspire Global, the condition regarding a 90 percent minimum acceptance level was fulfilled. Accordingly, NeoGames announced that it will complete the acquisition of the shares in the Company tendered in the offer. Meanwhile, in order to provide the remaining shareholders in the Company with the opportunity to accept the Offer, NeoGames has extended the acceptance period of the Offer until and including the 14 June 2022 at 5.00 p.m. (CEST).

Squeeze-Out Notice

Through the Squeeze-Out Notice, NeoGames has exercised its right to require all those shareholders of the Company who have not tendered their shares pursuant to the Offer, and who during the extended Offer period do not tender their shares in the Company pursuant to the Offer (the "**Squeezed-Out Shareholders**"), to transfer all their shares in the Company to NeoGames (the "**Squeeze-Out Right**").



In accordance with article 15.3 of the articles of association of the Company, the Company has by a board resolution dated the 14 June 2022 approved the notice to be given to each Squeezed-Out Shareholder in the form annexed hereto as Annex I (the “**Shareholder Squeeze-Out Notice**”). The Shareholder Squeeze-Out Notice is being sent by the Company to the last known address of the Squeezed-Out Shareholders. Each Squeezed-Out Shareholder is hereby further notified that, in view of the exercise of the Squeeze-Out Right by NeoGames, each Squeezed-Out Shareholder must transfer all its shares in the Company to Neogames in accordance with the provisions of the articles of association of the Company and the Shareholder Squeeze-Out Notice.

For further information, please contact:

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About Aspire Global

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 of a robust technical platform, proprietary casino games, a proprietary sportsbook, and a game aggregator. The platform itself can be availed of exclusively or combined with a wide range of services. The Group operates in 31 regulated markets spanning Europe, America and Africa, including countries like the US, UK, Netherlands, Denmark, Portugal, Spain, 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. Certified Advisor: FNCA Sweden AB, info@fnca.se, +46-8-528 00 399. Please visit www.aspireglobal.com.

Annex I

Shareholder Squeeze Out-Notice

The Board of Directors refers to the statement made by the Bid Committee of Aspire Global p.l.c. (the “**Company**”) in relation to the public tender offer by NeoGames, which offer was made by NeoGames on 17 January 2022 to the shareholders of the Company to tender all their shares in the Company to NeoGames for a consideration consisting of a combination of cash and newly issued shares in NeoGames in the form of Swedish depository receipts (the “**Offer**”).

The Board of Directors also refers to the announcement made by NeoGames on 30 May 2022 as to the outcome of the Offer, the acceptance period of which ended on 25 May 2022. NeoGames announced that as at the end of the acceptance period, and including late but approved acceptances, in total 45,860,537 shares in Aspire Global were tendered in the Offer, corresponding to 98.25 percent of the shares and votes in Aspire Global on a non-diluted basis. Shareholders holding 13,431,065 shares accepted the Base Case Alternative with a maximum cash component under the Mix & Match Facility, shareholders holding 55,055 shares accepted the Base Case Alternative with a maximum share component under the Mix & Match Facility, shareholders holding 1,131,807 shares accepted the Base Case Alternative with no election under the Mix & Match Facility and shareholders holding 31,242,610 shares accepted the Conditional Alternative.

Considering that the Offer has been accepted to such extent that NeoGames has become the owner of shares representing not less than 90 percent of the total number of outstanding shares in Aspire Global, the condition regarding a 90 percent minimum acceptance level has been fulfilled. Accordingly, NeoGames announced that it will complete the acquisition of the shares in the Company tendered in the offer. Meanwhile, in order to provide the remaining shareholders in the Company with the opportunity to accept the Offer, NeoGames has extended the acceptance period of the Offer until and including the 14 June 2022 at 5.00 p.m. (CEST).

Shareholders who have not tendered, and who during the extended Offer period do not tender, their shares in the Company pursuant to the Offer, must transfer all their shares in the Company to NeoGames in accordance with the provisions of the articles of association and this notice.

The consideration payable for such shares shall be the same (in both value and form) as that offered during the said extended Offer period, that is the Base Case Alternative (as defined in the Offer), consisting of:

- in respect of 50 percent of the number of shares in the Company tendered by such shareholder: SEK 111.00 in cash per share in the Company; and
- in respect of the remaining 50 percent of the number of shares in the Company tendered by such shareholder: 0.320 shares in NeoGames (corresponding to SEK 71.05 based on NeoGames’ closing price on 14 January 2022 and a SEK to USD foreign exchange rate of 0.111) per share in the Company in the form of Swedish depository receipts,

hereinafter the “**Consideration**”.



The Consideration shall not include or allow for any elections under the Mix & Match Facility (as defined in the Offer). The Consideration shall be paid by NeoGames within fifteen (15) business days from the Long-Stop Date (as defined below) to Mangold Fondkommission AB acting in its capacity as settlement agent for NeoGames, for the purpose of crediting the consideration to the last bank and custody accounts (as applicable) notified to the Company by or on behalf of a shareholder. The non-cash component of the Consideration payable in the form of Swedish depository receipts shall be credited to the vp-account held in the name of each shareholder or their custodian, as the case may be. For the avoidance of doubt, shareholders who tender their shares during the extended acceptance period of the Offer lapsing on the 14 June 2022 at 5.00 p.m. (CEST) shall be entitled to benefit from the Base Case Alternative (as defined in the Offer) without any elections under the Mix & Match Facility (as defined in the Offer).

In accordance with Article 15.4 of the articles of association of the Company, the Company hereby notifies the Squeezed-Out Shareholders of NeoGames' request to transfer all their respective shares to NeoGames by Thursday 11 August 2022 at 5.00 p.m. (CEST) (being forty-five (45) business days from the date of the Squeeze-Out Notice) (the "**Long-Stop Date**") and to enter into and execute all such documents necessary to give effect to the transfer of their shares in the Company to NeoGames. Any shareholders of the Company who have not tendered, and who during the extended Offer period do not tender, their shares in the Company pursuant to the Offer, are obliged to transfer their shares to the securities account of NeoGames held with Clearstream AG, details of which are set out in Appendix I to this notice by, no later than the Long-Stop Date.

Should a Squeezed-Out Shareholder fail to transfer all its shares in the Company to NeoGames by the Long-Stop Date, by virtue of the powers granted to it in accordance with article 15.4 of the articles of association of the Company, the Company shall (on behalf of each such Squeezed-Out Shareholder) execute all such documents as are necessary in terms of applicable law to give effect to the transfer of a Squeezed-Out Shareholder's shares in the Company to NeoGames. Furthermore, insofar as the non-cash component of the Consideration is concerned, where a Squeezed-Out shareholder does not execute such documents or take such action required in terms of applicable law to subscribe for the shares and, or depository receipts in NeoGames, the Company shall (on behalf of each such Squeezed-Out Shareholder) subscribe for the shares and, or depository receipts in NeoGames. The aforementioned powers of attorney have been granted to the Company by each Squeezed-Out Shareholder in terms of article 15.3 and article 15.6(b) of the articles of association of the Company and in the form of an irrevocable power of attorney by way of security for the purposes of article 1187 of the Civil Code (Chapter 16 of the Laws of Malta).



Appendix I

Securities account of NeoGames held with Clearstream AG

The securities account of NeoGames is 912767