



Together Gaming solutions plc  
Mezzanine Office, The George,  
Triq Ball, St Julians STJ 3123  
Malta

## COMPANY ANNOUNCEMENT

Reference: (01/2023)

The following is a company announcement issued by Together Gaming Solutions p.l.c. (C 72231) (the “Company”) pursuant to Capital Markets Rules issued by the Malta Financial Services Authority.

### Quote

#### Information to the Market – Acquisition of Prozone Limited by Gameday Group and granting of loan by Company

##### Acquisition of Prozone Limited

The Company hereby announces that its parent company, Gameday Group plc (C 77333) (“Gameday”) has entered into a share purchase agreement dated 14 February 2023 (the “SPA”) with Esports Entertainment Group, Inc. (“Esports”), pursuant to which, Gameday will acquire 100% of the shares in Prozone Limited (C 97366) (“Prozone”) for an agreed value of approximately EUR 9.5 million.

The Company will pay a cash consideration of EUR 1.8 million. The consideration was calculated by deducting (1) Prozone’s known liabilities amounting to approximately EUR 1.2 million and (2) the additional payment of approximately EUR 6.5 million, due by Esports to Gameday under the original share purchase agreement entered into in 2021 pursuant to which Gameday had sold Prozone to Esports (the “Additional Payment”), from Prozone’s current agreed value of approximately EUR 9.5 million.

The Company is informed that the share transfer is expected to occur on or around 28 February 2023, subject to the satisfaction of a number of conditions set out in the SPA, including a due diligence exercise.

The Company is also informed that Gameday’s acquisition of Prozone, which currently owns the ‘Bethard’ brand, including all related domains, and other assets, comes following a strategic decision by Gameday’s board of directors to focus on the group’s own business while speeding up revenue growth and ensuring that the Additional Payment is recovered in full.

##### Granting of loan

Gameday will finance the cash consideration by means of a loan. In this respect, the Company announces that it has entered into a term loan agreement dated 14 February 2023 with Gameday (“Loan Agreement”), pursuant to which the Company will lend Gameday the sum of EUR 1.8 million (the “Loan”). The Loan carries an interest of rate of 6.25% per annum, payable annually in arrears. The principal amount of the Loan, together with any accrued but unpaid interest, will be repaid in one bullet payment on 10



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June 2026 although the Company reserves the right to call in the Loan at any time by giving written notice to Gameday (as borrower).

Gameday has also undertaken to procure that Prozone shall, within 30 days from the date of the Loan Agreement, guarantee Gameday's obligations towards the Company in terms of the Loan Agreement.

*For the purposes of article 2(1)(b)(i) of Commission Implementing Regulation (EU) 2016/1055, the Company hereby announces that this company announcement includes 'inside information' in terms of Regulation (EU) 596/2014 (the Market Abuse Regulation).*

**Unquote**

By order of the Board

A handwritten signature in blue ink, appearing to read 'Edward Licari', written over a horizontal line.

Edward Licari  
Company Secretary  
15 February 2023