



## **INTRALOT S.A. INTEGRATED LOTTERY SYSTEMS AND SERVICES**

### **Share Capital Increase by payment in cash with pre-emption rights in favor of the existing shareholders:**

#### **Cut-off date of Exercise and trading period of pre-emption rights**

**CUT-OFF DATE OF THE PRE- EMPTION RIGHT: 01.07.2022**

**EXERCISE PERIOD OF PRE-EMPTION RIGHTS: 06.07.2022 - 21.07.2022**

**TRADING PERIOD OF PRE-EMPTION RIGHTS: 06.07.2022 - 18.07.2022**

The company “INTRALOT S.A. INTEGRATED LOTTERY SYSTEMS AND SERVICES” (“**INTRALOT**” or “**Company**”) announces to investors the following:

According to the decision of the Board of Directors of the Company dated 21.06.2022, pursuant to the provisions of article 24 par. 1 (b) of Law 4548/2018 and by virtue of the authority granted to the Board of Directors by the Extraordinary General Meeting of the Company's shareholders dated 23.05.2022, *inter alia*, a resolution was made to increase the share capital of the Company by an amount of up to sixty six million eight hundred forty thousand sixty four Euro and fifty cents (€ 66,840,064.50), with the issuance of up to 222,800,215 new, common, intangible, registered voting shares with a nominal value of 0.30 Euros each (the “**New Shares**”), and at issue price fifty-eight cents of Euro (€ 0.58) for each New Share (the “**Issue Price**”), with cash payment and with a pre-emption right of the existing shareholders of the Company (the “**Increase**”). The holders of pre-emption rights in the Increase will be entitled to acquire New Shares with a ratio of 1.4999665907674 New Shares for each old share of the Company. In case the Increase is not fully covered, there will be a possibility of partial coverage, provided that the amount of coverage amounts to at least €126,500,000. In case the amount of coverage is less than one hundred twenty-six million five hundred thousand Euros (€126.500.000) the share capital increase will be canceled completely.

Following the completion of the Increase, and in case it is fully covered, the share capital of the Company will amount to one hundred and eleven million four hundred one thousand one hundred Euros (€ 111,401,100), divided into three hundred and seventy one million three hundred and thirty seven thousand (371.337.000) common, registered voting shares, with a nominal value of thirty cents of Euro (€ 0.30) each. The total raised funds of the Increase, in case of full coverage, will amount to € 129,224,124.70. The total difference between the Selling Price and the nominal value of the New Shares, total amount (if the Increase is fully covered) sixty-two million three hundred eighty-four thousand sixty Euros and twenty cents (€ 62,384,060.20) will be credited to the “Share Premium” account.

On 23.06.2022, the minutes of the meeting of the Company's Board of Directors dated 21.06.2022, by which the Increase and its terms were decided and the relevant amendment of article 5 of the Company's Articles of Association was registered in the General Commercial Registry (G.E.M.I.), with Registration Code 2892749.

INTRALOT S.A. INTEGRATED LOTTERY SYSTEMS & SERVICES

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**Deadline for the exercise of the pre-emption rights**

The deadline for the exercise of pre-emption rights of the existing shareholders, pursuant to article 26 par. 2 of Law 4548/2018 shall be sixteen (16) calendar days.

**Cut-Off Date of the Pre- Emption Right**

The cut-off date of the pre-emption right to the Increase is set at 01.07.2022 (the "**Cut-off Date**"). From the Cut-off Date onwards, the existing shares of the Company will be traded on the Athens Stock Exchange (the "**ATHEX**") without the right to participate in the Increase and the starting price of the existing common, registered, after voting shares of the Company on the ATHEX will be formed in accordance with the ATHEX Regulations, in accordance with decision no. 26 of the ATHEX Board of Directors, as in force.

**Procedure for exercising the pre-emption right**

The following persons have the pre-emption right for the acquisition of the New Shares in the Increase:

- i. all the shareholders of the Company, who will be registered in the Dematerialised Securities System (the "D.S.S."), on the date of identification of beneficiaries (record date), i.e. 04.07.2022, according to article 5.2 of the Athens Exchange Regulation, if they retain these rights during their exercise time, and
- ii. those who acquire pre-emption rights during their trading period on the Athens Exchange.

The persons under (i) and (ii) will be entitled to exercise pre-emption rights in the New Shares with a ratio of 1.4999665907674 New Shares for each old share of the Company. According to the decision of the Board of Directors of the Company dated 21.06.2022, the Issue Price may be higher than the stock market price at the time of cut-off of the pre-emption right in accordance with the provisions of the ATHEX Regulation. The time period for exercising the pre-emption rights is defined from 06.07.2022 until 21.07.2022.

The commencement of trading of the rights in the electronic trading system of the Athens Stock Exchange coincides with the beginning of their exercise period.

It should be noted that the trading of the rights will not be possible in the last three (3) working days before the end of their exercise. The date on which the trading of the rights in the ATHEX electronic trading system will cease is set at the end of the trading session on 18.07.2022.

The procedure for the exercise of the pre-emption rights will be the following:

The pre-emption rights for the acquisition of New Shares are freely transferable and will be traded on the ATHEX from the commencement date of their exercise until three (3) business days before the last day of their exercise period, according to article 5.3.1.2 case (5) of the ATHEX Regulation.

The pre-emption rights may be exercised during business days and hours throughout the exercise period, either through the Participants of the shareholders' securities accounts (investment services firms or bank custodian) by submitting an application to them, or directly at the branches of Piraeus Bank S.A. (for investors that are not willing to exercise them through their Participants). The total amount paid for the subscription of New Shares corresponding to the exercised pre-emption rights should be credited simultaneously with the exercise of the rights (by care of the investor who exercises its rights or the Participant through which the rights are exercised, accordingly), in the special account opened for the Share Capital Increase in Piraeus Bank S.A.

Specifically as regards the exercise of the pre-emption right at the branches of Piraeus Bank S.A., the beneficiaries must (a) present their ID card, tax registration number, a print-out of their details in the D.S.S. as well as the relevant Certificate of Pledged Rights for the exercise of pre-emption rights, which they should seek from their Participant (b) declare at the time of exercise of their rights their registry securities code number, the number of their Securities Account and the authorised Participant of their Securities Account to whom they wish the registration of the New Shares corresponding to the exercised pre-emption rights to be made, and (c) pay in cash, in a special bank account opened by the Company for the Share Capital Increase, the total price of the New Shares corresponding to their exercised pre-emption right.

The payment of the above amount will be made either by depositing cash in the special bank account that has been opened especially for this Share Capital Increase or by debiting a deposit account that may be kept by the shareholder in Piraeus Bank S.A. by an amount equal to the total price of the New Shares corresponding to the exercised pre-emption right and then an equal credit of the above special account of the Share Capital Increase.

After exercising their pre-emption rights, the subscribers will receive a receipt, which is not a temporary title and will not be traded on a market or transferred.

In case of multiple subscriptions for New Shares by the same person in accordance with the data held in the DSS, the total number of subscriptions shall be treated as a single subscription.

Any pre-emption rights which will not be exercised by the end of the exercise period will automatically expire and be no more in force.

The investors exercising their pre-emption rights will not bear any settlement costs and costs for the credit of the New Shares in their account or any other cost. With regard to the purchase of pre-emption rights, the purchaser shall bear any costs and charges agreed with the investment firm or bank acting as intermediary for such purchase as well as the fees and charges applied by ATHEXC SD.

The New Shares shall be distributed to beneficiaries in dematerialised form by crediting the Securities Accounts of each beneficiary on the D.S.S., as declared by each beneficiary.

Fractions of New Shares will not be issued. If any exercised pre-emption rights produce decimal number of New Shares, New Shares shall be rounded down to the nearest integer for each beneficiary, while it will not be possible to exercise pre-emption rights for any remaining share fraction. If for any reason the paid-up amount with respect to the New Shares (excluding amounts paid for the purchase of pre-emption rights) must be returned to those who have exercised pre-emption rights, this will be made free of any interest.

### **Procedure for the exercise of Subscription Rights**

According to the decision of the Board of Directors of the Company dated 21.06.2022, persons who have fully exercised their pre-emption rights are granted a subscription right (the “**Subscription Right**”) for the acquisition at the Issue Price, of New Shares that may remain unallotted (a) following the timely exercise or extinguishment of the pre-emption rights and (b) the allocation of New Shares to entities or funds that Standard General L.P. controls or manages, including "Standard General Master Fund II L.P." (jointly "SG") (the “**Unallocated Shares**”). Subscription rights may be exercised for the acquisition of Unallocated Shares not exceeding 100% of the New Shares resulting from the exercised pre-emption rights.

The Subscription Right shall be exercised simultaneously with the exercise of the pre-emption rights throughout the exercise period of pre-emption rights, during business days and hours, either through the Participants of the investors' securities accounts (investment services firms or bank custodian) by submitting an application to them, or directly at the branches of Piraeus Bank S.A. (for investors that do not wish to exercise them through their Participants).

The existence of a deposit account in Piraeus Bank S.A. is a prerequisite for exercising the Subscription Right through the network of branches of Piraeus Bank S.A.

The beneficiaries of the Subscription Right, provided that they will have exercised in full their pre-emption rights, can exercise the Subscription Right on any Unallocated Shares, by submitting a written declaration at the branches of Piraeus Bank S.A. where the number and value of the New Shares they wish to acquire will be stated. The exercise of the Subscription Right will be carried out by pledging the deposit account held or to be opened by the beneficiary in Piraeus Bank S.A., for an amount equal to the value of the New Shares for which such beneficiary exercises the Subscription Right.

On the day of full or partial satisfaction of the exercised Subscription Right of the beneficiary, Piraeus Bank S.A. will debit the beneficiary's account for an amount equal to the total value of the New Shares that will be finally allocated to the beneficiary of the Subscription Right and credit the special bank account which has been opened specifically for the Share Capital Increase.

The beneficiaries of the Subscription Right who exercise their Subscription Right through Participants will submit the relevant application through them, in which the number of New Shares corresponding to the exercised Subscription right will be mentioned. Participants should be authorized by beneficiaries and take appropriate action to properly exercise their customers' Subscription Right. It is noted that in the event of exercise of pre-emption rights and the related Subscription Right through omnibus accounts, each Participant, to which the relevant omnibus account is held, will ensure that the registered intermediary confirms that the relevant pre-emption rights of the final investor are fully exercised by the registered intermediary.

If more than one subscription for New Shares is found by the same person according to the D.S.S. data, all of these subscriptions will be treated as a single subscription.

After the exercise of the Subscription Rights, the beneficiaries will receive a relevant receipt, which is not a temporary title and may not be traded.

In case the number of Unallocated Shares is greater than the number of Shares requested through subscriptions, the subscriptions will be satisfied in their entirety. If the number of Unallocated Shares is not sufficient for the full satisfaction of the demand from the beneficiaries, the beneficiaries of the Subscription Rights will be satisfied proportionally and on the basis of the number of New Shares for which the Subscription Right has been exercised compared to the total number of Unallocated Shares until they are completely exhausted. Any paid subscription amounts that will not be used to acquire Unallocated Shares as well as in the event of full cancellation of the Share Capital Increase due to failure to achieve a coverage of at least €126,500,000, will be released and returned interest-free to those who exercised the Subscription Right.

### **Procedure for Covering Unallocated Shares**

In the event that after the distribution of New Shares based on the exercised pre-emption rights, the distribution of New Shares to SG in accordance with the Memorandum of Understanding (MOU), and the Subscription Rights, there are Unallocated Shares still

available, those may be sold at their Issue Price at the discretion of the Board of Directors. If there are still Unallocated Shares, the share capital of the Company will increase up to the amount of coverage if the amount of coverage amounts to at least € 126,500,000, according to article 28 of Law 4548/2018, as in force. Fractional shares will not be issued.

### **Withdrawal**

In the event of any significant new factor, material mistake or material inaccuracy, which may affect the assessment of the New Shares and which arises between the time when the Prospectus (as defined below) is approved and the closing of the public offering of the New Shares or the time when the trading of the New Shares begins, whichever occurs later, the Company shall publish a supplement to the Prospectus, in accordance with Article 23 of Regulation (EU) 2017/1129, as in force. In the event of publication of a supplement to the Prospectus, pursuant to par. 2a) of article 23 of Regulation (EU) 1129/2017, as in force, investors who have already agreed to subscribe or pre - subscribe for the acquisition of New Shares before the supplement is published shall have the right to withdraw their subscription within three (3) business days after the publication of the supplement. That period may be extended by the Company. The final date of the right of withdrawal shall be stated in the supplement.

### **Prospectus**

Further information about the Company, the New Shares, and the Share Capital Increase is included in the Prospectus (the “**Prospectus**”), which has been approved by the Board of Directors of the Hellenic Capital Market Commission on 23.06.2022, and which will be available from 23.06.2022 to public investors, in accordance with article 21 par. 2 of Regulation (EU) 2017/1129, as in force, in electronic format on the following websites:

- of Hellenic Stock Exchanges - Athens Stock Exchange SA (<https://www.athexgroup.gr/el/companies-information-memorandum-informative-material>)
- of the Hellenic Capital Market Commission ([http://www.hcmc.gr/el\\_GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia))
- of the Company (<https://www.intralot.com/gr/share-capital-increase-2022>)

Furthermore, during the period of exercise of the pre-emption rights, the Prospectus will be available to investors free of charge and in printed copies, if requested, at the Company's premises at 19th km of Paiania - Markopoulou, PC 190 02, Peania, Attica. The commencement date of trading of the New Shares on the ATHEX, following the completion of the Increase, will be determined by the Company and will be published by a new announcement, in accordance with applicable law.

For further information, shareholders can address questions at the Investor Relations' department of the Company tel: 210-6156000 (contact persons Messrs. Michail Tsagkalakis and Antonios Mandilas).

Peania, 29.06.2022

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