UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report ___

For the transition period from _____ to _____

Commission file number: 001-39721

NEOGAMES S.A.[1]

(Exact name of Registrant as specified in its charter)

Grand Duchy of Luxembourg
(Jurisdiction of incorporation or organization)

10 Habarzel Street
Tel Aviv, 6971014
Israel
(Address of principal executive offices)

Moti Malul
Chief Executive Officer
63-65, rue de Merl
L-2146 Luxembourg, Grand
Duchy of Luxembourg
Tel: +972-3-607-2571
Email: moti.malul@neogames.com
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Ordinary Shares, no par value	NGMS	The Nasdaq Stock Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2023, the Registrant had outstanding: 33,741,041 Ordinary Shares, no par value per share.

[1] Pursuant to the Business Combination Agreement (as defined below) NeoGames S.A. completed the Continuation (as defined below) on April 24, 2024 and changed its name to Neo Group Ltd. effective from the Continuation.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐	Accelerated Filer ☒	Non-Accelerated Filer ☐ Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐	International Financial Reporting Standards as issued by the International Accounting Standards Board ☒	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

Explanatory Note

On April 25, 2024, NeoGames S.A. (the "Company") completed the transactions contemplated by that certain Business Combination Agreement entered into on May 15, 2023 (the "Business Combination Agreement") with Aristocrat Leisure Limited, a company organized under the laws of Australia ("Parent" or "Aristocrat"), and Anaxi Investments Limited, a Cayman Islands exempted company and wholly owned indirect subsidiary of Parent ("Merger Sub"). Pursuant to the Business Combination Agreement, the Company transferred (by way of continuation) its statutory seat, registered office (*siège statutaire*) and seat of central administration (*siège de l'administration centrale*) from Luxembourg to the Cayman Islands and changed its legal form as a Luxembourg law governed public limited liability company (*société anonyme*) to a Cayman Islands exempted company (without the dissolution of the Company or the liquidation of its assets) (the "Continuation") and changed its name to Neo Group Ltd. effective from the Continuation. The Continuation became effective with receipt of the certificate of continuation from the Cayman Registrar on April 24, 2024. Thereafter, pursuant to the Business Combination Agreement, Merger Sub merged with and into the Company, following which Merger Sub ceased to exist as a separate legal entity and the Company became the surviving company and a wholly owned indirect subsidiary of Parent (the "Merger"). The Merger became effective with receipt of the certificate of merger from the Cayman Registrar on April 25, 2024.

With the effectiveness of the Merger, the Company intends to promptly delist its Ordinary Shares from The Nasdaq Global Market, terminate its reporting obligations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and deregister or suspend the registration of its securities under the Exchange Act.

Although this Annual Report on Form 20-F may reflect certain events material to the Company that occurred following December 31, 2023 and prior to the date hereof, the disclosures herein do not reflect the completion of the Business Combination Agreement, the effectiveness of the Continuation, the Company now being a Cayman Islands exempted company, or the effectiveness of the Merger.

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DEFINITIONS

Unless where the context otherwise requires or otherwise indicated, terms "NeoGames" and the "Company" refer to NeoGames S.A. together with its consolidated subsidiaries, as a group, and the terms "we," "us" and "our" refer to the Company, together with NeoPollard Interactive LLC ("NPI" or the "Joint Venture"), as a group.

References to "Aspire" mean Aspire Global Limited (formerly, Aspire Global Plc), and together with its subsidiaries, the "Aspire Group";

References to "BtoBet" mean BtoBet Limited;

References to "Pariplay" mean GMS Entertainment Ltd.;

References to "Caesars" and "Caesars group" mean Caesars Entertainment, Inc. and its subsidiaries, including American Wagering, Inc.;

References to the "Exchange Act" are to the Securities Exchange Act of 1934, as amended;

References to "Nasdaq" are to the Nasdaq Global Market;

References to "Ordinary Shares" are to our Ordinary Shares, no par value per share;

References to the "SEC" are to the United States Securities and Exchange Commission;

References to the "Securities Act" are to the Securities Act of 1933, as amended;

References to "B2B" mean business-to-business;

References to "B2C" mean business-to-consumer;

References to "B2G" mean business-to-government;

References to "Gross Gaming Revenue" or "GGR" mean gross sales less winnings paid to players;

References to "iLottery Penetration" mean, with respect to the gross sales generated by either a lottery or by all lotteries within a given market, the percentage of such gross sales that was generated by iLottery offerings;

References to "Net Gaming Revenue" or "NGR" mean (i) in North America, gross sales less winnings paid to players and any promotion dollar incentives granted to players, and (ii) in Europe, gross sales less winnings paid to players, any gambling tax or duty paid on such sales and any promotion incentives granted to players; and

References to "dollar," "USD" and "$" are to U.S. dollars, "NIS" or "shekels" are to New Israeli Shekels, "pound sterling," "pence" or "£" are to the legal currency of the United Kingdom, "€," "EUR" or "euro" are to the currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the treaty establishing the European Community, as amended, and "C$" is to Canadian dollars.

PRESENTATION OF FINANCIAL INFORMATION

We report under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). None of the Company's financial statements were prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). We present our consolidated financial statements in U.S. dollars. NPI's financial statements included in this Annual Report were prepared in accordance with U.S. GAAP. We have made rounding adjustments to some of the figures included in this Annual Report. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that precede them.

Throughout this Annual Report, we provide a number of key performance indicators used by our management and often used by competitors in our industry. These and other key performance indicators are discussed in more detail in Item 5. "*Operating and Financial Review and Prospects - Key Performance Indicators*."

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information in this Annual Report concerning our industry, our markets and our competitive position, is based on information from our own internal estimates and research as well as from publicly available information, industry and general publications and research, surveys and studies conducted by third parties such as the American Gaming Association, Eilers & Krejcik Gaming, Vixio (formerly "Gambling Compliance"), H2 Gambling Capital ("H2GC") and La Fleur's TLF Publications, in addition to reports from state lottery commissions.

Industry publications and forecasts generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this Annual Report. See "*Cautionary Statement Regarding Forward-Looking Statements*."

USE OF TRADEMARKS

We have proprietary rights to trademarks used in this Annual Report which are important to our business, many of which are registered under applicable intellectual property laws.

Solely for convenience, the trademarks, service marks, logos and trade names referred to in this Annual Report are without the ® and ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names. This Annual Report contains additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this Annual Report are, to our knowledge, the property of their respective owners. We do not intend our use or display of other companies' trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that relate to our current expectations and views of future events. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements contained in this Annual Report other than statements of historical fact, including, without limitation, statements regarding our future operating results and financial position, our business strategy and plans, our acquisition by Aristocrat, market growth, growth across geographic locations, integration plans, our acquisition of Aspire and any future benefits and synergies related thereto, and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "estimate," "potential," "continue," "anticipate," "intend," "expect," "could," "would," "project," "plan," "target," and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions. These forward-looking statements are contained principally in the sections titled Item 3.D. "*Key Information - Risk Factors*," Item 4. "*Information on the Company*," and Item 5. "*Operating and Financial Review and Prospects*." These statements relate to events that involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in Item 3.D. "*Key Information - Risk Factors*."

Many important factors could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risks and uncertainties emerge from time to time, and it is not possible for our management to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

The forward-looking statements made in this Annual Report relate only to events or information as of the date on which the statements are made in this Annual Report. You should not put undue reliance on any forward-looking statements. Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors described in this annual report, including factors beyond our ability to control or predict. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this Annual Report and the documents that we reference in this Annual Report and have filed as exhibits hereto completely and with the understanding that our actual future results or performance may be materially different from what we expect.

SUMMARY RISK FACTORS

Our business is subject to numerous risks and uncertainties, including those described in the section titled Item 3.D. "*Key Information - Risk Factors*," in this Annual Report on Form 20-F. You should carefully consider these risks and uncertainties when investing in our Ordinary Shares. The principal risks and uncertainties affecting our business include the following:

- We have a concentrated customer base, and our failure to retain certain existing contracts with our customers could have a significant adverse effect on our business.
- A reduction in discretionary consumer spending could have a material adverse impact on our business.
- The growth of our business largely depends on our continued ability to procure new contracts.
- We incur significant costs related to the procurement of new iLottery and iGaming contracts, which we may be unable to recover in a timely manner, or at all.
- Intense competition exists in the iLottery and iGaming industries, and we expect competition to continue to intensify.
- We are dependent on Pollard with respect to our joint operation of the Michigan iLottery for the Michigan State Lottery.
- Conducting a business through a jointly-owned entity such as NPI entails risks that are commonly associated with joint ventures.
- Our IT Systems and data may be vulnerable to security and cybersecurity attacks and/or security and cybersecurity incidents, including data security incidents, which could result in damage to our brand and reputation, material financial penalties, and legal and regulatory liability, and materially adversely affect our business, results of operations, and financial condition.
- We operate in industries that are affected by technological improvements and evolving player preferences.
- We have incurred operating losses in the past, may incur operating losses in the future and may not be able to maintain sustainable profit margins.
- Certain of our founding shareholders have significant influence over the nominations and elections of members of our board of directors and other matters submitted for shareholder approval.
- Our inability to successfully integrate Aspire, or complete or integrate other future acquisitions, could limit our future growth or otherwise be disruptive to our ongoing business.
- We are subject to substantial penalties for failure to perform.

- We rely on information technology and other systems and platforms, and any failures, errors, defects or disruptions in our systems or platforms could diminish our brand and reputation, subject us to liability, disrupt our business, affect our ability to scale our technical infrastructure and adversely affect our business.
- We rely on third-party service providers for key functions in our operations.
- If we fail to protect or enforce our intellectual property rights, our business could be materially affected.
- We rely on third-party intellectual property. We cannot guarantee that such intellectual property will continue to be available.
- The gaming industry is historically litigious with respect to intellectual property and there can be no assurance that our platforms will not infringe on the rights of others.
- We are exposed to costs associated with changes in levies and taxes.
- We are subject to taxation in multiple jurisdictions, which is complex and often requires making subjective determinations subject to scrutiny by, and disagreements with, tax regulators.
- Our operations in Kyiv, Ukraine have been negatively impacted as a result of Russia's invasion of Ukraine, and our business, financial condition and results of operations may be materially adversely affected if the impacts resulting from the conflict in Ukraine are exacerbated.
- Our platform contains third-party open source software components, which may pose particular risks to our proprietary software, technologies, products and services in a manner that could negatively affect our business.
- We are highly dependent on our key personnel. If we are not successful in attracting, motivating and retaining highly qualified personnel, we may not be able to successfully implement our business strategy.
- Generally, the competition for skilled technical and other personnel in Israel, Ukraine, Poland, Malta, Bulgaria and North Macedonia is intense, and as a result we may fail to continue to attract, recruit, develop and retain qualified employees, which could materially and adversely impact our business, financial condition and results of operations.
- We may not be able to service our debt under our financing agreements in connection with the acquisition of Aspire, or we may otherwise be in breach of those arrangements.
- We may require additional capital to support our growth plans, and such capital may not be available on terms acceptable to us, if at all, and may result in shareholder dilution. This could impair our growth and materially and adversely affect our business.
- Our management team has limited experience managing a public company.
- We may become subject to litigation, from which we could incur significant monetary and reputational harm, irrespective of the merit of such claim or outcome of such litigation.
- Our results of operations may be adversely affected by fluctuations in currency values.
- Expansion into new markets may be important to the growth of our business in the future, and if we do not manage the business and economic risks of this expansion effectively, it could materially and adversely affect our business and results of operations.
- Our insurance may not provide adequate levels of coverage against claims.
- If we fail to detect fraud or theft, including by our employees and our customers and their players, our reputation may suffer which could harm our brand and negatively impact our business, financial condition and results of operations and subject us to investigations and litigation.
- We are subject to risks related to corporate social responsibility, responsible lottery and gaming, reputation and ethical conduct.
- The illegal gaming market could negatively affect our business.
- Political, economic and military conditions in Israel could materially and adversely affect our business.
- The gaming and lottery industries are heavily regulated, and changes to the regulatory framework in the jurisdictions in which we operate could harm our existing operations.

- Failure by us or by our major shareholders to comply with regulations may result in the revocation or suspension of our or our customers' licenses to operate.
- We may fail to identify and prevent risks related to digital gambling or support players who are suffering from gambling problems and addictions.
- Our efforts to block or limit access to our gaming platforms in certain countries, whether entirely or within certain states thereof, may prove inadequate.
- We may incur substantial costs in order to meet the varied and complex regulatory requirements to which we are subject in the different jurisdictions in which we operate.
- Negative publicity concerning our Company, our brands or the gambling industry in general could result in increased regulations and reputational harm.
- We are obligated to adhere to continually evolving laws and regulations concerning data privacy, data protection, information security, and consumer protection in various markets where we operate, such as the United States and the European Union. Additionally, we may be contractually required to meet specific industry standards, such as the Payment Card Industry Data Security Standards. Any actual or perceived failure, by us or our vendors, to meet these obligations could lead to substantial liability and/or a loss of trust, potentially causing significant harm to our business, operational outcomes, and financial condition.
- Any actual or perceived failure to comply with evolving regulatory frameworks around the development and use of artificial intelligence could adversely affect our business, results of operations, and financial condition.
- We are subject to anti-money laundering laws and regulations in the United States, the European Union and the United Kingdom as well as other jurisdictions in which we operate.
- We are subject to economic and trade sanctions laws and regulations.
- We are subject to global anti-corruption laws, including the U.S. Foreign Corrupt Practices Act.
- Our revenue may be impacted, to a significant extent, by macroeconomic conditions, as well as by health epidemics and contagious disease outbreaks.
- Conditions in the jurisdictions where we operate could materially and adversely affect our business, including, for example, in connection with the ongoing war in Ukraine.

PART ONE

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

3.A. [Reserved.]

3.B. Capitalization and Indebtedness

Not applicable.

3.C. Reasons for the Offer and Use of Proceeds

Not applicable.

3.D. Risk Factors

You should carefully consider the risks and uncertainties described below and the other information contained in this Annual Report before making an investment decision. Our business, financial condition, results of operations, or strategic objectives could be materially and adversely affected by any of these risks and uncertainties. The trading price and value of our Ordinary Shares could decline due to any of these risks and uncertainties, and you may lose all or part of your investment. This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks and uncertainties faced by us described below and elsewhere in this Annual Report.

Risks Relating to Our Business and Industry

We have a concentrated customer base, and our failure to retain certain existing contracts with our customers could have a significant adverse effect on our business.

Our financial condition is heavily dependent on our ability to maintain our existing turnkey contracts, our large games contracts and our brand partner operators. We cannot guarantee that our existing contracts will be renewed, or that we will be able to win a procurement process for a new contract or successfully attract new operators. Even if we are successful in renewing such agreements, there is no assurance that such renewals will be on the same terms, and it is possible that renewals of existing agreements will be on less preferable terms. This has occurred in the past when certain customers required certain concessions upon the renewal of existing iLottery and iGaming agreements. As is typical with many government contracts, most of our iLottery customers can terminate our contracts for convenience.

Loss of any of our large customer or operator contracts in any of our business segments would result in a substantial decline in our revenues, which also could hinder our ability to pursue growth initiatives, both in the form of new or enhanced products and services and in expansion into new markets. The loss of any of our large customers or operators in any of our business segments could damage our reputation, which could materially damage our financial condition.

A reduction in discretionary consumer spending could have a material adverse impact on our business.

Lottery and gaming represent discretionary expenditures, which are subject to volatility during times of economic, social and political change. Changes in discretionary spending or player preferences are driven by changes outside of our control, such as, but not limited to, the following economic or socio-political factors:

- recessions or other economic slowdowns;
- perceptions by potential players of weak or weakening economic conditions;

- tax increases, including on lottery and gaming winnings;
- significant declines in stock markets;
- decreased liquidity in certain financial markets;
- general tightening of credit;
- civil unrest, terrorist activities or other forms of socio-political turbulence; and
- pandemics, epidemics and the spread of contagious diseases.

We generate the majority of our revenues from customer contracts based on a revenue sharing model, with our portion calculated as a percentage of GGR or NGR. Widespread reductions in disposable income could lead to a reduction in the number of lottery and gaming players and the amounts such players are willing and able to wager. Given the nature of our revenue sharing arrangements, fewer players and lower spending per player could have a significant adverse effect on our business.

Because our customers' offerings are typically available only to players within their geographic borders, our revenue is highly concentrated in a limited number of locations. A significant portion of our revenue is generated from customers in the United States, from customers in Mali, Angola and Mozambique in Africa, as well as from customers in the UK, Germany and Nordic countries, and any adverse impact resulting from any of the foregoing economic factors would be magnified to the extent that it disproportionately impacts players in these locations, or other jurisdictions from which we derive revenues.

As our revenue sharing arrangements result in an intertwined relationship between our and our customers' financial condition, we also face significant risks during times of uncertain and unfavorable economic and socio-political conditions affecting our customers. Unfavorable economic and socio-political factors and conditions could result in financial (including budgetary and liquidity) concerns for our customers, which may reduce the likelihood that we will be able to renew our existing contracts on substantially similar commercial terms or win new contracts with terms as favorable to us as the terms of our existing contracts.

The growth of our business largely depends on our continued ability to procure new contracts.

The future growth of our revenue from our iLottery and iGaming offerings depends to a large extent on our ability to procure new contracts. While a significant portion of our revenue growth over the past few years has come from increasing revenues generated by the MSL and other iLottery contracts, the addition of new iLottery contracts and iGaming operators has contributed substantially to the growth of our business. In particular, NPI began recognizing revenues from new turnkey contracts supporting the Virginia Lottery (the "VAL") in 2015 and, later, the New Hampshire Lottery Commission (the "NHL") the North Carolina Education Lottery (the "NCEL") and the Alberta Gaming, Liquor and Cannabis Commission (the "AGLC") in 2018, 2019 and 2020, respectively, and the latter two contracts accounted collectively for 51.2% of the Company's share in NPI's revenues for the year ended December 31, 2023 and 54.2% of the Company's share in NPI's revenues for the year ended December 31, 2022. In addition, the future growth of our revenue from our iGaming offerings depends to a large extent on our ability to partner with operators. Our largest operator contributed 13.3% of our iGaming revenue for the period ended December 31, 2023.

We may not continue to procure new iLottery customer contracts or new iGaming contracts with operators at the same rate as in the past, or at all. There can be no assurance that additional U.S. states will seek to implement iLottery offerings or that U.S. states seeking to implement iLottery offerings will do so through a process in which we can compete to be the turnkey solution provider. In particular, certain of our competitors currently serve as central lottery system providers for certain U.S. states, and if these states decide to implement iLottery offerings, they may choose to do so by expanding their existing relationships with our competitors without launching a public procurement process or by including iLottery in a broader lottery system procurement process in which we may not be able to successfully compete. Even if additional U.S. states seek to implement iLottery offerings through a public procurement process, there can be no assurance that we will procure any new contracts. Our failure to win new contracts could materially limit the growth of our business.

The pool of potential operators with which we may partner may decrease as the iGaming industry is currently experiencing a consolidation, with large operators acquiring local brands or merging with other operators and some of those operators may become our competitors or be acquired by them. This consolidation may also result in some of our current B2B iGaming customers being acquired by larger operators who have their own technology or who use technology from other vendors, including player account management and content aggregation platforms, sport betting solutions or other iGaming products that we currently provide to them, which may impact our ability to continue to generate revenues from these operators.

In addition, as a part of our B2B iGaming licenses in various jurisdictions around the world, we conduct extensive due diligence on our potential customers. This due diligence in some cases results in us not approving the operators as customers, or in operators choosing to go to a supplier that does not conduct such extensive due diligence. In addition, there is a risk that we might approve a customer after such due diligence, but the regulator might find that our due diligence is not sufficient, asking for further clarification or instructing us to decline the customer. For details regarding our due diligence, see Item 4.B. "*Business Overview - Regulation*."

We incur significant costs related to the procurement of new iLottery and iGaming contracts, which we may be unable to recover in a timely manner, or at all.

The tender process to obtain a new iLottery contract is highly competitive and typically requires a significant upfront capital investment. In iGaming, sales cycles in the U.S. are lengthy and often require participation in RFIs and requests for proposals. The efforts and resources required to participate and win a request for proposal, commence operations of an iLottery program or U.S. iGaming operator and procure revenues from such program or operator are relatively long and may take several months or years to complete. This investment, which includes our management's time, may never be recovered in the event that we fail in our bid. A typical request for proposals or a tender requires us to spend substantial time and effort assisting potential customers in evaluating our products and services, including providing demonstrations and benchmarking against other available offerings by our competitors. This process can be costly and time consuming, and we often do not know if any given sales efforts will be successful until the later stages of those efforts. After being awarded a contract, it can take years to set up the iLottery system or up to a year to set up the operator's system, and for such contract to become profitable. The long procurement cycle in both iLottery and iGaming creates a significant time gap between the time we participate in a tender and dedicate the necessary resources, and the time we can recognize revenue or income from that program or operator, if at all. This time gap creates pressure on our cash flow, as it requires significant funding up front, and in the interim period, and may not result in any income, or result in income that will only be achieved quarters after the resources have been dedicated. If we are unable to forecast market demand and conditions, we may not be able to expand our sales efforts at appropriate times and our revenues and related results of operations could be materially adversely affected.

Intense competition exists in the iLottery and iGaming industries, and we expect competition to continue to intensify.

We face significant competition in the evolving iLottery and iGaming industries.

We compete in the iLottery and iGaming markets with respect to our offering of technology solutions, games and related operational services on the basis of the content, features, quality, functionality, accuracy, reliability, innovation and price of such offerings. If we do not consistently deliver innovative, high-quality and reliable products and services, our ability to remain viable within the iLottery and iGaming industries may suffer, especially as the level of competition increases.

We provide through Aspire a unique solution for iGaming, offering a competitive B2B solution with a wide variety of services, unique proprietary tools and a proprietary Sportsbook platform, which enables our partners to focus on marketing and player acquisitions. However, our competitors may be able to provide similar or superior offerings, thereby preventing us from contracting with additional operators, which would negatively impact our business results.

In addition, pursuant to the January 2023 Agreements, Pollard may become a potential competitor for future iLottery contracts, since pursuant to such agreements, Pollard may pursue future iLottery opportunities in the North American market independently from us.

In addition to competitors we face in a given industry, our offerings also face competition from other related industries. While we believe that our offerings are unique and provide a differentiated experience from offerings in other related industries, the introduction of such offerings may allow new competitors to establish a foothold in regions where we are currently active, thereby drawing customers away from us. For example, on January 22, 2021, iGaming and online sports betting was launched in Michigan, which may draw customers away from the MSL. The MSL accounted for approximately 11.7% of our revenues in the year ended December 31, 2023 and 13.2% of our revenues in the year ended December 31, 2022.

Some of our competitors and potential competitors have substantially greater financial and other resources (including human resources) or experience than we do. Some of our competitors also have existing relationships and insight as the legacy retail lottery provider of certain U.S. states or other pre-existing relationships that we do not have in the iGaming industry and may realize synergies that we cannot. Competitors may devote more resources towards developing and testing products and services, undertake more extensive marketing campaigns, offer more favorable pricing terms, pursue aggressive growth initiatives or otherwise develop more commercially successful products or services. In addition, certain of our competitors may enter into contracts with less favorable terms to prevent us from procuring new contracts or renewing our existing contracts. Such potential competitive disadvantages may make it difficult for us to retain existing contracts or secure new contracts without being willing to accept less favorable terms.

In addition to risks directly tied to our relative lack of resources, experience and longevity, we face risks that:

- we may fail to anticipate and adapt to quick changes in customer expectations, preferences and behavior patterns at the same rate as our competitors;
- customers who currently utilize platforms offered by our competitors may be satisfied with such solutions or may determine that it is too costly and/or time consuming to adopt our platforms and solutions. For example, certain lotteries or operators may face significant switching costs if their platforms have been integrated with those of a competitor, potentially reducing the likelihood of us being the successful tenderer;
- lotteries or operators that we currently view as potential customers may decide to develop internally products and services which compete with our products and services; and
- new competitors, including large global corporations or large software vendors operating in adjacent industries, may enter our market.

Moreover, current and future competitors may establish cooperative relationships among themselves or with others, including our current or future strategic partners. By doing so, these competitors may increase their ability to meet the needs of our existing and prospective customers and their players. Furthermore, we believe there is currently a market trend whereby some operators, both in the iLottery and iGaming industries, elect to develop or maintain in-house products that they require, which could lead potential and existing customers to do so instead of purchasing our services. For example, Caesars had decided to develop its own player account management platform, and informed us that they may ask to replace our NeoSphere PAM solution with their own in certain states over time. Since then, the Company has amended and extended for three years the agreement with Caesars to provide the NeoSphere Platform at a guaranteed net profit level for the term of the agreement, but there can be no assurance that Caesars or other operators will prefer our products over developing them in-house in the future. These developments could make it more difficult for us to renew our existing contracts or win new contracts, and even if we are successful at renewing contracts or attracting new ones, they may be at higher cost to us or for smaller margins. If we are unable to compete effectively, successfully and at reasonable cost against our existing and future competitors, our results of operations, cash flows and financial condition could be adversely impacted.

We are dependent on Pollard with respect to our joint operation of the Michigan iLottery for the Michigan State Lottery.

We act as a subcontractor to Pollard with respect to its agreement (the "MSL Agreement") to provide development, implementation, operational support and maintenance (including technology platforms, games and added value services) to the Michigan State Lottery (the "MSL"). The MSL accounted for approximately 11.7% of our total revenues in the year ended December 31, 2023 and 13.2% of our revenues in the year ended December 31, 2022.

In 2014, following the procurement process for the predecessor to the MSL Agreement, we and Pollard established NPI to pursue other iLottery opportunities in the North American market. While the current MSL Agreement remains between Pollard and the MSL, NPI has since been awarded iLottery contracts with the VAL in August 2015, the NHL in September 2018 (as a subcontractor to Intralot, Inc. ("Intralot")), the NCEL in October 2019, the AGLC in March 2020, the Atlantic Lottery Corporation (the "ALC") in January 2022, the Georgia Lottery Corporation (the "Georgia Lottery") in October 2022 and West Virginia Lottery in August 2023.

Conducting a business through a jointly-owned entity such as NPI entails risks that are commonly associated with joint ventures.

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Conducting a business through a jointly-owned entity such as NPI entails risks that are commonly associated with joint ventures, including the failure to maintain a good working relationship with other joint-owners, differing economic and business interests and goals and liability or reputational harm resulting from each other's actions. Differences in views between us and Pollard, or a change in the ownership of Pollard, may also result in delayed decision-making or disputes at the shareholder and board level that could negatively impact the operations of NPI and its relationship with customers. In the event that our relationship with Pollard is terminated for any reason, there can be no assurance that any of NPI's employees will remain with NPI or that we would have sufficient legal, administrative and customer relations capabilities and functions in our North American operations, which Pollard currently contributes to NPI, to proceed without Pollard.

On January 10, 2023, we and Pollard entered into an amendment to the Michigan JV Agreement ("Amended Michigan JV Agreement") and, concurrently with the Amended Michigan JV Agreement, we entered into a Limited Liability Company Agreement with Pollard (the "LLC Agreement" and together with the "Amended Michigan JV Agreement" – the "January 2023 Agreements"), which provide that NPI will perform its obligations pursuant to existing contracts and consider additional opportunities in other jurisdictions. However, the January 2023 Agreements provide us and Pollard the option to pursue future iLottery opportunities in the North American market either in partnership, as part of the Joint Venture or independently. In addition, the January 2023 Agreements do not preclude either party from entering into a business relationship with any one or more of NPI's suppliers for its own business purposes, provided that any such business relationship does not intentionally interfere with or otherwise divert the supplier's services from NPI.

Pursuant to the January 2023 Agreements, neither we nor Pollard will be obligated to cooperate with each other in pursuing iLottery opportunities in North America, and both we and Pollard may choose to pursue future iLottery opportunities without each other. In accordance therewith, we are pursuing opportunities independently from NPI. However, the tender process to obtain new iLottery contracts is highly competitive and typically requires a significant upfront capital investment, and Pollard has been responsible for NPI's participation in such tenders. If we pursue additional future opportunities independently, we cannot assure you that we will be able to secure additional contracts in North America. Further, if we decide to collaborate with new partners with whom we have no prior relationship or track record of successful cooperation, we may fail to achieve the same degree of success that we have achieved with Pollard. We may also be delayed in pursuing future opportunities if we are required to negotiate new agreements and business arrangements with these new partners, and the terms we negotiate with these new partners may be less favorable than those we currently have with Pollard.

Our IT Systems and data may be vulnerable to security and cybersecurity attacks and/or security and cybersecurity incidents, including data security incidents, which could result in damage to our brand and reputation, material financial penalties, and legal and regulatory liability, and materially adversely affect our business, results of operations, and financial condition.

We rely on information technology systems, including computer systems, hardware, software, network, online sites and mobile apps, as well as technology infrastructure including on premises data centers and co-locations, cloud infrastructure and cloud services, for both internal and external operations that are critical to our business (collectively, "IT Systems.") We own and manage some of these IT Systems, but also rely on third parties and business partners for a range of IT Systems and related products and services including for example co-location data centers, cloud computing, third-party systems, software and services as well as third-party source code and open source. We and certain of our third-party providers and business partners collect, maintain, and process data about players, customers, employees, and others, including information about individuals as well as proprietary information belonging to our business such as trade secrets.

We face numerous and evolving cybersecurity risks that threaten the confidentiality, integrity, and availability of our IT Systems and the data we maintain, and we may be vulnerable to cybersecurity risks from diverse threat actors, including hackers and state-sponsored organizations, and through diverse attack vectors including employee error, malfeasance or other disruptions such as viruses, social engineering/phishing, malicious software or code embedded in open-source software, or misconfigurations, "bugs" or other vulnerabilities in commercial software integrated into our (or our suppliers or service providers) IT Systems, products, or services, break-ins, theft, computer hacking, AI-powered hacking or other security breaches. Hackers and data thieves are increasingly sophisticated and operate complex and large-scale attacks. Experienced computer programmers and hackers as well as AI-powered cybersecurity agents or systems may be able to penetrate our security controls, remove forensic evidence, and misappropriate or compromise our IT Systems or the data we maintain. They also may be able to develop and deploy malicious software programs that attack our IT Systems, such as spyware and ransomware, or otherwise exploit any security vulnerabilities which may also affect the availability of our IT Systems, data leakage, or other disruptions. Our IT Systems and the data stored on those IT Systems may also be vulnerable to security incidents or security attacks, acts of vandalism or theft, coordinated attacks by activist entities, misplaced or lost data, human errors, or other similar events that could negatively affect our systems and the data stored on those systems. Further, third parties, such as hosted solution providers, that provide services to us as well as business partners could also be a source of security risks in the event of a failure of their own security systems and infrastructure.

The secure maintenance and transmission of player information is a critical element of our operations. Our IT Systems that maintain and transmit player information, or those of service providers or business partners, may be compromised by a cybersecurity attack or other security incident, including a malicious third-party penetration of our network security, or that of a third-party service provider or business partner, or impacted by intentional or unintentional actions or inactions by our employees, or those of a third-party service provider or business partner. As a result, our players' information may be lost, disclosed, accessed or taken without their consent. We and certain of our third-party providers have experienced in the past, and expect to continue to experience in the future, attempts to breach our systems and other similar cyber incidents, including among others denial-of-service attacks, supply chain disruption, brute force attacks, data theft and phishing attacks. To date these attempts have not had a material impact on our operations or financial results, but we cannot provide assurance that they will not have a material impact in the future.

Advances in computer capabilities, new technological discoveries or other developments may result in the whole or partial failure of technology we may use to protect the availability and integrity of our IT Systems and data, including transaction data or other confidential and sensitive information, from being breached or compromised. In addition, websites, mobile apps, servers, network appliances, systems and services are often attacked through compromised credentials, including those obtained through phishing and credential stuffing.

There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, and those of our third-party service providers and business partners will be fully implemented, complied with, or effective in protecting our IT Systems, information and data, and may not detect or prevent all attempts to breach our IT Systems, including through denial-of-service attacks, viruses, malicious software, break-ins, phishing attacks, social engineering, security breaches or other attacks and similar disruptions, or attempts at player fraud, and such incidents may lead to service disruption or unavailability and may also jeopardize the security of information stored in or transmitted by our IT Systems or that we or such third parties or business partners otherwise maintain, including payment card systems, which may subject us to fines or higher transaction fees or limit or terminate our access to certain payment methods. Moreover, we may fail to perform a risk assessment for a third-party vendor, service provider or business partner, or may perform an assessment in an inadequate manner or may otherwise fail to find or realize that there is a risk involved in using/contracting with a particular vendor, service provider or business partner. Threats to information security are expected to accelerate on a global basis in frequency and magnitude – including through use of artificial intelligence – as threat actors are constantly evolving, including in diversity and sophistication. We and such third parties and business partners may not anticipate or prevent all types of attacks until after they have already been launched. Further, techniques used to obtain unauthorized access to or sabotage systems change frequently and may not be known until launched against us or our third-party service providers or business partners. As a result, we may be unable to detect, investigate, remediate or recover from future attacks or incidents, or to avoid a material adverse impact to our IT Systems, data, or business. In addition, there can be no assurance that even if our and our third-party service providers' and business partners' cybersecurity risk management programs and processes, including policies, controls or procedures, are fully implemented and complied with, we will not sustain successful security or cybersecurity attacks or incidents, including data security incidents, that would result in undetected breaches to IT Systems and data and information breaches. In the event that we or our third-party service providers or business partners were to detect such breaches or incidents, there can be no assurance that we or they would do so timely, or that any action or attempt at remediating the breach or incident would be taken or done timely, appropriately or completely. Should such undetected successful breaches or incidents occur, we or our third-party service providers or business partners may be in breach of our or their respective regulatory, legal or contractual obligations. There can also be no guarantee that upon detection of such a successful breach or incident, that measures or actions taken will be appropriate or that they will not cause us or our third-party service providers or business partners additional harm.

In addition, security breaches can also occur as a result of non-technical issues, including intentional or inadvertent breaches by our employees or by third parties. These risks may increase over time as the number of our employees and the complexity and number of technical systems and applications we use also increase. Breaches could result in unauthorized access to our IT Systems; unauthorized access to and misappropriation of player information, including players' personal information, or other confidential or proprietary information of ourselves or third parties; viruses, worms, spyware or other malware being served from our IT Systems; deletion or modification of content or the display of unauthorized content on our sites; interruption, disruption or malfunction of operations; costs relating to breach remediation, deployment of additional personnel and protection technologies, response to governmental investigations and media inquiries and coverage; engagement of third-party experts and consultants; litigation, regulatory action and other potential liabilities. In the past, we and our customers have experienced social engineering, phishing, malware and similar attacks and threats of denial-of-service attacks, none of which to date has been material to our business. For example, on August 25, 2022, the NHL's third-party hosting provider experienced a cyberattack, which impacted the NHL's website, NHLottery.com, both of which (i.e. the hosting provider and the website) are not part of the solutions provided by NeoGames to the NHL. The NHL as a precaution decided to go offline for two days while they investigated the matter. During such time, the NHL decided to make all its online services, including the iLottery services that we provide, unavailable to the public. Such attacks against us or our customers could in the future have a material adverse effect on our operations.

Pursuant to a software license agreement with Pollard in respect of the offering to the MSL (the "Pollard Software License Agreement"), our iLottery software is installed on Pollard's servers, through which it is made available to the MSL. Pollard is responsible for the security measures on its servers, and the Pollard Software License Agreement contains no representations or undertakings with regard to such security measures. A breach of Pollard's server security could expose our software to the risks noted above. Moreover, our iLottery software is made available by NPI to the VAL, the NHL, the NCEL, the AGLC, and in the future to the ALC and the Georgia Lottery.

Furthermore, due to the political uncertainty involving Russia and Ukraine, there is also an increased likelihood that the tensions in this region could result in persistent cyber-attacks or cybersecurity incidents that could either directly or indirectly impact our operations. Any attempts by cyber attackers to disrupt our IT Systems, if successful, could harm our business, result in the misappropriation of funds, be expensive to remedy and damage our reputation or brand. Insurance may not be sufficient to cover expenses and losses related to such cyber-attacks and cybersecurity incidents.

If any of these breaches of security should occur, our reputation and brand could be damaged resulting in the loss of players or others, customers may terminate their contracts with us, our business may suffer, we could be required to expend significant capital and other resources to alleviate problems caused by such breaches and in relation to future compliance costs, and we could be exposed to a risk of loss, litigation or regulatory action and possible liability, including substantial fines and other penalties. We cannot guarantee that recovery protocols and backup systems will be sufficient to prevent data loss, including as a result of manmade or natural disasters such as fires, floods, storms, hurricanes, droughts, extreme temperatures, or earthquakes; certain natural disasters may also become more frequent or intense as a result of climate change. Additionally, climate change may contribute to chronic changes in the physical environmental, such as changes in ambient temperature and precipitation patterns as well as sea-level, which may also have adverse impacts on our operations or infrastructure on which we rely. Separately, actual or anticipated attacks may cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants. Any or all of the foregoing could materially adversely affect our business, results of operations, and financial condition. Finally, we cannot be certain that any liability insurance policy coverage that we maintain will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all.

In addition, any party or system that is able to illicitly obtain a player's password may be able access such player's transaction data or personal data (including payment information), resulting in the perception that our IT Systems are insecure. Any compromise or breach of our IT Systems or data, or the systems of our third-party service providers or business partners, could also expose us to liability under various laws and regulations across jurisdictions and increase the risk of litigation and governmental or regulatory investigation. Due to concerns about data security and integrity, a growing number of legislative and regulatory bodies have adopted breach notification and other requirements in the event that information subject to such laws is accessed by unauthorized persons and additional regulations regarding security of such data are possible. We may need to notify governmental authorities and affected individuals with respect to such incidents. For example, laws in the EU, UK, and the U.S. may require businesses to provide notice to individuals whose personal information has been disclosed as a result of a data security breach.

We operate in industries that are affected by technological improvements and evolving player preferences.

The iLottery and iGaming industries continue to experience rapid development of technological advances and player preferences. In some instances, advancements in technology trigger a change in player preferences. For example, as digital graphics improve, players may demand games with higher definition and a superior user interface. Our success depends on our ability to accurately anticipate and quickly respond to evolving industry standards and player preferences. We cannot assure you that we will be able to respond to such changes with innovative, high-quality, reliable and popular products and services or make the required adjustments to our existing products and services on a timely basis. In addition, the introduction of new products or updated versions of existing products has inherent risks, including, but not limited to:

- the timing with which we may realize the benefits of the commonly-required significant, upfront capital investments;
- the accuracy of our estimates of player preferences, and the fit of the new products and features to such preferences;
- the ability to adequately maintain our main technology systems, such as the NeoDraw platform and AspireCore;
- the quality of our products and services, including the possibility of software defects, which could result in claims against us or the inability to sell our products and services;
- the need to educate our sales, marketing and services personnel to work with the enhanced or new products and features, which may strain our resources and lengthen sales cycles;
- market acceptance of new product releases; and
- competitor product introductions or regulatory changes that render our products obsolete.

In light of the costs required to create and introduce new or enhanced products and services, if our new or enhanced products fail to achieve commercial success, we will struggle to remain commercially viable, especially in the face of heightened competition.

Moreover, because we use tools, including third-party tools, that utilize artificial intelligence and machine learning, and we do not have full visibility to how these tools use data, these tools could create or enhance biases, potentially adversely impacting how players experience our services. We rely on the Internet, in-house proprietary technology, third-party software, infrastructure and applications, and customized off-the-shelf technology solutions across our business, and our ability to effectively manage all areas of our business depends in part on the reliability and capacity of these systems, however we cannot control, and in some instances do not have full visibility to, how these systems adhere to security measures, including the identification and appropriate elimination of algorithmic bias. Any systemic or algorithmic biases in the IT systems we use could damage our reputation, or result in loss of revenue or liability for damages, or adversely affect our growth prospects and our future business.

We have incurred operating losses in the past, may incur operating losses in the future and may not be able to maintain sustainable profit margins.

We expect to continue the development and expansion of our business, and we anticipate additional costs in connection with legal, accounting and other administrative expenses related to operating as a public company including costs related to the integration of Aspire and the larger corporate structure related thereto. If our revenue declines or fails to grow at a rate sufficient to offset increases in our operating expenses, we may generate losses. We cannot ensure that we will sustain profitability in the future.

Certain of our founding shareholders have significant influence over the nominations and elections of members of our board of directors and other matters submitted for shareholder approval.

Three of our founding shareholders, Barak Matalon, Elyahu Azur and Aharon Aran (collectively, the "Founding Shareholders"), have the exclusive right under our amended and restated articles of association to nominate up to 50% of our directors so long as they own in the aggregate at least 40.0% of our issued and outstanding share capital. As of April 20, 2024, the Founding Shareholders held approximately 53.4% of our issued and outstanding share capital. As a result, the Founding Shareholders have significant influence over the outcomes of other matters submitted to shareholders for approval.

The Founding Shareholders entered into a voting agreement with Pinhas Zahavi dated November 17, 2020 (the "Voting Agreement") pursuant to which they vote as one group with regard to any matter relating to the nomination, election, appointment or removal of directors. On September 13, 2022, the Founding Shareholders and Mr. Zahavi amended the Voting Agreement (the "Amended Voting Agreement"), whereby Mr. Zahavi assigned all his voting authority to Mr. Azur, with such assignment to cease to apply from the date on which Mr. Zahavi holds less than 5% of the Ordinary Shares outstanding. On April 19, 2023, Mr. Zahavi sold 3,281,557 of his shares to the Founding Shareholders. As a result, Mr. Zahavi owned 4.99% of the Company's shares as of April 19, 2023, and the Voting Agreement was terminated with respect to Mr. Zahavi. Except from the abovementioned voting agreements, in all other matters, the Founding Shareholders are entitled to vote their shares according to their own interests, and such interests may be different than the interests of our other shareholders and may delay, deter or prevent a change in control or other business combination that might otherwise be beneficial to our shareholders. See Item 7.B. "*Related Party Transactions - Voting Agreement*," and Item 6.C. "*Board Practices - Board Composition*."

Our inability to successfully integrate Aspire, or complete or integrate other future acquisitions, could limit our future growth or otherwise be disruptive to our ongoing business.

Since our inception, we have consummated one acquisition in support of our strategic goals – the acquisition of Aspire in June 2022 – and therefore our experience in the integration of new acquisitions is limited. From time to time, we may pursue additional acquisitions in support of our strategic goals. Our ability to succeed in implementing our strategy will depend to some degree upon the ability of our management to identify, complete and successfully integrate commercially viable acquisitions. There can be no assurance that additional acquisition opportunities will be available on acceptable terms or at all or that we will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. Any acquisitions we complete could be viewed negatively by our partners or customers, which could have an adverse impact on our business. In addition, such acquisition transactions may disrupt our ongoing business and distract management from other responsibilities. In connection with any such acquisitions, we could face significant challenges in managing and integrating our expanded or combined operations, including acquired assets, operations, and personnel. If we are unsuccessful at integrating employees or technologies acquired in such acquisitions, including the acquisition of Aspire, our financial condition and results of operations, including revenue growth, could be adversely affected. Any acquisition and subsequent integration will require significant time and resources. We may not be able to successfully evaluate and use the acquired technology or employees, or otherwise manage the acquisition and integration processes successfully. With respect to Aspire, the process for realizing anticipated benefits in combining iLottery and iGaming businesses could be potentially more demanding and time consuming for the Company and its management than anticipated. In addition, disturbances, whether material or otherwise, in our business may occur throughout the integration process with Aspire or future acquisitions, and we may lose key or other employees, each of which could adversely affect our business and financial condition. As a result, some of the anticipated positive effects of the acquisition of Aspire and some or all of those of any future business combination may not be achieved. In addition, we will be required to pay cash, incur debt and/or issue equity securities to pay for any such acquisition, each of which could adversely affect our financial condition. Our use of cash to pay for acquisitions would limit other potential uses of our cash, including investments in our sales and marketing and product development efforts. The issuance or sale of equity or convertible debt securities to finance any such acquisitions would result in dilution to our shareholders. If we incur debt, it would result in increased fixed obligations and could also impose covenants or other restrictions that could impede our ability to manage our operations. For information regarding the acquisition of Aspire, see Item 4.A. "*History and Development of the Company - Selected Recent Developments*".

We are subject to substantial penalties for failure to perform.

Our lottery contracts in the United States and in other jurisdictions and other service contracts often require performance bonds or letters of credit to secure our performance under such contracts and require us to pay substantial monetary liquidated damages in the event of non-performance by us. In addition, Aspire was required to make a security deposit in connection with obtaining a license in Germany.

As of December 31, 2023, we had outstanding performance bonds and letters of credit in an aggregate amount of approximately $4.0 million. These instruments present a potential expense for us and divert financial resources from other uses. Claims on performance bonds, drawings on letters of credit, and payment of liquidated damages could individually or in the aggregate have a material adverse effect on our results of operations, business, financial condition or prospects.

We rely on information technology and other systems and platforms, and any failures, errors, defects or disruptions in our systems or platforms could diminish our brand and reputation, subject us to liability, disrupt our business, affect our ability to scale our technical infrastructure and adversely affect our business.

Our technology infrastructure is critical to the performance of our platform and offerings and to customer and player satisfaction. We devote significant resources to network and data security to protect our systems and data. However, our systems and the systems of any third-party service providers on which we rely may not be adequately designed with the necessary reliability and redundancy to avoid performance delays or outages that could be harmful to our business. We cannot assure you that the measures we take to prevent or hinder cyber-attacks and protect our systems, data and player information and to prevent outages, data or information loss, fraud and to prevent or detect security breaches, including a disaster recovery strategy for server and equipment failure and back-office systems and the use of third parties for certain cybersecurity services, will provide absolute security. We have experienced, and we may in the future experience, website disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints. Such disruptions have not had a material impact on us; however, future disruptions from unauthorized access to, fraudulent manipulation of, or tampering with our computer systems and technological infrastructure, or those of third parties, could result in a wide range of negative outcomes, each of which could materially adversely affect our business, financial condition, results of operations and prospects.

Additionally, our software may contain errors, bugs, flaws or corrupted data. If a particular product offering is unavailable when players attempt to access it or navigation through our platforms is slower than they expect, players may be less likely to return to our customers' platforms as often, if at all. Furthermore, programming errors, defects and data corruption could disrupt our operations, adversely affect the experience of players, harm our reputation and cause players to stop utilizing our customers' offerings.

Our current systems may be unable to support a significant increase in online traffic or increased player numbers, especially during peak times or events (such as for significant jackpot runs). If there is a system disruption, customers may be able to make a contractual claim for damages against us.

We may at any time be required to expend significant capital or other resources, including staff and management time, to reduce the risk of network or IT failure or disruption, including replacing or upgrading existing business continuity systems, procedures and security measures. If such protective measures are implemented unsuccessfully or inefficiently, the quality of our products and services may be materially and adversely affected.

We rely on third-party service providers for key functions in our operations.

We rely upon various third-party service providers to maintain continuous operation of our platform, servers, hosting services, payment processing and various other key functions of our business. Know-your-customer and geolocation programs and technologies supplied by third parties are an important aspect of certain of our products and services. These services are costly, and their failure or inadequacy could materially affect our operations.

Additionally, we rely on third-party service providers for payment processing services, including the processing of credit and debit cards. Our business could be materially disrupted if these third-party service providers become unwilling or unable to provide these services to us.

Certain of these services discussed above are only provided by a limited number of third-party providers and in the event that any of these providers cease to provide us with their services (due to the termination of their agreement, a dispute between us and any such providers or for any other reason), we may struggle to locate a suitable replacement on commercially reasonable terms, if at all, which could lead to harmful disruptions to our operations.

If we fail to protect or enforce our intellectual property rights, our business could be materially affected.

We rely on a combination of trademark, copyright, trade secret, and domain-name-protection laws as well as contractual restrictions to protect our technology and intellectual property rights. While it is our policy to protect and defend our rights to our intellectual property, we cannot predict whether steps taken by us to protect our intellectual property will be adequate to prevent infringement, misappropriation, dilution or other violation of our intellectual property rights. Effective intellectual property protection may not be available in every country in which we operate or intend to operate our business. Third parties may infringe our proprietary rights (knowingly or unknowingly) and challenge proprietary rights held by us, and any potential future trademark and patent applications may not be approved. We have been required and in the future may be required to expend significant time and expense to prevent infringement or to enforce our rights. We also cannot guarantee that others will not independently develop technology with the same or similar functions to any proprietary technology we rely on to conduct our business and differentiate ourselves from our competitors. Unauthorized parties may also attempt to copy or obtain and use our technology to develop offerings with the same functionality as our solutions, and policing unauthorized use of our technology and intellectual property rights is difficult and may not be effective. Any unauthorized use of our brand, technology or intellectual property could result in revenue loss as well as have an adverse impact on our reputation. We may be required to incur significant expenses in registering, monitoring and protecting our intellectual property rights. Any litigation could result in significant expense to us, including the diversion of management time and may not ultimately be resolved in our favor. Changes in the law or adverse court rulings may also negatively affect our ability to prevent others from using our technology.

We attempt to protect our intellectual property, technology and confidential information by requiring certain of our employees and consultants to enter into confidentiality and assignment of inventions agreements and certain third parties to enter into nondisclosure agreements. These agreements may not effectively grant all necessary rights to any inventions or works that may have been developed or created by the employees or consultants party thereto. In addition, these agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information, intellectual property, or technology.

We currently hold rights to the neogames.com, pariplayltd.com, B2Bet.net and Aspireglobal.com internet domain names and various other related domain names. The regulation of domain names is subject to change. Regulatory bodies could establish additional top-level domains, appoint additional domain name registrars, or modify the requirements for holding domain names. In addition, third parties may already have registered, or may register in the future, domain names similar or identical to our registered and unregistered trademarks. As a result, we may not be able to acquire or maintain all domain names that use the names "NEOGAMES," "PARIPLAYLTD" or are otherwise important for our business.

We also have certain registered and unregistered trademarks that are important to our business, such as the NEOGAMES trademark. If we fail to adequately protect or enforce our rights under this trademark, we may lose the ability to use this trademark or to prevent others from using it, which could adversely harm our reputation, business, results of operations and financial condition.

Our software, games and marketing materials are protected under copyright law, and some also benefit from trade secret protection. We have chosen not to register any copyrights under the Library of Congress. In order to bring a copyright infringement lawsuit in the United States, the copyright must be registered. Accordingly, the remedies and damages available to us for unauthorized use of our software, games and materials may be limited.

We rely on third-party intellectual property. We cannot guarantee that such intellectual property will continue to be available.

We rely on third-party technologies, trademarks and other intellectual property. There can be no assurance that these licenses, or support for such licensed products and technology, will continue to be available to us on commercially reasonable terms, if at all. In addition, the future success of our business may depend, in part, on our ability to obtain or expand licenses for lottery or gaming technologies we do not currently possess. In the event that we cannot retain, renew or expand existing licenses, we may be required to modify, limit or discontinue certain of our products or services, which could materially affect our business, financial condition and results of operations. In addition, the regulatory review process and licensing requirements of our government customers may preclude us from using technologies owned or developed by third parties if those parties are unwilling to subject themselves to regulatory review or do not meet regulatory requirements.

The gaming industry is historically litigious with respect to intellectual property and there can be no assurance that our platforms will not infringe on the rights of others.

There is a risk that our operations, platforms and services may infringe, or be alleged to infringe, the intellectual property rights of third parties. We have incurred and in the future may incur substantial time and expense in defending against third-party infringement claims, regardless of their merit. Additionally, due to diversion of management time, expenses required to defend against any claim and the potential liability associated with any lawsuit, any litigation could significantly harm our business, financial condition and results of operations. If we were found to have infringed the intellectual property rights of a third party, we could be liable for license fees, royalty payments, lost profits or other damages, and may be subject to injunctive relief to prevent us from using such intellectual property rights in the future. Such liability (if significant) or injunctive relief could materially and adversely affect our business, prospects, financial condition and results of operations.

We are exposed to costs associated with changes in levies and taxes.

We must comply with tax laws in the jurisdictions in which we operate. Tax rules or their interpretation may change in the markets in which we operate and in any markets we may enter in the future. Any changes to the corporate tax rate application in different jurisdictions, withholding taxes, transfer pricing rules, levels of value added tax, industry specific taxes and other levies, royalties and imposts could materially and adversely affect our financial position, performance and prospects. For example, there is a risk that we will not be able to pass on to our customers any additional gaming levies or taxes that apply to us. Another example is the United States Inflation Reduction Act which, among other changes, introduced a 15% corporate minimum tax on certain U.S. corporations and a 1% excise tax on certain stock redemptions by U.S. corporations, which the U.S. Treasury indicated may also apply to certain stock redemptions by a foreign corporation funded by certain U.S. affiliates. In addition, certain of our positions regarding the taxes that apply to us in the different jurisdictions in which we operate may not be accepted by the tax authorities in such jurisdictions, which could adversely affect our financial condition. On May 18, 2021, we obtained a pre-ruling from the Israeli Tax Authority regarding the transfer of certain intellectual property rights relating to the online lottery business of NeoGames S.A. to NGS. We cannot guarantee that the ruling will be acceptable with the Luxembourg tax authorities. See Item 10.E. "*Taxation – Tax Ruling of the Israeli Tax Authority.*"

We are subject to taxation in multiple jurisdictions, which is complex and often requires making subjective determinations subject to scrutiny by, and disagreements with, tax regulators.

We are subject to different forms of taxation in each of the countries and regions we or our subsidiaries are formed and/or conduct our business, including, but not limited to, income tax, withholding tax, gaming taxes, property tax, VAT, social security and other payroll-related taxes. Tax law and administration is complex, subject to change and varying interpretations and often requires us to make subjective determinations. In addition, we take positions in the course of our business with respect to various tax matters, including in connection with our operations. Tax authorities worldwide are increasingly rigorous in their scrutiny of corporate tax structures and may not agree with the determinations that are made, or the positions taken, by us with respect to the application of tax law. Such disagreements could result in lengthy legal disputes, an increased overall tax rate applicable to us and, ultimately, in the payment of substantial amounts of tax, interest and penalties, which could have a material adverse effect on our business, results of operations and financial condition. Moreover, given the multijurisdictional developments under the OECD efforts to standardize and modernize global corporate tax policy described further below, it is generally expected that tax authorities in various jurisdictions in which we operate may increase their audit activity and may seek to challenge some of the tax positions we have adopted. It is difficult to assess if and to what extent such challenges, if raised, might impact our effective tax rate.+

For example, in August 2021 we received a request from the Israeli Tax Authority to provide certain information and documents related to our Israeli subsidiary Neogames Systems Ltd. with respect to the years 2016-2019, which was then updated in May 2023 with a request for certain information for the years 2017-2021. In February 2023, we were also requested to provide certain input and output VAT related documentation related to our Israeli subsidiary. We have not received additional requests or other notifications from the Israeli Tax Authority, pertaining to these matters, with any findings or that would clarify the reasons for such audit. Such audits and similar proceedings may result in assessments, fines, settlements, or increased overall tax rates. While we believe we comply with applicable tax laws, and given the absence of further communications from the Israeli Tax Authority as aforementioned, we cannot anticipate the results of such audit or other similar proceedings, and we have not set aside any reserves to provide for any outcomes related to the tax audits. The ultimate outcome of the Israeli tax audit, and any other audits that may commence by any other tax authority, and of any related litigation or other proceedings, could have a material adverse effect on our consolidated financial statements.

Another example is the pre-ruling issued on May 18, 2021 by the Israeli Tax Authority regarding the transfer of certain intellectual property rights relating to the online lottery business of NeoGames S.A. to NGS. We cannot guarantee that the ruling will be acceptable to the Luxembourg tax authorities, or that the Israeli Tax Authority will not commence audit of other periods. Furthermore, the pre-ruling sets forth certain terms regarding the Company's day to day practices. Failure by the Company to adhere to such terms may result in the loss of the beneficial tax rates set forth by the pre-ruling. See Item 10.E. *"Taxation – Tax Ruling of the Israeli Tax Authority.*"

Our operations in Kyiv, Ukraine have been negatively impacted as a result of Russia's invasion of Ukraine, and our business, financial condition and results of operations may be materially adversely affected if the impacts resulting from the conflict in Ukraine are exacerbated.

Our Ukrainian operations have been negatively affected by the ongoing Russian invasion of Ukraine which began in February 2022. We have invested significant resources in Ukraine over the last several years and we operate a development hub in Kyiv. As of December 31, 2023, we had approximately 381 employees and self-employed contractors serving our Ukrainian operations and 0.4% of our total Company assets in Ukraine. Since the invasion, we have strategically transitioned to Israel the responsibilities for the release of new features, and the monitoring of stability and health of the production environment and opened a new satellite office in Poland for those of our employees that have fled Ukraine subsequent to Russia's invasion. Operations in the Poland office are in their initial stages. As of April 9, 2024, approximately 121 of our 379 Ukraine-based employees are working remotely either in the Poland office or other locations outside of Ukraine. As a result of these disruptions, we have experienced some decline in our delivery rates during fiscal 2022. However, the ultimate extent, length and impact of the ongoing military conflict are highly unpredictable. If the effects of the invasion are exacerbated in the future, this could materially impact our ability to meet our long term development delivery commitments, our cost structure and future planned development of capabilities in Ukraine and the surrounding region. It is unclear what impact the hostilities in Ukraine will have on our assets.

We have developed contingency plans to relocate work and/or personnel to other geographies and add new locations, as appropriate. Our business continuity plans are designed to address known contingency scenarios to ensure that we have adequate processes and practices in place to protect the safety of our people and to handle potential impacts to our operations. However, our crisis management procedures, business continuity plans and disaster recovery capabilities may not be effective at preventing or mitigating the effects of exacerbated prolonged civil unrest or military conflict to our people, our facilities, our operations, and infrastructure, such as utilities and network services, and the disruption of any or all of them could materially adversely affect our business, financial conditions and results of operations, and cause volatility in the price of our shares. We are continuing to monitor the situation in Ukraine and assess options in relation to our ongoing operations and our ability to continue to do business in the region.

Our platform contains third-party open source software components, which may pose particular risks to our proprietary software, technologies, products and services in a manner that could negatively affect our business.

Our platform contains software modules licensed to us by third-party authors under "open source" licenses and we expect to use open source software in the future. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide support, warranties, indemnification or other contractual protections regarding infringement claims or the quality of the code. To the extent that our platform depends upon the successful operation of open source software, any undetected errors, malicious code or defects in this open source software, or deprecated open source software, could prevent the deployment or impair the functionality of our platform, delay introduction of new solutions, result in a failure of our platform and injure our reputation. For example, deprecated, or undetected errors or defects in, open source software could render it vulnerable to breaches or security attacks, and, subsequently, make our systems more vulnerable to data breaches. In addition, the public availability of such software may make it easier for others to compromise our platform.

Some open source licenses require that source code for modifications or derivative works we created based on such open source software be made publicly available as open source software. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source licenses, be required to release the source code of our proprietary software to the public. This would allow our competitors to create similar offerings with less investment of development effort and time and ultimately could result in a loss of our competitive advantages. Alternatively, to avoid the public release of the affected portions of our source code, we could be required to expend substantial time and resources to re-engineer some or all of our software.

In addition, the terms of many open source licenses have not been interpreted by United States or foreign courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to provide or distribute our platform. From time to time, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their solutions. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software. We cannot assure you that our processes for controlling our use of open source software in our platform will be effective, nor that the open-source software in our platform is updated and not at "end-of-life" or "end-of-support", when the open-source community no longer releases updates or fixes for the software. If we are held to have breached or failed to fully comply with all the terms and conditions of an open source software license, we could face infringement or other liability, or be required to seek costly licenses from third parties, to continue providing our offerings on terms that are not economically feasible, to re-engineer our platform, to discontinue or delay the provision of our offerings if re-engineering could not be accomplished on a timely basis or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, financial condition and results of operations.

We are highly dependent on our key personnel. If we are not successful in attracting, motivating and retaining highly qualified personnel, we may not be able to successfully implement our business strategy.

We rely on the expertise, industry experience, know-how, customer relationships and leadership of our senior management, and the departure, death or disability of any one of our executive officers or other extended or permanent loss of any of their services, or any negative market or industry perception with respect to any of them or their loss, could have a material adverse effect on our business.

We depend on our technical and operational employees for the design and development of our innovative products and services. The competition for these types of personnel is intense and we compete with other potential employers, including certain of our strategic partners, for the services of our employees. As a result, we may not succeed in retaining the key employees that we need in order to maintain and grow our business.

If we do not succeed in attracting, hiring, and integrating qualified personnel, or retaining and motivating existing personnel, we may be unable to grow effectively and our business could be adversely affected. We deploy our employees to certain of our customers' worksites to assist in the development of their IT systems and platforms. The loss of employees who have been involved in the development of intellectual property and know-how and the development and maintenance of key strategic relationships with customers may result in the subsequent loss of key customers. If key employees were to leave, we may be unable to deliver our existing services or develop new products until such employees have been replaced. As our employees have very specific skillsets and are highly qualified, we may face difficulties in replacing them with new employees, and even if we succeed in recruiting new employees, we may incur substantial costs in the recruiting, training and integration of such new employees. See *"Our operations in Kyiv, Ukraine have been negatively impacted as a result of Russia's invasion of Ukraine, and our business, financial condition and results of operations may be materially adversely affected if the impacts resulting from the conflict in Ukraine are exacerbated*" above regarding the situation in Ukraine.

Generally, the competition for skilled technical and other personnel in Israel, Ukraine, Poland, Malta, Bulgaria and North Macedonia is intense, and as a result we may fail to continue to attract, recruit, develop and retain qualified employees, which could materially and adversely impact our business, financial condition and results of operations.

We compete in a market marked by rapidly changing technologies and an evolving competitive landscape. In order for us to successfully compete and grow, we must attract, recruit, retain and develop personnel with requisite qualifications to provide expertise across the entire spectrum of our intellectual capital and business needs. In addition, even though we are not responsible for attracting and hiring talent for NPI, our revenues from NPI are impacted by such decisions.

Our principal research and development centers are located in Israel, the Ukraine, Bulgaria and North Macedonia, and significant elements of our general and administrative activities are conducted at our headquarters in Israel. Historically as well as recently, there has been intense competition for qualified human resources in the high-tech industry in such countries as well as in the United States. Despite recent workforce reduction initiatives by high-tech companies in Israel and the U.S. since the third quarter of 2022 due, among other things, to inflation and rising interest rates in Israel and the U.S., there remains considerable competition for such employees, especially in the core technical sphere, in the countries where we have our principal research and developments centers. This intense competition has resulted in increasing wages in all countries where we have our principal research and developments centers, which may make it more difficult for us to attract and retain qualified personnel, as many of the companies against which we compete for personnel have greater financial resources than we do. These competitors may also actively seek to hire our existing personnel away from us, even if such employees have entered into a non-compete agreement. We may be unable to enforce these agreements under the laws of the jurisdictions in which our employees work. For example, Israeli labor courts require employers seeking to enforce non-compete undertakings of a former employee to demonstrate that the competitive activities of the former employee will harm one of a limited number of material interests of the employer that have been recognized by the courts, such as the protection of a company's confidential information or other intellectual property, taking into account, among other things, the employee's tenure, position, and the degree to which the non-compete undertaking limits the employee's freedom of occupation. We may not be able to make such a demonstration. Also, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or that they have divulged confidential information.

In addition, in making employment decisions, particularly in the internet and high-technology industries, job candidates often consider the value of the equity they are eligible to receive in connection with their employment. Employees may be more likely to leave us if the shares they own or the shares underlying their equity incentive awards have significantly appreciated or significantly reduced in value. Many of our employees may receive significant proceeds from sales of our equity in the public markets, which may reduce their motivation to continue to work for us and could lead to employee attrition. If we fail to attract new personnel, or fail to retain and motivate our current personnel, our business, financial condition, results of operations and growth prospects could be harmed.

We may not be able to service our debt under our financing agreements in connection with the acquisition of Aspire, or we may otherwise be in breach of those arrangements.

In order to finance, among other things, part of the aggregate consideration payable by the Company pursuant to the acquisition of Aspire, the Company, NeoGames Connect S.à r.l. and NeoGames Connect Limited have entered into the Senior Facilities Agreement with the Lenders (each as defined below). Pursuant to the terms of the Senior Facilities Agreement, the Lenders (as defined below) have made available, in connection with the acquisition of Aspire, the Senior Facilities (as defined below). For more information regarding the financing for the acquisition of Aspire, see Item 5.B. "*Operating and Financial Review and Prospects - Liquidity and Capital Resources - Financing for the Acquisition of Aspire*" below.

Following the consummation of the acquisition of Aspire, we have outstanding indebtedness with debt service requirements. Our ability to meet our debt service obligations will depend on our future operating and financial performance, which in turn depends on our ability to successfully implement our business strategy as well as general economic, financial, competitive, regulatory and other factors that are beyond our control. In addition, our ability to meet our debt service obligations depends also on the interest rates and their volatility. For example, the interest rate payable by the Company under the Senior Facilities Agreement is linked to the EURIBOR, which increased in 2022 and 2023 and may continue to increase in the future. If we do not generate sufficient cash to service our debt under the Senior Facilities Agreement or if we fail to meet other obligations under the Senior Facilities Agreement, we may be in default, which may entitle the Lenders to certain rights and remedies against us, and such rights and remedies may have a material adverse effect on our business and financial results.

The Senior Facilities Agreement contains customary affirmative and negative covenants which may restrict our ability to operate our business (including a financial maintenance covenant). Our failure to comply with these covenants, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our financial condition and results of operations.

In the event of a default under the Senior Facilities Agreement, that is not cured or waived, the Lenders could take certain actions, including terminating their commitments, declaring all amounts that we have borrowed under the Senior Facilities Agreement, to be due and payable, together with accrued and unpaid interest (and other fees) and/or enforce the security in favor of the Lenders that was granted in connection with the Senior Facilities Agreement. If the debt under the Senior Facilities Agreement or any other material financing arrangement that we have entered into or will subsequently enter into were to be accelerated, our assets may be insufficient to repay the indebtedness in full. Any such actions could force us into bankruptcy or liquidation, and we might not be able to repay our obligations in such an event.

For a summary of the costs we have incurred in connection with financing the acquisition of Aspire, see Item 5.B. "*Operating and Financial Review and Prospects - Liquidity and Capital Resources.*"

We may require additional capital to support our growth plans, and such capital may not be available on terms acceptable to us, if at all, and may result in shareholder dilution. This could impair our growth and materially and adversely affect our business.

Our business generally requires significant upfront capital expenditures for software customization and implementation and systems and equipment installation and configuration. In connection with a renewal of or bid for a lottery or gaming contract, a customer may seek to impose new service requirements, which may require additional capital expenditures in order to retain or win the contract, as applicable.

To the extent that we do not have sufficient liquidity levels to fund such capital expenditures, our ability to procure new contracts and renew existing contracts would depend on, among other things, our ability to obtain additional financing on commercially reasonable terms. Our ability to obtain additional capital, if and when required, will depend on, among other factors, our business plans, investor demand and the capital markets.

We have historically funded our operations with, among other things, borrowings under the WH Credit Facility. On October 20, 2020, we entered into a loan agreement with William Hill Finance Limited, an affiliate of William Hill, which set out amended terms and an amended repayment schedule with respect to our outstanding loans under the WH Credit Facility and prohibited us from making any additional draws under the WH Credit Facility. All borrowed amounts under such agreements (including interest thereon) have been repaid in full by us on or before June 30, 2022. In addition, we financed the acquisition of Aspire through a EUR 200.8 million financing arrangement with Blackstone.

Any debt financing would increase our level of indebtedness and could negatively affect our liquidity and restrict our operations. Moreover, we can provide no assurances that the funds we raise will be sufficient to finance any future capital requirements. In addition, the impact of inflation and rising interest rates could significantly impact the cost of capital. As a result, we may be unable to raise additional funds on terms favorable to us or at all. If we are unable to raise additional capital or generate sufficient cash flows, we may be unable to fund our future expenses. This may prevent us from increasing our market share, capitalizing on new business opportunities or remaining competitive in our industry, which could materially and adversely affect our business, prospects, financial condition and results of operations.

We completed our public listing on November 23, 2020 raising a total net amount of $43 million and our total cash balance as of December 31, 2023 was approximately $29 million.

Any financing through the sale of equity securities may dilute the value of our outstanding Ordinary Shares. Any debt financing may require us to comply with various financial covenants and may restrict our activities. We also can provide no assurance that the funds we raise will be sufficient to finance any future capital requirements. If we are unable to obtain additional capital when required on satisfactory terms, our ability to continue to grow our business could be adversely affected.

Furthermore, the Company maintains the majority of its cash and cash equivalents in accounts with major and highly rated multi-national or local financial institutions, and our deposits at certain of these institutions significantly exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all. Any inability to access or delay in accessing these funds could adversely affect our business and financial position.

Our management team has limited experience managing a public company.

Most members of our management team have limited experience managing a publicly traded company, interacting with public company investors and complying with the increasingly complex laws pertaining to public companies listed in the United States. Our management team may not successfully or efficiently manage the Company, which is subject to significant regulatory oversight and reporting obligations under the U.S. federal securities laws and the continuous scrutiny of securities analysts and investors. We also intend to continue to invest resources to comply with evolving laws, regulations, and standards, and these obligations and constituents require significant attention from our senior management and could divert their attention away from the day-to-day management of our business, which could adversely affect our business, prospects, financial condition and results of operations.

We may become subject to litigation, from which we could incur significant monetary and reputational harm, irrespective of the merit of such claim or outcome of such litigation.

There is a risk that we may become subject to litigation and other claims and disputes in the ordinary course of business, including contractual disputes and indemnity claims, misleading and deceptive conduct claims, employment-related claims, and intellectual property disputes and claims, including those based on allegations of infringement, misappropriations or other violations of intellectual property rights. We may incur significant expense defending or settling such litigation. For our additional information on our pending litigation matters, please refer to Item 4.B. “Business Overview – Litigation”.

Any litigation to which we are a party may result in an onerous or unfavorable judgment that may not be reversed upon appeal, or in payments of substantial monetary damages or fines, the posting of bonds requiring significant collateral, letters of credit or similar instruments, or we may decide to settle lawsuits on similarly unfavorable terms. These proceedings could also result in reputational harm, criminal sanctions, consent decrees or orders preventing us from offering certain products or requiring a change in our business practices in costly ways or requiring development of non-infringing or otherwise altered products or technologies. Litigation and other claims and regulatory proceedings against us could result in unexpected disciplinary actions, expenses and liabilities, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Similar to many online casinos, Aspire has been the target of civil claims brought against it by Austrian players. These civil claims allege the provision of unlicensed gambling in Austria. Similar to the claims in Austria, we are also handling civil claims in Germany, though these relate to services provided before the current German gambling regime came into place and Aspire has received a German license.

Our results of operations may be adversely affected by fluctuations in currency values.

The Company's consolidated financial results are affected by foreign currency exchange rate fluctuations. Foreign currency exchange rate exposures arise from current transactions and anticipated transactions denominated in currencies other than U.S. dollars and from the translation of foreign operations primarily derived through Aspire.

Approximately 29% of the Company's revenues in the year ended December 31, 2023 were denominated in U.S. dollars, 37% in euros and 34% in other currencies. Any devaluation of the U.S. dollar compared to the New Israeli Shekel may result in increases in employee liabilities and other expenses, which may adversely affect the Company's profit and financial performance. Exchange rate fluctuations have in the past adversely affected the Company's operating results and cash flows and may adversely affect the Company's results of operations and cash flows and the value of its assets outside the United States in the future. A devaluation of local currency in a jurisdiction in which the Company is paid in such currency may require the Company's customers located in such jurisdiction to adjust the amounts paid in local currency for the Company's products and services, which they may be unable or unwilling to make. Other than the FX Hedging Transaction entered into in connection with the acquisition of Aspire, NeoGames Systems Ltd. ("NGS") entered into certain forward contracts to partially hedge its NIS cash flow exposure associated with expenses nominated in NIS during 2023. For more information regarding the financing for the acquisition of Aspire, see Item 5.B. "*Operating and Financial Review and Prospects - Liquidity and Capital Resources - Financing for the Acquisition of Aspire.*"

For information regarding the acquisition of Aspire, see Item 7.B. "*Related Party Transactions - Relationship with Aspire*."

Expansion into new markets may be important to the growth of our business in the future, and if we do not manage the business and economic risks of this expansion effectively, it could materially and adversely affect our business and results of operations.

We expect to continue to expand our operations to additional U.S. states and to expand our international operations. For example, on August 9, 2023, we announced that Pariplay signed a deal with SunBet, a market leader in South Africa, to provide content and aggregation services, and on November 8, 2023, we announced that NPI was selected by the West Virginia Lottery for a full turn-key iLottery program and that NeoGames Studio has expanded its offering into OPAP, the Greek Lottery Operator, through the relationship and integration provided through Pariplay. Any new markets or countries which we attempt to access may not be receptive. For example, we may not be able to expand further in some markets if we are not able to satisfy certain government requirements. In addition, our operations in new jurisdictions subject us to risks customarily associated with such operations, including the complexity of local laws, regulations and markets, the uncertainty of enforcement of remedies in foreign jurisdictions, the impact of local labor laws and disputes, the economic, tax and regulatory policies of local governments and the ability to attract and retain key personnel in new jurisdictions. Foreign jurisdictions could impose tariffs, quotas, trade barriers, and other similar restrictions on our international sales. In addition, our ability to expand successfully involves other risks, including difficulties in integrating operations, risks associated with entering jurisdictions in which we may have little experience and the day-to-day management of a growing and increasingly geographically diverse company.

Our investments in new jurisdictions often entail entering into joint ventures or other business relationships with locally-based entities, especially in jurisdictions in which governments prefer or are required to use locally-based entities. Our reliance on partnerships with locally-based entities can involve additional risks arising from our lack of sole decision-making authority, our reliance on a partner's financial condition, inconsistency between our business interests or goals and those of our partners and disputes between us and our partners.

We may not realize the operating efficiencies, competitive advantages or financial results that we anticipate from our investments in new jurisdictions and our failure to effectively manage the risks associated with our operations in new jurisdictions could have a material adverse effect on our financial position, performance and prospects.

As a significant amount of our net profits and cash flows are generated outside Luxembourg, the repatriation of funds currently held in foreign jurisdictions may result in higher effective tax rates for us. In addition, heightened attention has been given at national and supranational levels, including through the G20 / OECD Base Erosion and Profit Shifting project (BEPS), as well as in other public forums and the media, with regard to matters of cross-border taxation, and in particular, to taxation of the digital economy. On December 20, 2021, the OECD published the Global Anti-Base Erosion Model Rules (commonly referred to as "Pillar Two") to ensure that multinational enterprise groups with annual consolidated revenues of EUR 750 million or more are subject to a minimum effective tax rate of 15% in each jurisdiction where they operate. The primary mechanism under Pillar Two is the income inclusion rule (IIR), pursuant to which a top-up tax is payable by a parent entity of a group if one or more constituent entities of the group have not been subject to an effective tax rate of 15%. In the event where the IIR does not apply at the ultimate parent entity level, a lower-level parent entity may be required to apply the IIR. A secondary fall back is provided by the undertaxed profit rule (UTPR) in case the IIR has not been applied. The UTPR can be applied by (i) limiting or denying a deduction or (ii) making an adjustment in the form of a top-up tax. In addition, jurisdictions may implement a qualified domestic minimum top-up tax (QDMTT). A jurisdiction that incorporates the QDMTT becomes the first in line to levy any top-up tax from low-taxed entities located in its jurisdiction. It must compute profits and calculate any top-up tax due in the same way as the Pillar Two rules. Without a QDMTT, another jurisdiction, as determined by the Pillar Two rules, would be entitled to levy the top-up tax.

At European Union level, the European Commission published a draft directive on December 22, 2021 aiming at implementing these rules, which was adopted by the Council of the European Union on December 15, 2022 (the "Pillar Two Directive"). The OECD released the commentary relating to the model rules on March 14, 2022 and addressed co-existence with the US Global Intangible Low-Taxed Income (GILTI) rules. This was followed by the development of an implementation framework focused on administrative, compliance and co-ordination issues relating to Pillar Two. EU Member States were required to transpose the Pillar Two Directive in their national laws by December 31, 2023 and the rules had to become effective for tax years commencing on or after December 31, 2023, with the exception of the UTPR, which will apply for tax years commencing on or after December 31, 2024. Luxembourg has transposed the Pillar Two Directive through the law of December 22, 2023. In that context, Luxembourg opted to implement the UTPR in the form of an additional tax and to apply a QMDTT applicable for tax years starting on or after December 31, 2023.

It is expected that the global minimum tax will be implemented in a number of jurisdictions with effect from 2024. The Pillar Two rules, once implemented, are expected to apply to us, along with detailed transfer pricing reporting and exchange of tax information rules known as "Country by Country Reporting", insofar as our annual consolidated revenues equal or exceed EUR 750 million.

Directive 2016/1164/EU, the so-called anti-tax avoidance directive ("ATAD"), was adopted on July 12, 2016 to implement in the EU Member States' domestic legal frameworks common measures to tackle tax avoidance practices. ATAD lays down (i) controlled foreign company rules, (ii) anti-hybrid mismatches within the EU context rules, (iii) general interest limitation rules, (iv) a general anti-abuse rule, and (v) exit taxation rules. Following the adoption of ATAD, the EU Member States decided to go further as regards hybrid-mismatches with third countries, and adopted the Directive 2017/952/EU ("ATAD 2") amending the ATAD provisions with respect to anti-hybrid mismatches, on May 29, 2017. Luxembourg adopted (i) the law of December 21, 2018 implementing ATAD with effect as of January 1, 2019 and (ii) the law of December 20, 2019 implementing ATAD 2 with effect as of January 1, 2020 (except for the reverse hybrid mismatch rules, which apply as of January 1, 2022). Under certain circumstances, these rules could possibly increase the taxable base of the Company and therefore negatively impact the return of the investors.

Malta transposed ATAD into domestic law, including changes with respect to exit tax, General Anti-Abuse Rules and Controlled Foreign Corporation rules.

Due to pressure from the European Union, many offshore jurisdictions have introduced "substance" requirements including with regard to intangible property companies. The likelihood of scrutiny of tax practices by tax authorities in relevant jurisdictions and the aggressiveness of tax authorities remains high.

In this context, we expect to be subject to increased reporting requirements regarding our international tax structure.

Any changes in the rules regarding cross-border taxation or the revised interpretation of existing tax rules could increase our tax liability and have a material adverse effect on our business, results of operations, financial condition and prospects.

Our insurance may not provide adequate levels of coverage against claims.

We maintain insurance that we believe is customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Moreover, any loss incurred could exceed policy limits and policy payments made to us may not be made on a timely basis. Such losses could adversely affect our business prospects, results of operations, cash flows and financial condition.

If we fail to detect fraud or theft, including by our employees and our customers and their players, our reputation may suffer which could harm our brand and negatively impact our business, financial condition and results of operations and subject us to investigations and litigation.

We may incur losses, whether directly or indirectly through our revenue share with our customers, from various types of financial fraud, including use of stolen or fraudulent credit card data, claims of unauthorized payments by our customers' players and attempted payments by such players with insufficient funds. Bad actors use increasingly sophisticated methods to engage in illegal activities involving personal data, such as unauthorized use of another person's identity, account information or payment information and unauthorized acquisition or use of credit or debit card details, bank account information and mobile phone numbers and accounts.

Acts of fraud may involve various tactics, including collusion. Successful exploitation of our systems could have negative effects on our product offerings, services and player experience and could harm our reputation. Failure to discover such acts or schemes in a timely manner could result in harm to our operations.

In addition, negative publicity related to such schemes could have an adverse effect on our reputation, potentially causing a material adverse effect on our business, financial condition, results of operations and prospects. In the event of the occurrence of any such issues with our existing platform or product offerings, substantial engineering and marketing resources and management attention, may be diverted from other projects to correct these issues, which may delay other projects and the achievement of our strategic objectives.

In addition, any misappropriation of, or access to, players' personal data or other proprietary information or other breach of our information security could result in legal claims or legal proceedings, including regulatory investigations and actions, or liability for failure to comply with privacy and information security laws, including for failure to protect personal data or for misusing personal data, which could disrupt our operations, force us to modify our business practices, damage our reputation and expose us to claims from our customers, their players, regulators, employees and other persons, any of which could have an adverse effect on our business, financial condition, results of operations and prospects.

We cannot guarantee that any measures we have taken or may take in the future to detect and reduce the occurrence of fraudulent or other malicious activity on our platform will be effective or will scale efficiently with our business. Our failure to adequately detect or prevent fraudulent transactions could harm our reputation or brand, result in litigation or regulatory action and lead to expenses that could adversely affect our business, financial condition and results of operations.

We are subject to risks related to corporate social responsibility, responsible lottery and gaming, reputation and ethical conduct.

Many factors affect our reputation and the value of our brand, including the perception held by our customers, business partners, investors, other key stakeholders and the communities in which we operate, such as our social responsibility, corporate governance and responsible lottery practices. As with other companies, we have faced, and will likely continue to face, increased scrutiny related to environmental, social, governance ("ESG"), responsible lottery and gaming activities, and our reputation, operations and the value of our brands can be materially adversely harmed if we fail to act responsibly in a number of areas, such as diversity and inclusion, workplace conduct, responsible gaming, sustainable environmental practices, human rights, philanthropy and support for local communities.

While we may at times engage in voluntary initiatives (such as voluntary disclosures, certifications, or goals, among others) to improve the ESG profile of our company and/or products, such efforts may be costly and may not have the desired effect. Expectations around companies' management of ESG matters continue to evolve rapidly, in many instances due to factors that are out of our control. Any actions we currently take may subsequently be determined to be insufficient by various stakeholders, and we may be subject to investor or regulatory engagement on our ESG initiatives, even if they are currently voluntary.

Certain market participants, including major institutional investors and capital providers, use third-party benchmarks and scores to assess companies' ESG profiles in making investment or voting decisions. Unfavorable ESG ratings could lead to increased negative investor sentiment towards us or our industry, which could negatively impact our share price as well as our access to and cost of capital. Any harm to our reputation could impact employee engagement and retention and the willingness of customers and partners to do business with us, which could have a materially adverse effect on our business, results of operations and cash flows. We believe that our reputation is critical to our role as a leader in the iLottery and iGaming industries and as a publicly traded company. Our management is heavily focused on the integrity of our directors, officers, senior management, employees, other personnel and third-party suppliers and partners. Illegal, unethical or fraudulent activities perpetrated by any of such individuals, suppliers or partners for personal gain could expose us to potential reputational damage and financial loss.

In addition, we expect there will likely be increasing levels of regulation, disclosure-related and otherwise, with respect to ESG matters. For example, the SEC very recently adopted rules that will require companies to provide certain climate-related disclosures. While we are still assessing the scope and impact of this rule given how recently it was adopted, we anticipate that this rule, as well as other ESG and sustainability-related regulation and legislation, may require us to incur significant additional costs to comply, including the implementation of significant additional internal controls, processes and procedures regarding matters that have not been subject to such controls in the past, and impose increased oversight obligations on our management and board of directors. Additional regulations have been adopted, or proposed, in Europe, including a number which may increase the oversight obligations of companies with respect to their suppliers and/or business partners. These and other changes in stakeholder expectations will likely lead to increased costs as well as scrutiny that could heighten all of the risks identified in this risk factor. Additionally, many of our customers and business partners may be subject to similar expectations, which may augment or create additional risks, including risks that may not be known to us.

The illegal gaming market could negatively affect our business.

A significant threat to the iLottery and iGaming industry arises from illegal activities. Such illegal activities may draw significant betting volumes away from the regulated industry. In particular, illegal gaming could take away a portion of the present players that are the focus of our business. The loss of such players could have a material adverse effect on our results of operations, business, financial condition or prospects. Further, public trust is critical to the long-term success of regulated gaming, including lottery. Illegal gaming activities could impact the reputation of our customers, which would have an adverse impact on their revenues and our revenues.

Political, economic and military conditions in Israel could materially and adversely affect our business.

Our principal executive offices are located in Tel Aviv, Israel, where significant elements of our general and administrative activities are conducted. In addition, several of our officers and directors are residents of Israel. Accordingly, political, economic and military conditions in Israel and the surrounding region may directly affect our operations and, indirectly, our business. Since the establishment of the State of Israel in 1948, a number of armed conflicts have occurred between Israel and its neighboring countries and terrorist organizations active in the region, including Hamas (an Islamist militia and political group in the Gaza Strip) and Hezbollah (an Islamist militia and political group in Lebanon).

In particular, on October 7, 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on the Israeli population and industrial centers located along Israel's border with the Gaza Strip and in other areas within the State of Israel. These attacks resulted in thousands of deaths and injuries, and the kidnapping by Hamas of many Israeli civilians and soldiers. Following the attack, Israel's security cabinet declared war against Hamas and commenced a military campaign against Hamas in Gaza, and Hamas continued in parallel its rocket and terror attacks.

Following the events of October 7, 2023 several hundred thousand Israeli military reservists were drafted to perform immediate military service. To date, no members of our management were called for military reserve duty, but 16 of our employees were called for various durations of duty, and it is possible that there will be further or longer military reserve duty call-ups in the future. Military service call ups that result in absences of personnel from us for an extended period of time may adversely affect our business, prospects, financial condition and results of operations.

Since the war broke out on October 7, 2023, our operations have not been adversely affected by this situation, and we have not experienced disruptions to our operations or business. However, the intensity and duration of Israel's current war against Hamas cannot be predicted at this stage, as are such war's economic implications on our business and operations. If the war extends for a long period of time or expands to other fronts, such as Lebanon, Syria and the West Bank, our operations may be materially adversely affected.

In the event that hostilities disrupt our ongoing operations, our ability to provide services could be materially and adversely affected. Our commercial insurance does not cover losses that may occur as a result of events associated with war and terrorism. Although the Israeli government currently covers the reinstatement value of direct damages that are caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained or that it will sufficiently cover our potential damages. Any losses or damages incurred by us could have a material adverse effect on our business.

Further, in the past, the State of Israel and Israeli companies have been subjected to economic boycotts. Several countries still restrict business with the State of Israel and with Israeli companies and more countries may impose restrictions on doing business with Israel and Israeli companies if hostilities continue or increase. These restrictive laws and policies may have an adverse impact on our results of operations, financial condition or the expansion of our business. A campaign of boycotts, divestment, and sanctions has been undertaken against Israel, which could also adversely affect our business. Actual or perceived political instability in Israel or any negative changes in the political environment, may individually or in the aggregate adversely affect the Israeli economy and, in turn, our business, financial condition, results of operations, and prospects.

Prior to the Hamas attack in October 2023, the Israeli government pursued changes to Israel's judicial system. In response to the foregoing developments, certain individuals, organizations and institutions, both within and outside of Israel, have voiced concerns that such proposed changes, if adopted, may negatively impact the business environment in Israel including due to reluctance of foreign investors to invest or transact business in Israel as well as to increased currency fluctuations, downgrades in credit rating, increased interest rates, increased volatility in security markets, and other changes in macroeconomic conditions. Such proposed changes may also lead to political instability or civil unrest. To the extent that any of these negative developments will materialize, they may have an adverse effect on our business, results of operations and ability to raise additional funds, if deemed necessary by our management and board of directors.

Risks Relating to Regulation of Our Business

The gaming and lottery industries are heavily regulated, and changes to the regulatory framework in the jurisdictions in which we operate could harm our existing operations.

We and our customers are subject to extensive laws and regulations, which vary across the jurisdictions in which we and they operate. The regulatory environment, including lottery and gaming laws, in any particular jurisdiction may change in the future, which may limit some or all of our or our customers' existing operations in such jurisdiction. These risks may include, for example, changes in taxation, an obligation to have a national license and the ability to carry out marketing. There can be no assurance that our and our customers' existing operations, or the iLottery and iGaming industries as a whole, in such jurisdictions will continue to be permitted. Further, even if we are still permitted to operate in a given jurisdiction, regulations may be imposed that make continued operations cost-prohibitive.

While we do our best to follow all applicable laws and regulations, we may be seen by regulatory bodies as having breached local laws. Prosecutors as well as private individuals may bring about criminal and/or civil proceedings, against us or against our business affiliates. Such events can negatively affect our business as they are costly proceedings, and may adversely affect our licensing objectives and our reputation.

We may become subject to additional regulations in any new jurisdiction in which we decide to operate in the future. The complexity of the regulatory environment may create challenges for us with respect to our ability to comply with applicable regulations, renew contracts, pursue tender offers and otherwise develop our business.

We may not be able to capitalize on the expansion of internet use and other changes in the lottery and gaming industries as a consequence of lack of legislative approvals, changes in regulations or regulatory uncertainty. We aim to take advantage of the liberalization of internet and mobile gaming, both within the United States and internationally. These industries involve significant risks and uncertainty, including legal, business and financial risks. This dynamic environment can make it difficult to plan strategically and can provide opportunities for competitors to grow revenues at our expense. Our ability to successfully pursue interactive lottery and gaming strategies depends on the regulation of gambling through online channels. Regulations and laws relating to internet lottery and gaming are evolving and we cannot predict the timing, scope or terms of any such state, federal or foreign regulations, or the extent to which any such regulations will facilitate or hinder our interactive strategies. Any such changes to regulations or laws could have a material adverse effect on our business, results of operations, financial condition and prospects.

Failure by us or by our major shareholders to comply with regulations may result in the revocation or suspension of our or our customers' licenses to operate.

Our and our customers' respective licenses to operate are subject to suspension or revocation by applicable regulatory authorities as a result of noncompliance with applicable regulatory requirements. In the event of our noncompliance, such authorities may pursue enforcement proceedings against us or certain of our customers. We can provide no assurance as to whether such proceedings would be likely to result in a favorable outcome. Further, such proceedings, irrespective of their outcome, may cause us or our customers to incur substantial costs, require operational changes and result in reputational damage, among other negative impacts, which could have a material adverse effect on our business, results of operations, financial condition and prospects.

On occasion, we are subject to regulatory and/or administrative investigations with respect to our services in various jurisdictions. Such investigations can affect our business, as well as our licenses and our reputation. Any violations of regulations uncovered in such investigations can carry with it financial penalties and/or additional licensing conditions. Such consequences negatively affect our business operations, by causing us to incur heavy costs and resulting in notification of other regulators in jurisdictions wherein we are licensed. Such penalties can also affect the procurement of future licenses, and negatively affect our reputation.

On January 23, 2019, the Belgian Gaming Commission ("BGC") decided to revoke AG Software's (as defined below) Class E software provider license, because AG Software had not implemented a technical requirement set by the BGC. As a result of this decision, AG Software can no longer offer its gambling software services in Belgium. No financial penalties were issued by the BGC. AG Software has filed an action for the annulment of the BGC's decision. In February 2023, an auditor of the Council of State filed a report in AG Software's favor, arguing that the BGC has no authority to impose a particular method of registration and identification, and age control of players. The BGC filed a brief contesting this view. AG Software filed a response, agreeing with the auditor's conclusion, and refuting the BGC's brief. In January 2024, the Council of State retroactively annulled the BGC's decision to revoke the license, and the license was reinstated. The license itself had expired in 2019.

In addition, regulatory and gaming authorities may suspend, revoke or condition our existing licenses and permits, or refuse, delay or condition the grant of future licenses and permits, if our principal shareholders are subject to investigations or regulatory proceedings. For example, one of our major shareholders was recently required to divest his shares as a result of requirements by state gaming regulators. Should our shareholders not comply with regulatory standards, or not timely cooperate with us with to regain compliance, regulators may refuse to grant us or extend our licenses that are necessary for us to offer our services.

Were a license to be lost in any jurisdiction, this would trigger a reporting requirement in other jurisdictions, which can affect our license in those other jurisdictions, and it may also negatively affect applications for licenses in new jurisdictions, or even prevent us from being licensed in such existing or new jurisdictions.

We may fail to identify and prevent risks related to digital gambling or support players who are suffering from gambling problems and addictions.

Responsible gaming has been a topic of debate in Europe in recent years. Although we responded with updated guidelines, offer a variety of responsible gaming features on our platforms and have appointed an officer of responsible gaming to ensure that guidelines and routines are followed, there can be no assurance that we will be able to identify and prevent risks related to digital gambling including money laundering and gambling by minors, or identify and support all players who are suffering from gambling problems and addictions. The failure to do so could damage our reputation and lead to increased regulatory scrutiny of our operations and marketing strategies and potential regulatory and civil enforcement.

Our efforts to block or limit access to our gaming platforms in certain countries, whether entirely or within certain states thereof, may prove inadequate.

The legal and technological solutions and marketing limitations that we apply in certain jurisdictions to block or limit the access to and the use of services by end users may prove inadequate. In certain countries as well as in certain states of some 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 or another state of the same country where it has been legally licensed through regulation. Although we avoid marketing to customers in countries and states where online gaming is prohibited by law (unless the industry regards EU law as superseding national regulation) and apply technical blocking of IP from "blacklisted" countries, our efforts may prove unsuccessful, in which case we could be subject to monetary penalties or other sanctions in the country or state whose laws were violated.

We may incur substantial costs in order to meet the varied and complex regulatory requirements to which we are subject in the different jurisdictions in which we operate.

The form and scope of regulatory requirements within the iLottery, iGaming and online sports betting industries vary by jurisdiction. This lack of uniformity can increase the costs and burden of compliance, as well as increase the difficulty associated with expansion into new jurisdictions.

Regulatory frameworks associated with the iLottery, iGaming and online sports betting industries exist across a wide spectrum, including within particular countries. We currently have iLottery operations in approximately 25 jurisdictions, including several U.S. states where we hold supplier licenses as part of the arrangement with Caesars, whereby we customize the NeoSphere platform to assist Caesars in meeting the regulatory requirements of the states in which it operates our systems, including financing and software development arrangements between the parties. We also plan to expand our operations into new jurisdictions. In iGaming and sports wagering, we are licensed or temporarily approved to operate in 42 jurisdictions, and are currently in the process of obtaining licenses in 3 additional jurisdictions. Expansion into new jurisdictions will subject us to a wider range of different, and potentially conflicting, regulatory requirements, which may cause it to incur increased costs and expend a greater degree of time in ensuring compliance. Our business and operations may be adversely affected by inaccurate predictions of the financial cost and administrative burden of compliance in connection with expansion into new jurisdictions. Further, the likelihood of noncompliance may be heightened in the event of expansion, which could result in payment of liquidated damages or termination of contracts in the event of material noncompliance.

Negative publicity concerning our Company, our brands or the gambling industry in general could result in increased regulations and reputational harm.

The industries in which we operate are at times subject to negative publicity with regard to harmful gambling behavior, such as addiction, gambling by minors, risks related to digital gambling and alleged association with money laundering. Negative publicity regarding our Company or any of our brands, or publicity regarding problematic gambling and other concerns with the lottery, gaming and other gambling industries in general, even if not directly connected to us, could adversely impact our business, results of operations, and financial condition. For example, if the perception develops that the lottery and/or gaming industries is failing to address such concerns adequately, the resulting political pressure may result in the industry becoming subject to increased regulation and restrictions on operations. Such an increase in regulation could adversely impact our results of operations, business, financial condition or prospects. This is a current trend in, for example, the United Kingdom, where in 2023, the government published the White Paper on the reform of gambling regulations, which includes, inter alia, onerous proposals to introduce stake limits for online slots, player protection checks, and restricted bonus offers. The proposals demonstrate the sustained level of scrutiny on the gambling industry, and the evolving and increasingly onerous regulation that we may be required to comply with.

We are obligated to adhere to continually evolving laws and regulations concerning data privacy, data protection, information security, and consumer protection in various markets where we operate, such as the United States ("U.S.") and the European Union ("EU"). Additionally, we may be contractually required to meet specific industry standards, such as the Payment Card Industry Data Security Standards ("PCI DSS"). Any actual or perceived failure, by us or our vendors, to meet these obligations could lead to substantial liability and/or a loss of trust, potentially causing significant harm to our business, operational outcomes, and financial condition.

In the United States, Europe, and other jurisdictions, we are subject to various consumer protection, data privacy, and information security laws, regulations, industry standards, and other requirements. If we are found to have breached any consumer protection, data privacy, or information security laws, regulations, industry standards, or other requirements, we may be subject to enforcement actions that require us to change our business practices in a manner which may negatively impact our revenues, as well as exposed to litigation, fines, civil and/or criminal penalties and adverse publicity that could cause our customers or players to lose trust in us, negatively impacting our reputation and business in a manner that harms our financial position.

As part of our business and on behalf of our customers, we collect, store, use, disclose, and otherwise process information about individuals (including players, customers, employees, and others), also referred to as personal data under certain laws, and other potentially sensitive and/or regulated data. Furthermore, we rely on various third-party entities for the facilitation of our business operations, many of which are involved in the processing of personal data or other pertinent information on our behalf. It is important to note that we cannot guarantee the technical and organizational security measures or privacy standards of these third parties. Any violation of data or security laws by these third parties could have a material adverse effect on our business and result in fines and penalties.

Both our organization and our vendors are bound by a multitude of federal, state, and international data privacy laws, regulations, industry standards, and other requirements. These regulations dictate the requirements surrounding the collection, processing, storage, usage, and disclosure of personal data, while also establishing benchmarks for its security. Furthermore, they impose obligations regarding privacy practice notifications and grant individuals' specific rights regarding their personal data (e.g. to opt-out of selling or sharing as defined under certain US privacy laws). It is essential to recognize that these requirements, along with their application, interpretation, and modification, undergo continual evolution and advancement.

In the U.S., both federal and various state governments have enacted or are contemplating laws, guidelines, and regulations governing the collection, distribution, usage, processing, disclosure, retention, and storage of information obtained from individuals, consumers, households, or their devices. There are a number of federal laws in the U.S. that impose restrictions or requirements concerning the collection, distribution, use, processing, disclosure, retention, security, and storage of personal data. For instance, the Federal Trade Commission (FTC) Act empowers the FTC to combat unfair or deceptive practices, including the requirement for companies to align their practices regarding personal data with the commitments outlined in their privacy policies. The U.S. Federal Trade Commission and numerous state attorneys general are leveraging federal and state consumer protection laws to establish standards for the online collection, utilization, dissemination of personal data, and the security protocols governing such data. Concerning the use of personal data for direct marketing purposes, the Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003, also known as the CAN-SPAM Act, lays down specific requirements for commercial email communications and imposes penalties for the transmission of deceptive or non-compliant commercial email messages. Moreover, it requires senders of commercial emails to furnish recipients with the option to opt-out of receiving future communications. Similarly, the Telephone Consumer Protection Act (TCPA) stipulates particular requirements pertaining to text message marketing and telemarketing, with non-compliant companies being susceptible to private litigation and regulatory actions.

We are also subject to newly enacted US privacy laws, such as the California Consumer Privacy Act ("CCPA"), as amended by the California Privacy Rights Act ("CPRA"), which entered into substantial effect on January 1, 2023. The CCPA imposes new operational requirements for companies, including new data privacy rights for consumers, increasing regulation on online advertising, creating a new California Privacy Protection Agency ("CPPA") to enforce the law and adding greater transparency standards for privacy policies. Lack of compliance with the CCPA and its requirements could result in enforcement actions, litigation, fines and penalties (up to $7,500 per intentional violation and $2,500 per other violation). California consumers also have a private right of action under the CCPA for certain data breaches and can recover civil damages of up to $750 per incident, per consumer or actual damages, whichever is greater. In addition, over a dozen other states have passed or are considering similar legislation, which has created and will continue to create additional compliance obligations and risks. More generally, some observers have noted the CCPA and other state laws could mark the beginning of a trend toward more stringent United States federal privacy legislation, which could increase our potential liability and adversely affect our business.

In our operations within the European Union, we are required to comply with the European Union General Data Protection Regulation 2016/679 ("EU GDPR") and relevant national supplementary laws, as well as, in the United Kingdom, the United Kingdom General Data Protection Regulation and Data Protection Act 2018 ("UK GDPR", and together with the EU GDPR, "GDPR"). The GDPR imposes extensive obligations regarding data privacy compliance concerning the collection, processing, sharing, disclosure, transfer, and other utilization of personal data.

As a controller, the GDPR imposes significant responsibilities including requirements to adhere to the principle of accountability, provide comprehensive disclosures regarding the collection and processing of personal data (in a clear, concise and easily accessible manner), ensure the presence of appropriate legal bases for data processing, facilitate data subject rights, comply with international data transfer restrictions, implement robust security measures, adhere to contractual obligations, and promptly report significant data breaches to regulatory authorities, and in certain cases, affected individuals. We also act as a data processor on behalf of our customers, which requires us to comply with obligations including relating to contracts, security, and assisting customers with their compliance with the GDPR.

We are subject to EU and UK restrictions on international data transfers outside of the EEA and UK. Recent legal developments and guidance have introduced complexity and uncertainty regarding such transfers, particularly to countries like the U.S. This necessitates a thorough review of the legal mechanisms involved in our personal data transfers to and from the U.S. and other non-EEA and non-UK countries, heightening the risk surrounding our international data transfer and operations. As regulatory authorities issue further guidance on personal data transfer mechanisms and begin enforcement actions, we may incur additional costs, complaints, or regulatory investigations or fines. The inability to lawfully transfer personal data among the countries and regions in which we operate could adversely impact our service provision or the methods we rely on in order to provide our services, including the geographic distribution or segregation of relevant systems and operations, and potentially harm our financial performance.

The penalties for certain GDPR violations can be substantial, and can reach monetary penalties of up to either 4% of total global annual turnover, or €20 million (for the EU GDPR)/£17.5 million (for the UK GDPR), whichever is greater. In addition to the foregoing, a breach of the GDPR could result in regulatory investigations, reputational damage, orders to cease or change our processing of personal data, or other types of regulatory enforcement action (e.g. a compulsory audit). We may also face civil claims including class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm.

Restrictions on the collection, use, sharing, processing or disclosure of personal data or additional requirements and liability for security and data integrity could require us to modify our solutions and features, possibly in a material manner, could limit our ability to develop new products and features and could subject us to increased compliance obligations and regulatory scrutiny.

These laws, regulations, and other requirements constantly evolve and remain subject to significant change. In addition, the application and interpretation of these laws and regulations are often uncertain. New privacy laws add additional complexity, requirements, restrictions and potential legal risk, require additional investment in resources to compliance programs, and could impact trading strategies and availability of previously useful data.

Even though we believe that we and our vendors are generally in compliance with applicable laws, rules, and regulations relating to consumer protection, data privacy, and information security, these laws are in some cases relatively new, and the interpretation and application of these laws are uncertain. Any failure or perceived failure by us to comply with consumer protection, data privacy, or information security laws, rules, regulations, industry standards and other requirements could result in proceedings or actions against us by individuals, consumer rights groups, government agencies, or others. We could incur significant costs in investigating and defending such claims and, if found liable, pay significant damages or fines, or be required to make changes to our business. Further, these proceedings and any subsequent adverse outcomes may subject us to significant negative publicity and an erosion of trust. If any of these events were to occur, our business, results of operations, and financial condition could be materially adversely affected.

Finally, we are also subject to contractual requirements governing electronic funds transfers, including PCI DSS imposed by major card schemes, including Visa, Mastercard, American Express, Discover and JCB. These security standards apply in addition to our regulatory obligations. Any failure to comply with the PCI DSS may violate payment card association operating rules and the terms of our contracts with payment processors and merchant banks. Such failure to comply may result in the loss of our ability to accept credit and debit card payments, subject us to contractual fines, penalties and damages. In addition, there is no guarantee that PCI DSS compliance will prevent illegal or improper use of our systems or the theft, loss or misuse of data pertaining to credit and debit cards, credit and debit card holders, and credit and debit card transactions.

Any actual or perceived failure to comply with evolving regulatory frameworks around the development and use of artificial intelligence could adversely affect our business, results of operations, and financial condition.

Our business increasingly relies on artificial intelligence (“AI”), machine learning and automated decision making including generative AI, to improve our solutions, services and tailor our interactions with our customers. The regulatory framework around the development and use of these emerging technologies is rapidly evolving, and many federal, state and foreign government bodies and agencies have introduced and/or are currently considering additional laws and regulations. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or perception of their requirements may have on our business.

For example, in October 2023, the President of the United States issued an executive order on the Safe, Secure and Trustworthy Development and Use of AI, emphasizing the need for transparency, accountability and fairness in the development and use of AI. The order seeks to balance innovation with addressing risks associated with AI by providing eight guiding principles and priorities, such as ensuring that consumers are protected from fraud, discrimination and privacy risks related to AI. In November 2023, a bipartisan group of Senators introduced the Artificial Intelligence Research, Innovation, and Accountability Act of 2023 in the United States Senate. Legislation related to AI technologies has also been promulgated at the state level. For example, the California Privacy Protection Agency is currently in the process of finalizing regulations under the CCPA regarding the use of automated decision making.

In Europe, on December 8, 2023, the European Union legislators reached a political agreement on the EU Artificial Intelligence Act ("EU AI Act"), which establishes a comprehensive, risk-based governance framework for AI in the EU market. The EU AI Act is expected to enter into force in 2024, and the majority of the substantive requirements will apply two years later. The EU AI Act will apply to companies that develop, use and/or provide AI in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose AI and foundation models, and proposes fines for breach of up to 7% of worldwide annual turnover. In addition, on 28 September 2022, the European Commission proposed two Directives seeking to establish a harmonized civil liability regime for AI in the EU, in order to facilitate civil claims in respect of harm caused by AI and to include AI-enabled products within the scope of the EU's existing strict liability regime. Once fully applicable, the EU AI Act will have a material impact on the way AI is regulated in the EU.

Any of the foregoing, together with developing guidance and/or decisions in this area, may affect our use of AI and our ability to provide and improve our services, require additional compliance measures and changes to our operations and processes, and result in increased compliance costs and potential increases in civil claims against us. Any actual or perceived failure to comply with evolving regulatory frameworks around the development and use of AI, machine learning and automated decision making could adversely affect our business, results of operations, and financial condition.

We are subject to anti-money laundering laws and regulations in the United States, the European Union and the United Kingdom as well as other jurisdictions in which we operate.

We are subject to reporting, recordkeeping and anti-money laundering provisions in the United States, the European Union and the United Kingdom, and are subject to similar requirements in other jurisdictions in which we operate. Recently, there has been increased regulatory scrutiny by the United States, the European Union, the United Kingdom and other regulators and law enforcement agencies on companies in the gaming industry and compliance with anti-money laundering laws and regulations. Anti-money laundering laws and regulations are evolving quickly and could change or could be interpreted differently in the future, or new laws and regulations could be enacted. Any determination that we have violated such laws or regulations, or any accusations of money laundering or regulatory investigations into possible money laundering activities, could have an adverse effect on our business, financial condition and results of operations and cash flows, and changes in these laws or regulations could result in increased operating costs.

We are subject to economic and trade sanctions laws and regulations.

We are subject to economic and trade sanctions laws and regulations in the various jurisdictions in which we operate, including those administered and enforced by the U.S. Department of Treasury's Office of Foreign Assets Control, the U.S. Department of State, the U.S. Department of Commerce, the United Nations Security Council and other relevant sanctions authorities in the United Kingdom and in European Member States, specifically Malta, Romania, Greece, Ireland, Germany, and Denmark. Our global operations expose us to the risk of violating, or being accused of violating, economic and trade sanctions laws and regulations. Our failure to comply with these laws and regulations may expose us to reputational harm as well as significant penalties, including criminal fines, imprisonment, civil fines, disgorgement of profits, injunctions and debarment from government contracts, as well as other remedial measures. Investigations of alleged violations can also be disruptive and cause us to incur significant legal and investigatory fees. Despite our compliance efforts and activities we cannot assure compliance by our employees or representatives for which we may be held responsible, and any such violation could materially adversely affect our reputation, business, financial condition and results of operations.

We are subject to global anti-corruption laws, including the U.S. Foreign Corrupt Practices Act.

We are subject to anti-corruption, anti-bribery and similar laws and regulations in the various jurisdictions in which we operate, including the U.S. Foreign Corrupt Practices Act (the "FCPA"). The FCPA prohibits us and our officers, directors, employees, agents and business partners acting on our behalf, from corruptly offering, promising, authorizing or providing anything of value to a "foreign official" for the purposes of influencing official decisions or otherwise securing an improper advantage to obtain or retain business. The FCPA further requires companies listed on U.S. stock exchanges to make and keep books and records that accurately reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. We conduct business directly and indirectly (through third-party vendors) with U.S. and non-U.S. governments. We are also subject to governmental oversight around the world, which may bring our officers, directors, employees and business partners acting on our behalf, including agents, into contact with government officials, all of which creates compliance risks.

We have implemented and maintain policies and procedures designed to comply with applicable anti-corruption laws and regulations. However, we cannot provide assurance that our internal controls and compliance systems will always protect us from liability for acts committed by employees, agents or business partners of ours that would violate U.S. and/or non-U.S. laws, including the laws governing payments to government officials, bribery, fraud, kickbacks and other related laws. Any such improper actions or allegations of such acts could subject us to civil or criminal fines and penalties, disgorgement of profits, injunctions and debarment from government contracts, as well as related stockholder lawsuits and other remedial measures, all of which could adversely affect our reputation, business, financial condition and results of operations. Investigations of alleged violations can also be disruptive and cause us to incur significant legal and investigatory fees.

Our revenue may be impacted, to a significant extent, by macroeconomic conditions, as well as by health epidemics and contagious disease outbreaks.

Our business is sensitive to macroeconomic conditions. Economic factors, such as heightened inflationary pressures, risks of a general recession, rising interest rates in key markets in which we operate, currency exchange rate volatility, changes in monetary and related policies, market volatility, consumer confidence, supply chain issues and unemployment rates, are among the most significant factors that impact consumer spending behavior. Weak economic conditions or a significant deterioration in either global or certain regional economic conditions, including those resulting from general macroeconomic factors, such as the recent precipitous rise in inflation and interest rates, health epidemics, man-made events, such as the ongoing conflict in Ukraine, may limit supply chains or increase their cost, reduce the amount of disposable income consumers have, which, in turn, reduces consumer spending, and would have an adverse effect on our business, financial condition, and results of operations. In addition, new pandemics, similar health epidemics and contagious disease outbreaks may emerge in the future that could have negative effects on macroeconomic conditions generally and as a result may materially and adversely affect our business, results of operations, cash flows or financial condition.

Conditions in the jurisdictions where we operate could materially and adversely affect our business, including, for example, in connection with the ongoing war in Ukraine.

Our operations are exposed to the economic, political and social environment of the markets in which we operate (or may in the future operate), which have the potential for civil and political unrest, contributing to an uncertain operating environment. One of our offices is located in Kyiv, Ukraine, where we have approximately 381 employees and self-employed contractors and a significant part of the development team is located. Russia's invasion of Ukraine and the related measures taken by the U.S., EU, UK and other jurisdictions, and NATO, including economic sanctions and export controls imposed as a result thereof, have created global security concerns and could have an impact on regional and global economies.

We cannot predict the impact of Russian activities in Ukraine and any heightened military conflict or geopolitical instability that may follow, including additional sanctions or counter-sanctions. While we continue to monitor the situation in Ukraine closely, any prolonged or expanded unrest, military activities or sanctions could have a material adverse effect on our operations.

Risks Relating to the Ownership of Our Ordinary Shares

The trading price of our Ordinary Shares is likely to be volatile, and you may lose all or part of your investment.

The following factors, in addition to other risks described in this Annual Report, may have a significant effect on the market price of our Ordinary Shares:

- variations in our operating results;
- actual or anticipated changes in the estimates of our operating results;
- changes in stock market analyst recommendations regarding our Ordinary Shares, other comparable companies or our industry generally;
- macro-economic conditions in the countries in which we do business;
- currency exchange fluctuations and the denominations in which we conduct business and hold our cash reserves;
- market conditions in our industry;
- actual or expected changes in our growth rates or our competitors' growth rates;
- changes in regulation applicable to our industry;
- changes in the market valuation of similar companies;
- the trading volume of our shares on Nasdaq;
- sales of our Ordinary Shares by us or our shareholders, including our Founding Shareholders; and
- the adoption or modification of regulations, policies, procedures or programs applicable to our business.

In addition, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the trading price of our Ordinary Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Ordinary Shares might also decline in reaction to events that affect other companies in our industry, even if these events do not directly affect us. Each of these factors, among others, could harm the value of your investment in our Ordinary Shares. In the past, following periods of volatility in the market, securities class-action litigation has often been instituted against companies. Such litigation, if instituted against us, could result in substantial costs and diversion of management's attention and resources, which could materially adversely affect our business, operating results and financial condition.

If a U.S. person is treated as owning at least 10% of our Ordinary Shares, such holder may be subject to adverse United States federal income tax consequences.

If a U.S. person is treated as owning (directly, indirectly or constructively) at least 10% of the value or voting power of our Ordinary Shares, such person may be treated as a "U.S. shareholder" with respect to each "controlled foreign corporation" in our group (if any). Because our group includes a U.S. subsidiary, certain of our non-U.S. subsidiaries will be treated as controlled foreign corporations (regardless of whether or not we are treated as a controlled foreign corporation). A U.S. shareholder of a controlled foreign corporation may be required to report annually and include in its United States taxable income its pro rata share of "Subpart F income," "global intangible low-taxed income," and investments in U.S. property by controlled foreign corporations, regardless of whether we make any distributions. An individual that is a U.S. shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a U.S. shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject a U.S. shareholder to significant monetary penalties and may prevent the statute of limitations with respect to such shareholder's United States federal income tax return for the year for which reporting was due from starting. We cannot provide any assurance that we will assist investors in determining whether we are or any of our non-U.S. subsidiaries is treated as a controlled foreign corporation or whether any investor is treated as a U.S. shareholder with respect to any such controlled foreign corporation or furnish to any U.S. shareholders information that may be necessary to comply with the aforementioned reporting and tax paying obligations. The United States Internal Revenue Service has provided limited guidance on situations in which investors may rely on publicly available information to comply with their reporting and tax paying obligations with respect to foreign-controlled controlled foreign corporations. A U.S. investor should consult its advisers regarding the potential application of these rules to an investment in our Ordinary Shares.

Ownership in our Ordinary Shares is restricted by gambling laws, and persons found "unsuitable" by a competent authority may be required to dispose of their shares.

Gambling authorities or lottery authorities, as applicable, have the right to investigate any individual or entity having a relationship to, or involvement with, us or any of our subsidiaries or joint ventures, to determine whether such individual or entity is suitable as a business associate of ours. Many jurisdictions also require any person who acquires beneficial ownership of more than a certain percentage of voting securities of a gambling company to report the acquisition to the local regulatory authorities, and those authorities may require such holders to apply for qualification or a finding of suitability, subject to limited exceptions for "institutional investors" that hold a company's voting securities for investment purposes only.

Gambling and/or lottery authorities have very broad discretion in determining whether an applicant should be deemed suitable. Subject to certain administrative proceeding requirements, these regulators have the authority to deny any application or limit, condition, restrict, revoke or suspend any license, registration, finding of suitability or approval, or fine any person licensed, registered or found suitable or approved, for any cause deemed reasonable by those authorities.

Any person found unsuitable by a competent authority may be precluded from holding direct, indirect, beneficial or record ownership of any voting security, nonvoting security or debt security of any public corporation which is registered with the relevant gambling or lottery authority beyond the time prescribed by such authority.

Our failure, or the failure of any of our major shareholders, directors, officers, key employees, products or technology, to obtain or retain a required license or approval in one jurisdiction could negatively impact our ability (or the ability of any of our major shareholders, directors, officers, key employees, products or technology) to obtain or retain required licenses and approvals in other jurisdictions.

In light of these regulations and the potential impact on our business, our articles of association allow for the restriction of stock ownership by persons or entities who fail to comply with informational or other regulatory requirements under applicable gambling laws, who are found unsuitable to hold our shares by competent authorities, whose stock ownership adversely affects our ability to obtain, maintain, renew or qualify for a license, contract, franchise or other regulatory approval from a gambling or lottery authority or a purported transferee of a stockholder who acquires shares made invalid pursuant to our articles of association. Due to related licensing requirements, one of our founding shareholders has recently reduced his ownership stake in the Company. Should a shareholder fail to comply with regulatory requirements in this or a future case, and should the Company fail to pursue all lawful efforts to require such compliance, we may face disciplinary action in the applicable jurisdiction or our licenses in such jurisdiction may be in peril.

The licensing procedures and background investigations of the authorities that regulate our businesses and the restriction in our articles of association may inhibit potential investors from becoming significant stockholders or inhibit existing stockholders from retaining or increasing their ownership.

We do not anticipate paying dividends in the foreseeable future.

We do not anticipate paying any cash dividends on our Ordinary Shares in the foreseeable future. We intend to retain all available funds and any future earnings to fund the development and expansion of our business. Any future determination to pay dividends will be made at the discretion of our board of directors, subject to compliance with applicable laws and covenants under any future credit facility, which may restrict or limit our ability to pay dividends. The amount of any future dividend payments we may make will depend on, among other factors, our strategy, future earnings, financial condition, cash flow, working capital requirements, capital expenditures and applicable provisions of our articles of association. Unless and until we declare and pay dividends, any return on your investment will only occur if the value of our Ordinary Shares appreciates.

Additionally, under Luxembourg law, at least 5% of our net profits per year must be allocated to the creation of a legal reserve until such reserve has reached an amount equal to 10% of our issued share capital. The allocation to the legal reserve becomes compulsory again when the legal reserve no longer represents 10% of our issued share capital. Our legal reserve is not available for distribution.

Future sales or the perception of future sales of our Ordinary Shares could adversely affect the price of our Ordinary Shares.

Subject to compliance with the Securities Act or exceptions therefrom, we, all of our directors and executive officers, and certain of our shareholders including the Founding Shareholders, may make Ordinary Shares available for sale into the public markets, which could cause the market price of our Ordinary Shares to decline and impair our ability to raise capital. Sales of a substantial number of shares or the perception that such sales may occur may also cause the market price of our Ordinary Shares to fall or make it more difficult for you to sell your Ordinary Shares at a time and price that you deem appropriate.

The coverage of our business or our Ordinary Shares by securities or industry analysts or the absence thereof could adversely affect the trading price and trading volume of our Ordinary Shares.

Our Ordinary Shares are listed on Nasdaq. However, we cannot assure you that an active trading market for our Ordinary Shares will be sustained. The trading market for our securities is influenced in part by the research and other reports that industry or securities analysts publish about us or our business or industry from time to time. We do not control these analysts or the content and opinions included in their reports. We may be slow to attract equity research coverage, and the analysts who publish information about our securities will have had relatively little experience with our company, which could affect their ability to accurately forecast our results and make it more likely that we fail to meet their estimates. If no or few analysts commence equity research coverage of us, the trading price and volume of our securities would likely be negatively impacted. If analysts do cover us and one or more of them downgrade our securities, or if they issue other unfavorable commentary about us or our industry or inaccurate research, our stock price would likely decline. Furthermore, if one or more of these analysts cease coverage or fail to regularly publish reports on us, we could lose visibility in the financial markets. Any of the foregoing would likely cause our stock price and trading volume to decline. Accordingly, we cannot assure you of the likelihood that an active trading market will be sustained, the liquidity of any trading market, your ability to sell your Ordinary Shares when desired or the price that you may be able to obtain in any such sale.

We are an emerging growth company, as defined in the JOBS Act, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our Ordinary Shares less attractive to investors because we may rely on these reduced disclosure requirements.

We are an emerging growth company, as defined in the JOBS Act, and we could continue to be an emerging growth company for up to five years following the completion of our initial public offering.

For as long as we continue to be an emerging growth company, we may also take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including presenting only limited selected financial data and not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act. As a result, our shareholders may not have access to certain information that they may deem important. We cannot predict if investors will find our Ordinary Shares less attractive because we may rely on these exemptions. If some investors find our Ordinary Shares less attractive as a result, there may be a less active trading market for our Ordinary Shares and our share price may be more volatile.

We are a foreign private issuer and, as a result, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company.

We report under the Exchange Act as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic public companies, including (1) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act, (2) the sections of the Exchange Act requiring insiders to file public reports of their share ownership and trading activities and liability for insiders who profit from trades made in a short period of time and (3) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information. In addition, foreign private issuers are not required to file their annual report on Form 20-F as promptly as U.S. domestic issuers. In addition, we are permitted to disclose limited compensation information for our executive officers on an individual basis. Further, we are not required to comply with Regulation FD, which restricts the selective disclosure of material nonpublic information to, among others, broker-dealers and holders of a company's securities under circumstances in which it is reasonably foreseeable that the holder will trade in the company's securities on the basis of the information. These exemptions and leniencies reduce the frequency and scope of information and protections afforded to shareholders of a company that is not a foreign private issuer.

Additionally, as a foreign private issuer whose shares are listed on Nasdaq, we have the option to follow certain home country corporate governance practices rather than those of Nasdaq, including with respect to Nasdaq's rule with respect to a majority independent board. This will be the case even if we cease to be a "controlled company" within the meaning of the Nasdaq listing standards. Subject to the controlled company exemption, we may in the future elect to follow home country practices with regard to various corporate governance requirements for which exemptions are available to foreign private issuers, including certain requirements prescribed by Nasdaq with regard to, among other things, the composition of our board of directors and shareholder approval procedures for certain dilutive events and for the adoption of, and material changes to, equity incentive plans. As a result, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all Nasdaq corporate governance requirements. See Item 16G. *"Corporate Governance."*

At this time, we do not follow any Luxembourg rules instead of Nasdaq corporate governance rules, except with respect to Nasdaq Marketplace Rule 5635 which sets forth the circumstances under which shareholder approval is required prior to an issuance of securities in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) transactions other than public offerings. With respect to the circumstances described in Nasdaq Marketplace Rule 5635, we follow Luxembourg law which does not require approval of our shareholders with respect to the issuance of new shares within the limit and subject to the terms of the delegation granted to the board of directors in the form (and within the limits and conditions) of the authorized capital of the Company.

Although we are a foreign private issuer and may elect to follow home country rules in lieu of certain Nasdaq listing rules, we are required, among other things, to have an audit committee that satisfies Nasdaq Listing Rule 5605(c)(2), including independence requirement of Nasdaq Listing Rule 5605(c)(2)(A)(ii). As previously disclosed, Ms. Lisbeth McNabb, who served as a member of the Board since May 2021, and also served as chair of the Audit Committee and as a member of the Compensation Committee and Nominating and Corporate Governance Committee, resigned from the Board effective April 21, 2023. As a result, Nasdaq notified us that we were not in compliance with Nasdaq Listing Rule 5605(c)(2)(A) requiring three members on our audit committee. We relied on the cure period allowed for under Nasdaq Listing Rules to fill such vacancy with a qualified individual, and on June 29, 2023 our shareholders elected Mr. Steve Capp to serve on our Board. Upon such election, the Board also appointed Mr. Capp to serve as the chairperson of the audit committee, following which the Company received notice from Nasdaq that it has regained compliance with Nasdaq Listing Rule 5605(c)(2)(A). Had we failed to do so, we could have become subject to delisting by Nasdaq.

We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses.

As discussed above, we are a foreign private issuer, and therefore, we are not required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act. The determination of foreign private issuer status is made annually on the last business day of an issuer's most recently completed second fiscal quarter, and, accordingly, the next determination will be made with respect to us on June 30, 2023. In the future, we would lose our foreign private issuer status if (1) more than 50% of our outstanding voting securities are owned by U.S. residents and (2) a majority of our directors or executive officers are U.S. citizens or residents, or we fail to meet additional requirements necessary to avoid loss of foreign private issuer status. If we lose our foreign private issuer status, we will be required to file with the SEC periodic reports and registration statements on U.S. domestic issuer forms, which are more detailed and extensive than the forms available to a foreign private issuer. We will also have to mandatorily comply with U.S. federal proxy requirements, and our officers, directors and principal shareholders will become subject to the short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act. In addition, we will lose our ability to rely upon exemptions from certain corporate governance requirements under the Nasdaq rules. As a U.S.-listed public company that is not a foreign private issuer, we will incur significant additional legal, accounting and other expenses that we will not incur as a foreign private issuer.

We are a "controlled company" under Nasdaq rules, and we are able to rely on exemptions from certain corporate governance requirements that provide protection to shareholders of companies that are not controlled companies.

The Founding Shareholders held as of April 20, 2024 approximately 53.4% of our issued Ordinary Shares. Accordingly, we are a "controlled company" under Nasdaq rules. As a controlled company, we are exempt from Nasdaq rules with respect to certain corporate governance requirements, such as the requirement that we have a majority of independent directors and we utilize this exemption. While we do not currently take advantage of other exemptions, if we elect to take advantage of any other exemptions in the future, our shareholders will not have the same protections afforded to shareholders of companies that are subject to all Nasdaq rules.

Our articles of association designate the federal district courts of the United States as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our shareholders.

Our articles of association provide that, unless we consent in writing to the selection of an alternative forum, the U.S. federal district courts shall be the sole and exclusive forum for any claim asserting a cause of action arising under the Securities Act. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. This choice of forum provision may limit a shareholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees and may increase the costs associated with such lawsuits, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our articles of association inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition. Any person or entity purchasing or otherwise acquiring any interest in our share capital shall be deemed to have notice of and to have consented to the choice of forum provisions of our articles of association described above. This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction.

We may be classified as a passive foreign investment company, which could result in adverse United States federal income tax consequences to United States Holders (as defined below) of our Ordinary Shares.

We would be classified as a passive foreign investment company ("PFIC") for any taxable year if, after the application of certain look-through rules, either: (i) 75% or more of our gross income for such year is "passive income" (as defined in the relevant provisions of the Internal Revenue Code (as defined below)), or (ii) 50% or more of the value of our gross assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For these purposes, cash and other assets readily convertible into cash or that do or could generate passive income are categorized as passive assets, and the value of goodwill and other unbooked intangible assets is generally taken into account. Passive income generally includes, among other things, rents, dividends, interest, royalties, gains from the disposition of passive assets and gains from commodities and securities transactions. For purposes of this test, we will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation of which we own, directly or indirectly, at least 25% (by value) of the stock.

Based on our market capitalization and the composition of our income, assets and operations, we believe we were not a PFIC for the year ending December 31, 2023 and do not expect to be a PFIC for United States federal income tax purposes for the current taxable year or in the foreseeable future. However, this is a factual determination that must be made annually after the close of each taxable year. Moreover, the aggregate value of our assets for purposes of the PFIC determination may be determined by reference to the trading value of our Ordinary Shares, which could fluctuate significantly. In addition, it is possible that the Internal Revenue Service may take a contrary position with respect to our determination in any particular year, and, therefore, there can be no assurance that we were not a PFIC for the year ending December 31, 2023 or will not be classified as a PFIC for the current taxable year or in the future. United States Holders should consult their tax advisers regarding the application of these rules. Certain adverse United States federal income tax consequences could apply to a United States Holder if we are treated as a PFIC for any taxable year during which such United States Holder holds our Ordinary Shares. See Item 10.E. "*Taxation - Material United States Federal Income Tax Considerations for United States Holders - Passive Foreign Investment Company*."

We continue to incur increased costs as a result of operating as a public company, and our management is required to devote substantial time to compliance initiatives and corporate governance practices.

As a public company, and particularly after we are no longer an emerging growth company, we will continue to incur significant legal, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, Nasdaq rules and other applicable rules and regulations impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel continue to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations continue to increase our legal and financial compliance costs and continue to make some activities more time-consuming and costly. For example, these rules and regulations make it more difficult and more expensive for us to obtain director and officer liability insurance, and could also make it more difficult for us to attract and retain qualified members of our board of directors.

We continue to evaluate these rules and regulations and cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. These rules and regulations are often subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

We are required to comply with the SEC's rules implementing Sections 302 and 404 of the Sarbanes-Oxley Act, which require management to certify financial and other information in our annual reports and provide an annual management report on the effectiveness of control over financial reporting. We are required to disclose material changes in internal control over financial reporting on an annual basis and are required to make annual assessment of our internal control over financial reporting pursuant to Section 404(a). While we remain an emerging growth company, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm pursuant to Section 404(b). To maintain compliance with Section 404 we are engaged in a process to document and evaluate our internal control over financial reporting, which is both costly and challenging. In this regard, we will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude that our internal control over financial reporting is effective as required by Section 404. If we identify one or more significant deficiencies, it could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. As a result, the market price of our Ordinary Shares could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC or other regulatory authorities, which could require additional financial and management resources.

If we were deemed to be an investment company under the Investment Company Act of 1940, as amended (the "1940 Act"), applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business, financial condition and results of operations.

Under Sections 3(a)(1)(A), 3(a)(1)(C) and Rule 3a-1 of the 1940 Act, a company generally will be deemed to be an "investment company" for purposes of the 1940 Act if (1) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities or (2) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and (i) it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis or (ii) it owns or proposes to acquire investment securities having a value exceeding 45% of the value of its total assets (exclusive of U.S. government securities and cash items) and/or more than 45% of its income is derived from investment securities on a consolidated basis with its wholly owned subsidiaries.. We do not believe that we are an "investment company," as such term is defined in either of those sections of the 1940 Act.

We believe that on a consolidated basis less than 45% of our total assets (exclusive of U.S. government securities and cash items) are composed of, and less than 45% of our income is derived from, assets that could be considered investment securities under the 1940 Act. Accordingly, we do not believe that we are an "investment company" by virtue of the 45% tests in Rule 3a-1 of the 1940 Act as described in the foregoing paragraph. We intend to conduct our operations so that we will not be deemed an "investment company" within the meaning of the 1940 Act. However, if we were to be deemed an investment company, restrictions imposed by the 1940 Act, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business, financial condition and results of operations.

Risks Relating to Our Incorporation in Luxembourg.

The rights of our shareholders may differ from the rights they would have as shareholders of a United States corporation, which could adversely impact trading in our Ordinary Shares and our ability to conduct equity financings.

The Company's corporate affairs are governed by the Company's articles of association and the laws of Luxembourg, including the Luxembourg Company Law, as amended from time to time (*loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée*). The rights of our shareholders and the responsibilities of our directors and officers under Luxembourg law are different from those applicable to a corporation incorporated in the United States. For example, under Delaware law, the board of directors of a Delaware corporation bears the ultimate responsibility for managing the business and affairs of a corporation. In discharging this function, directors of a Delaware corporation owe fiduciary duties of care and loyalty to the corporation and its shareholders. Luxembourg law imposes a duty on directors of a Luxembourg company to: (i) act in good faith with a view to the best interests of a company; and (ii) exercise the care, diligence, and skill that a reasonably prudent person would exercise in a similar position and under comparable circumstances. Additionally, under Delaware law, a shareholder may bring a derivative action on behalf of a company to enforce a company's rights. Under Luxembourg law, the board of directors has sole authority to decide whether to initiate legal action to enforce a company's rights (other than, in certain circumstances, an action against members of our board of directors, which may be initiated by the general meeting of the shareholders, or, subject to certain conditions, by minority shareholders holding together at least 10% of the voting rights in the company). Further, under Luxembourg law, there may be less publicly available information about us than is regularly published by or about U.S. issuers. In addition, Luxembourg laws governing the securities of Luxembourg companies may not be as extensive as those in effect in the United States, and Luxembourg laws and regulations in respect of corporate governance matters might not be as protective of minority shareholders as are state corporation laws in the United States. Therefore, our shareholders may have more difficulty in protecting their interests in connection with actions taken by our directors, officers or principal shareholders than they would as shareholders of a corporation incorporated in the United States. As a result of these differences, our shareholders may have more difficulty protecting their interests than they would as shareholders of a U.S. issuer.

The Company is organized under the laws of Luxembourg and a substantial amount of its assets are not located in the United States. It may be difficult for you to obtain or enforce judgments or bring original actions against us or the members of our board of directors in the United States.

The Company is organized under the laws of the Grand Duchy of Luxembourg. Most of the members of our board of directors, our senior management and the experts named in this Annual Report reside outside the United States and a substantial portion of their assets are located outside the United States. As a result, it may not be possible for you to effect service of process within the United States upon these individuals or upon us or to enforce judgments obtained in U.S. courts based on the civil liability provisions of the U.S. securities laws against us in the United States. Awards of punitive damages in actions brought in the United States or elsewhere are generally not enforceable in Luxembourg and penalty clauses and similar clauses on damages or liquidated damages are allowed to the extent that they provide for a reasonable level of damages and the courts of Luxembourg have the right to reduce or increase the amount thereof if it is unreasonably high or low.

As there is no treaty in force on the reciprocal recognition and enforcement of judgments in civil and commercial matters between the United States and the Grand Duchy of Luxembourg, courts in Luxembourg will not automatically recognize and enforce a final judgment rendered by a U.S. court. A valid judgment obtained from a court of competent jurisdiction in the United States may be entered and enforced through a court of competent jurisdiction in Luxembourg, subject to compliance with the enforcement procedures (*exequatur*). The enforceability in Luxembourg courts of judgments rendered by U.S. courts will be subject, prior to any enforcement in Luxembourg, to the procedure and the conditions set forth in the Luxembourg procedural code, which conditions may include that:

- the judgment of the U.S. court is final and enforceable (*exécutoire*) in the United States;
- the U.S. court had jurisdiction over the subject matter leading to the judgment (that is, its jurisdiction was in compliance both with Luxembourg private international law rules and with the applicable domestic U.S. federal or state jurisdictional rules);
- the U.S. court has applied to the dispute the substantive law that would have been applied by Luxembourg courts. Based on recent case law and legal doctrine, it is not certain that this condition would still be required for an exequatur to be granted by a Luxembourg court;

- the judgment was granted following proceedings where the counterparty had the opportunity to appear and, if it appeared, to present a defense, and the decision of the foreign court must not have been obtained by fraud, but in compliance with the rights of the defendant;

- the U.S. court has acted in accordance with its own procedural laws; and

- the decisions and the considerations of the U.S. court must not be contrary to Luxembourg international public policy rules, must not have been given in proceedings of a tax or criminal nature and must not have been rendered subsequent to an evasion of Luxembourg law (*fraude à la loi*).

In addition, actions brought in a Luxembourg court against us, the members of our board of directors, our officers or the experts named herein to enforce liabilities based on U.S. federal securities laws may be subject to certain restrictions. In particular, Luxembourg courts do generally not award punitive damages. It is possible that awards of damages made under civil liabilities provisions of the U.S. federal securities laws or other laws (for example, fines or punitive damages) would be classified by Luxembourg courts as being of a penal or punitive nature and would not be recognized by Luxembourg courts. Ordinarily an award of monetary damages would not be considered as a penalty, but if the monetary damages include punitive damages, such punitive damages may be considered as a penalty.

Derivative actions are generally not available to shareholders under Luxembourg law. However, minority shareholders holding securities entitled to 10% of the voting rights at the general meeting that resolved on the granting of discharge to the directors may bring an action against the directors on behalf of the company. Minority shareholders holding at least 10% of the voting rights of a company may also ask the directors questions in writing concerning acts of management of the company or one of its subsidiaries, and if the company fails to answer these questions within one month, these shareholders may apply to the Luxembourg courts to appoint one or more experts instructed to submit a report on these acts of management. This provision of Luxembourg law does not apply to claims under the U.S. federal securities laws. Furthermore, consideration would be given by a Luxembourg court in summary proceedings to acts that are alleged to constitute an abuse of majority rights against the minority shareholders.

Litigation in Luxembourg also is subject to rules of procedure that differ from the U.S. rules, including with respect to the taking and admissibility of evidence, the conduct of the proceedings and the allocation of costs. Proceedings in Luxembourg would have to be conducted in the French or German language, and all documents submitted to the court would, in principle, have to be translated into French or German.

There exists no published case law in Luxembourg in relation to the recognition of limited recourse provisions by which a party agrees to limit its recourse against the other party to the assets available at any given point in time with such other party and there exists no published case law in Luxembourg in relation to the recognition of foreign law governed subordination provisions whereby a party agrees to subordinate its claims of another party. If a Luxembourg court had to analyze the enforceability of such provisions, it is likely that such a court would consider the position taken by Belgian and Luxembourg legal scholars according to which limited recourse provisions are enforceable against the parties thereto but not against third parties.

A contractual provision allowing the service of process against a party to a service agent could be overridden by Luxembourg statutory provisions allowing the valid serving of process against a party subject to and in accordance with the laws of the country where such party is domiciled.

For these reasons, it may be difficult for a U.S. investor to bring an original action in a Luxembourg court predicated upon the civil liability provisions of the U.S. federal securities laws against us, the members of our board of directors, our executive officers and the experts named in this Annual Report. In addition, even if a judgment against us, the non-U.S. members of our board of directors, senior management or the experts named in this Annual Report based on the civil liability provisions of the U.S. federal securities laws is obtained, a U.S. investor may not be able to enforce it in U.S. or Luxembourg courts.

Luxembourg and European insolvency and bankruptcy laws are substantially different than U.S. insolvency laws and may offer our shareholders less protection than they would have under U.S. insolvency and bankruptcy laws.

As a company organized under the laws of Luxembourg and with its registered office in Luxembourg, the Company is subject to Luxembourg insolvency and bankruptcy laws in the event any insolvency proceedings are initiated against us including, among other things, Council and European Parliament Regulation (EU) 2015/848 of 20 May 2015 on insolvency proceedings (recast). Should courts in another European country determine that the insolvency and bankruptcy laws of that country apply to us in accordance with and subject to such EU regulations, the courts in that country could have jurisdiction over the insolvency proceedings initiated against us. Insolvency and bankruptcy laws in Luxembourg or the relevant other European country, if any, may offer our shareholders less protection than they would have under U.S. insolvency and bankruptcy laws and make it more difficult for them to recover the amount they could expect to recover in a liquidation under U.S. insolvency and bankruptcy laws.

ITEM 4. INFORMATION ON THE COMPANY

4.A. History and Development of the Company

We are a technology-driven provider of end-to-end iLottery and iGaming solutions and were initially organized under the laws of the Grand Duchy of Luxembourg ("Luxembourg") as a private limited liability company (*société à responsabilité limitée*) on April 10, 2014 and converted into a public limited liability company (*société anonyme*) under the laws of Luxembourg on November 10, 2020 by completing the Initial Public Offering (the "IPO") of our Ordinary Shares and their listing on Nasdaq Global Market. As part of the conversion we executed a 1:8.234 reverse share split. On May 15, 2023 we entered into the Business Combination Agreement with Aristocrat and Anaxi Investments Limited for the acquisition of all of our outstanding shares by Aristocrat. For additional information on the Business Combination Agreement please refer to "-*Selected Recent Development – Our Acquisition by Aristocrat*". Our registered office is located at 63-65 rue de Merl, L-2146 Luxembourg and our telephone number at this address is +352-2040119020.

Our principal executive offices are located at 10 Habarzel Street, Tel Aviv, 6971014, Israel. Our telephone number at this address is +972-73-372-3107. Our website address is *https://neogames.com*. The information contained on, or that can be accessed through, our website is not a part of, and shall not be incorporated by reference into, this Annual Report. We have included our website address as an inactive textual reference only. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers, such as we, that file electronically, with the SEC at *www.sec.gov*. Under the rules of the SEC, we are currently eligible for treatment as a "foreign private issuer." As a "foreign private issuer," we will not be required to file periodic reports and financial statements with the SEC as frequently or as promptly as domestic registrants whose securities are registered under the Exchange Act. Our agent for service of process in the United States is Puglisi & Associates and its address is 850 Library Avenue, Suite 204, Newark, DE 19711.

Selected Recent Developments

Our Acquisition by Aristocrat

On April 25, 2024, the Company completed the transactions contemplated by the Business Combination Agreement. Pursuant to the Business Combination Agreement, the Company effected the Continuation and changed its name to Neo Group Ltd. effective from the Continuation. The Continuation became effective with receipt of the certificate of continuation from the Cayman Registrar on April 24, 2024. Thereafter, pursuant to the Business Combination Agreement, the Merger occurred and became effective with the receipt of the certificate of merger from the Cayman Registrar on April 25, 2024.

With the effectiveness of the Merger, the Company intends to promptly delist its Ordinary Shares from The Nasdaq Global Market, terminate its reporting obligations under the Exchange Act, and deregister or suspend the registration of its securities under the Exchange Act.

Subject to certain exceptions, each issued and outstanding ordinary share of the Company prior to the effective time of the Merger shall be converted automatically into, and shall thereafter represent the right to receive, an amount in cash equal to $29.50, without interest thereon and subject to applicable tax withholding.

Relationship with Pollard Banknote

In January 2023, the Company entered into an agreement with Pollard Banknote Limited formalizing its joint venture relationship with them regarding NPI and separately amended the existing Michigan Joint Venture Agreement with Pollard Banknote Limited. We believe that these agreements help reinforce the Company's long-term approach aimed at promoting the continued success of NPI and, accordingly, the continuation of the Company's support of NPI customers' iLottery programs. In addition, the agreements provide the Company and Pollard the option to pursue future iLottery opportunities in the North American market either in partnership, as part of their joint venture, or independently.

Pariplay's agreement with Resorts

On January 11, 2023, we announced that Pariplay has entered into an agreement with Resorts Digital Gaming, the online arm of the first casino in Atlantic City - Resorts Casino and Hotel. Resorts Digital's customers will be able to access Pariplay's proprietary content as well as very popular third-party licensed games.

This partnership with Resorts Digital Gaming increases Pariplay's footprint across North America to being approved to operate in five of the six jurisdictions in the United States that have regulated online gaming, as well as additional Canadian provinces.

Agreement with Metropolitan Gaming

The Company announced on February 1, 2023 that Aspire has entered into a multi-year agreement with Metropolitan Gaming, a leading, land-based U.K. operator group, which operates one of London's biggest casinos as well as seven other premium locations in the United Kingdom. Pursuant to the agreement, Aspire will provide Metropolitan Gaming with its comprehensive online solution, incorporating its platform (PAM), managed services and casino aggregation solution.

Pariplay's content agreement with Betsson

On February 16, 2023, the Company announced that Pariplay entered into a content agreement with Betsson, a Sweden-based gaming company, that will give Betsson access to the full Wizard Games portfolio as well as a range of 14,000+ products on its Fusion aggregation platform. The titles they produce will be available to Betsson to offer its customers across its extensive global network, including the key regulated markets of Sweden, Denmark and Spain, as well as numerous other regions within Europe.

Launch with Intralot do Brazil

On March 6, 2023, the Company announced that it launched LotoMinas.com.br iLottery and online sports betting with Intralot do Brazil, in Minas Gerais, Brazil's second largest state fully regulated by Loteria Mineira, the official state lottery. The turn-key project is the first cooperation between NeoGames' iLottery solution, BtoBet sports betting as well as Aspire providing Managed Services.

Pariplay's content agreement with DraftKings

On March 10, 2023, the Company announced that Pariplay entered into a content agreement with DraftKings, a major US-facing operator, in New Jersey. The Company's in-house casino games studio content will be available to DraftKings customers in New Jersey. DraftKings will also have access to a large selection of top performing third-party games, including content exclusively available through Pariplay.

Agreement with PlayLive! Online Casino

On June 20, 2023, the Company announced that Aspire has agreed to deliver its full iGaming suite of products to PlayLive! Online Casino, an online casino in the Commonwealth of Pennsylvania developed and run by the global gaming arm of the real estate and entertainment business The Cordish Companies. The online casino launched in 2020, followed by the openings of the world-class properties Live! Casino Pittsburgh and Live! Casino & Hotel Philadelphia.

Deal with SunBet

On July 26, 2023, the Company announced that Pariplay and SunBet have entered into a content agreement. SunBet is a South African online operator which is part of Sun International, a major casino brand in Africa. The Company will provide aggregation services and content from both Fusion and Wizard Games platforms.

Agreement with OPAP

On November 8, 2023, the Company announced that NeoGames Studio has expanded its offering into OPAP, the Greek Lottery Operator, through the relationship and integration provided through Pariplay.

Full turn-key iLottery program for the West Virginia Lottery

On November 8, 2023, the Company announced that NPI expanded its footprint in the U.S., winning a public procurement to provide the West Virginia Lottery with a full iLottery program. West Virginia represents the fifth state in which NPI will operate a full iLottery program in the U.S., growing our market share and leadership. On March 6, 2024, the Company announced that NPI was awarded a new ten-year contract to provide our turn-key iLottery solutions to the West Virginia Lottery, which is expected to launch during the fourth quarter of 2024.

Launch with Action 24/7

In March 2024, the Company launched with Action 24/7 in Tennessee, Aspire's first U.S. customer to go live with OSB, including our suite of turn-key solutions.

Hungarian lottery public tender

On March 6, 2024, the Company announced that it has won the public tender in Hungary to provide eInstant games to the Hungarian lottery.

Extension of Agreement with Sazka

On April 2, 2024, the Company announced a three-year contract extension with its long-standing Czech lottery customer, SAZKA, with the agreement to remain in effect until the end of 2028. SAZKA, a part of Allwyn, is a multi-national lottery operator with leading market positions in the Czech Republic, Austria, Greece, Cyprus, Italy, the United Kingdom, and the United States (Illinois). In addition to being able to continue to leverage NeoGames' industry-leading iLottery and iGaming solutions, including its market-leading NeoSphere platform and a diverse portfolio of interactive games, Sazka will also integrate content aggregation into its offering, to be supplied by NeoGames' subsidiary Pariplay, with the addition set to significantly enhance the lottery's online gaming offering.

Principal Capital Expenditures

For a description of our principal capital expenditures and divestitures for the three years ended December 31, 2023 and for those currently in progress, see Item 5. "*Operating and Financial Review and Prospects*."

4.B. Business Overview

Our Company

NeoGames is a technology-driven innovator and a global leader of iLottery and iGaming solutions and services for regulated lotteries and gaming operators, offering our customers a full-service suite of solutions, including proprietary technology platforms, two dedicated game studios with an extensive portfolio of engaging games – one in lottery and one in casino games, and a range of value-added services.

With the strategic acquisition of Aspire in June 2022, NeoGames now offers an innovative sports betting platform from BtoBet, an advanced content aggregation solution from Pariplay, and a complete set of B2B gaming tech and managed services. The combined Company has a true global presence, servicing customers in more than a twenty U.S. states, over ten countries throughout Europe, as well as operations throughout high growth regions such as Latin America and Africa. Expanding our customer base has also reduced the concentration of our revenues.

As a global B2G and B2B technology and service provider to state lotteries and other lottery operators, NeoGames offers our customers a full-service solution that includes all of the elements required for the offering of lottery games, including Instants and DBGs (both as defined below), via personal computers, smartphones and handheld devices ("iLottery"). These elements include technology platforms, a range of value-added services and a game studio with a large portfolio of games. The value-added services that NeoGames offers facilitate various aspects of the iLottery offering including regulation and compliance, payment processing, risk management, player relationship management and player value optimization. The complete solution allows customers to enjoy the benefits of marketing their brands and generating traffic to their iLottery sales channels.

NeoGames was established as an independent company in 2014, following a spin-off from Aspire (formerly known as NeoPoint Technologies Limited), formerly a B2C and B2B, and currently a B2B service provider in the iGaming industry. Prior to the spin-off from Aspire, our management team was responsible for the iLottery business of Aspire, which derived the majority of its revenues from the sale of iLottery games to various lotteries in Europe. In 2014, we began to focus on the U.S. iLottery market, which opened in 2012 with the introduction of online lottery ticket sales in Illinois. In order to access this significant market opportunity, we partnered with Pollard Banknote Limited ("Pollard"), one of the leading vendors to the global lottery industry. In 2014, we signed our first turnkey solution contract in the United States with the MSL, as a sub-contractor to Pollard.

In July 2014 NeoGames and Pollard formed NPI, a joint venture for the purpose of identifying, pursuing, winning and executing iLottery contracts in the North American lottery market. NPI combines the Company's technology and iLottery business and operational experience with Pollard's infrastructure, administrative capabilities and relationships with lotteries in North America. NPI is managed by an executive board of two members, consisting of two members appointed by NeoGames and two members appointed by Pollard. NPI has its own general manager and dedicated workforce and operates as a separate entity. However, it relies on NeoGames and Pollard for certain services, such as technology development, business operations and support services from NeoGames and corporate services, including legal, banking and certain human resources services, from Pollard.

Since its inception, NPI has secured iLottery contracts with the VAL, the NHL (as a sub-contractor to Intralot), the NCEL, the AGLC, the ALC, the Georgia Lottery and the West Virginia Lottery. All of our iLottery business in North America is currently conducted through NPI, except in Michigan, where we support the Michigan iLottery as a subcontractor of Pollard pursuant to a Joint Venture Agreement dated January 14, 2014 between the MSL and Pollard (the "Michigan JV Agreement"). We continue to conduct all of our iLottery business outside of North America through NeoGames.

On January 10, 2023, the Company entered into a Limited Liability Company Agreement with Pollard (the "Limited Liability Company Agreement") to formalize the terms and conditions governing the operation and management of NPI and provide that the purpose of NPI shall be to perform its obligations pursuant to existing contracts and consider additional iLottery opportunities as they may arise in the future. In addition, on January 10, 2023, we also amended the Michigan JV Agreement to provide that the joint venture is no longer limited to activities in the state of Michigan (the "Amended Michigan JV Agreement"). Pursuant to both the Limited Liability Company Agreement and the Amended Michigan JV Agreement, neither the Company nor Pollard are precluded from entering into a business relationship with any one or more of NPI's suppliers for its own business purposes or exploring additional iLottery opportunities as they may arise in the future, provided that any such business relationship and additional opportunities do not intentionally interfere with or otherwise divert services of the supplier from NPI. In accordance therewith, we are pursuing opportunities independently from NPI.

On June 28, 2022, the Company announced the entrance into a multi-year turnkey project with Intralot do Brasil, the lottery operator in Brazil's second largest state of Minas Gerais. The agreement marks the Company's entry into the Brazilian market with an end-to-end solution of iLottery and online sports betting. The agreement was the Company's first cooperation with BtoBet, the sports betting solution it gained as part of the Aspire acquisition.

NeoGames are a 100% digital business that is using technology to transform the traditional retail-based lottery market. Lotteries are a crucial revenue source for our governmental customers as they provide much-needed contributions to state budgets to fund public projects and initiatives. The iLottery industry, and we as a company, benefit from long-term, multi-year contracts with our customers that generally start with an initial term of four to seven years with additional embedded extension option. Moreover, our software-as-a-service business model allows our platform to be highly scalable in a growing industry while benefiting from a visible revenue stream tied to our customers' gaming revenues. There are also significant barriers to enter the iLottery industry due to complexities surrounding regulatory and government contracts and specialized technology requirements. Understanding these dynamics, we have developed a leading market position in the United States. We currently provide, through NPI, iLottery solutions to the largest number of U.S. iLottery customers, including the three highest per-capita grossing iLottery programs in the United States (the Michigan, Virginia and New Hampshire iLotteries), which are also the three highest in iLottery penetration.

Following the acquisition of Aspire, NeoGames has become 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 availed of exclusively or combined with a wide range of services. With more than 15 years of operational experience in managing casino networks and developing in-house proprietary technology, NeoGames is able 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. The B2B offering also includes a game-aggregation service for external operators through the subsidiary Pariplay and a complete sport betting solution through its subsidiary BtoBet.

Prior to its acquisition by NeoGames, Aspire expanded in January 2018 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 aggregator and game studio, was acquired and in October 2020 the acquisition of the leading B2B sportsbook provider BtoBet was completed. Both acquisitions add significantly to the Aspire value chain. In October 2021, Aspire announced that it has entered into an agreement with the US-based group EBET, Inc. (formerly Esports Technologies, Inc.) for the sale of Aspire's B2C segment (including the Karamba brand), for an aggregate consideration of up to approximately EUR 65 million. In addition, Aspire entered into a four-year platform and managed services agreement with EBET, Inc. In December 2021, Aspire signed an agreement to acquire 25% of bingo supplier BNG Investment Group Ltd for USD 1.75 million in cash with an option to acquire all of the shares in three or five years' time. This provides Aspire with access to a real omni channel technology and a proprietary offering in one of the biggest verticals in the iGaming industry. Aspire, Pariplay and BtoBet now provide all of their offerings through NeoGames.

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. BtoBet and Pariplay apply revenue sharing models as well. The main operational costs are for technical development, licenses, customer service and the marketing of B2C brands up until the B2C divestment. As the license holder, Aspire receives net gaming revenues (NGR) directly from the players and keeps a royalty share before splitting revenues with partners, as opposed to many other platform providers, which receive a royalty payment from the operator regardless of the operator's results. The iGaming business operates in more than 30 regulated markets spanning America, Europe and Africa, including countries such as the US, Colombia, Mexico, UK, Ireland, Spain, Portugal, Netherlands and Denmark. Offices are located in Malta, Israel, Bulgaria, Ukraine, North Macedonia, India and Gibraltar.

Our iLottery Solutions and Services

We offer iLottery solutions through two distinct business lines - turnkey solutions and games. Our turnkey solutions are tailored to each customer and can include a combination of any of our platforms, value-added services and game studio. Our games offering is related to our game studio, but consists solely of offering our portfolio of iLottery games to lotteries.

We also provide certain software development services to NPI and sub-license certain platforms to Caesars.

Our Technology Platforms

NeoSphere

The central technology platform we offer, NeoSphere, delivers comprehensive iLottery and iGaming capabilities through its player account management ("PAM") module, and acts as the system of record for all transactions.

The NeoSphere platform provides and controls the functionality related to the management of players throughout their entire lifecycle. This includes registration (regardless of the digital channel used by the player), age and identification verification, geolocation sign-in, responsible gaming monitoring, product usage, issue resolution, player compliance, player retention, marketing and player services, as well as the functionality required for wallet transactions. The PAM module is where we collect, process and record every transaction associated with a player's identification across the entire turnkey solution. The data collected through these online interactions gives us an insight into player preferences, and consequently informs the execution of player segmentation strategies to drive insightful iLottery and iGaming campaigns. Utilizing our responsible gaming and compliance features embedded throughout our solution, we also monitor gaming activity and provide controls and alerts customized for each player's profile.

We believe the highly flexible and versatile PAM that we offer can power the management and operations of many forms of online gaming and is trusted by our customers for its performance and reliability. This PAM serves as the central platform for more than 35 iGaming customers in 30 regulated jurisdictions and powering more than 80 brands, including the AGLC where we serve a broad range of gaming verticals such as online lotto games, slots, instants and virtual and live dealer table games.

NeoDraw

NeoDraw is one of only four central gaming systems certified by the U.S. Multi-State Lottery Association for the issuance, sale and operation of Draw based games ("DBGs"). The proprietary technology of NeoDraw has been developed specifically for the iLottery market and online players and is fully-integrated with the NeoSphere platform to facilitate the rapid implementation of DBGs as part of the complete turnkey solution.

NeoDraw is an example of specialized technology that iLotteries require. Providers of online casino games or sports betting typically cannot apply their technology used for online casino and sports betting to DBG offerings given the multifaceted nuances of lottery game mechanics and math.

The main advantages of NeoDraw include:

- *Greater flexibility for the lottery* - NeoDraw can operate independently or in parallel with an existing retail central lottery system and is not constrained by limitations of traditional lottery systems.

- *Quicker time to market* - NeoDraw is fully-integrated with NeoSphere. This reduces the complexity, resources and time required to integrate with a third-party system to launch traditional games.

- *Additional functionality* - NeoDraw enables us and our lottery customers to introduce new innovations related to online purchase flows, shopping cart functionality and in-game features that are in some cases not available with legacy central lottery systems.

Currently, all of our U.S. customers to whom we supply our turnkey solution have opted to employ NeoDraw to launch their iLottery offerings.

NeoPlay

NeoPlay is the technology platform we offer that manages online Instants ("Instants") in which players can instantly reveal a pre-determined result through which they can learn whether their ticket entitles them to a prize. It facilitates configurations, including prize tables, payouts, ticket series setups, ticket price points and many other variables, and supports channels, including mobile, desktop and applications.

NeoCube

NeoCube is our data warehouse solution that is the central point of data collection from all verticals, which allows the creation and analysis of financial and business reports. The data collected with NeoCube provides the foundation for our data analytics team and allows them to perform in-depth analysis for our own operations as well as for our customers, across all gaming verticals.

Our iLottery Services

With more than 18 years of experience in the iLottery industry (including our management team's operation of the iLottery business of Aspire), we have gained substantial knowledge and direct experience in the full spectrum of marketing and business operations which is essential to enable the revenue growth of our customers. The insights that we continue to gain from our broad view of analytics, game performance, player support, payment solutions management and more allow us to act as a strategic partner to our customers in jointly developing their iLottery businesses.

We provide services to our customers across four key areas: marketing operations, player operations, technology operations and business operations.

- *Marketing operations* – we provide targeted marketing services and data analytics to our North American customers through the entire player lifecycle, from digital acquisition and onboarding to game participation. Such operations include, but are not limited to:

  - implementation of promotional campaigns tailored to player segments;

  - maximization of the return generated from a player;

  - results-based analytics of player behavior;

  - player-level segmentation-based evaluation of the player's activity status, game orientation, deposit characteristics, reaction to previous promotional campaigns and account balance status;

  - predictive analysis of the lifetime value of players acquired from different marketing and promotional campaigns; and

  - information regarding the decision on which player acquisition strategies and marketing campaigns to focus and which to abandon.

- *Player operations* – leveraging years of experience managing players on behalf of our customers, we provide to our North American, European and other customers various services designed to offer the best possible services to iLottery and iGaming players. Such operations may include, but are not limited to, one or more of the following:

  - a customer service center based in the United States and Europe, which services our global customers;

  - CRM services for North American (through NPI), European and South American customers;

  - responsible gaming services to proactively detect and react to player gaming behaviors;

  - compliance services including anti-money-laundering ("AML") and know-your-customer solutions to meet the customer's local requirements; and

  - facilitating the flow of funds throughout the entire player lifecycle, from funding to cash-outs.

- *Technology operations* – these operations, which we provide to many of our customers, are meant to provide the full spectrum of monitoring and maintenance of the platforms we deploy for our customers and protect the integrity of our back-end iLottery software. Such operations include, but are not limited to:

  - the deployment of our technology platforms in the form of a SaaS offering, with/out IaaS;

  - ongoing rollout of advanced versions of our software, third-party OS updates and security patches;

  - handling of all reported production incidents;

  - verification of technological defects, and potential escalation to the development team; and

  - monitoring system and the network's performance for degradation and potentially fraudulent activity.

- *Business operations* – we facilitate payment processing services by third-party vendors and manage customer-facing personnel. Such operations may include, but are not limited to:

  - integrating third-party solutions into our platforms to allow for Know Your Customer (KYC) services, geolocation services and various payment services such as credit and debit card transactions and bank transfers;

  - serving as merchant of record on behalf of our customers;

  - recruiting, training and managing customer service and CRM representatives;

  - acquisition marketing services; and

  - developing and managing the project plan required to deploy each solution.

Our iLottery Game Studio

We believe that we were the first to build a separate business unit exclusively for the development of iLottery games. We believe that we have one of the largest iLottery game portfolios in the global lottery industry, having produced more than 350 proprietary games.

We believe that our competitive advantage extends to our operation of a game studio focused exclusively on iLottery. Games offered by lotteries need to comply with strict regulations and guidelines. We believe that our focus solely on iLottery enables us to produce the best iLottery games that meet such regulations and guidelines, while providing an entertaining and diverse player experience. We believe this ability is derived from our vast experience and deep understanding of the boundaries established by such regulations and guidelines and our proven ability to "innovate inside the box."

Our games are developed by the highly dedicated members of our studio with experience across art design and advanced multimedia animations, software development, engineering and mathematics. Prior to and during the production of a game, we consider a number of fundamental factors, including, but not limited to:

- *Entertainment value* - the level of player interaction as part of the game, the complexity level of playing the game, the multimedia experience (design, animation and audio), and the duration of a game.

- *Mathematics* - controlling the risk level of the game and optimizing the game experience to the risk profile of iLottery players (given the target payout ratio).

iLottery Competitive Landscape

In order to protect the lottery's stability and dependability as a source of funding for government budgets, governments have instituted practices and protocols that prospective vendors to the lotteries must follow in order to compete for lottery contracts, including the:

- use of complex official public procurement processes, requiring substantial commitments from participating vendors, such as performance bonds;

- inclusion of termination at will provisions in contracts; and

- requirement for specialized technology specifically for lottery that complies with lottery rules.

Governments also have tended not to frequently change lottery vendors while lottery operations are ongoing, to avoid the risks inherent to such change. Currently, the number of companies that service the lottery industry is limited given the meaningful cost and required expertise.

The iLottery industry shares many characteristics with the traditional lottery industry, including an important role within government budgets, a high degree of regulation, limited competition and a long procurement process. These shared characteristics include:

- long sale cycles and substantial upfront investment;

- long-term relationships with limited turnover; and

- growth alongside other forms of gambling.

iLottery has been able to grow alongside the traditional lottery, suggesting that typical iLottery players may have a distinct profile from that of typical traditional retail lottery players.

Launching a full iLottery program requires a considerable upfront investment in time and capital to develop what we refer to as "specialized technology" (the technology that is developed specifically for the lottery industry and requires considerable expertise), create a portfolio of tailored games and establish facilities to host the operations and data processing within the jurisdiction in which iLottery is offered.

Unlike in traditional retail lottery, where a single state may have multiple service providers for Instants and a separate service provider for DBGs, for iLottery a customer typically expects a single service provider to support the full suite of Instants and DBGs. These upfront investments are further amplified by a procurement process for government customers that involves significant restrictions and formalities, and a general requirement for an iLottery provider to deposit performance bonds to guaranty the program's level of performance.

While competition in the lottery industry is limited as a result of various barriers explained above, the innovative nature of iLottery created an opportunity for a singularly-focused company to enter and compete with long-time incumbents of traditional lottery. Our experience suggests that brand awareness, compelling customer business results and credibility in solid delivery and services will remain vital for success within the iLottery industry. Just as it has with traditional lottery, we believe this will lead to stable contracts with limited turnover.

We believe that the iLottery industry is less exposed to new market entrants than other gambling markets, due to the considerable barriers to entry imposed by the government procurement process, regulations and the need for specialized technology, among other factors. There is, however, intense competition among the few existing iLottery providers with respect to new iLottery contracts. We compete both for contracts to supply our full turnkey solution and for contracts to supply our portfolio of games.

We compete primarily against International Game Technology PLC ("IGT"), Scientific Games Corp. ("SGMS"), which was acquired by Brookfield Business Partners L.P., and Intralot for turnkey solutions contracts. With the exception of Intralot, we compete against the same companies for game contracts, in addition to several other companies, such as Instant Win Gaming Ltd. Although these other companies, which do not offer turnkey solutions, may capture some content market share, they will need to host their games on platforms like ours. Other companies may in the future choose to enter the iLottery industry, but we believe the expertise and experience required to build and operate a successful iLottery technology platform will limit this expansion.

We have deployed our turnkey solution to more U.S. lotteries that engaged a full-service iLottery provider than any of our competitors.

Our Competitive Strengths in iLottery

Technology design and flexibility

We believe that our focus on iLottery solutions, building upon years of expertise and deep exposure to U.S. customers, has given us a superior understanding of iLottery customers and players that allows us to continue to outperform our competitors in iLottery solutions and games.

The fully-integrated iLottery turnkey solution that we offer is designed to be flexible, responsive and readily adaptable to meet each customer's needs, as well as support future growth and innovation over time. The open architecture we utilize in the development of our technology provides several benefits to our customers. With a single code base, our platforms can be continuously adapted and improved without any hindrance or restrictions from third-party suppliers. This means that all of our customers can run the same core software version and receive the same advancements and updates in a relatively short period of time, allowing us to evolve our platforms and games at a fast pace and large scale.

In-house game studio

We have produced more than 350 proprietary iLottery games, and we operate our own in-house game studio. Historically, our games have performed strongly relative to our competitors' in terms of profitability and popularity. Our game studio allows us to offer our customers a complete solution, while certain of our competitors must use third party vendors in order to provide their customers with games. In addition, our extensive game portfolio allows us to extend our customer base to customers who do not need our full turnkey solution, but are looking to expand their online games offering for greater variety of entertaining content.

iLottery business operations experience

Our experience as a B2C and B2B gaming operator, initially within Aspire, followed by years of hands-on experience managing players on behalf of our U.S. customers as part of our player operations service, has helped inform how we manage and engage iLottery players. We have also gained substantial knowledge about the iLottery market and its participants in the past 18 years through our operations in Europe and the United States, and more recently South America. Our experience provides us a deep understanding of the characteristics of iLottery players, allowing us to customize our solutions to such players' needs and interests.

We analyze our customers' player game data daily to gain insights into game play mechanics and player preferences across multiple jurisdictions. Our focus is on the players and understanding their characteristics, perception of gambling, loyalty to the lottery brand and other attributes. We believe this understanding has contributed to the success of our game studio.

Time to market

We have deployed our turnkey solution to more U.S. lotteries that engaged a full-service iLottery provider than any of our competitors. The advanced nature of our technology, combined with our shared code practices, internal project management and deployment practices, allow us to launch faster than our competitors. For example, we launched our turnkey solution for each of the NHL and Intralot do Brasil within seven months of being awarded the contract, and within six months for the AGLC.

Brand awareness and credibility

Given the important role of lotteries in government budgets, winning the trust of customers is critical for lottery platform and service providers to be awarded new contracts, and reputation and brand are important to winning that trust. While only entering the U.S. market in 2014, we believe we have emerged as a well-known and respected name in the iLottery industry in the United States and globally because of our performance supporting our customers' growth. The Michigan iLottery has served as a model to other U.S. states seeking to offer iLottery, and we believe that state lotteries are aware of our operating acumen and the role our technology has played in driving that success.

Cooperation with various market players

Our openness to pursue opportunities that bring together strengths from different vendors has brought us to successfully cooperate with other vendors in the iLottery industry. We believe this approach allows us access to contracts that would otherwise have not been available for public procurement. For example, with respect to the NHL, we serve as a sub-contractor to Intralot and, with respect to the AGLC, we are cooperating with IGT to offer access to their suite of casino games, an area in which they specialize, to the benefit of the offering. We expect to continue to see similar opportunities, including opportunities to provide our successful game portfolio in cooperation with other vendors to the benefit of the state lotteries.

iLottery Revenues

Revenues by category of iLottery activity are as follows:

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in millions)		
Turnkey contracts:			
North America	22.4	21.8	22.9
Europe	8.6	7.9	7.0
Games:			
North America			
Europe	2.0	1.7	2.0
Total royalties	33.0	31.4	31.9
Development and other services from Aspire	0	0.8	1.6
Development and other services from NPI	4.3	5.7	7.6
Development and other services from Michigan Joint Operation	1.5	1.4	1.4
Total Development and other services	5.8	7.9	10.6
Access to IP rights	18.2	14.2	8.0
Total	57.0	**53.5**	**50.4**

Our iLottery Growth Strategy

Our iLottery growth strategy is built upon the following pillars:

- expanding the penetration of our existing customer contracts;
- winning new turnkey contracts in the United States and additional jurisdictions such as Brazil, and possibly, Europe;
- growing our game studio customer base;

- expanding the scope of our existing customer contracts;
- bringing our acquired portfolio of market proven solution in gaming aggregation and sport betting to our iLottery customers;
- expanding our range of offerings and geographical presence; and
- leveraging Aspire's expertise in managed services into the iLottery industry.

Increase iLottery Penetration within Existing Markets

Based on our performance in Michigan and Virginia, our prior experience in certain European markets and more recently the launch in Brazil, we believe there remains considerable room for growth above the current level of iLottery Penetration both globally as well as in the United States. Leveraging our operational expertise and technology, we plan to work closely with our customers to strengthen the reach of our offering in each market.

Increase Scope of Existing Customer Contracts

We have a modular product offering. Each of our agreements can include some or all of the products that we offer. We believe there is significant potential to offer additional products and feature enhancements, after a customer has engaged with us initially with respect to some of our products. For example, when we procured our contract with the VAL in 2015, we offered only online subscription for DBGs. However, in March 2020, following a change in legislation, the VAL chose to expand our contract to include both Instants and DBG offerings. The offering under the expanded contract launched in July 2020 and has an initial term through 2026 plus the option to extend for five additional years. An additional example would be the NCEL with which we launched our turnkey solution in 2019, and on March 6, 2024 we announced that we launched our market leading eInstants with the NCEL. Additionally, our acquisition of Aspire has allowed, and we believe will continue to allow, us to bring to our existing and future iLottery customers our acquired portfolio of market proven solution in gaming aggregation and sport betting. For example, we were awarded, through NPI, the contract with the AGLC in October 2019, in 2022 Pariplay, a leading content and aggregator provider, went live in Alberta, capturing a significant share of the casino tab wallet market, and in 2023 we also launched our complete solution for online sports betting in Alberta. Furthermore, we have integrated Pariplay into Sazka. A number of our contracts are in their early years and, as such, provide us ample time to expand the offerings we provide to our existing customers.

We have gained substantial knowledge about the iLottery and iGaming markets and their participants in the past decade through our operations in Europe and the United States, and our experience provides us with a deep understanding of the characteristics of iLottery and iGaming players, allowing us to customize our solutions to such players' needs and interests.

Win New Contracts in the United States

We are a market leader in iLottery in the United States. With 66% market share of U.S. iLottery gross wagers as of Q4 2023 according to Eilers & Krejcik Gaming's U.S. iLottery Tracker, our customers drive, with our technology solutions, games and services, a majority of U.S. iLottery GGR.

We continuously seek to expand our operations in the U.S. by securing new contracts. While lottery is offered in 45 states and the District of Columbia, iLottery Instants or DBGs are currently offered in only ten states and the District of Columbia (excluding states that offer only subscription-based iLottery). As a result, 70% of the U.S. population in states that offer lotteries do not currently have access to iLotteries.

Grow our Game Studio Customer Base

We intend to further expand our revenue base by offering our popular iLottery games to new customers who use the platforms of other iLottery providers. We currently operate eight contracts in Europe pursuant to which we only provide games, and following our most recent NPI agreement, we plan to expand this offering and pursue opportunities in the Instants space independently in the United States and Canada.

Expanding our Range of Offerings and Geographical Presence

We are currently focused on expanding our North American business to become the dominant iLottery provider in the market. In doing so, we invest our resources and expertise into building top-tier iLottery technology and content. With a history of successful iLottery offerings developed for the North American market, we have expanded our offerings to Sazka, the lottery operator in the Czech Republic, Europe and Intralot do Brasil, the lottery operator in Brazil's second largest state of Minas Gerais where we have "first mover advantage", and we believe we have the ability to expand our offerings around the world. While we are currently focused on the North American market, we may decide to pursue additional opportunities around the world in the future. Additionally, following the acquisition of Aspire, we intend to use the distribution of Aspire customers to reach and expand the Instants presence in markets in jurisdictions in which Aspire operates.

Our iGaming Solutions and Services

Background on Aspire

Aspire is a leading B2B-provider of iGaming solutions, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. Aspire's iGaming business comprises a technical platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed services. Aspire also distributes third-party and proprietary games and sportsbook to external partners, through the acquisitions of game-aggregator and game studio Pariplay in 2019 and of BtoBet, a sportsbook provider, in 2020. Aspire operates in over 30 regulated markets spanning Europe, America and Africa, including countries such as the United States, United Kingdom, Denmark, Portugal, Spain, Poland, Ireland, Columbia and Mexico. Offices are located in Malta, Israel, Bulgaria, Ukraine, North Macedonia, India and Gibraltar. Aspire was founded in 2003 and was listed on Stockholm's Nasdaq First North Premier Growth Market from 2017 until it was acquired by NeoGames.

On December 1, 2021, Aspire announced it had finalized the divestment of its B2C segment to the US-based group EBET, Inc. The divestment followed Aspire's review of the B2C segment that was announced in March 2021. The B2C segment represents Aspire's proprietary brands led by Karamba. The proprietary brands operated on the Aspire platform, side by side with B2B brands. Following the completion of the transaction, the B2C brands became platform partners to Aspire. The divestment of the B2C segment meant that Aspire became a purely B2B company with a continued strong focus on profitable growth.

iGaming Division Overview

Aspire provides the full range of B2B-services with a proprietary technical platform, proprietary casino games, a proprietary sportsbook, a game aggregator and managed services. Aspire can offer its various products independently from each other and also as a 'one stop shop' solution for iGaming operators – with more than 90% of revenues coming from taxed, locally regulated or soon to become regulated markets. 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. Aspire 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.

The iGaming business

Our iGaming business comprises three segments: Core, Games (Pariplay), and Sports (BtoBet).

- **Core:** Aspire Core allows operators to operate under their own local licenses or under Aspire's licenses in numerous markets, with the license in Malta covering all .com markets. Joining Aspire provides operators with access to a large number of markets without having to apply, in most cases, for licenses of their own. Aspire'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. 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. The platform itself can be used exclusively or combined with a wide range of managed services such as customer support, CRM tools and financial services.

- **Games (Pariplay):** Founded in 2010, Aspire subsidiary Pariplay is a leading aggregator and content provider. Within the games segment, Aspire offers both a wide variety of proprietary games produced from an in-house studio as well as a wide array of third-party games from suppliers, all integrated into one API and single integration, accompanied by engagement and retention tools on the aggregation platform. See below "- *Our Wizard Games Studio*" and "- *Our content Aggregator - Pariplay*" for further details.

- **Sports (BtoBet):** The acquisition of BtoBet, a leading sportsbook provider, in October 2020 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 controls the IP in major elements of the value chain and can steer the complete roadmap. In addition, it also provides Aspire with great flexibility when it comes to adding new features and securing fast time to market.

Our iGaming businesses serve European, American and African markets.

On December 10, 2021, it was announced that Aspire had signed an agreement to acquire 25% of bingo supplier BNG Investment Group Ltd with an option to acquire all of the shares in three- or five-years' time, providing Aspire with an access to a real omni channel technology and a proprietary offering in one of the biggest verticals in the iGaming industry.

Our Wizard Games Studio

With the acquisition of Aspire, we now have an additional games studio, Pariplay's "Wizard Games", which focuses on developing content for traditional Slots. Wizard Games focuses on regulated markets and we believe it is currently one of the leading games studios in regulated Canadian and European markets. Wizard Games has dedicated management with years of experience serving other leading games studios. The fact that Wizard Games is part of the NeoGames group, which provides managed services including direct communication with players, allows the studio to better understand player behavior, including their likes and dislikes. This shared knowledge allows Wizard Games to produce better games. Wizard Games currently produces approximately 25 games per year and is able to learn from the Company's extensive database in order to improve the quality of the games it produces.

Our Wizard Games studio offers more than 150 games in more than 30 regulated markets.

Our Content Aggregator – Pariplay

Operators seek to have unique offerings so as to differentiate themselves from other operators, which they do by constantly expanding their offerings with new and attractive content. Operators who wish to expand their offerings can either do so by directly integrating with each and every content provider, which entails large expenditures and technical challenges and may divert the operator's attention from its players. Additionally, content providers are required in regulated markets to comply with dynamic regulation, which can often be challenging. Alternatively, operators can choose to integrate with a content aggregator.

Our content aggregation solution, Pariplay's "Fusion", allows operators to have access not only to our proprietary studio Wizard Games, but also to many other games studios, without the need to integrate them one by one. In addition to connecting operators to content providers, we have developed additional marketing layers on the aggregation level, making our free spins, tournaments and prize tools accessible to operators through our backend and enabling them to offer any promotional tool they want to any content provider.

Pariplay's solution and the experience gained by operating in many regulated markets allows it to enter a new market and learn the market and the players preferences, and share such knowledge with the Company's subsidiaries. We believe that Pariplay has large potential in unregulated markets that move to being regulated and, in already regulated markets, where such regulation is complex or onerous.

Our Sports Betting Solution

Sports betting is one of the largest verticals in online gaming and is typically the first regulated vertical once an unregulated market moves to being regulated. This means that sports betting is essential, especially for operators who wish to be active in regulated markets, since acquiring sports betting players may lead to such players participating in other games offered by the same operator, which increases player value for such operators.

In some markets, land-based operators seeking to be active in the online space also want to offer retail terminals (SSBTs), so as to provide their players an omni-channel experience.

Although BtoBet has a relatively short operating history, it is already active in many regulated markets and has positioned itself as a top supplier in Africa. In addition, BtoBet can already offer its SSBTs to operators who wish to make their offering available to retail customers. We believe that BtoBet is positioned to meet the growing demand for a good sport product in North America, both online and retail. For example, in September 2023 we went live at PlayAlberta.ca and replaced the former sport betting solution, and demonstrated better results.

Portals and Mobile Apps

We provide portal development services to more than 20 of our iGaming customers as well as mobile apps to 5 of our iGaming partners.

iGaming Competitive Landscape

Many countries are beginning to regulate iGaming and sport betting directly. Due to such moves, operators and suppliers are required to move from a global license to a local license in each and every jurisdiction within which they wish to operate. This move filters out gaming companies that do not elect the regulated path. In addition, the requirements imposed on gaming companies that elect to pursue local licenses are higher than the requirements of a global license. We elected, in each of our four business segments, to pursue and obtain as many local licenses as possible in the jurisdictions in which we operate, and our competition has been characterized by such election.

Competition in iGaming in regulated markets is localized. For example, BtoBet's competitors are Kambi, BetRadar, OpenBet and SportNco, while Pariplay's Games studio competitors are Netent, Red Tiger, Light & Wonder, IGT and Playtech and in the aggregation business Pariplay faces competition from Light & Wonder, Relax Gaming, Games Global and EveryMatrix. Aspire, as a provider of solutions that combine a platform games and sport, faces competition from platform providers that also offer similar services, including Playtech, EveryMatrix, GIG and GAN. We also see companies that offer only a platform competing against us in some jurisdictions, but we question the long-term viability of that business model.

Our Competitive Strengths in iGaming

We believe we have the following competitive strengths:

- Our operational experience – our experience running a successful B2C business and our track record of providing managed services to more than 30 operators have put us in a position where we have both the experience and confidence required to provide our services on a larger scale.

- Scale of our PAM – our PAM serves some of the largest operators in the world, both in the iLottery as well as the iGaming businesses. Our strong track record allows us to attract large operators, which tend to engage with companies that already have experience handling big data in real time, as well as attract smaller operators.

- Our geographical presence – our presence in many regulated markets provides us the ability to formulate appropriate work procedures that allow us to meet the different demands imposed by local regulators. Following the launch of our first product in any regulated market, we are able to prepare the infrastructure for the entry and launch of our other products services.

- Owning most of the value chain – operators, whether land-based or operating online, prefer nowadays more than before to engage with a single supplier that can offer and provide them everything that they need for them to operate successfully. This provides them advantages both from integration and product perspectives as well as financially. Our iGaming services provide fast access to markets and allow operators to focus on marketing and operations instead of administrative or technical aspects.

iGaming Revenues

Revenues by category of iGaming activity are as follows:

	For the year ended December 31, 2023				
	Core	Games (Pariplay)	Sports (BtoBet)	Eliminations	Total
	U.S. dollars (in thousands)				
Revenues	56.7	43.9	34.0	-	134.6
Revenues (inter-segment)	-	13.0	0.6	(13.6)	-
Total Revenues	56.7	56.9	34.6	(13.6)	134.6

Our iGaming Growth Strategy

Our turnkey solutions growth strategy is comprised of:

- Increasing volume of our existing operators - our iGaming division has more than 100 operators/customers. We aim to improve our offering to them by opening new markets, increasing content and improving their players' data value. We have dedicated partner success managers that work closely with these operators, and these dedicated partner success managers seek to assist the operators grow their business with us.

- Expanding to new markets – our iGaming division is present in more than 30 regulated markets, and we continuously seek to enter additional regulated markets, which offers our local and international operators the opportunity to start their business or expand it. Given that regulated markets usually limit the number of active operators, our operators may face less competition than in a non-regulated market.

- Adding marketing tools to our existing products – we believe that having a product live in a brand is not enough. In a saturated environment such as the iGaming industry, operators look for added value for their players. By providing additional, unique and, in some jurisdictions, proprietary marketing tools, we believe that our operators don't have to wait long before they start seeing returns on their investment, which allows them to continually grow their business.

- Expanding our proprietary product offering - operating in a regulated market requires operators to be fast and creative as well as seek to differentiate its offering from others, while maintaining a pricing model that makes their business more sustainable. Therefore, we continuously seek to increase our offerings to operators.

Our content aggregation growth strategy is comprised of:

- integrating to as many operators as possible in the majority of regulated gaming markets, and specifically to the top three operators in each such market;

- increasing the mix of our proprietary content; and

- providing engagement features and functionality.

Our sports betting growth strategy is comprised of:

- entering the North American market with our sports betting offering; and

- expanding to additional markets in Latin America.

Benefits of Combining iLottery and iGaming

The combination of NeoGames and Aspire has resulted in a well-diversified iLottery, digital sports betting and casino B2B leader in the global gaming marketplace and provides customers full turnkey technology solutions with respect to their iLottery, digital sports betting and casino offerings. The combined Company has a true global presence, servicing customers in more than twenty U.S. states, over fifteen countries throughout Europe, as well as operations throughout high growth regions such as Latin America and Africa.

The fact that both companies share a common origin and a common technology foundation, we believe, allows us to benefit from revenue synergies efficiently. These shared roots also mean that both companies share important cultural and management values which again smoothens the transitional period.

NeoGames believes the combination of NeoGames and Aspire results in the following benefits to the combined business:

Technology and Product Offering Enhancements Elevating the Go-To-Market Strategy

As lotteries around the world are seeking comprehensive turn-key solutions that include iLottery, online sports betting and iGaming products and services, we believe that the ability to provide a complete end-to-end solution is becoming an increasingly important consideration for lotteries around the world when selecting platform and content providers. The combination of iLottery, online sports betting and iGaming creates a comprehensive product offering that enables us to compete and win contracts in markets where lotteries operate sports betting and iGaming, providing additional revenue opportunities. Furthermore, the combination enhances our ability to address all aspects of our customers' needs in-house, reducing the requirement for third party solutions.

Provides Strategic Opportunities to Accelerate and Diversify Growth

NeoGames' positioning in the U.S. as a leading iLottery platform provider, with technology platforms that are deployed and operational in over twenty U.S. states across lotteries and gaming, could further facilitate and accelerate Aspire's entry into the growing U.S. market. Further, Aspire's online sports betting and iGaming operating capabilities with experience operating outside of the U.S. could assist NeoGames to establish a presence in the sports betting and iGaming verticals in emerging high growth regions, such as Latin America and Africa.

For example, we marked our entry into the Brazilian market with the announcement in June 2022 of a multi-year turnkey project with Intralot do Brasil, the lottery operator in Brazil's second largest state of Minas Gerais, offering an end-to-end solution of iLottery and online sports betting. The agreement is the Company's first lottery integration with BtoBet, the sports betting solution gained as part of the Aspire acquisition.

Diversified Revenue Streams and Improved Growth Profile

Aspire's complementary online sports betting and iGaming offering diversifies NeoGames' revenue streams, both geographically and by product. NeoGames will be able to pursue sports and gaming initiatives globally for lottery customers and enter into the adjacent TAMs of online sports betting and online gaming. Together, NeoGames and Aspire operate across three continents globally. Combining the power of the global reach with a comprehensive product offering, which brings efficient product development and faster new market launches, NeoGames believes meaningful revenue synergies could be realized over the long term. NeoGames believes that the combined product offering will better position the Company to win contracts in markets that were previously inaccessible.

Additionally, reducing third party costs and fees, eliminating duplicative public company costs, aligning of research and development activities and a reduction in general and administrative costs could potentially create cost synergies over time.

Committed to Continued Profitable Growth

Both NeoGames and Aspire have operated separately as high growth and profitable entities for a number of years. The combination of the companies, which we believe will result in reduced reliance on third party vendors and improved margins, increased TAM and growth profile, is expected to lead to additional opportunities to accelerate growth and to further expand already strong margins.

Enhanced Management Expertise

The combined company is led and supported by the market-leading capabilities of an experienced, joint management team. Having worked together successfully in the past, NeoGames' and Aspire's management teams represent a strong cultural fit as each focus on innovation and a customer-centric approach to their respective markets and products.

Seasonality

Our quarterly results of operations may vary as a result of seasonal fluctuations during periods such as holidays and weather conditions, during which users spend increased time on entertainment, including games and mobile applications, which increases our customers' usage of our advertising network and other solutions and may impact our revenue. We may also experience fluctuations due to factors that may be outside of our control that drive usage up or down. While we believe that this seasonality has affected and will continue to affect our quarterly results, our rapid growth has largely masked seasonal trends to date. Further, as our revenue from quarter-to-quarter is dependent on various factors including external factors outside our control, it is difficult to isolate the impact of these seasonal trends on our business and there can be no assurance that these patterns will continue.

Sports betting is however subject to seasonal fluctuations that may impact our revenues and cash flows. Most major sports leagues and events do not operate year-round and our operations will be impacted by variations in the sports calendar over the course of a given year. In particular, certain sports leagues operate formats (playoffs, championships, cup finals, etc.) that naturally result in increased customer interest as the end of the season approaches for those sports. Similarly, certain sporting events only operate at specific times of the year (e.g. major tennis tournaments) and certain other events only operate on a multi-year cycle (Olympics, FIFA World Cup, UEFA Nations League, etc.). The majority of our sports betting revenues are generated during the major leagues' seasons in the respective countries we serve, and we will continue to experience this effect on revenues from sports betting also in new markets that we enter.

Intellectual property

We currently own most of the intellectual property required for our operations and use the remainder of the intellectual property required for our operations through a perpetual, assignable license.

We have obtained rights to use intellectual property of third parties through licenses and service agreements with those third parties. Although we believe these licenses are sufficient for the current operation of the Company, such licenses typically limit our use of the third parties' intellectual property to specific uses and for specific time periods. We believe that we have the personnel needed to manage and adapt our intellectual property as necessary to support our business operations.

Most of our intellectual property is in the form of rights in software code and trade secrets that we use in the operation of our iLottery and iGaming offerings and related services, as well as registered and unregistered trademarks. We rely on a combination of copyright, trademark and trade secret laws in the United States, Europe and other jurisdictions, as well as license agreements and other contractual protections, to protect our proprietary technology. We also protect our intellectual property rights by implementing a policy that requires our employees and independent contractors involved in development of intellectual property to enter into agreements acknowledging that all intellectual property generated or conceived by them on our behalf are our property, and assigning to us any rights that they may claim or otherwise have in those works or property, to the extent allowable under applicable law. Our confidential information is protected by a combination of information security systems and non-disclosure agreements with third parties, including our employees and independent contractors.

Our agreements with business partners and lotteries to which we provide our iLottery and iGaming offerings and services contain provisions safeguarding our rights to our intellectual property.

Regulation

After having acquired Aspire in 2022, we have added casino games and sports betting services to our group's operations. These areas come with additional challenges. iGaming in the United States and certain markets in Europe, the provision of PAM module, and operation of lotteries in the United States and internationally are subject to extensive regulation.

Although certain features of a lottery (such as the limited number of lotteries, the percentage of gross sales that must be paid back to players in prize money and the allocation of revenues generated from gross sales) are usually set by legislation, lottery regulatory authorities (and, occasionally, the lottery corporation itself) generally exercise significant discretion, including with respect to the determination of the types of games played, the price of each wager, the manner in which the lottery is marketed and the selection of suppliers of equipment, technology and services, and retailers of lottery products.

To ensure the integrity of contract awards and lottery operations, most U.S. jurisdictions require detailed background disclosure on a continuous basis from, and conduct background investigations of, vendors and their officers, directors, subsidiaries, affiliates and principal stockholders. Background investigations of the vendors' employees who will be directly responsible for the operation of lottery systems are also occasionally conducted and most states reserve the right to require the removal of employees who they deem to be unsuitable or whose presence they believe may adversely affect the operational security or integrity of the lottery. Certain jurisdictions also require extensive personal and financial disclosure and background checks from persons and entities that hold (either legally, beneficially or through voting rights) a specified percentage (typically five percent or more) of a vendor's securities. Although most jurisdictions provide that "institutional investors" (as defined by a particular jurisdiction) can seek a waiver of these requirements, the granting of such a waiver may be conditioned on a regulatory investigation designed to ascertain that the applicant meets the definition of "institutional investor."

The failure of our officers, directors and holders of our Ordinary Shares to submit to background checks and provide such disclosure could result in the imposition of penalties and could jeopardize the award of a contract to us or provide grounds for termination of an existing contract. Generally, any person or entity who fails or refuses to apply for a finding of suitability or a license within the prescribed period after being advised by a competent authority that such person or entity is required to do so may be found unsuitable or denied a license, as applicable. If any director, officer, employee or significant shareholder is found unsuitable (including due to the failure to submit required documentation) by a competent regulator or authority, we may deem it necessary, or be required, to sever our relationship with such person or entity.

Furthermore, we may be subject to disciplinary action or our licenses may be in peril if, after we receive notice that a person or entity is unsuitable, we (i) pay that person or entity any dividend or interest upon our Ordinary Shares, (ii) allow that person or entity to exercise, directly or indirectly, any voting right conferred through Ordinary Shares held by that person or entity, (iii) pay remuneration in any form to that person or entity for services rendered or otherwise, or (iv) fail to pursue all lawful efforts to require such unsuitable person or entity to relinquish its Ordinary Shares.

Subject to all applicable law and regulation, our articles of association provide for the suspension of certain rights attached to our Ordinary Shares that are held by unsuitable shareholders and the disposal of any of our Ordinary Shares owned or controlled by an unsuitable person or its affiliates by transfer to one or more third-party transferees. If such unsuitable person fails to dispose of our Ordinary Shares within the required period of time, we may in good faith dispose (or procure the disposal) of such Ordinary Shares to a designated third party at the highest price reasonably attainable or, subject to applicable law and regulation and our articles of association, acquire such Ordinary Shares by way of a redemption. Due to related licensing requirements, one of our founding shareholders has recently reduced his ownership stake in the Company. Should a shareholder fail to comply with regulatory requirements, and should the Company fail to pursue all lawful efforts to require such compliance, we may face disciplinary action in the applicable jurisdiction or our licenses in such jurisdiction may be in peril.

The awarding of lottery contracts and ongoing operations of lotteries in international jurisdictions is also extensively regulated, although international regulations typically vary from those prevailing in the United States and tend to focus more on the vendor and its senior management, rather than on individual shareholders.

There are risks involved with the offering of our iGaming services under the umbrella of Aspire's and Pariplay's Maltese license, which allows for the offering of services on an offshore basis in various countries in which Aspire operates. This interpretation of the reach of the Maltese license in certain jurisdictions is occasionally at odds with the interpretation given to local laws by local regulators.

In addition, there has been recently an increase in civil litigation claims in Austria (and, to a lesser extent, Germany and the Netherlands) against operators who service the area using their offshore licenses, and the continued provision of services in these jurisdictions is currently under review. Austrian players are bringing about civil claims against operators who offer online casino games under the auspice of their offshore licenses, claiming such companies are operating without a proper license. Despite the contradiction with EU law in this area, Austrian courts are often ruling in favor of such players. As such, we are utilizing measures to reduce the risk in this area.

The addition of casino games and sports betting to our repertoire is also subject to the ongoing regulatory framework changes in Germany. Federal sports betting licenses and casino licenses are subject to a new regime change. As such, Aspire has obtained a local license in Germany in order to comply with this new regime.

In the United Kingdom, licensees (such as Aspire and GMS Entertainment Limited) are required to hold white label partners responsible for complying with local laws and regulations. Such requirements extend to areas of AML, advertising regulations and responsible gambling regulations. In the UK, extensive regulation is set in place in order to protect players in these areas. We are working to constantly improve our due diligence process on business partners and take various steps to assure our compliance with local regulations. Licensees also undergo periodical compliance assessment processes by the United Kingdom Gaming Commission ("UKGC"), intended to ensure the licensees are compliant with local laws and regulations.

On November 23, 2022, Aspire reached the conclusion of its license review by the UKGC, which identified certain shortcomings in the system of controls it uses to monitor risks associated with its relationship with its partners. Aspire cooperated with the UKGC throughout the investigation and took immediate corrective steps to address the identified failings. Aspire has received a warning and has agreed to pay a financial penalty of £237,600.

Aspire underwent a periodical compliance assessment by the UKGC in 2023. The UKGC noted preliminary deficiencies in such assessment and Aspire has been working *inter alia* with the UKGC on a remediation plan. Given the premature stage of the proceeding, the Company's management cannot accurately estimate the outcome of thereof.

Social Responsibility and Responsible Gaming

We are committed to the integration of corporate social responsibility within our businesses, supporting the continued generation of sustainable value and enhancing our ability to deliver on its strategic objectives. We believe that our true value is reflected not simply by our balance sheet but through our intangible assets such as goodwill, our people and our reputation. As a leader in the iLottery and iGaming industries, we take our responsibilities to our customers and regulators seriously and are focused on cooperating with both on issues of responsible gambling. We provide our customers with robust solutions that facilitate responsible gaming for players, including embedded systems that assist in promoting a safe playing environment for all. By embracing policies and behaviors governing social responsibility, we create more valuable relationships with our stakeholders by demonstrating our focus on managing environmental and social risks in the business.

Our responsible gaming platform features include:

- *Advanced self-management module*, which enables players to define their responsible gaming limits within a wide range of parameters;
- *Operator-controlled module*, which enables lottery customers to define and enforce policies and limitations on their players; and
- *Application programming interface*, which connects to government and other gaming databases to provide in-game alerts to remind players to play responsibly.

Litigation

From time to time, we may be involved in various claims and legal proceedings related to claims arising out of our operations. Other than as described above in "*—Regulation*" and as detailed below, we are not currently a party to any material legal proceedings, including any such proceedings that are pending or threatened, of which we are aware.

On September 17, 2020, Aspire entered into a Share Purchase Agreement (the "BtoBet SPA") with Eltsar Limited and Sousa Enterprises Limited (the "BtoBet Sellers"). Pursuant to the BtoBet SPA, the BtoBet Sellers sold their shares in BtoBet Limited to Aspire, for a consideration that was partially contingent (the "BtoBet Earnout Consideration"). The BtoBet Earnout Consideration was determined by the management at €8.2 million, and a notice regarding such determination was served on the BtoBet Sellers in March 2023. An additional provision of approximately €2 million was recorded in the purchase price allocation in the Company's consolidated financial statements. For additional information, see Note 4 to the consolidated financial statements included elsewhere in this Annual Report. In February 2024, the Company concluded an expert determination procedure with the BtoBet Sellers regarding the BtoBet Earnout Consideration, in which it was determined that the Company shall pay an amount of €9.7 million in satisfaction of the BtoBet Earnout Consideration. The amount was paid on March 4, 2024.

Separately from the above claim, on September 5, 2023 the BtoBet Sellers filed a claim against Aspire for the amount of EUR 36,489,094.73 with the English Commercial Court in London (the "BtoBet Claim"), asserting breach of the BtoBet SPA as well as fraudulent behavior. Aspire filed a response firmly rejecting the BtoBet Claim and denying any liability. The BtoBet Claim is currently pending.

EBET, Inc., a Nevada Corporation ("EBET") and Aspire entered into certain agreements on October 1, 2021, under which Aspire sold to EBET Aspire's B2C business, for a consideration of EUR 65,000,000 (the "EBET Sale Agreement"). On September 28, 2023, EBET filed a claim in Clark County, Nevada, against Aspire, alleging that Aspire breached the EBET Sale Agreement and acted in a fraudulent manner in the inducement to acquire the B2C business, and seeks compensation for rescission damages, in an amount of EUR 65 million, general damages in an amount of US$ 15 thousand, and punitive damages and other certain unspecified amounts. Aspire rejects EBET's claims and filed several preliminary motions regarding change of venue and other matters, which are in line with the parties' signed agreements. This claim is still pending. On February 23, 2024, EBET filed a motion for leave to amend its complaint, among other things, to add NeoGames S.A. and NeoGames Connect Limited as new defendants. In addition, on February 27, 2024, the Magistrate Judge heard arguments on the motion for stay and entered a stay of discovery until the Court has decided whether or not the case should proceed in arbitration. On March 15, 2024, NeoGames filed an opposition to EBET's motion for leave to amend its complaint, to which EBET responded on March 26, 2024 by filing a reply in further support of its motion for leave to file an amended complaint.

Employees

As of December 31, 2023, the Company had 221 employees located in Israel, 14 employees located in the United States, 137 employees located in Malta, 114 employees located in Bulgaria, 166 employees located in North Macedonia, and additional 59 team members spread across other EU Member States. Additionally, as of December 31, 2023, the Company had 43 dedicated contractors located in India, and 381 dedicated contractors and employees hired by our Ukrainian subsidiaries, of which, approximately 112 and a total of 118 left Ukraine to neighboring countries prior to Russia's invasion of Ukraine in February 2022 and as of December 31, 2023, respectively.

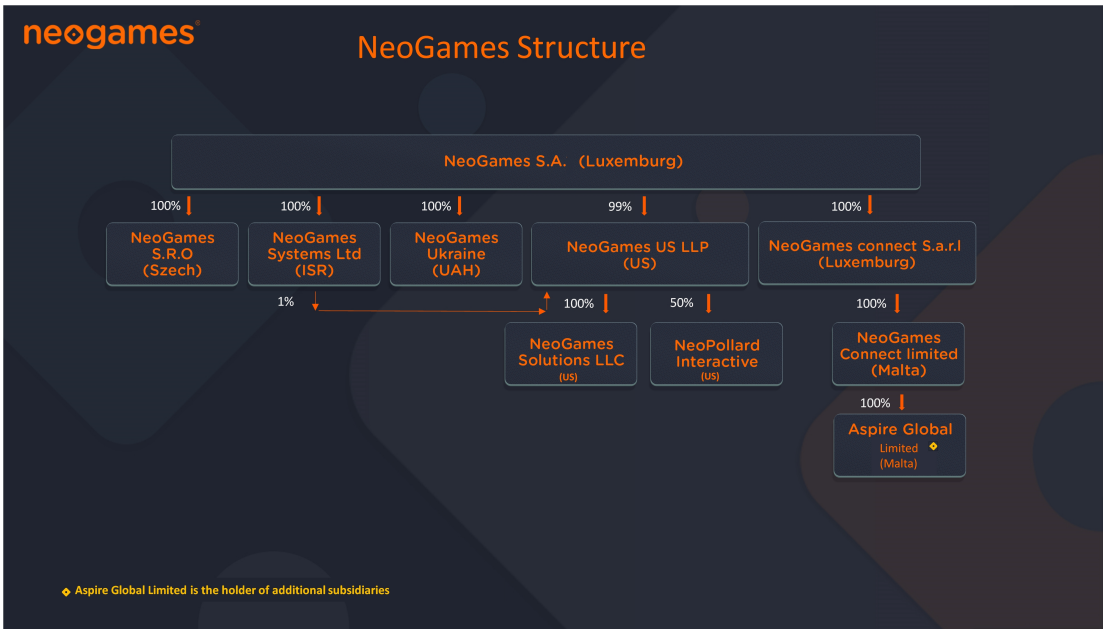
Our goal is to attract and retain highly qualified and motivated personnel. We also engage contractors to support our efforts. None of our employees and service providers are subject to a collective bargaining agreement. We consider our employee relations to be good and we have never experienced a work stoppage.

We are committed to maintaining a working environment in which diversity and equality of opportunity are actively promoted and all unlawful discrimination is not tolerated. We are committed to ensuring employees are treated fairly and are not subjected to unfair or unlawful discrimination. We value diversity and to that end recognize the educational and business benefits of diversity amongst our employees, applicants and other people with whom we have dealings.

4.C. Organizational Structure

The legal name of our company is NeoGames S.A., and we are organized under the laws of the Grand Duchy of Luxembourg. For a broader perspective of our global reach, see below for an overview of our corporate structure.

NeoGames Corporate Structure



For a list of our significant subsidiaries, please refer to Exhibit 8.1 to this Annual Report.

4.D. Property, Plants and Equipment

The Company has an office in Tel Aviv, Israel, where it leases approximately 27,200 square feet of office space. The lease for this facility was extended for five years commencing on April 15, 2022 and will automatically extend for an additional five years unless we terminate it upon prior notice. A large part of our development team is located in Kyiv, Ukraine. To serve our team in Ukraine, we lease office space in the area of approximately 2,092 square feet. The lease for this facility will expire on July 31, 2032. The Company also leases office space, mostly for short terms, in Ukraine, Poland, Malta, Bulgaria, India, Gibraltar and Macedonia. NPI serves our iLottery customers in North America through an office space of approximately 18,100 square feet in Lansing, Michigan, USA. This facility is leased by Pollard iLottery Inc., and because it is used solely for the benefit of the operations of NPI and the MSL, the Company participates in 50% of its monthly costs. The lease for this facility will expire on March 31, 2027.

Shortly prior to Russia's invasion of Ukraine, the Company's wholly-owned Ukrainian subsidiary, NeoGames Ukraine, entered into an agreement for the renovation and long-term leasing of facilities in Kyiv to serve as a development hub for the Company. Pursuant to such agreement, the Company has prepaid approximately $490,000, to facilitate the construction and renovation project. This project has been put on hold until the situation in the region has stabilized and it becomes possible to continue the renovation plans.

We believe that our current facilities are adequate to meet our needs for the near future and that suitable additional or alternative space will be available on commercially reasonable terms to accommodate our foreseeable future operations.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of our consolidated financial condition and results of operations in conjunction with our consolidated financial statements and the related notes included elsewhere in this Annual Report. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of this Annual Report. Actual results could differ materially from those contained in any forward-looking statements. Our financial statements have been prepared in accordance with IFRS. See Item 3.D. "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements." The discussion of our operating and financial review and prospects for the year ended December 31, 2021 compared to the year ended December 31, 2022, can be found in Part I, Item 5. of our Annual Report on Form 20-F for the fiscal year ended December 31, 2022 filed with the SEC on April 28, 2023.

Our Company

We are a technology-driven innovator and a global leader of iLottery and iGaming solutions and services for regulated lotteries and gaming operators, offering our customers a full-service suite of solutions, including proprietary technology platforms, a sportsbook platform, two dedicated game studios with an extensive portfolio of engaging games – one in lottery and one in casino games, and a range of value-added services.

As a global B2G and B2B technology and service provider to state lotteries and other lottery and gaming operators, we offer our customers a full-service solution that includes all of the elements required for the offering of lottery and casino games, including Instants and DBGs, and sportsbook solution via personal computers, smartphones and handheld devices. These elements include technology platforms, a range of value-added services and game studios with a large portfolio of games. The value-added services that we offer facilitate various aspects of the iLottery and iGaming offering including regulation and compliance, payment processing, risk management, player relationship management and player value optimization. Our complete solution allows our customers to enjoy the benefits of marketing their brands and generating traffic to their iLottery and iGaming sales channels.

NeoGames was established as an independent company in 2014, following a spin-off from Aspire, a B2C and B2B service provider in the iGaming industry. Prior to the spin-off from Aspire, our management team was responsible for the iLottery business of Aspire, which derived the majority of its revenues from the sale of iLottery games to various lotteries in Europe. In 2014, we began to focus on the U.S. iLottery market, which opened in 2012 with the introduction of online lottery ticket sales in Illinois. In order to access this significant market opportunity, we partnered with Pollard, one of the leading vendors to the global lottery industry. In 2014, we signed our first turnkey solution contract in the United States with the MSL, as a sub-contractor to Pollard.

In July 2014 we formed NPI, a joint venture with Pollard, for the purpose of identifying, pursuing, winning and executing iLottery contracts in the North American lottery market. NPI combines the Company's technology and iLottery business and operational experience with Pollard's infrastructure, administrative capabilities and relationships with lotteries in North America. NPI is managed by an executive board of four members, consisting of two members appointed by NeoGames and two members appointed by Pollard. NPI has its own general manager and dedicated workforce and operates as a separate entity. However, it relies on NeoGames and Pollard for certain services, such as technology development, business operations and support services from NeoGames and corporate services, including legal, banking and certain human resources services, from Pollard.

Since its inception, NPI has secured iLottery contracts with the VAL, the NHL (as a sub-contractor to Intralot), the NCEL, the AGLC, the ALC, the Georgia Lottery and the West Virginia Lottery. All of our iLottery business in North America has been conducted through NPI, except in Michigan, where the contract is between the MSL and Pollard and we support the Michigan iLottery as a subcontractor of Pollard. However, pursuant to the January 2023 Agreements the Company may pursue future iLottery opportunities in the North American market independently from Pollard. We continue to conduct all of our business outside of North America through NeoGames.

Our Acquisition by Aristocrat

For information on our acquisition by Aristocrat, see Item 4.A. "*History and Development of the Company – Selected Recent Developments – our Acquisition by Aristocrat*."

Aspire Acquisition

On June 14, 2022, we completed a tender offer to acquire the shares of Aspire (the "Aspire Tender Offer"), and on August 11, 2022 we completed a squeeze out procedure for the remaining outstanding shares, after which we now own 100% of Aspire. The consideration paid by us for Aspire shares was SEK 111.00 per Aspire share with respect to 50% of Aspire shares, and 0.320 NeoGames ordinary shares (in the form of Swedish Depository Receipts of the Company ("SDRs")) for the remaining 50% of Aspire shares. The acquisition was funded through a combination of newly issued NeoGames ordinary shares and cash. We issued 7,604,015 ordinary shares (in the form of SDRs), and we also paid approximately $267.2 million (equivalent to SEK 2.64 billion) in cash. To partially fund the cash portion of the offer, we obtained fully committed debt financing from funds and accounts managed, advised or sub-advised by Blackstone Alternative Credit Advisors LP and/or its affiliates, consisting of a €187.7 million (approximately $198 million) term loan. The term loan, along with a €13.1 million (approximately $13.8 million) overfund facility, has a six-year maturity and bears interest at a rate of EURIBOR plus 6.25 percent per annum. See Note 15 to our consolidated financial statements included elsewhere in this Annual Report and Item 5.B. "*Liquidity and Capital Resources – Financing for the Acquisition of Aspire*".

Since the completion of the acquisition we have been working to integrate Aspire into our business and to utilize efficiencies and realize synergies between the two companies. For example, following the acquisition we have been able to bring aggregation services, sports betting and managed services to our customers, and expanding lotteries to iGaming and sports betting. In addition, the acquisition allowed us to add complementary offerings to our product mix, consolidate functions and utilize economies of scale.

Our Customer Contracts

The core of our iLottery business model is our turnkey solution, which is our main iLottery revenue generator. Turnkey contracts generate long-term revenue streams that we believe we can increase over time, as in Michigan, to provide a strong return on investment.

We currently have, directly and through Pollard, Intralot and NPI, contracts to provide a turnkey solution to the MSL, the VAL, the NHL, the NCEL, the AGLC and Sazka and generate revenues from all these contracts. Our turnkey solution for the Michigan iLottery launched in August 2014, followed by our turnkey solution for Sazka, which launched in 2017. Our turnkey solutions for the NHL and NCEL were launched in September 2018 and October 2019, respectively, the VAL after a 2015 launch of an e-subscription program for DBG began operating a full iLottery program in July 2020 and our turnkey solution for the AGLC launched on September 30, 2020. The MSL Agreement was extended from December 2020 through July 2026. In 2022, we announced the entry into an agreement with the ALC for the provision of access to our game studio library of content through NPI, and a game content agreement with the Georgia Lottery. On June 28, 2022, we announced the entrance into a multi-year turnkey project with Intralot do Brasil, the lottery operator in Brazil's second largest state of Minas Gerais. The agreement marks the Company's entry into the Brazilian market with an end-to-end solution of iLottery and online sports betting. The agreement was the Company's first cooperation with BtoBet, the sports betting solution it acquired as part of the Aspire acquisition. In August 2023, we have been awarded an agreement with the West Virginia Lottery to provide a full turn-key iLottery program, and in November 2023 the NCEL added the Company's market leading eInstants to its offerings.

In addition to our long-term turnkey contracts, NeoGames currently has eleven confirmed games contracts with fifteen European customers, and we believe that we will secure additional games contracts in the future and that our revenues from games contracts will become a more significant part of our overall revenues, positively impacting our profitability.

For the years ended December 31, 2023, 2022 and 2021, we generated 9.5%, 8.6% and 15.8% of our revenues, respectively, from our contracts with William Hill, which were assumed by and assigned to Caesars on June 30, 2022.

Our revenues from North America represented 24.3% and 26.1% of our revenues in the years ended December 31, 2023 and 2022, respectively.

For our iGaming business model, we are a leading B2B provider of iGaming solutions to a wide variety of partners, ranging from tier 1 operators to start-ups. A significant portion of our customers are marketing companies specializing in "smart" on-line marketing, mostly in European markets and aiming to expand to Latin America. We offer everything a company needs to operate a successful iGaming brand, including casino and sports betting. The revenues we generate from our iGaming partners are from four separate streams: a fixed set-up fee, a mark-up on supplier services, a share of adjusted net gaming revenues and royalty payments.

Factors Affecting our Financial Condition and Results of Operations

Our financial condition and results of operations have been, and will continue to be, affected by a number of important factors, including those discussed below and in Item 3.D. "*Risk Factors*" of the Annual Report.

iLottery Penetration

The iLottery Penetration in each of the markets where we provide our turnkey solution varies and is dependent on a number of factors, including the range of iLottery products provided, the acceptable forms of payments and iLottery marketing budgets. The level of iLottery Penetration in any market where we operate has a direct impact on our or NPI's revenues and any increase in iLottery Penetration is expected to increase such revenues.

Liberalization of lotteries in the United States

Lottery is a highly regulated industry. While lottery is offered in 45 states and the District of Columbia and Puerto Rico, iLottery Instants or DBGs are currently offered in only ten states and the District of Columbia (excluding states that offer only subscription-based iLottery), though the West Virginia Lottery scheduled to launch an iLottery in the third quarter of 2024. Expanding our business into additional U.S. states is an important part of our growth strategy and it is our belief that the growing credibility and brand awareness of certain iLottery platform and service providers, the demonstrated success of states with iLottery offerings and the increasing budgetary shortfalls in many U.S. states will accelerate the pace of deregulation and increase our growth potential.

The level of competition in the iLottery industry and the number of competitors

The iLottery industry is less exposed to new market entrants than other gambling markets due to the considerable barriers to entry imposed by government regulations and the need for unique and iLottery-tailored technology solutions. There is, however, intense competition among the few existing iLottery providers with respect to new iLottery contracts. We compete both for contracts to supply our turnkey solution and for contracts to supply our games.

The level of competition and number of competitors in our market is an important factor affecting our ability to win new contracts and to expand our business.

Operating jurisdictions for iGaming business

Our iGaming business is concentrated on winning market share in regulated markets, which are currently limited in number. If more jurisdictions, mainly in the EU and across the U.S. decide to permit regulated gaming activities and operations through a licensing model, we believe that our experience and scale, as demonstrated by our social responsibility practices and existing relationships with gaming regulators, will allow us to present a compelling product suite coupled with experience and knowledge in operating in regulated gaming markets. That being said, regulated markets would normally be expected to generate lower operating margins due to taxation and product and other certification requirements, as well as greater platform customization required to meet regulatory requirements.

Intense competition in the B2B landscape in the U.S. iGaming market

We face significant competition in the evolving iGaming industry, especially in the U.S. market. Moreover, given that industry leaders control their own tech stack, the competition for the remaining contracts is very substantial. We compete on the basis of the content, features, quality, functionality, accuracy, reliability, innovation and price of our iGaming technology solutions, games and related operational services. We believe that we provide a unique solution for iGaming, offering a wide variety of B2B services, unique proprietary tools and a proprietary Sportsbook platform, which enables our partners to focus on marketing and player acquisitions. However, our competitors may be able to provide similar or superior solutions, and some of our competitors and potential competitors have substantially greater financial and other resources (including human resources) or experience than we do, which could limit our ability to contract with additional operators.

Reportable Segments

Since the Aspire acquisition was completed on June 14, 2022, we have managed our operations through four reportable segments: NeoGames, which represents all of our iLottery and related operations, and the following three reportable segments constituting our iGaming division with Aspire: Core, Games (Pariplay), and Sports (BtoBet).

	For the year ended December 31, 2023					
	Lottery	**Core**	**Games**	**Sports**	**Eliminations**	**Total**
	U.S. dollars (in thousands)					
Revenues	56,980	56,728	43,879	33,951	-	191,538
Revenues (inter-segment)	2,585	-	13,043	578	(16,206)	-
Total Revenues	59,565	56,728	56,922	34,529	(16,206)	191,538
The Company' share in profit of Joint Venture and associate	36,340	994	-	-	-	37,334
Segment results	**45,051**	**6,439**	**7,547**	**7,562**	**-**	**66,599**

iLottery Segment

iLottery segment revenues increased 6.3% for the year ended December 31, 2023 compared to the year ended December 31, 2022, mainly due to continued positive growth trend across most major accounts, as well as a jackpot runs during 2023. The segment profit increased to $45.1 million due to increase in revenues and operational efficiencies.

Core Segment

Aspire Core segment revenues contributed $56.7 million for the year ended on December 31, 2023.

Aspire Core allows operators to operate either under their own local licenses or under Aspire's licenses in numerous markets. Aspire's platform partners have access to on-demand data analysis services in addition to a variety of analytical tools. The platform is frequently updated with new features relating to regulation and ongoing compliance. The in-house regulation and compliance team monitors operations, conducts ongoing training and provides partners with regulatory updates and marketing guidelines for their jurisdictions. The platform itself can be used exclusively or combined with a wide range of managed services, such as customer support, CRM tools and financial services.

Aspire has been working with its partners using revenue sharing arrangements. In arrangements wherein Aspire is the principal in the transaction, revenue is recognized on a gross basis and the third-party revenue portion related to the sale is recognized within distribution expenses as royalties. Conversely, in arrangements wherein the Company acts as an agent between the customer and the vendor, revenue is recognized net of costs.

In most arrangements through December 31, 2023, the Company was the agent. To determine whether Aspire is an agent or principal, management considers whether Aspire obtains control of the services or products before they are transferred to the customer. In making this evaluation, several factors are considered, most notably whether we have primary responsibility for fulfillment to the customer, what is the degree of our control of services and products, as well as pricing discretion.

After the sale of its B2C segment in 2021 and related value proposition, Aspire has been working with the majority of its partners to transition to them the respective B2C capabilities. Since January 1, 2023, Aspire changed the related legal terms of partner contracts, allowing a substantial degree of control of the services or products to its partners. Thus, since then, Aspire has reported revenues from the majority of its arrangements on a net basis.

Games (Pariplay)

Games segment has two growing product lines, proprietary content ("Wizard") and aggregation service ("Fusion"), primarily driven by expansion of Pariplay into the North American regulated gaming market and expansion of content and aggregation services with our primary existing partners. Total segment revenues for the year ending on December 31, 2023 were $56.9 million, of which $13.0 million constitute sales to internal group segments.

Sports (BtoBet)

BtoBet is a sportsbook provider with a proprietary sportsbook. In addition, BtoBet provides us and other group companies with flexibility when it comes to adding new features and securing fast time to market. BtoBet segment revenues contributed $34.5 million for the year ended on December 31, 2023, of which $0.6 million constitute sales to internal group segments.

Non-IFRS Information

This Annual Report includes E(L)BIT, EBITDA and Adjusted EBITDA, which are financial measures not presented in accordance with IFRS that we use to supplement our results presented in accordance with IFRS. We define "E(L)BIT" as net profit (loss), plus income taxes, and interest and finance-related expenses. We define "EBITDA" as E(L)BIT, plus depreciation and amortization. We define Adjusted EBITDA as EBITDA, plus business combination related expenses, share-based compensation and the Company's share in NPI depreciation and amortization.

We believe E(L)BIT, EBITDA and Adjusted EBITDA are useful in evaluating our operating performance, as they are similar to measures reported by other public companies in our industry and are regularly used by security analysts, institutional investors and others in analyzing operating performance and prospects. Adjusted EBITDA is not intended to be a substitute for any IFRS financial measure and, as calculated, may not be comparable to other similarly titled measures of performance of other companies in other industries or within the same industry.

We include these non-IFRS financial measures because they are used by our management to evaluate our operating performance and trends and to make strategic decisions regarding the allocation of capital and new investments. E(L)BIT, EBITDA and Adjusted EBITDA exclude certain expenses that are required in accordance with IFRS because they are non-cash or are not associated with the operational activity of the business.

The following table reconciles our E(L)BIT, EBITDA and Adjusted EBITDA to our net income (loss), the closest IFRS measure, for the periods indicated:

	Year Ended December 31,		
	2023	2022	2021
		(in thousands)	
Net (loss) income	$ (18,277)	$ (18,965)	$ 4,652
Income tax expenses	4,158	1,546	325
Finance expenses	24,778	15,105	6,312
E(L)BIT	10,659	(2,314)	11,289
Depreciation and amortization	55,940	35,611	14,613
EBITDA	66,599	33,297	**25,902**
Business combination related expenses	6,477	17,984	3,841
Share-based compensation	2,910	2,994	3,448
Company share of NPI depreciation and amortization[(1)]	$ 212	222	193
Adjusted EBITDA	$ 76,198	$ 54,497	**$ 33,384**

(1) Represents 50% of NPI's depreciation and amortization for the years ended December 31, 2023, 2022 and 2021 of $423,000, $445,000 and $385,000, respectively. In accordance with IFRS, NeoGames' share of NPI's expense is not recorded in our consolidated statements of comprehensive income (loss), but is rather reflected in our consolidated financial statements in accordance with the equity method, as we share in 50% of the profit (loss) of NPI. See Note 1 to our consolidated financial statements included elsewhere in this Annual Report.

Components of Results of Operations

Revenues

We generate revenues from our B2B iGaming solutions offered through Aspire, iLottery turnkey solutions and games, contract with Caesars, joint operation of the Michigan iLottery for the MSL (the "Michigan Joint Operation") and development services we provide to NPI.

The iGaming revenues we generate are from four separate streams: a fixed set-up fee, a mark-up on supplier services, a share of adjusted net gaming revenues and royalty payments.

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

- Mark-up on supplier services – A "cost plus" mark-up is charged for third-party services, such as fees to payment solution providers and game providers. We keep the mark-up at a moderate level while focusing on the revenue sharing element.

- Share of adjusted net gaming revenue – When a brand is launched on the platform, we and the partner split the net gaming revenues (NGR). We keep our share and pay the remaining share of NGR to the partner when we act as a principal. To limit downside risk, in some cases a minimum platform fee is charged.

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

Our iLottery turnkey solution contracts and certain of our games contracts provide for a revenue share model that entitles us, either directly, or indirectly through Pollard, Intralot or NPI, to a predetermined share of either the NGR or the GGR generated by iLotteries using our platforms and/or games. Our share of NGR or GGR varies between customers and generally depends on the type and scope of value-added services provided to the customer.

We post as revenues at least 50% of the revenues earned by the Michigan Joint Operation from the MSL, with an incremental 3 to 5% above our 50% share of royalties earned by the Michigan Joint Operation from certain games subsequently developed and provided by NeoGames as compensation for our development of such games. We record as revenues 100% of the revenues earned from our European customers.

As with the revenues earned by the Michigan Joint Operation, we are entitled to at least 50% of the revenues earned by NPI from our customers, with an incremental 3 to 5% above our 50% share of royalties earned by NPI from certain games subsequently developed and provided by NeoGames as compensation for our development of such games (which we refer to collectively as our "NPI Revenues Interest"). However, while our revenues earned from the Michigan Joint Operation are reflected as revenues in our consolidated statement of operations, our NPI Revenues Interest is not recorded as revenues, but is rather reflected in our financial statements in accordance with the equity method. We share in 50% of the profit of NPI, subject to certain adjustments (including the incremental royalties mentioned above).

We generate revenues from Caesars in the form of a monthly fee charged to Caesars for its access to the sub-licensed NeoSphere platform.

We also record as revenue a monthly fee we receive from each of the Michigan Joint Operation and NPI for certain software development and support services, which is calculated on a margin over cost basis.

The table below presents the revenues (including through the Michigan Joint Operation), as well as NeoGames' NPI Revenues Interest, for the years ended December 31, 2023, 2022 and 2021.

	Year Ended December 31,		
	2023	2022	2021
		(in thousands)	
Royalties from turnkey contracts[1]	$ 31,001	$ 29,729	$ 29,882
Royalties from games contracts	1,977	1,709	1,994
Access to IP rights	18,155	14,293	7,959
Development and other services - Aspire	-	767	1,617
Development and other services - NPI[2]	4,349	5,651	7,578
Development and other services - Michigan Joint Operation	1,498	1,449	1,433
Revenues	$ 56,980	$ 53,598	$ 50,463
Aspire Global revenues	134,558	112,100	-
Total Revenues	191,538	165, 698	50, 463
NeoGames' NPI Revenues Interest[3]	$ 63,045	44,473	$ 34,052

(1) Includes NeoGames' revenues mainly from the Michigan Joint Operation and Sazka.

(2) Represents revenues recognized by NeoGames for services provided to NPI. Such amounts were also recognized as expenses by NPI. We share in 50% of the profit of NPI.

(3) Represents 50% of NPI's revenues in the years ended December 31, 2023, 2022 and 2021 of $118.7 million, $84.5 million and $64 million, respectively, plus an incremental $3,700 thousand, $2,400 thousand and $1,820 thousand, respectively, of royalties from certain games as compensation for our subsequent development of such games. We refer to this, collectively, as our "NPI Revenues Interest" — however, in accordance with IFRS, our NPI Revenues Interest is not recorded as revenues in our consolidated statements of comprehensive income (loss), but is rather reflected in our consolidated financial statements in accordance with the equity method, as we share in 50% of the profit of NPI subject to certain adjustments (including the incremental royalties mentioned above). See Note 1 to our consolidated financial statements included elsewhere in this Annual Report.

Operating expenses

Distribution expenses. Distribution expenses are primarily comprised of royalties payable to Aspire operator partners, traffic-related costs, including processing fees (including geo-location costs and ID verification costs), third-party content costs, gaming taxes, call center expenses (including hardware and software maintenance costs, and telecommunication expenses), charges associated with contracts delivery contractual commitments, licensing tools and cloud solutions, personnel-related costs associated with these functions and occupancy costs associated with the facilities where these functions are performed.

Development expenses. Our research and development expenses are primarily comprised of costs of our research and development personnel, contractor services in Ukraine and other development-related expenses. Research and development costs are expensed when incurred, except to the extent that such costs qualify for capitalization. We believe continued investments in research and development are important to maintain our competitive strengths and expect research and development costs to increase in absolute dollars, but to decrease as a percentage of total revenues.

Selling and marketing expenses. Our selling and marketing expenses are primarily comprised of costs of our marketing personnel, travel expenses and other sales and marketing-related expenses. Selling and marketing expenses are expensed as incurred. We intend to continue to invest in our sales and marketing capabilities in the future to continue to increase our brand awareness. While our selling and marketing expenses have decreased during the years ended December 31, 2021 and 2020 due to the effect of the COVID-19 pandemic on international traveling, conventions and marketing events, during the years ended December 31, 2022 and 2023 and in tandem with the removal of pandemic related restrictions, we have resumed our participation in industry conventions and expending on international traveling.

General and administrative expenses. General and administrative expenses primarily include costs of our executive, finance, legal, business development and other administrative personnel and service providers. General and administrative expenses are expensed as incurred. We expect that our general and administrative expenses will increase in absolute dollars for the foreseeable future as we expand our business, as well as to cover the additional cost and expenses associated with being a publicly listed company.

Aspire business combination related expenses. Acquisition related expenses include primarily legal, investment banking, consultancy and accounting fees and expenses.

Aristocrat merger related expenses. Acquisition related expenses include primarily legal, investment banking, consultancy and accounting fees and expenses.

Depreciation and amortization

Our depreciation and amortization expenses are comprised of amortization of capitalized research and development costs we incur in connection with our technical group personnel. We amortize these capitalized costs on a straight-line basis beginning when development is complete and the asset is available for use and continuing over their useful life, as well as amortization of Aspire's newly acquired intangible assets.

Finance expense

Our interest expenses are primarily comprised of interest we incur on the Senior Facilities Agreement. For the year ended December 31, 2023, we incurred $21.4 million of interest expense in connection with the Senior Facilities Agreement, paid by the Company for the funding of the cash portion of Aspire transaction.

Income taxes expense

We are subject to Luxembourg corporation taxes on profits derived from activities carried out in Luxembourg. NGS, our Israeli subsidiary, is subject to Israeli corporate taxes. NPI, NeoGames US, LLP and NeoGames Solutions LLC are subject to U.S. federal income tax as well as certain state income taxes. Due to the resources invested in growing and developing our business, we have, until recently, generated losses. As of December 31, 2021, our estimated cumulative carry forward tax losses were approximately $22 million. On May 18, 2021, we obtained a pre-ruling from the Israeli Tax Authority regarding the transfer of certain intellectual property rights relating to the online lottery business of NeoGames S.A. to NGS, the transfer price for which was determined by a third-party study to be $57.0 million, which had the effect of reducing our cumulative carry forward tax losses by the same amount. The book value of $57 million representing the value of the transferred intellectual property rights, will be amortized for tax purposes over a period of 8 years starting the year ended December 31, 2021. For more information regarding the pre-ruling, see Item 10.E. "*Taxation – Tax Ruling of the Israeli Tax Authority.*"

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 Company or its consolidated subsidiaries have been incorporated. The iGaming companies are subject to corporation taxes on profits derived from activities carried out in various jurisdiction: Malta, Israel, Ukraine, Bulgaria, the United States, India, Gibraltar, North Macedonia, Spain and Italy.

Company's share in profits of NPI

We own 50% of the equity of NPI and we record 50% of NPI's profit or loss as our profit or loss, as adjusted to compensate the Company for our games development and DBG sales.

5.A. Results of Operations

The following tables set forth our results of operations in U.S. dollars and as a percentage of total revenues for the periods presented.

	Year Ended December 31,		
	2023	**2022**	**2021**
		(in thousands)	
Consolidated Statements of Operations Data:			
Revenues	$ 191,538	$ 165,698	$ 50,463
Distribution expenses	96,497	97,579	9,889
Development expenses	14,896	10,278	9,428
Selling and marketing expenses	10,859	5,364	1,549
General and administrative expenses	33,544	23,306	12,300
Business combination related expenses	6,477	17,984	3,841
Depreciation and amortization	55,940	35,611	14,613
	218,213	190,122	51,620
Loss from operations	(26,675)	(24,424)	(1,157)
Interest expense with respect to funding from related parties	-	2,867	4,811
Finance expenses	24,778	12,238	1,501
Company share in profits of Joint Venture and associated companies	37,344	22,110	12,446
Profit (loss) before income tax expenses	(14,119)	(17,419)	4,977
Income taxes expenses	(4,158)	(1,546)	(325)
Net income (loss)	$ (18,277)	$ (18,965)	$ 4,652

	Year Ended December 31,		
	2023	2022	2021
	(as a % of revenues in absolute numbers)		
Consolidated Statements of Operations Data:			
Revenues	100.0%	100.0%	100.0%
Distribution expenses	50.4	58.9	19.6
Development expenses	7.8	6.2	18.7
Selling and marketing expenses	5.7	3.2	3.0
General and administrative expenses	17.5	14.1	24.4
Business combination related expenses	3.4	10.8	7.6
Depreciation and amortization	29.2	21.5	29.0
Loss from operations	(14.0)	(14.7)	(2.3)
Interest expense with respect to funding from related parties	-	1.7	9.5
Finance income	-	-	-
Finance expenses	12.9	7.4	3.0
Company share in profits of Joint Venture and associated companies	19.5	13.3	24.7
Profit (loss) before income tax expenses	(7.4)	(10.5)	9.9
Income taxes expenses	2.1	0.9	0.7
Net income (loss)	(9.5)%	(11.4)%	9.2%

Year ended December 31, 2023 compared to year ended December 31, 2022

Revenues

Revenues for the year ended December 31, 2023 were $191.5 million, an increase of $25.8, or 15.6%, compared to $165.7 million, for the year ended December 31, 2022.

iLottery revenues were $57.0 million for the year ended December 31, 2023, compared to $53.6 million for the year ended December 31, 2022, representing an increase of 6.3% year-over-year.

Revenues from our turnkey solution contracts increased in 2023 by 4.3% to $31 million, compared to $29.7 million in 2022. The increase was primarily driven by a continuous growth in revenues from Michigan and Sazka.

Revenues from our games increased by 15.7% in 2023 to $2 million, compared to $1.7 million in 2022. The increase was primarily driven by enhancement of our games portfolio across our content customers.

Revenues from our contracts with William Hill, which were assumed by and assigned to Caesars on June 30, 2022, and certain software services we provide to NPI and the Michigan Joint Operation, increased by 4% in 2023 to $24.0 million, compared to $23.1 million in 2022. This increase was primarily attributed to Caesars expanding its usage of our IP rights.

Revenues from Aspire contributed $134.6 to the overall 2023 revenues mix, which represents approximately 20% of the total year over year growth. See also Item 4.B. "*Business Overview – iGaming Revenues*" by category for further details. Revenues generated by Aspire in 2023 were consolidated by the Company all year, while in 2022 the Company consolidated revenues generated by Aspire from the closing date of the Aspire acquisition in June 2022, offset by the change in the accounting for the majority of Aspire Core revenues on a net basis compared to historical figures of 2022, which were prepared on a gross basis.

Distribution expenses

Distribution expenses for the year ended December 31, 2023 were $96.5 million, a decrease of $1.1 million, or 1.1%, compared to $97.6 million for the year ended December 31, 2022. The decrease was primarily driven by the change in the accounting for the majority of Aspire Core revenues on a net basis compared to historical figures which were prepared on a gross basis, offset mainly by the consolidation of Aspire's distribution expenses in the entire year 2023, while Aspire's distribution expenses in 2022 were consolidated from the closing date of the Aspire acquisition in June 2022.

Development expenses

Development expenses for the year ended December 31, 2023 were $14.9 million, an increase of $4.6 million, or 44.9%, compared to $10.3 million for the year ended December 31, 2022. The increase was primarily driven by the consolidation of Aspire's development expenses in the entire year 2023, while in 2022 Aspire's development expenses were consolidated from the closing date of the acquisition of Aspire in June 2022, as well as by an increase of our technological headcount, continuous enhancements to our technological infrastructure.

Selling and marketing expenses

Selling and marketing expenses for the year ended December 31, 2023 were $10.9 million, an increase of $5.5 million, or 102.4%, compared to $5.4 million for the year ended December 31, 2022. The increase was primarily driven by the consolidation of Aspire's selling and marketing expenses for the entire year 2023, while Aspire's selling and marketing expenses in 2022 were consolidated from the closing date of the Aspire acquisition in June 2022, as well as due to increased sales and marketing activities, such as attending conferences.

General and administrative expenses

General and administrative expenses for the year ended December 31, 2023 were $33.5 million, an increase of $10.2 million, or 43.9%, compared to $23.3 million for the year ended December 31, 2022. The increase was primarily driven by the consolidation of Aspire's general and administrative expenses for the entire year 2023, while Aspire's general and administrative expenses in 2022 were consolidated from the closing date of the Aspire acquisition in June 2022.

Business combinations related expenses

Business combinations expenses relating to the Company's acquisition by Aristocrat were $6.5 million for the year ended December 31, 2023, a decrease of $11.5 million compared to $18 million related to the Company's acquisition of Aspire for the year ended December 31, 2022.

Depreciation and amortization

Depreciation and amortization for the year ended December 31, 2023 was $55.9 million, an increase of $20.3 million, or 57.1%, compared to $35.6 million for the year ended December 31, 2022. The increase was primarily driven by the consolidation of Aspire's depreciation and amortization expenses for the entire year 2023, while Aspire's depreciation and amortization expenses in 2022 were consolidated from the closing date of the Aspire acquisition in June 2022.

Finance expenses

Finance expenses for the year ended December 31, 2023 was $24.8 million, an increase of $12.6 million, or 102.5%, compared to $12.2 million for the year ended December 31, 2022. The increase was primarily driven by the finance expenses generated from the Blackstone financing for the entire year 2023, while such financing expenses were incorporated in 2022 from May 2022. For more information, see also Item 5.B "*Liquidity and Capital Resources*."

Income taxes expense

Income taxes expense for the year ended December 31, 2023 was $4.2 million, an increase of $2.7 million, or 168.9%, compared to $1.5 million for the year ended December 31, 2022. The increase was primarily due to consolidation of Aspire's income tax expenses for the entire year 2023, while such income tax expenses in 2022 were consolidated from the closing date of the Aspire acquisition in June 2022. In addition, in 2022 the Company recorded deferred tax benefit related to previous years.

Company's share in profits of NPI

The Company share in the profits of NPI for the year ended December 31, 2023 was $37.3 million, an increase of $15.2 million compared to $22.1 million for the year ended December 31, 2022. This increase was primarily driven by increases in all accounts served by NPI, but principally the VAL, NCEL, NH and AGLC, which experienced increases of 58%, 52%, 29% and 23%, respectively. For additional details, see "- *Results of Operations of NPI*."

Results of Operations of NPI

	Year Ended December 31,		
	2023	2022	2021
		(in thousands)	
Revenues	$ 118,790	$ 84,533	$ 64,032
Distribution expenses	59,881	49,093	44,970
Selling, general and marketing expenses	693	1,044	993
Depreciation	308	340	385
Net and total comprehensive income	$ 57,908	$ 34,056	$ 17,684
Net and total comprehensive income 50%	28,954	17,028	8,842
Adjustments(*)	7,386	4,557	3,604
Share in profits of NPI	36,340	21,585	12,446

(*) The adjustments mostly represent royalty commissions earned from NPI on certain games developed and delivered by the Company, whereby the Company's share of the underlying results is higher than 50%.

Year ended December 31, 2023 compared to year ended December 31, 2022

Revenue

Revenues for the year ended December 31, 2023 were $118.8 million, an increase of $34.3 million, or 40.5%, compared to $84.5 million for the year ended December 31, 2022. This increase was primarily driven by increases in revenues across all portfolio accounts, as follows: the VAL increased by $18.0 million, or 58%; the NHL increased by $2.8 million, or 29%; the NCEL increased by $9.2 million, or 52%; and the AGLC increased by $7.2 million, or 23%. We have seen a higher frequency of mega jackpot runs during the year ended December 31, 2023, which helped drive up the volume of online sales for the entire U.S. iLottery, triggering an increase of our revenues generated through those programs.

Distribution expenses

Distribution expenses for the year ended December 31, 2023 were $59.9 million, an increase of $10.8 million, or 22 % compared to $49.1 million for the year ended December 31, 2022. This increase was primarily driven by an increase in costs linked to revenues growth, such as clearing and processing fees, content third-parties fees, KYC and identity verification.

Selling, general and marketing expenses

Selling and marketing expenses for the year ended December 31, 2023 were $0.7 million, a decrease of $0.34 million, or 33.6% compared to $1.04 million for the year ended December 31, 2022. This decrease was primarily driven by optimization of the expenditure.

Recent Accounting Pronouncements

Our recent accounting pronouncements are shown in Note 2 to our consolidated financial statements.

JOBS Act

We are an emerging growth company, as defined in the JOBS Act. The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of this extended transition period until the earlier of the date we (x) are no longer an emerging growth company, or (y) affirmatively and irrevocably opt out of the extended transition period. As a result, our operating results and financial statements may not be comparable to those of companies that comply with new or revised accounting pronouncements as of public company effective dates.

5.B. Liquidity and Capital Resources.

Overview

We measure liquidity in terms of our ability to fund the cash requirements of our business operations, including working capital and capital expenditure needs, contractual obligations and other commitments, with cash flows from operations and other sources of funding. Since our inception, we have financed our operations primarily through cash generated from our operations, the proceeds from the initial public offering of our Ordinary Shares and the Senior Facilities Agreement obtained from Blackstone and which was primarily used to fund the cash portion of the consideration paid for the acquisition of Aspire. As of December 31, 2023, we had $133.8 million equity, $9.7 million working capital and $29 million cash and cash equivalents, compared to $145.3 million equity, $13.3 million working capital and $41.2 million cash and cash equivalents as of December 31, 2022.

Our primary requirements for liquidity and capital resources are to finance working capital, capital expenditures (including the deposit of performance bonds required under our iLottery contracts or deposits required by gaming regulators), to satisfy contingent consideration on business combination assumed from Aspire upon completion of the acquisition, quarterly interest, principal payments under the Senior Facilities Agreement, and general corporate purposes. We believe that our sources of liquidity and capital resources will be sufficient to meet our business needs for at least the next 12 months from the date of this Annual Report. As we remain in a growing stage of our business, we expect to continue to invest in research and development. We maintain the majority of our cash and cash equivalents in accounts with major, highly rated, multi-national and local financial institutions, and our deposits at these institutions exceed insured limits. Market conditions can impact the viability of these institutions, and any inability to access or delay in accessing these funds could adversely affect our business and financial position. Our future cash and capital requirements will depend on many factors, including our growth rate; the timing and extent of our spending to support our research and development efforts; capital expenditures to purchase hardware and software; the expansion of sales and marketing activities; and our continued need to invest in our IT infrastructure to support our growth. In addition, we may enter into additional strategic partnerships as well as agreements to acquire or invest in complementary products, teams and technologies, including intellectual property rights, which could increase our cash requirements. As a result of these and other factors, we may choose or be required to seek additional equity or debt financing sooner than we currently anticipate. If additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us, or at all. If we are unable to raise additional capital when required or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would adversely affect our business, financial condition and results of operations. The discussion of our liquidity and capital resources for the year ended December 31, 2021 compared to the year ended December 31, 2022, can be found in Part I, Item 5.B. of our Annual Report on Form 20-F for the fiscal year ended December 31, 2022 filed with the SEC on April 28, 2023.

On October 9, 2020, Aspire (prior to its acquisition by the Company) completed a business combination with BtoBet Limited, in consideration for €20.8 million in cash, of which €15.8 million were paid on October 9, 2022 and €5 million 12 months after the closing of the transaction. In addition, the consideration included performance based contingent consideration of 7-times BtoBet's adjusted EBIT on the second anniversary of the closing minus €20 million. The Company assessed such contingent consideration based on the 2022 adjusted EBIT to be Euro 8.2 million, and an additional provision of approximately Euro 2 million was recorded in the preliminary purchase price allocation. In February 2024, the Company concluded an expert determination procedure with the BtoBet Sellers regarding the BtoBet Earnout Consideration, in which it was determined that the Company shall pay an amount of €9.7 million in satisfaction of the BtoBet Earnout Consideration. The amount was paid on March 4, 2024.

Financing for the Acquisition of Aspire

On May 30, 2022, NeoGames S.A., NeoGames Connect S.à r.l. (the "Borrower") and NeoGames Connect Limited ("Bidco") entered into a senior facilities agreement (the "Senior Facilities Agreement") with Blackstone Private Credit Fund, GSO ESDF II (Luxembourg) Holdco S.à r.l., GSO ESDF II (Luxembourg), Levered Holdco II S.à r.l., GSO ESDF II (Luxembourg) Levered Holdco I S.à r.l. and G QCM (Luxembourg) Holdco S.à r.l. (together, the "Lenders"). On 12 September 2022, NeoGames Systems Ltd, NeoGames US, LLP and NeoGames Solutions LLC acceded to the Senior Facilities Agreement as additional guarantors. Pursuant to the Senior Facilities Agreement, the following term loan facilities were made available by the Lenders:

- a euro denominated term loan facility in an aggregate amount of €187.7 million ("Facility B1"); and
- a euro denominated term loan facility in an aggregate amount of €13.1 million ("Facility B2" and, together with Facility B1, the "Senior Facilities").

The Senior Facilities were fully drawn on June 13, 2022 in connection with the acquisition of Aspire. The proceeds of loans drawn under the Senior Facilities were applied towards, among other things, financing part of the aggregate consideration payable by the Company pursuant to the acquisition of Aspire and/or refinancing existing indebtedness. Such loans have a maturity of 6 years and bear interest linked to EURIBOR plus 6.25 percent per annum.

The Senior Facilities Agreement contains customary representations and warranties, affirmative and negative covenants (including covenants in respect of financial indebtedness, disposals, security, permitted holding company activity, dividends and share redemption, acquisitions and mergers and conduct of the Aspire Tender Offer), indemnities and events of default, each with appropriate carve-outs and materiality thresholds. In addition, the Company, the Borrower, Bidco, NeoGames Systems Ltd, NeoGames US, LLP and NeoGames Solutions LLC have each given a customary guarantee in favor of the Lenders under the terms of the Senior Facilities Agreement.

In connection with the debt financing documented by the Senior Facilities Agreement, the Company and certain of its subsidiaries have granted certain guarantees in favor of the Lenders. Additionally, the Company and certain of its subsidiaries have granted, or will grant, security in favor of the Lenders over shares (and other ownership interests) owned in certain subsidiaries, certain bank accounts, certain material intercompany receivables, certain material intellectual property and, in the case of subsidiaries located in England and Wales and the United States, substantially all of their assets (subject to customary exceptions). Accordingly, we recorded interest expenses of $20.5 million in 2023 related to the loan from Blackstone.

The loans drawn under the Senior Facilities Agreement in connection with the acquisition of Aspire were in EUR but the consideration payable by the Company in respect of the acquisition was in SEK. Therefore, the Company entered into a deal contingent FX forward with Deutsche Bank AG (the "DC Bank") on January 17, 2022 (the "FX Hedging Transaction") under which the Company received the full SEK consideration from the DC Bank in exchange for an equivalent EUR amount calculated by reference to a pre-agreed exchange rate. The Company posted the charges associated with the FX forward and other financing initiation costs such as ticking and set up charges as deferred financing costs amortized over the term of the loan. During the year ended December 31, 2023, a total of $0.9 million were booked as fees amortization as part of the Blackstone related interest expenses.

On May 24, 2023, the SDR program was terminated, upon which all holders of SDRs who were direct shareholders listed in the VPC Register (as defined in the Company's Form CB filed with the SEC on April 27, 2022) and who had not yet converted their SDRs into Ordinary Shares, had their SDRs automatically redeemed through Mangold Fondkommission AB, the issuer of the SDRs, whereby the Ordinary Shares that the SDRs represented were sold in the market and the net average sales proceeds were then paid pro rata to the previous holders of such SDRs. In connection with the termination of the SDR program, Aspire shareholders, who at the time of termination still had not converted their SDRs into Ordinary Shares in the Company, were subject to forced conversion in which their SDRs were converted into Ordinary Shares in the Company.

Loan Agreement

On February 14, 2024, NeoGames and Barak Matalon, one of our founding shareholders, entered into a loan agreement (the "Loan Agreement") pursuant to which NeoGames received from Mr. Matalon an unsecured and subordinated loan in the amount of $7.0 million, bearing interest of 9.5% per annum that is due and payable on a monthly basis (the "Loan"). The Loan matures and becomes due and payable on the earlier to occur of 30 days following the closing of the Business Combination Agreement and 12 months following the date of the Loan Agreement, or on a later date as agreed upon in writing between the parties.

Cash Flows

The Company generates its inbound cash flow through the collection of revenues being charged to its customers monthly. The Company's share of cash generated through North American turnkey contracts is being delivered through regular monthly settlements of net collections of customers' revenues less NPI's or Pollard's share of costs contributed by us to support delivery commitments.

The following table summarizes our cash flows for the periods presented:

	Year Ended December 31,		
	2023	2022	2021
		(in thousands)	
Net cash generated from operating activities	$ 59,376	$ 38,349	$ 27,997
Net cash used in investing activities	(45,007)	(225,944)	(18,534)
Net cash generated from (used in) financing activities	(28,075)	162,157	(3,148)
Net increase (decrease) in cash and cash equivalents	$ (13,706)	$ (25,438)	$ 6,315

Year ended December 31, 2023 compared to year ended December 31, 2022

Net cash generated from operating activities

Net cash generated from operating activities for the year ended December 31, 2023 was $59.4 million, an increase of $21.1 million, compared to $38.3 million for the year ended December 31, 2022. The increase primarily resulted from continuous growth of the business, with Aspire contributing for the full year of 2023 compared to the contribution in 2022 from the closing date of the Aspire acquisition in June 2022.

Net cash used in investing activities

Net cash used in investing activities for the year ended December 31, 2023 was $45 million, a decrease of $180.9 million, compared to $225.9 million for the year ended December 31, 2022. The decrease was primarily due to a decrease in cash used in investing activities in 2023 compared to 2022, in which the Company used cash for the acquisition of Aspire in 2022.

Net cash used in financing activities

Net cash used in financing activities for the year ended December 31, 2023 was $28.1 million, a decrease of $190.3 million, compared to cash generated by financing activities of $162.2 million for the year ended December 31, 2022. The decrease was primarily due to a decrease in cash generated by financing activities in 2023, compared to 2022, in which the Company entered into the Senior Facilities Agreement with the Lenders to fund the acquisition of Aspire.

Net increase/decrease in cash and cash equivalents

Net decrease in cash and cash equivalents for the year ended December 31, 2023 was $13.7 million, an increase of $11.7 million, compared to a decrease of $25.4 million for the year ended December 31, 2022. The increase was primarily the result of the Company's improved business results.

Material Cash Requirements for Known Contractual and Other Obligations

We are a party to many contractual obligations involving commitments to make payments to third parties. These obligations impact our short-term and long-term liquidity and capital resource needs. Certain contractual obligations are reflected on the consolidated balance sheet as of December 31, 2023, while others are considered future commitments. Our contractual obligations primarily consist of $10.8 million as contingent consideration for business combinations. For additional information, refer to Item 5.B "Liquidity and Capital Resources" and to Note 14 "Contingent Consideration On Business Combination and Other" of our annual financial statements included elsewhere in this Annual Report.

We also indemnify our officers and directors for certain events or occurrences, subject to certain limits, while the officer is or was serving at our request in such capacity. The maximum amount of potential future indemnification is unlimited. However, our director and officer insurance policy limits our exposure and enables us to recover a portion of any future amounts paid. Historically, we have not been obligated to make any payments for these obligations and no liabilities have been recorded for these obligations on our consolidated balance sheet as of December 31, 2022 or 2023.

5.C. Research and Development, Patents and Licenses, Etc.

Our research and development expenses are primarily comprised of costs of our research and development personnel, contractor services in Ukraine and Poland and other development-related expenses. Research and development costs are expensed when incurred, except to the extent that such costs qualify for capitalization. We believe continued investments in research and development are important to maintain our competitive strengths and expect research and development costs to increase in absolute dollars, but to decrease as a percentage of total revenues. Research and development expenses were $14.9 million, $10.2 million and $9.4 million in 2023, 2022 and 2021, respectively.

5.D. Trend Information.

Other than as described in Item 3.D. "Risk Factors" and in Item 5. "Operating and Financial Review and Prospects — Factors Affecting our Financial Condition and Results of Operations" of this Annual Report, we are not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on our total revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial condition.

5.E. Critical Accounting Estimates

Our consolidated financial statements are prepared in conformity with IFRS, as issued by the IASB. In preparing our consolidated financial statements, we make judgements, estimates and assumptions about the application of our accounting policies which affect the reported amounts of assets, liabilities, revenue, and expenses. Our critical accounting judgements and sources of estimation uncertainty are described in Note 3 to our consolidated financial statements included elsewhere in this Annual Report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

6.A. Directors and Senior Management

Executive Officers and Directors

The following table presents information about our executive officers and directors, including their ages as of April 20, 2024:

Name	Age	Position
Executive Officers		
Moti Malul	52	Chief Executive Officer and Director
Tsachi Maimon	45	President, Head of iGaming
Motti Gil	51	Chief Financial Officer
Oded Gottfried	54	Chief Technology Officer
Rinat Belfer	44	Chief Operations Officer
Non-Executive Directors		
Barak Matalon	53	Non-Executive Director
Aharon Aran	74	Non-Executive Director
Laurent Teitgen[(1) (2)]	45	Non-Executive Director
John E. Taylor, Jr.[(1) (2)]	57	Non-Executive Director, Chairman
Steve Capp[(1) (2)]	62	Non-Executive Director

(1) Independent director in accordance with Nasdaq rules.
(2) Member of the audit, compensation and nominating and corporate governance committees.

Unless otherwise indicated, the current business addresses for each of our executive officers and each of the members of our board of directors is c/o NeoGames S.A., 63-65, rue de Merl, L-2146 Luxembourg, Grand Duchy of Luxembourg.

Executive Officers

The following is a brief summary of the business experience of our executive officers.

Moti Malul has served as our and as NGS', our Israeli subsidiary, Chief Executive Officer and as a member of our board of directors, since October 2018. Prior to that, Mr. Malul served as our Executive Vice President of Sales and Business Development for three years. Prior to our spin-off from Aspire in 2014, Mr. Malul served in various roles at Aspire for five years. Prior to joining Aspire, Mr. Malul served for over 12 years in key marketing and management positions in the telecommunications and internet industries, for companies such as Ericsson and Smile Media. Mr. Malul holds a B.A. in Business Administration from Bar-Ilan University in Israel, and an M.B.A from Tel Aviv University in Israel.

Tsachi Maimon has served as our President, Head of iGaming since June 30, 2022. Prior to that, Mr. Maimon was CEO of Aspire, a position he held from 2013 until the closing of the Aspire Tender Offer. Mr. Maimon also serves on the board of directors of several private companies, including Neolotto Ltd., Minotauro Media Ltd. and MarketPlay Ltd. Mr. Maimon holds an M.A. in business from the College of Management Academic Studies in Rishon LeZion, Israel and a B.A. from Hebrew University of Jerusalem – Interdisciplinary Studies for Outstanding Officers.

Motti Gil has served as our Chief Financial Officer since August 2023. Mr. Gil had served as the Chief Financial Officer of Aspire from 2016 to August 2023, including five years as a publicly listed company, prior to its acquisition by NeoGames. Prior to joining Aspire, he spent seven years as the Chief Financial Officer of GoNet Systems, a wireless technology company which followed positions as a finance executive and controller in the telecom technology industry, in private and publicly listed companies. Mr. Gil began his career with Ernst & Young. Mr. Gil holds a B.A. in Accounting and Economics from the Hebrew University in Jerusalem.

Oded Gottfried has served as our Chief Technology Officer since our spin-off from Aspire in 2014 and the Chief Technology Officer of NGS, our Israeli subsidiary, since January 2015. Prior to our spin-off from Aspire, Mr. Gottfried served as the Chief Technology Officer of Aspire since 2008. Prior to joining Aspire in 2008 Mr. Gottfried founded two companies and served as their Chief Executive Officer. He also served as an engineer for the Israel Defense Forces. Mr. Gottfried holds a B.Sc in Mathematics & Computer Science from Tel Aviv University in Israel.

Rinat Belfer has served as our Chief Operations Officer since January 2019 after serving as Vice President of Projects of NGS from January 2015 and until December 2018. Prior to our spin-off from Aspire in 2014, Ms. Belfer served in a number of roles with Aspire since 2009. Ms. Belfer holds a B.Tech degree in Industrial Engineering and Management from Shenkar College in Israel and an MBA from Ben Gurion University in Israel.

Non-Executive Directors

The following is a brief summary of the business experience of the non-executive members of our board of directors.

Barak Matalon, the co-founder of Aspire, has served as a member of our board of directors since our spin-off from Aspire in 2014. Mr. Matalon currently serves on the board of directors of Lotym Holdings Ltd. Prior to the closing of the Aspire Tender Offer, Mr. Matalon served on Aspire's board of directors and as a member of its remuneration committee. Mr. Matalon holds a B.A. in Economics from the Academic College of Tel Aviv Jaffa in Israel.

Aharon Aran has served as member of our board of directors since September 2019. Mr. Aran currently serves as the Chief Executive Officer of the Israeli Audience Research Board, a position he has held since August 2019, and previously served as the Chief Executive Officer of TMF Media, Omnicom Media Group-Israel office, a leading global media agency network, from 2007 until 2019. Prior to the closing of the Aspire Tender Offer, Mr. Aran served on the board of directors of Aspire and as a member of its audit committee. Mr. Aran holds a B.A. in Economics and an M.B.A. from Tel Aviv University in Israel.

Laurent Teitgen has served as a member of our board of directors since April 2017. Mr. Teitgen currently serves on the board of directors of Codere Online Luxembourg S.A since November 2021, Ellomay Luxembourg Holdings S.à r.l. since September 2016, Chelsey Investissement S.C.A. since July 2016, Menora Central Europe Investments S.A. since November 2017, MiddleCap Group S.A. since April 2018, and Kaman Lux Holding S.à r.l since September 2015, and he is Head of Accounting Department at Fiduciaire Jean-Marc Faber S.à r.l, a private accounting firm, since May 2009. Mr. Laurent also serves as a member of the audit committee of Codere Online Luxembourg S.A since November 2021. Mr. Teitgen is a resident of Luxembourg and previously held positions with BDO, Intertrust, and TASL (now Orangefield/Vistra). Mr. Teitgen holds a B.A. in Accounting and Financial Management with a specialization in Accounting Review from Université de Lorraine, IUT Henri Poincaré, France.

John E. Taylor, Jr. has served as a member of our board of directors since November 2020. Mr. Taylor has served as the managing director of Faulkner & Howe, LLC, a business consulting firm primarily focused on the internet gaming industry, since 2002. Mr. Taylor served as Chairman of the board of directors of Twin River Worldwide Holdings (NYSE: TRWH) from 2010 to 2016, as Executive Chairman from 2017 to 2019, and as a member of the audit, compensation and compliance committees from 2010 to 2019. Mr. Taylor was formerly the Chief Executive Officer and President of GameLogic, Inc., a provider of internet based games for the regulated gaming industry. Mr. Taylor also served as the President and Chief Executive Officer of Dreamport, the gaming and entertainment subsidiary of GTECH Corporation, a then-NYSE listed company while also serving as a member of the Executive Management Committee of GTECH. Earlier in his career he served as a senior advisor to the Governor of Rhode Island. Mr. Taylor currently serves as a Trustee of Johnson & Wales University and holds a Bachelor of Science degree from Rhode Island College. In 2018, Mr. Taylor received an honorary Doctor of Business Administration from Johnson & Wales University.

Steve Capp has served as a member of our board of directors since June 2023. Prior to that, Mr. Capp was appointed as a non-voting member of our Board of Directors in an observer capacity on May 22, 2023. Mr. Capp has served as an independent financial advisor to the gaming and technology industries since May 2022. Prior to that, Mr. Capp served as EVP and CFO of Bally's Corporation (NYSE: BALY), a regional gaming and hospitality company, from January 2019 until April 2022. During this time, Bally's was taken public and subsequently acquired and integrated more than twenty (20) entities, including casino hotel properties and internet-based companies in the daily fantasy sports, free-to-play, sports wagering and iCasino spaces. Prior to Bally's, Mr. Capp was a director and financial consultant at Right Angle, a financial and strategic consulting firm, from April 2011 until December 2018. Mr. Capp also served on the board of Bally's predecessor private company, Twin River Management Group, for approximately seven years and as a director, advisor or consultant for several other private gaming, hospitality and technology companies. Mr. Capp has also served as EVP and CFO for regional gaming and hospitality company Pinnacle Entertainment, Inc. Prior to these positions, Mr. Capp was in the financial services sector, working for many years with BancAmerica Securities, culminating in the position of Managing Director for Bear Stearns & Co., focusing on the U.S. leveraged finance market. Mr. Capp holds a finance degree from the University of Arizona and an MBA from the Wharton School of the University of Pennsylvania.

Arrangements Concerning Election of Directors

Our Founding Shareholders have the exclusive right under our articles of association to elect up to 50% of our directors so long as they own in the aggregate at least 40.0% of our issued and outstanding share capital. In furtherance of the foregoing, the Founding Shareholders have entered into a voting agreement pursuant to which the Founding Shareholders vote as one group with regard to any matter relating to the nomination, election, appointment or removal of directors. The Voting Agreement was terminated with respect to Pini Zehavi following the sale of his shares, following which Mr. Zahavi held less than 5% of our share capital. See Item 7.B. "*Related Party Transactions - Voting Agreement*."

Board Diversity

The table below provides certain information regarding the diversity of our board of directors as of April 20, 2024.

Board Diversity Matrix*				
Country of Principal Executive Offices:	Grand Duchy of Luxembourg			
Foreign Private Issuer	Yes			
Disclosure Prohibited under Home Country Law	No			
Total Number of Directors	6			
	Female*	**Male**	**Non-Binary**	**Did Not Disclose Gender**
Part I: Gender Identity				
Directors	0	6	0	0
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction	0			
LGBTQ+	0			
Did Not Disclose Demographic Background	0			

***** We acknowledge and support the general principles behind the diversity objectives set forth in Rule 5605(f)(2)(B) of the Nasdaq Listing Rules. However, given the Company's operations in a regulated market and in light of the business combination with Aristocrat, the Company's board of directors does not believe that achieving Nasdaq's diversity objectives is currently feasible given the Company's circumstances. We believe that the current composition of our board of directors is suitable for the current scale of and goals for our business and operations. The members of our board of directors are familiar with our Company's history and business operations and provide us with a variety of personal, professional and industry backgrounds, with appropriate experience and skill sets.

6.B. Compensation

Executive Officer Compensation

The compensation for each of our executive officers is comprised of the following elements: base salary, bonus, contractual benefits, pension contributions and relocation expenses reimbursement by the Company, as applicable. The total amount of compensation paid and benefits in kind provided to our executive officers and members of our board of directors, other than our independent directors, for the 2023 financial year was approximately $3.1 million (inclusive of annual bonuses). We do not currently maintain formal bonus or profit-sharing plans for the benefit of our executive officers; however, from time to time upon approval of the compensation committee of the board of directors we may pay discretionary bonuses to certain of our executive officers. We make monthly contributions to pension, retirement or similar benefits to our executive officers as required under Israeli law or any other relevant jurisdiction.

Board Member Compensation

Our independent directors receive both cash and equity compensation for service on our board of directors. Our compensation program for independent directors is designed to meet the following objectives:

- to provide fair compensation to directors commensurate with the time commitments, responsibilities and strict gaming licensing requirements that must be maintained for service on our Board;
- to attract and retain experienced, highly-qualified individuals to serve on our Board; and
- to provide a compensation program that aligns the interest of directors with shareholders by providing a significant portion of annual compensation in the form of equity.

The amount of compensation paid to our independent directors for the 2023 financial year was as follows: Mr. John E. Taylor Jr. received cash compensation of approximately $168 thousand and the board of directors has approved equity compensation in the form of a grant of 14,168 restricted share units, approved by shareholders at the 2023 shareholders meeting, with a cliff vesting of all such restricted share units on June 30, 2024; Mr. Laurent Teitgen received cash compensation of approximately $44 thousand and the board of directors has approved equity compensation in the form of a grant of 3,542 restricted share units and; Mr. Steve Capp who joined the board on June 29, 2023 received cash compensation of $54 and 3,400 restricted share units.

Executive Officer and Board Member Employment Agreements

Each of the Company's executive officers is employed under an employment agreement for an indefinite period of time. These agreements contain customary provisions regarding noncompetition, nonsolicitation, confidentiality of information and assignment of inventions. However, the enforceability of the non-competition provisions may be limited under applicable law. With respect to certain executive officers, either we or the executive officer may terminate his or her employment by giving advance written notice to the other party, with notice periods ranging from 90 days to a year. We may also terminate an executive officer's employment agreement for good reason (as defined the applicable employment agreement).

Each of our independent board members has been appointed through June 30, 2024. The appointments may be extended by mutual agreement. The terms of engagement contain customary provisions regarding directors' liability insurance, conflicts of interest, confidentiality of information and assignment of intellectual property rights. We may immediately terminate the appointment of independent directors for the causes set forth in the terms of engagement, or in accordance with our articles of association or any applicable laws. In addition, our shareholders and our board may terminate an independent director's appointment. Either party may terminate the appointment with a 30 days prior written notice. The Terms of engagement with independent board members provide that upon a change of control over the Company or termination of appointment without cause, RSUs are accelerated, and become unrestricted.

Long-Term Incentive Plans

2015 Plan (as amended in 2019)

The 2015 Share Option Plan was adopted on January 29, 2015 and amended thereafter (the "2015 Plan"). The 2015 Plan provides for the grant of options to acquire Ordinary Shares of the Company. As of April 2024, there were 621,009 outstanding options granted under the 2015 Plan covering 621,009 Ordinary Shares of the Company at a weighted average exercise price of $1.31, out of which 609,927 were vested and 11,082 were unvested.

All our employees and consultants are eligible to participate in the 2015 Plan. All outstanding options to purchase Ordinary Shares of the Company granted under the 2015 Plan that are held by employees of NGS, are subject to the beneficial tax arrangement known as the trustee capital gains route of Section 102 of the Israeli Income Tax Ordinance [New Version] 1961.

Our board of directors determines the terms and conditions of the options granted including the vesting terms and the exercise price. The terms and conditions are set forth in the applicable options agreement. The terms and conditions of individual options may vary.

Following the completion of our initial public offering, the Company ceased granting options under the 2015 Plan. Any Ordinary Shares underlying options granted under the 2015 Plan that expire were added to the pool of the 2020 Plan (as defined below). The 2015 Plan will continue to apply to all options granted under the 2015 Plan prior to our initial public offering.

2020 Plan

In connection with our initial public offering, we adopted an omnibus equity plan by the name of 2020 Incentive Award Plan (the "2020 Plan"), which allows for the grant of various equity awards such as options, share appreciation rights, restricted shares, restricted share units and other equity based awards. The 2020 Plan initially included a pool of 132,750 Ordinary Shares which shall be increased automatically upon expiration of any option granted under the 2015 Plan and by an annual increase on the first day of each calendar year beginning January 1, 2021 and ending on and including January 1, 2030, equal to the lesser of (A) 3% of the aggregate number of shares outstanding on the final day of the immediately preceding calendar year and (B) such smaller number of shares as is determined by our board of directors. As of April 2024, there were (i) 143,063 unvested RSUs outstanding under the 2020 Plan, (ii) outstanding options granted under the 2020 Plan covering 48,581 Ordinary Shares at a weighted average exercise price of $17.0, of which 48,581 were vested, and (iii) 711,984 Ordinary Shares remaining available for issuance pursuant to future awards that may be granted under the 2020 Plan.

The 2020 Plan is managed by our board of directors or by a committee thereof nominated for the purpose of administrating the 2020 Plan.

The administrator has the authority to determine the terms and conditions of the awards granted under the 2020 Plan. However, the exercise price of options and share appreciation rights must be no less than the fair market value of the shares at the time of grant.

The 2020 Plan includes an Israeli sub-plan for the purpose of enabling the Company to grant Israeli employees awards under the tax beneficial route known as the trustee capital gains route of Section 102 of the Israeli Income Tax Ordinance [New Version] 1961.

Insurance and Indemnification

We provide liability insurance for our directors and officers against certain liabilities, which they may incur in connection with their activities on our behalf.

Our articles of association provide that directors and officers, past and present, are entitled to indemnification from us to the fullest extent permitted by Luxembourg law, against liabilities and all expenses reasonably incurred or paid by him or her in connection with any claim, action, suit, or proceeding in which he or she is involved by virtue of him or her being or having been a director or officer of the Company and against amounts paid or incurred by him or her in the settlement thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions of our articles of association or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by a director, officer, or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

6.C. Board Practices

Board Composition

Our board of directors is currently comprised of six members, each of whom was elected for a term ending as of the date of the annual general meeting of the Company to be held in 2024 and related to the financial year ended on December 31, 2023. Our directors are elected at our general meeting of shareholders in accordance with our articles of association and each may be re-appointed to additional terms. Pursuant to our articles of association, for so long as the Founding Shareholders (i) own in the aggregate at least 40.0% of the issued and outstanding share capital of the Company, a number of directors equal to 50.0% of the total number of directors will be elected from nominees selected by the Founding Shareholders, (ii) own in the aggregate less than 40% of the issued and outstanding share capital of the Company, but still own in the aggregate at least 25.0% of the issued and outstanding share capital of the Company, a number of directors equal to 33.0% of the total number of directors will be elected from nominees selected by the Founding Shareholders, and (iii) own in the aggregate less than 25% of the issued and outstanding share capital of the Company, but still own in the aggregate at least 15.0% of the issued and outstanding share capital, one director will be elected from nominees selected by the Founding Shareholders.

As previously disclosed, Ms. Lisbeth McNabb, who served as a member of the Board since May 2021, and also served as chair of the Audit Committee and as a member of the Compensation Committee and Nominating and Corporate Governance Committee, resigned from the Board effective April 21, 2023. Rule 5605(c)(2)(A) of the Nasdaq rules requires the audit committee to be comprised of at least three independent directors. As a result, Nasdaq notified us that we were not in compliance with Nasdaq Listing Rule 5605(c)(2)(A). The Nominating and Corporate Governance Committee conducted a search for a qualified replacement to fill the vacancy resulting from Ms. McNabb's resignation and on June 29, 2023, our shareholders elected Mr. Steve Capp to serve on our Board. Upon such election, the Board also appointed Mr. Capp to serve as the chairperson of the audit committee, following which the Company received notice from Nasdaq that it has regained compliance with Nasdaq Listing Rule 5605(c)(2)(A).

Foreign Private Issuer Status

As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

Controlled Company Exemption

In addition to exemptions on which we may rely as a foreign private issuer, our Founding Shareholders beneficially own more than 50% of the voting power of our shares eligible to vote in the election of directors, and we may therefore be able to rely on certain exemptions as a "controlled company" as set forth in the Nasdaq rules. Under these corporate governance standards, a company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect to utilize exemptions from certain corporate governance standards, including the requirement (1) that a majority of the board of directors consist of independent directors, (2) to have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities, and (3) that our director nominations be made, or recommended to the full board of directors, by our independent directors or by a nominations committee that is composed entirely of independent directors and that we adopt a written charter or board resolution addressing the nominations process. We utilize the exemption from the requirement to have a majority of the board of directors consist of independent directors. In the event that we cease to be a "controlled company," and to the extent we may not rely on similar exemptions as a foreign private issuer, we will be required to comply with these provisions within the applicable transition periods so long as our Ordinary Shares continue to be listed on Nasdaq.

Board Committee Composition

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee.

Audit Committee

The audit committee, which consists of Steve Capp, John E. Taylor, Jr. and Laurent Teitgen, assists the board in overseeing our accounting and financial reporting processes and the audits of our financial statements. Steve Capp serves as chair of the committee. The audit committee consists exclusively of members of our board of directors who are financially literate, and Steve Capp is considered an "audit committee financial expert" as defined by the SEC. Our board has determined that Steve Capp, John E. Taylor, Jr. and Laurent Teitgen meet the "independence" requirements set forth in Rule 10A-3 under the Exchange Act and the Nasdaq rules, including the heightened independence standards applicable to audit committee members. The audit committee is governed by a charter that complies with Nasdaq rules.

Under Nasdaq rules, the audit committee is required to be comprised of at least three independent directors. The Nominating and Corporate Governance Committee conducted a search for a qualified replacement to fill the vacancy resulting from Ms. McNabb's resignation and on June 29, 2023, our shareholders elected Mr. Steve Capp to serve on our Board. Upon such election, the Board also appointed Mr. Capp to serve as the chairperson of the audit committee, following which the Company received notice from Nasdaq that it has regained compliance with Nasdaq Listing Rule 5605(c)(2)(A).

The audit committee is responsible, among others, for:

- recommending the appointment of the independent auditor to the general meeting of shareholders;
- the appointment, compensation, retention and oversight of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit services;
- pre-approving the audit services and non-audit services to be provided by our independent auditor before the auditor is engaged to render such services;
- evaluating the independent auditor's qualifications, performance and independence, and presenting its conclusions to our board of directors on at least an annual basis;
- reviewing and discussing with our board of directors and the independent auditor our annual audited financial statements and quarterly financial statements prior to the filing of the respective annual and quarterly reports;
- reviewing our compliance with laws and regulations, including major legal and regulatory initiatives and also reviewing any major litigation or investigations against us that may have a material impact on our financial statements; and
- reviewing and discussing the Company's policies with respect to risk assessment and risk management, including the management of financial risks, cybersecurity and information security risks;

- establishing procedures for receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and

- reviewing and approving transactions (other than transaction related to the compensation or terms of services) that require the committee's approval under the rules of Nasdaq and in accordance with our related person transaction policy and procedures.

The audit committee meets as often as one or more members of our audit committee deem necessary, but in any event meets at least four times per year. The audit committee meets at least once per year with our independent accountant, without our executive officers being present.

Compensation Committee

The compensation committee, which consists of John E. Taylor, Jr., Steve Capp and Laurent Teitgen, assists our board of directors in determining executive officer compensation. John E. Taylor, Jr. serves as chair of the committee. The committee recommends to our board of directors the compensation of each of our executive officers. Under SEC and Nasdaq rules, there are heightened independence standards for members of our compensation committee, including a prohibition against the receipt of any compensation from us other than standard board member fees. All of our compensation committee members meet this heightened standard.

The compensation committee is responsible for:

- identifying, reviewing and approving corporate goals and objectives relevant to executive officer compensation;

- analyzing the possible outcomes of the variable remuneration components and how they may affect the remuneration of our executive officers;

- evaluating each executive officer's performance in light of such goals and objectives and determining each executive officer's compensation based on such evaluation;

- determining any long-term incentive component of each executive officer's compensation in line with the remuneration policy and reviewing our executive officer compensation and benefits policies generally;

- periodically reviewing, in consultation with our Chief Executive Officer, our management succession planning; and

- reviewing and assessing risks arising from our compensation policies and practices for our employees and whether any such risks are reasonably likely to have a material adverse effect on us.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee, which consists of John E. Taylor, Jr., Steve Capp and Laurent Teitgen, assists our board of directors in identifying individuals qualified to become members of our board of directors consistent with criteria established by our board of directors and in developing our corporate governance principles. Laurent Teitgen serves as chair of the committee.

The nominating and corporate governance committee is responsible for:

- drawing up selection criteria and appointment procedures for board members;

- reviewing and evaluating the composition, function and duties of our board of directors;

- recommending nominees for selection to our board of directors and its corresponding committees;

- making recommendations to our board of directors as to determinations of board member independence;

- leading our board of directors in a self-evaluation, at least annually, to determine whether it and its committees are functioning effectively;
- overseeing and recommending for adoption by the general meeting of shareholders the compensation for our board members;
- overseeing our ESG policies, programs and strategies; and
- developing and recommending to our board of directors our rules governing the board of directors and code of business conduct, reviewing and reassessing the adequacy of such rules and recommending any proposed changes to our board of directors.

Duties of Board Members and Conflicts of Interest

Under Luxembourg law, members of our board of directors have a duty of loyalty to act honestly, in good faith and with a view to our best interests. The members of our board of directors also have a duty to exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, the members of our board of directors must ensure compliance with our articles of association. In certain limited circumstances, a shareholder has the right to seek damages if a duty owed by a member of our board is breached.

Pursuant to Luxembourg law, any director having a direct or indirect financial interest in a transaction submitted for approval to our board of directors may not participate in the deliberations and vote thereon, unless the transaction is not in the ordinary course of our business and conflicts with our interest, in which case the director shall be obliged to advise our board of directors thereof and to cause a record of such director's statement to be included in the minutes of the meeting. He or she may not take part in these deliberations nor vote on such a transaction. At the next general meeting of shareholders, before any other resolution is put to a vote, a special report shall be made on any transactions in which any of the directors may have had an interest that conflicts with our interest.

Directors' service contracts

There are no arrangements or understandings between us and any of our subsidiaries, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their employment or service as directors of our Company or any of our subsidiaries.

6.D. Employees

As of December 31, 2023, the Company had 221 employees located in Israel, 14 employees located in the United States, 137 employees located in Malta, 114 employees located in Bulgaria, 166 employees located in North Macedonia, and additional 59 team members spread across other EU Member States. Additionally, as of December 31, 2023, the Company had 43 dedicated contractors located in India, and 381 dedicated contractors and employees hired by our Ukrainian subsidiaries. As of April 9, 2024, approximately 121 of our Ukraine-based employees are working remotely either in the Poland office or other locations outside of Ukraine.

Our goal is to attract and retain highly qualified and motivated personnel. We also engage contractors to support our efforts. None of our employees and service providers are subject to a collective bargaining agreement. We consider our employee relations to be good and we have never experienced a work stoppage.

We are committed to maintaining a working environment in which diversity and equality of opportunity are actively promoted and all unlawful discrimination is not tolerated. We are committed to ensuring employees are treated fairly and are not subjected to unfair or unlawful discrimination. We value diversity and to that end recognize the educational and business benefits of diversity amongst our employees, applicants and other people with whom we have dealings.

6.E. Share Ownership

For information regarding the share ownership of directors and officers, see Item 7.A. "*Major Shareholders*." For information as to our equity incentive plans, see Item 6.B. "*Compensation - Long-Term Incentive Plans*."

6.F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

7.A. Major Shareholders

The following table sets forth information relating to the beneficial ownership of our Ordinary Shares as of April 20, 2024 by:

- each person, or group of affiliated persons, known by us to beneficially own 5% or more of our outstanding Ordinary Shares;
- each of our executive officers and directors; and
- all of our executive officers and directors as a group.

For further information regarding material transactions between us and principal shareholders, see Item 7.B. "*Related Party Transactions*."

The number of Ordinary Shares beneficially owned by each entity, person, executive officer or director is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which the person has sole or shared voting power or investment power. Additionally, Ordinary Shares that a person has the right to acquire within 60 days of April 20, 2024 through the exercise of any option, warrant or other right, are deemed to be outstanding and to be beneficially owned by such person for purposes of computing the percentage ownership of such person, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all executive officers and directors as a group. Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all Ordinary Shares held by that person.

The percentage of Ordinary Shares beneficially owned is computed on the basis of 33,895,026 Ordinary Shares outstanding as of April 20, 2024.

The information set forth below regarding the beneficial ownership for each of our principal shareholders has been furnished by such shareholders. Unless otherwise indicated below, the address for each beneficial owner listed is NeoGames S.A., 10 Habarzel Street, Tel Aviv, 6971014, Israel.

Name of beneficial owner	Number	Percent
5% or Greater Shareholders		
Elyahu Azur (1)	6,033,712	17.5%
Aristocrat Leisure Limited (2)	20,382,242	59.2%
Executive officers and directors		
Moti Malul (3)	474,562	1.4%
Motti Gil (4)	12,468	*
Oded Gottfried (5)	612,554	1.8%
Rinat Belfer (6)	74,889	*
Tsachi Maimon (7)	153,477	*
Barak Matalon (1)	9,667,599	28.1%
Aharon Aran (1)	2,413,483	7.0%
Laurent Teitgen (10)	3,542	*
John E. Taylor, Jr. (8)	77,458	*
Steve Capp (9)	5,400	*
All executive officers and directors as a group (10 persons) (11)	13,495,428	39.2%

* Indicates beneficial ownership of less than 1% of the total outstanding Ordinary Shares.

(1) Based on information reported on Amendment No. 3 to Schedule 13D filed on May 22, 2023. As a result of the Voting Agreement and the Amended Voting Agreement (each as defined in Item 7.B. "*Voting Agreement*"), each of Mr. Azur, Mr. Matalon and Mr. Aran has the shared power to vote, or direct the voting of, an aggregate of 18,114,790 Ordinary Shares that each of them may be deemed to share beneficial ownership of. Each of Mr. Azur, Mr. Matalon and Mr. Aran has the sole power to dispose of, or direct the disposition of, the Ordinary Shares held directly by him. Each of Mr. Azur, Mr. Matalon and Mr. Aran disclaims beneficial ownership of any securities beneficially owned by any other such person. The address for each of Mr. Azur, Mr. Matalon and Mr. Aran is c/o NeoGames, 10 Habarzel St., Tel Aviv, Israel. Based on information reported on Amendment No. 2 to Schedule 13D filed on April 25, 2023, a Share Purchase Agreement (the "SPA") was entered into on April 19, 2023 by and among Mr. Matalon, Mr. Azur and Mr. Aran (each, a "Purchaser") and Pinhas Zahavi (the "Seller"). Pursuant to the SPA, the Purchasers, severally and not jointly, purchased 3,281,557 Ordinary Shares from the Seller, as follows: Mr. Matalon purchased 1,751,318 Ordinary Shares, Mr. Azur purchased 1,093,028 Ordinary Shares and Mr. Aran purchased 437,211 Ordinary Shares. As part of the SPA, the Voting Agreement was terminated with respect to Mr. Zahavi.

(2) Based solely on information reported on Schedule 13D filed on May 25, 2023. As a result of the Support Agreement with certain shareholders of the Company, Aristocrat may be deemed to have beneficial ownership of 20,382,242 of ordinary shares, each without par value. The principal business address of Aristocrat is Building A, Pinnacle Office Park, 85 Epping Road, North Ryde, NSW 2113, Australia.

(3) Shares beneficially owned includes 71,855 Ordinary Shares of the Company and 391,632 options exercisable as of April 20, 2024, 391,632 options exercisable within 60 days of April 20, 2024, and 11,075 RSUs exercisable for Ordinary Shares of the Company.

(4) Shares beneficially owned includes 9,998 Ordinary Shares of the Company, and 2,470 RSUs exercisable for Ordinary Shares of the Company.

(5) Shares beneficially owned includes 596,678 Ordinary Shares of the Company, and 10,476 options exercisable as of April 20, 2024 and 5,400 RSUs exercisable for Ordinary Shares of the Company.

(6) Shares beneficially owned includes 15,181 Ordinary Shares of the Company and 52,833 options exercisable as of April 20, 2024, and 52,833 options exercisable within 60 days of April 20, 2024, and 6,875 RSUs exercisable for Ordinary Shares of the Company.

(7) Shares beneficially owned includes 150,277 Ordinary Shares of the Company, and 3,200 RSUs exercisable for Ordinary Shares of the Company.

(8) Shares beneficially owned includes 14,709 Ordinary Shares of the Company and 48,581 options exercisable as of April 20, 2024, 48,581 options exercisable within 60 days of April 20, 2024, and 14,168 RSUs exercisable for Ordinary Shares of the Company.

(9) Shares beneficially owned includes 2,000 Ordinary Shares of the Company and 3,400 RSUs exercisable for Ordinary Shares of the Company.

(10) Shares beneficially owned includes 3,542 RSUs exercisable for Ordinary Shares of the Company.

Our directors and executive officers hold, in the aggregate, options exercisable for 553,652 Ordinary Shares, as of April 20, 2024. The options have a weighted average exercise price of $2.2 per share and have expiration dates generally 10 years after the grant date of the option.

Significant Changes in Ownership of Major Shareholders

To our knowledge, other than as disclosed in the table above, our other filings with the SEC and this Annual Report, there has been no significant change in the percentage ownership held by any major shareholder during the past three years.

Voting Rights

The major shareholders listed above do not have voting rights with respect to their Ordinary Shares that are different from the voting rights of other holders of our Ordinary Shares.

Registered Holders

Based on a review of the information provided to us by our transfer agent, as of April 20, 2024, there were five registered holders of our Ordinary Shares, one of which (Cede & Co., the nominee of the Depositary Trust Company) is a United States registered holder, holding approximately 39.9% of our outstanding Ordinary Shares. The number of record holders in the United States is not representative of the number of beneficial holders nor is it representative of where such beneficial holders are resident since many of these Ordinary Shares were held by brokers or other nominees.

Change in Control Arrangements

Other than our acquisition by Aristocrat described in Item 4.A. "*History and Development of the Company - Selected Recent Developments – Our Acquisition by Aristocrat*", we are not aware of any arrangement that may at a subsequent date, result in a change of control of the Company.

7.B. Related Party Transactions

The following is a description of our ongoing or presently proposed related party transactions since January 1, 2023.

Relationship with Aspire

NeoGames was established as an independent company in 2014, following a spin-off from Aspire. Between 2014 and August 2022, Barak Matalon and Aharon Aran, members of our board of directors, were also members of Aspire's board of directors. Further, Barak Matalon, Elyahu Azur and Aharon Aran, who collectively owned a majority of the shares of Aspire, hold as of April 20, 2024 approximately 53.4% of our Ordinary Shares.

On August 11, 2022, NeoGames completed the tender offer and related squeeze-out proceeding for all of the outstanding shares of Aspire. Upon the closing of the Aspire Tender Offer, Aspire ceased to be a "related person" (as defined below) and became a wholly owned subsidiary of NeoGames. For information regarding the tender offer, see Item 4.A. "*History and Development of the Company - Selected Recent Developments*" above.

Prior to the tender offer, the Company was party to the following agreements with the Aspire Group, which were terminated following the close of the Aspire Tender Offer:

Framework Agreement

On April 24, 2015, with effect as of April 30, 2014, NeoGames entered into an agreement (the "Aspire Framework Agreement") with Aspire and AG Software Limited ("AG Software"), a member of the Aspire Group that provides the framework for the restructuring and the separate operation of each of the parties and their respective businesses. NeoGames acquired from the Aspire Group the suite of software products used solely in the iLottery market, as well as the rights to certain contracts held by the Aspire Group, in consideration for the Aspire Promissory Notes.

Trademark License Agreement

On April 24, 2015, NeoGames entered into a trademark license agreement with Aspire and William Hill (as amended and restated on August 6, 2015, the "Aspire Trademark License Agreement") pursuant to which Aspire granted to NeoGames an exclusive license to use the "NEOGAMES" trademark in connection with our business. In September 2020, Aspire and NeoGames executed a trademark assignment agreement and filed deeds of assignment in respect of the registered NEOGAMES trademarks in the EU and the United States that has been recorded in the public registrar.

Aspire Software License Agreement

In April 2015, NeoGames entered into a software license agreement (as amended in August 2015 and in June 2018, the "Aspire Software License Agreement") with AG Software, Aspire and William Hill, pursuant to which ownership of intellectual property in a suite of software products was allocated between NeoGames and Aspire. In accordance with the Aspire Software License Agreement, software used in both the iLottery business and the iGaming business (the "Mixed-Use Software") remained in the ownership of Aspire but was exclusively and irrevocably licensed to NeoGames for use in our iLottery business. The Mixed-Use Software includes components such as the wallet, cashier functions and random numbers generator used in our iLottery offerings.

The license from Aspire allows NeoGames to use the Mixed-Use Software to (i) facilitate its iLottery business worldwide, (ii) design, develop and implement online gaming, lottery or sports products and services for B2B customers in the gaming and sports businesses in the United States, (iii) grant a sub-license to William Hill for use when William Hill is operating under its own brand, and under certain circumstances when William Hill is operating under third-party brands, for its gaming and sports business and (iv) design, develop and implement games content (including scratch card, instant win, table and casino games) to customers (except for platform providers or white label companies who are competitors of Aspire) worldwide. The license from Aspire allows NeoGames to make broad use of the Mixed-Use Software in connection with the foregoing rights, including but not limited to adapting, modifying or enhancing it, granting sub-licenses, and distributing and selling it.

Meanwhile, Aspire can use the Mixed-Use Software to (i) facilitate its B2C gaming or sports business worldwide, (ii) facilitate its B2C iLottery business worldwide (except in jurisdictions where NeoGames operates its iLottery business), (iii) design, develop and implement online gaming, lottery or sports products and services for B2G customers in the iLottery business (except in the United States) and (iv) offer online games content (including scratch card, instant win, table and casino games) to customers (except for B2G customers in the United States and certain competitors of NeoGames) worldwide.

Pursuant to the terms of the Aspire Software License Agreement, the CZR Features (as defined below) and modifications to the Mixed-Use Software developed by NeoGames and used exclusively in the iLottery offering are owned by NeoGames and licensed to Aspire on the same terms as Aspire's rights to use the Mixed-Use Software set forth above. Pursuant to the terms of the Aspire Software License Agreement, modifications to the Mixed-Use Software developed by Aspire and used exclusively in the iGaming offering are owned by Aspire and licensed to NeoGames on the same terms as NeoGames' license to the Mixed-Use Software set forth above.

In accordance with the terms of the Aspire Software License Agreement, NeoGames is not permitted to design, develop or implement casino and slots content for games aggregators, and Aspire is not permitted to design, develop and implement scratch and instant content for games aggregators.

Consultancy Agreement

On June 1, 2015, NGS and LOTYM HOLDINGS LTD. ("LOTYM") entered into an agreement pursuant to which LOTYM provides to NGS and consulting services through Barak Matalon (one of the Founding Shareholders) for a monthly consideration in the amount of NIS 45,000 (plus VAT). The agreement has an unlimited term, and may be terminated for convenience by either party, subject to 180-days' prior written notice. Mr. Matalon and LOTYM have signed undertakings, effective through the term of the agreement and for 12 months following its termination, regarding (i) ownership in inventions by, and assignment thereof to, the Company, (ii) non-competition against the Company, and (iii) non-solicitation of its employees, consultants, suppliers, customers, investors and any party commercially engaged by it. Aspire and LOTYM have entered into an agreement pursuant to which LOTYM provides Aspire with consulting services through Barak Matalon on similar terms to those described above.

The Company paid to LOTYM approximately $289 thousand in the year ended December 31, 2023.

Loan Agreement

For details regarding the loan agreement entered into between NeoGames and Barak Matalon, see the Item 5.B. "*Liquidity and Capital Resources – Loan agreement*."

Voting Agreement

Three of our Founding Shareholders have the exclusive right under our articles of association to nominate up to 50% of our directors so long as they own in the aggregate at least 40.0% of our issued and outstanding share capital. In furtherance of the foregoing, the Founding Shareholders entered into a voting agreement dated November 17, 2020 pursuant to which the Founding Shareholders vote as one group with regard to any matter relating to the nomination, election, appointment or removal of directors (the "Voting Agreement"). On April 19, 2023, the SPA was entered into by and among Mr. Matalon, Mr. Azur and Mr. Aran (each, a "Purchaser") and Mr. Zahavi (the "Seller"). Pursuant to the SPA, the Purchasers, severally and not jointly, purchased 3,281,557 Ordinary Shares from the Seller, as follows: Mr. Matalon purchased 1,751,318 Ordinary Shares, Mr. Azur purchased 1,093,028 Ordinary Shares and Mr. Aran purchased 437,211 Ordinary Shares. As part of the SPA, the Voting Agreement was terminated with respect to Mr. Zahavi.

Other Agreements with Directors and Executive Officers

We have entered into employment agreements with each of our executive officers in the ordinary course of business. The agreements provide for the terms of each individual's employment or service with the Company. Since our inception, we have also granted to our executive officers and to certain of our directors options to purchase Ordinary Shares. For a description of transactions and arrangements with our directors and executive officers, see Item 6.B. "*Compensation - Executive Officer Compensation",* Item 6.B. "*Compensation - Board Member Compensation*" and Item 6.B. "*Compensation - Executive Officer and Board Member Employment Agreements*."

Indemnification Agreements

We have entered into indemnification agreements with our directors and executive officers. See Item 6.B. "*Compensation – Insurance and Indemnification*" for a description of these indemnification agreements.

Policies and Procedures for Related Party Transactions

Our board of directors has adopted a policy providing that the audit committee will review and approve or ratify material transactions, arrangements, or relationships in which we participate and in which any related person has or will have a direct or indirect material interest. This policy covers interested party transactions under the Companies Law, interested party transactions as defined in Part I, Item 7.B. of Form 20-F and transactions between the Company and an interested party, which are material to the Company or the interested party, and any such transactions between the Company and an interested party that are unusual in their nature or conditions, involving goods, services, or tangible or intangible assets. A "related person" is any of the following: (1) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company; (2) associates; (3) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and close members of any such individual's family; (4) key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors and senior management of companies and close members of such individuals' families; and (5) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (3) or (4) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company. Transactions in the ordinary course of business involving an amount less than $120,000 have been pre-approved under the policy. Direct or indirect material interests may arise by virtue of control or significant influence of the related person to the transaction or by a direct or indirect pecuniary interest of the related person in the transaction. Under this policy, the audit committee shall review whether the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party and the extent of the related person's interest in the transaction, and shall also take into account the conflicts of interest and corporate opportunity provisions of the Code of Ethics and Conduct that we have adopted. All of the transactions described above were entered into prior to the adoption of this policy.

Certain of the foregoing disclosures are summaries of agreements, and are qualified in their entirety by reference to such agreements.

7.C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

8.A. Consolidated Statements and Other Financial Information

See Item 18 "*Financial Statements*."

Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings related to claims arising out of our operations. Other than as described above in "*—Regulation*" and in Item 4.B. "*Business Overview – Litigation*", we are not currently a party to any material legal proceedings, including any such proceedings that are pending or threatened, of which we are aware.

Dividend Policy

We do not anticipate paying any cash dividends on our Ordinary Shares in the foreseeable future. We intend to retain all available funds and any future earnings to fund the development and expansion of our business.

There are no legislative or other legal provisions currently in force in Luxembourg or arising under our articles of association that restrict the payment of dividends or distributions to holders of our Ordinary Shares not residing in Luxembourg, except for withholding tax requirements and regulations restricting the remittance of dividends, distributions and other payments in compliance with United Nations and EU sanctions. Under Luxembourg law the amount and payment of dividends or other distributions is determined by a simple majority vote at a general meeting of shareholders based on the recommendation of our board of directors, except in certain limited circumstances. Pursuant to our articles of association, our board of directors has the power to pay interim dividends or make other distributions in accordance with applicable Luxembourg law.

Distributions (in the form of either dividends, share premium or capital surplus reimbursements) may be lawfully declared and paid if our net profits and/or distributable reserves are sufficient under Luxembourg law.

- Under Luxembourg law, at least 5% of our net profits per year must be allocated to the creation of a legal reserve until such reserve has reached an amount equal to 10% of our issued share capital. The allocation to the legal reserve becomes compulsory again when the legal reserve no longer represents 10% of our issued share capital As of December 31, 2023 we had a legal reserve in the amount of $230 thousand.

- Under Luxembourg law, the amount of distributions paid to shareholders (including in the form of dividends, share premium reimbursements or capital surplus reimbursements) may not exceed the amount of profits at the end of the last financial year plus any profits carried forward and any amounts drawn from reserves that are available for that purpose, less any losses carried forward and sums to be placed in reserve in accordance with Luxembourg law or our articles of association. Furthermore, no distributions (including in the form of dividends, share premium reimbursements or capital surplus reimbursements) may be made if net assets were, at the end of the last financial year (or would become, following such a distribution), less than the amount of the subscribed share capital plus the non-distributable reserves. Distributions in the form of dividends may only be made out of net profits and profits carried forward, whereas distributions in the form of share premium reimbursements may only be made out of available share premium and distributions in the form of capital surplus reimbursements may only be made out of available capital surplus.

The amount of any future dividend payments we may make will depend on, among other factors, our strategy, future earnings, financial condition, cash flow, working capital requirements, capital expenditures and applicable provisions of our articles of association. Any profits we declare as dividends and any share premium or capital surplus we distribute will not be available to be reinvested in our operations.

We have not declared nor paid dividends in any of the years ended December 31, 2021, 2022 and 2023.

8.B. Significant Changes

None.

ITEM 9. THE OFFER AND LISTING

9.A. Offer and Listing Details

In November 2020, our Ordinary Shares commenced trading on Nasdaq under the symbol “NGMS.” Prior to this, no public market existed for our Ordinary Shares.

9.B. Plan of Distribution

Not applicable.

9.C. Markets

See “*—Offer and Listing Details*” above.

9.D. Selling Shareholders

Not applicable.

9.E. Dilution

Not applicable.

9.F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

10.A. Share Capital

Not applicable.

10.B. Memorandum and Articles of Association

Other than as set forth below, the information called for by this Item 10.B. is set forth in Exhibit 2.1 to this Annual Report. Our articles of association were last amended on March 18, 2024 to reflect the exercising of stock options which had been exercised until December 31, 2023, and the related issuance of new shares. A copy of our amended and restated articles of association is attached as Exhibit 1.1 to this Annual Report.

We are registered with the Luxembourg Trade and Companies' Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B186309. Our corporate purpose, as stated in Article 4 of our articles of association, is to develop activities in relation with iLottery and iGaming solutions and services as well as any related areas. This includes the (i) the acquisition, holding and disposal, in any form, by any means, whether directly or indirectly, of participations, rights and interests in, and obligations of, Luxembourg and foreign companies, (ii) the acquisition by purchase, subscription, or in any other manner, as well as the transfer by sale, exchange or in any other manner of stock, partnership interests, bonds, debentures, notes and other securities or financial instruments of any kind (including notes or parts or units issued by Luxembourg or foreign mutual funds or similar undertakings) and receivables, claims or loans or other credit facilities and agreements or contracts relating thereto, and (iii) the ownership, administration, development and management of a portfolio of assets (including, among other things, the assets referred to in (i) and (ii) above).

The Company may borrow in any form. It may enter into any type of loan agreement and it may issue notes, bonds, debentures, certificates, shares, beneficiary parts, warrants and any kind of debt or equity securities including under one or more issuance programs. The Company may further list all or part of its shares on a regulated or unregulated stock exchange in or outside of the European Union. The Company may lend funds including the proceeds of any borrowings and/or issues of securities to its subsidiaries, affiliated companies or any other company.

The Company may also give guarantees and grant security interests over some or all of its assets including, without limitation, by way of pledge, transfer or encumbrance, in favor of or for the benefit of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company.

The Company may enter into, execute and deliver and perform any swaps, futures, forwards, derivatives, options, repurchase, stock lending and similar transactions. The Company may generally use any techniques and instruments relating to investments for the purpose of their efficient management, including, but not limited to, techniques and instruments designed to protect it against credit, currency exchange, interest rate risks and other risks.

The Company may carry out any commercial, industrial, and financial operations, which are directly or indirectly connected with its purpose or which may favor its development. In addition, the Company may acquire and sell real estate properties, for its own account, either in the Grand Duchy of Luxembourg or abroad and it may carry out all operations relating to real estate properties.

In general, the Company may take any controlling and supervisory measures and carry out any operation or transaction which it considers necessary or useful in the accomplishment and development of its purpose.

The descriptions above are to be construed broadly and their enumeration is not limiting. The Company's purpose shall include any transaction or agreement which is entered into by the Company, provided it is not inconsistent with the foregoing matters.

Transfer Agent and Registrar

The transfer agent and registrar for our Ordinary Shares is American Stock Transfer & Trust Company (n/k/a Equiniti Trust Company, LLC). Its address is 6201 15th Avenue, Brooklyn, NY, and its telephone number is 718-921-8300.

10.C. Material Contracts

Except as disclosed in this Annual Report in Item 3.D "Risk Factors," Item 5.B "Liquidity and Capital Resources," Item 6.B "*Compensation,*" Item 7.B *"Related Party Transactions*" and Item 19 "*Exhibits*", we are not currently, nor have we been for the two years immediately preceding the date of this Annual Report, party to any material contract, other than contracts entered into in the ordinary course of business.

10.D. Exchange Controls

We are not aware of any governmental laws, decrees, regulations or other legislation in Luxembourg that restrict the export or import of capital, including the availability of cash and cash equivalents for use by our affiliated companies, or that affect the remittance of dividends, interest or other payments to non-resident holders of our securities, except for regulations restricting the remittance of dividends, distributions, and other payments in compliance with United Nations and EU sanctions.

10.E. Taxation

The following summary contains a description of certain Luxembourg and U.S. federal income tax consequences of the acquisition, ownership and disposition of Ordinary Shares, but it does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase Ordinary Shares. The summary is based upon the tax laws of Luxembourg and regulations thereunder and on the federal income tax laws of the United States and regulations thereunder as of the date hereof, which are subject to change.

Material Luxembourg Tax Considerations

The following information is of a general nature only and it is not intended to be, nor should it be construed to be, legal or tax advice.

Prospective investors in the Ordinary Shares should therefore consult their own professional advisers as to the effects of state, local or foreign laws, including Luxembourg tax law, to which they may be subject.

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy, impost or other charge or withholding of a similar nature, or to any other concepts, refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax encompasses corporation income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*) as well as personal income tax (*impôt sur le revenu*) generally. Investors may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax, the solidarity surcharge (together referred to as "Luxembourg Corporation Taxes") as well as net wealth tax invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Taxation of the Company

From a Luxembourg tax perspective, Luxembourg companies are considered as being resident in Luxembourg provided that they have either their registered office or their central administration in Luxembourg. The Company (a fully taxable company) will be considered as a resident of Luxembourg both for the purposes of Luxembourg domestic tax law and for the purposes of the double taxation treaties entered into by Luxembourg, and should therefore be able to obtain a residence certificate from the Luxembourg tax authorities.

The Company will be liable for Luxembourg Corporation Taxes. The standard applicable rate of Luxembourg Corporation Taxes for a company established in Luxembourg-city is 24.94% for the financial year ending on December 31, 2023 (the same rate is applicable in Luxembourg-city for the financial year ending on December 31, 2023). Luxembourg Corporation Taxes apply to the Company's worldwide income (including capital gains), subject to the provisions of any relevant double taxation treaty. The taxable income of the Company is computed by application of all rules of the Luxembourg income tax law of December 4, 1967, as amended (*loi concernant l'impôt sur le revenu*), as commented and currently applied by the Luxembourg tax authorities (the "LIR"). Under the LIR, all income of the Company will be taxable in the financial period to which it economically relates and all deductible expenses of the Company will be deductible in the financial period to which they economically relate. Under certain conditions, dividends received by the Company from qualifying participations and capital gains realized by the Company on the sale of such participations may be exempt from Luxembourg Corporation Taxes under the Luxembourg participation exemption regime.

The Company will generally be subject to net wealth tax levied annually at a 0.5% rate. Under certain conditions, qualifying participations may be exempt from net wealth tax under the Luxembourg participation exemption regime.

Taxation of Holders of Ordinary Shares

Withholding tax

Under Luxembourg tax laws currently in force, dividends paid by the Company are in principle subject to a Luxembourg withholding tax equal to 15% of the gross dividend (17.65% of the net dividend if the Company bears the cost of the withholding tax, which is not mandatory under Luxembourg tax laws). Responsibility for the withholding of the tax is assumed by the Company.

However, if a double tax treaty between Luxembourg and the country of residence of a holder of the Ordinary Shares applies, an exemption or a reduction of the Luxembourg withholding tax may be available pursuant to the relevant provisions of such double tax treaty.

In addition, pursuant to current Luxembourg tax laws, an exemption from Luxembourg dividend withholding tax may apply under the following conditions:

- the holder of Ordinary Shares receiving the dividends is either (i) a fully taxable Luxembourg resident collective entity, (ii) a collective entity resident in an EU Member State and falling within the scope of article 2 of the Council directive of November 30, 2011 (2011/96/EU) on the common system of taxation applicable in the case of parent companies and subsidiaries of different EU Member States, as amended (the "EU Parent-Subsidiary Directive"), (iii) the Luxembourg State, a Luxembourg municipality, an association of a Luxembourg municipality or an operation of Luxembourg public- law entity, (iv) a permanent establishment of an entity referred to at letters (i), (ii) or (iii) above, (v) a Swiss resident joint-stock company subject to corporate income tax in Switzerland without benefiting from any exemption, (vi) a joint-stock company or a cooperative company resident in an EEA country (other than an EU Member State) to the extent that such company is fully taxable and subject (in its country of residence) to a tax corresponding to Luxembourg Corporation Taxes, as well as a permanent establishment of such company, or (vii) a collective entity resident in a treaty country, to the extent that such entity is fully taxable and subject (in its country of residence) to a tax corresponding to Luxembourg Corporation Taxes, as well as a Luxembourg permanent establishment of such entity; and

- on the date on which the income is made available, the holder of Ordinary Shares holds or commits to hold directly (or even indirectly under certain conditions), for an uninterrupted period of at least twelve months, a participation of at least 10% in the share capital of the Company (or with an acquisition price of at least €1,200,000).

Income Taxation

(i) Taxation of dividend income

Holders of our Ordinary Shares who are either Luxembourg resident individuals or Luxembourg fully taxable resident companies (or foreign shareholders having a permanent establishment in Luxembourg through which such shares are held) will in principle be subject to tax at the ordinary rates on any dividends received from the Company. However, under Luxembourg tax laws currently in force, 50% of the amount of any dividend may be tax exempt at the level of these holders of our Ordinary Shares.

The Luxembourg withholding tax levied at source on the dividends paid may, under certain conditions, be credited against the Luxembourg income tax due on these dividends.

Furthermore, certain corporate holders of our Ordinary Shares may benefit from an exemption from Luxembourg Corporation Taxes on dividend income under the following conditions:

- the holder of our Ordinary Shares receiving the dividends is either (i) a fully taxable Luxembourg resident collective entity, (ii) a Luxembourg permanent establishment of an EU resident collective entity falling within the scope of article 2 of the EU Parent-Subsidiary Directive, (iii) a Luxembourg permanent establishment of a joint-stock company that is resident in a jurisdiction with which Luxembourg has concluded a double tax treaty, or (iv) a Luxembourg permanent establishment of a joint-stock company or of a cooperative company which is a resident of an EEA Member State (other than an EU Member State); and

- on the date on which the income is made available, the holder of our Ordinary Shares holds or commits to hold directly (or even indirectly through certain entities) for an uninterrupted period of at least twelve months, a participation of at least 10% in the share capital of the Company (or with an acquisition price of at least €1,200,000).

The holder of our Ordinary Shares which is a Luxembourg resident entity governed by (i) the law of December 17, 2010 on undertakings for collective investment, as amended, (ii) the law of February 13, 2007 on specialized investment funds, as amended, (iii) the law of May 11, 2007 on the family estate management company, as amended, or (iv) the law of July 23, 2016 on reserved alternative investment funds, as amended, and which does not fall under the special tax regime set out in article 48 of the law of July 23, 2016 on reserved alternative investment funds, as amended, is not subject to any Luxembourg Corporation Taxes in respect of dividends received from the Company. No tax credit is then available for Luxembourg withholding tax on dividends received from the Company.

Non-resident shareholders (not having a permanent establishment in Luxembourg through which the shares are held) will in principle not be subject to Luxembourg income tax on any dividends received from the Company (except for the withholding tax mentioned above, if applicable).

(ii) Taxation of capital gains

Under current Luxembourg tax laws, capital gains realized by a Luxembourg resident individual holder of our Ordinary Shares (acting in the course of the management of his/her private wealth) upon the disposal of his/her shares are not subject to Luxembourg income tax, provided this disposal takes place more than six months after the shares were acquired and he/she does not hold a Substantial Participation (as defined below). The participation is considered a "Substantial Participation" if the holder of our Ordinary Shares (i) holds or has held (either solely or together with his/her spouse or partner and minor children) directly or indirectly more than 10% of the share capital of the Company at any time during a period of five years before the realization of the capital gain or (ii) acquired his/her shares for free during the five years preceding the disposal of his/her shares or, in the case of subsequent gratuitous transfers, one of the previous holders has held (either solely or together with his/her spouse or partner and minor children) directly or indirectly more than 10% of the share capital of the Company at any time during a period of five years before the realization of the capital gain.

Capital gains realized upon the disposal of shares by a Luxembourg resident corporate shareholder (fully subject to Luxembourg Corporation Taxes) are in principle fully taxable. However, an exemption from Luxembourg Corporation Taxes applies under the following conditions:

- the holder of our Ordinary Shares realizing the capital gains is either (i) a fully taxable Luxembourg resident collective entity, (ii) a Luxembourg permanent establishment of an EU resident collective entity falling within the scope of article 2 of the EU Parent-Subsidiary Directive, (iii) a Luxembourg permanent establishment of a joint-stock company that is resident in a jurisdiction with which Luxembourg has concluded a double tax treaty, or (iv) a Luxembourg permanent establishment of a joint-stock company or of a cooperative company which is a resident of an EEA Member State (other than an EU Member State); and

- on the date on which the disposal takes place, the holder of our Ordinary Shares has held for an uninterrupted period of at least twelve months a participation of at least 10% in the share capital of the Company (or with an acquisition price of at least €6,000,000).

The holder of our Ordinary Shares which is a Luxembourg resident entity governed by (i) the law of December 17, 2010 on undertakings for collective investment, as amended, (ii) the law of February 13, 2007 on specialized investment funds, as amended, (iii) the law of May 11, 2007 on the family estate management company, as amended, or (iv) the law of July 23, 2016 on reserved alternative investment funds, as amended, and which does not fall under the special tax regime set out in article 48 of the law of July 23, 2016 on reserved alternative investment funds, as amended, is not subject to any Luxembourg Corporation Taxes in respect of capital gains realized upon disposal of its shares.

Under Luxembourg tax laws currently in force (subject to the provisions of double taxation treaties), capital gains realized by a holder of our Ordinary Shares (not acting via a permanent establishment or a permanent representative in Luxembourg through which/whom the shares are held) are not taxable in Luxembourg unless (a) the holder of our Ordinary Shares holds a Substantial Participation in the Company and the disposal of the shares takes place less than six months after the shares were acquired or (b) the holder of our Ordinary Shares has been a former Luxembourg resident for more than fifteen years and has become a non-resident, at the time of transfer, less than five years ago.

Net Wealth Taxation

A corporate holder of our Ordinary Shares that is either a resident of Luxembourg for tax purposes or that maintains a permanent establishment or a permanent representative in Luxembourg through which/whom such shares are held is subject to Luxembourg wealth tax on such shares, except if the holder of our Ordinary Shares is governed by the law of May 11, 2007 on the family estate management company, as amended, by the law of December 17, 2010 on undertakings for collective investment, as amended, by the law of February 13, 2007 on specialized investment funds, as amended, by the law of July 23, 2016 on reserved alternative investment funds, as amended, or is a securitization company governed by the law of March 22, 2004 on securitization, as amended, or is a capital company governed by the law of June 15, 2004 on venture capital vehicles, as amended. Please however note that securitization companies governed by the law of March 22, 2004 on securitization, as amended, capital companies governed by the law of June 15, 2004 on venture capital vehicles, as amended, or reserved alternative investment funds governed by the law of July 23, 2016, as amended and which fall under the special tax regime set out under article 48 thereof may, under certain conditions, be subject to minimum net wealth tax.

Any holder of our Ordinary Shares which is (i) a Luxembourg resident fully taxable collective entity, (ii) a Luxembourg permanent establishment of an EU resident collective entity falling within the scope of article 2 of the EU Parent-Subsidiary Directive, (iii) a domestic permanent establishment of a joint-stock company that is resident in a State with which Luxembourg has concluded a double tax treaty, or (iv) a domestic permanent establishment of a joint-stock company or of a cooperative company which is a resident of an EEA Member State (other than an EU Member State) may be exempt from Luxembourg net wealth tax on its shares if it holds a participation of at least 10% in the share capital of the Company (or with an acquisition price of at least €1,200,000).

An individual holder of our Ordinary Shares, whether he/she is resident of Luxembourg or not, is not subject to Luxembourg wealth tax on his/her shares.

Other Taxes

Under current Luxembourg tax laws, no registration tax or similar tax is in principle payable by the holder of our Ordinary Shares upon the acquisition, holding or disposal of the shares. However, a fixed registration duty of €12 may be due in the case where the shares are physically attached to a public deed or to any other document subject to mandatory registration, as well as in the case of a registration of the shares on a voluntary basis.

When the holder of our Ordinary Shares is a Luxembourg resident for inheritance tax assessment purposes at the time of his/her death, the shares are included in his/her taxable estate for Luxembourg inheritance tax assessment purposes.

Luxembourg gift tax may be due on a gift or donation of the shares if embodied in a notarial deed signed before a Luxembourg notary or recorded in Luxembourg.

Material United States Federal Income Tax Considerations for United States Holders

The following summary describes certain United States federal income tax considerations generally applicable to United States Holders (as defined below) of Ordinary Shares. This summary deals only with Ordinary Shares held as capital assets within the meaning of Section 1221 of the United States Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). This summary also does not address the tax considerations that may be relevant to holders in special tax situations including, without limitation, dealers in securities, traders that elect to use a mark-to-market method of accounting, holders that own Ordinary Shares as part of a "straddle," "hedge," "conversion transaction," or other integrated investment, banks or other financial institutions, individual retirement accounts and other tax-deferred accounts, insurance companies, tax-exempt organizations, United States expatriates, holders whose functional currency is not the U.S. dollar, holders subject to any alternative minimum tax, holders that acquired Ordinary Shares in a compensatory transaction, holders which are entities or arrangements treated as partnerships for United States federal income tax purposes or holders that actually or constructively through attribution own 10% or more of the total voting power or value of our outstanding Ordinary Shares. In addition, the following summary does not discuss the tax consequences of the Continuation or the Merger. For a description of the tax consequences of the Continuation or the Merger, see "Material U.S. Federal and Luxembourg Income Tax Consequences and Israeli Tax Consequences of the Continuation and the Merger" in the Convening Notices and Shareholder Circular attached as Exhibit 99.1 to the Company's Form 6-K filed with the SEC on April 9, 2024.

This summary is based upon the Internal Revenue Code, applicable United States Treasury regulations, administrative pronouncements and judicial decisions, in each case as in effect on the date hereof, all of which are subject to change (possibly with retroactive effect). No ruling will be requested from the United States Internal Revenue Service (the "IRS") regarding the tax considerations described herein, and there can be no assurance that the IRS will agree with the discussion set forth below. This summary does not address any United States federal tax considerations other than United States federal income tax considerations (such as the estate and gift tax or the Medicare tax on net investment income).

As used herein, the term "United States Holder" means a beneficial owner of the Ordinary Shares that is, for United States federal income tax purposes, (i) a citizen or resident of the United States, (ii) a corporation or other entity taxable as a corporation created or organized under the laws of the United States or any state thereof or therein or the District of Columbia, (iii) an estate the income of which is subject to United States federal income taxation regardless of its source, or (iv) a trust (a) that is subject to the supervision of a court within the United States and the control of one or more United States persons as described in Internal Revenue Code Section 7701(a)(30), or (b) that has a valid election in effect under applicable United States Treasury regulations to be treated as a "United States person."

If an entity or other arrangement treated as a partnership for United States federal income tax purposes acquires Ordinary Shares, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax adviser as to the particular United States federal income tax considerations of acquiring, owning, and disposing of Ordinary Shares in its particular circumstance.

THE SUMMARY OF UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS SET FORTH BELOW IS FOR GENERAL INFORMATION ONLY. UNITED STATES HOLDERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSIDERATIONS TO THEM OF OWNING ORDINARY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF FEDERAL, STATE, LOCAL AND NON-U.S. TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

Dividends

As stated above under Item 8.A. "*Consolidated Statements and Other Financial Information - Dividend Policy*," we do not anticipate paying any cash dividends on our Ordinary Shares in the foreseeable future. We intend to retain all available funds and any future earnings to fund the development and expansion of our business. However, if we do pay any dividends, subject to the discussion below under "*-Passive Foreign Investment Company*," the amount of dividends paid to a United States Holder with respect to Ordinary Shares before reduction for any Luxembourg taxes withheld therefrom will generally be included in the United States Holder's gross income as ordinary income from foreign sources to the extent paid out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes). Distributions in excess of earnings and profits will be treated as a non-taxable return of capital to the extent of the United States Holder's adjusted tax basis in those Ordinary Shares and thereafter as capital gain. However, we do not intend to calculate our earnings and profits under United States federal income tax principles. Therefore, United States Holders should expect to treat a distribution as a dividend even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above. The amount of any distribution paid in foreign currency will be equal to the U.S. dollar value of such currency, translated at the spot rate of exchange on the date such distribution is received, regardless of whether the payment is in fact converted into U.S. dollars at that time.

Foreign withholding tax (if any) paid on dividends on Ordinary Shares at the rate applicable to a United States Holder (taking into account any applicable income tax treaty) may, subject to limitations and conditions, be treated as foreign income tax eligible for credit against such holder's United States federal income tax liability or, at such holder's election, eligible for deduction in computing such holder's United States federal taxable income. Pursuant to applicable United States Treasury regulations (subject to temporary relief potentially available under applicable IRS Notices until further IRS guidance), however, if a United States Holder is not eligible for the benefits of an applicable income tax treaty or does not elect to apply such tax treaty, then such holder may not be able to claim a foreign tax credit arising from any foreign tax imposed on a distribution on Ordinary Shares, depending on the nature of such foreign tax. Dividends paid on Ordinary Shares will generally constitute "passive category income" for purposes of the foreign tax credit. However, if the Company is a "United States-owned foreign corporation," solely for foreign tax credit purposes, a portion of the dividends allocable to our United States source earnings and profits may be re-characterized as United States source. A "United States-owned foreign corporation" is any foreign corporation in which United States persons own, directly or indirectly, 50% or more (by vote or by value) of the stock. In general, United States-owned foreign corporations with less than 10% of earnings and profits attributable to sources within the United States are excepted from these rules.

If the Company is or were to become a United States-owned foreign corporation, and if 10% or more of the Company's earnings and profits are attributable to sources within the United States, a portion of the dividends paid on the Ordinary Shares allocable to our United States source earnings and profits will be treated as United States source, and, as such, a United States Holder may not offset any foreign tax withheld as a credit against United States federal income tax imposed on that portion of dividends. If a United States Holder is not eligible for the benefits of an applicable income tax treaty or does not elect to apply such treaty, then such holder may not be able to claim a foreign tax credit arising from any foreign tax imposed on a distribution on our Ordinary Shares, depending on the nature of such foreign tax. The rules governing the treatment of foreign taxes imposed on a United States Holder and foreign tax credits are complex, and United States Holders should consult their tax advisers about the impact of these rules in their particular situations, including their eligibility for benefits under an applicable income tax treaty and the potential impact of the applicable United States Treasury regulations and IRS Notices.

Dividends paid to a non-corporate United States Holder by a "qualified foreign corporation" may be subject to reduced rates of taxation if certain holding period and other requirements are met. "Qualified foreign corporation" generally includes a foreign corporation (other than a foreign corporation that is a PFIC with respect to the relevant United States Holder for the taxable year in which the dividends are paid or for the preceding taxable year) (i) whose shares are readily tradable on an established securities market in the United States, or (ii) which is eligible for benefits under a comprehensive United States income tax treaty that includes an exchange of information program and which the United States Treasury Department has determined is satisfactory for these purposes. In this regard, shares are generally considered to be readily tradable on an established securities market in the United States if they are listed on Nasdaq, as Ordinary Shares are. United States Holders should consult their tax advisers regarding the availability of the reduced tax rate on dividends paid with respect to Ordinary Shares. The dividends will not be eligible for the dividends received deduction available to United States Holders that are corporations in respect of dividends received from other United States corporations.

Disposition of Ordinary Shares

Subject to the discussion below under "*-Passive Foreign Investment Company*," a United States Holder will generally recognize capital gain or loss for United States federal income tax purposes on the sale or other taxable disposition of Ordinary Shares equal to the difference, if any, between the amount realized and the United States Holder's tax basis in those Ordinary Shares. In general, capital gains recognized by a non-corporate United States Holder, including an individual, are subject to a lower rate if such United States Holder held the Ordinary Shares for more than one year. The deductibility of capital losses is subject to limitations. Any such gain or loss will generally be treated as United States source income or loss for purposes of the foreign tax credit. A United States Holder's tax basis in Ordinary Shares will generally equal the cost of such Ordinary Shares. The rules governing the treatment of foreign taxes imposed on a United States Holder and foreign tax credits are complex, and United States Holders should consult their tax advisers about the impact of these rules in their particular situations.

Passive Foreign Investment Company

The Company would be a PFIC for any taxable year if, after the application of certain look-through rules, either: (i) 75% or more of its gross income for such year is "passive income" (as defined in the relevant provisions of the Internal Revenue Code), or (ii) 50% or more of the value of its assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For these purposes, cash and other assets readily convertible into cash or that do or could generate passive income are categorized as passive assets, and the value of goodwill and other unbooked intangible assets is generally taken into account. Passive income generally includes, among other things, rents, dividends, interest, royalties, gains from the disposition of passive assets and gains from commodities and securities transactions. For purposes of this test, we will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation of which we own, directly or indirectly, at least 25% (by value) of the stock. Based on our market capitalization and the composition of our income, assets and operations, we believe we were not a PFIC for the year ended December 31, 2023 and do not expect to be a PFIC for United States federal income tax purposes for the current taxable year or in the foreseeable future. However, this is a factual determination that must be made annually after the close of each taxable year. Moreover, the aggregate value of our assets for purposes of the PFIC determination may be determined by reference to the trading value of Ordinary Shares, which could fluctuate significantly. In addition, it is possible that the Internal Revenue Service may take a contrary position with respect to our determination in any particular year, and, therefore, there can be no assurance that we were not a PFIC for the year ended December 31, 2023 or will not be classified as a PFIC for the current taxable year or in the foreseeable future. Certain adverse United States federal income tax consequences could apply to a United States Holder if we are treated as a PFIC for any taxable year during which such United States Holder holds Ordinary Shares. Under the PFIC rules, if we were considered a PFIC at any time that a United States Holder holds Ordinary Shares, we would continue to be treated as a PFIC with respect to such holder's investment unless (i) we cease to be a PFIC and (ii) the United States Holder has made a "deemed sale" election under the PFIC rules.

If we are a PFIC for any taxable year that a United States Holder holds Ordinary Shares, any gain recognized by the United States Holder on a sale or other disposition of Ordinary Shares would be allocated pro-rata over the United States Holder's holding period for the Ordinary Shares. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or the highest rate in effect for corporations, as appropriate, for that taxable year, and an interest charge would be imposed. Further, to the extent that any distribution received by a United States Holder on Ordinary Shares exceeds 125% of the average of the annual distributions on the Ordinary Shares received during the preceding three years or the United States Holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain on the sale or other disposition of Ordinary Shares if we were a PFIC, described above. Certain elections may be available that would result in alternative treatments, such as mark-to-market treatment, of the Ordinary Shares. Each United States Holder should consult its tax adviser as to whether a mark-to-market election would be available or advisable with respect to the Ordinary Shares. If we are treated as a PFIC with respect to a United States Holder for any taxable year, the United States Holder will be deemed to own equity in any of the entities in which we own equity that also are PFICs. However, an election for mark-to-market treatment would likely not be available with respect to any such entities. We do not expect to prepare or provide the information that would enable United States Holders to make a qualified electing fund election. If we are considered a PFIC, a United States Holder also will be subject to annual information reporting requirements. United States Holders should consult their tax advisers about the potential application of the PFIC rules to an investment in the Ordinary Shares.

Information Reporting and Backup Withholding

Dividends on and proceeds from the sale or other taxable disposition of Ordinary Shares may be subject to information reporting to the IRS. In addition, a United States Holder (other than an exempt holder who establishes its exempt status if required) may be subject to backup withholding on cash payments received in connection with any dividend payments and proceeds from the sale or other taxable disposition of Ordinary Shares made within the United States or through certain U.S.-related financial intermediaries.

Backup withholding will not apply, however, to a United States Holder who furnishes a correct taxpayer identification number, makes other required certification and otherwise complies with the applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. Rather, any amount withheld under the backup withholding rules will be creditable or refundable against the United States Holder's United States federal income tax liability, provided the required information is timely furnished to the IRS.

Foreign Financial Asset Reporting

Certain United States Holders are required to report their holdings of certain foreign financial assets, including equity of foreign entities, if the aggregate value of all of these assets exceeds certain threshold amounts. The Ordinary Shares are expected to constitute foreign financial assets subject to these requirements unless the Ordinary Shares are held in an account at certain financial institutions. United States Holders should consult their tax advisers regarding the application of these reporting requirements.

Tax Ruling of the Israeli Tax Authority

On May 18, 2021, the Israeli Tax Authority issued a pre-ruling, pursuant to which the Israeli Tax Authority confirmed that following the transfer of certain intellectual property rights relating to the online lottery business of NeoGames S.A. to NGS, the Company will be considered a "preferred technological enterprise" for Israeli tax purposes, and therefore, subject to the conditions set forth in the ruling and applicable law, will be entitled to certain tax benefits, including under certain circumstances a reduced corporate tax rate of 12% to 16%, a 20% tax rate on dividends to Israeli residents, and a 4% tax rate on dividends to non-Israeli corporations. The pre-ruling will expire after tax-year 2025.

The pre-ruling sets forth certain terms regarding the Company's day to day practices. Failure by the Company to adhere to such terms may result in the loss of the beneficial tax rates set forth by the pre-ruling.

10.F. Dividends and Paying Agents

Not applicable.

10.G. Statement by Experts

Not applicable.

10.H. Documents on Display

We are subject to the informational requirements of the Exchange Act. Accordingly, we are required to file reports and other information with the SEC, including annual reports on Form 20-F and current reports on Form 6-K. The SEC maintains an internet website that contains reports and other information about issuers, like us, that file electronically with the SEC. The address of that website is *www.sec.gov*.

As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. Furthermore, as a foreign private issuer, we are also not subject to the requirements of Regulation FD (Fair Disclosure) promulgated under the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. Instead, we must file with the SEC, within four months after the end of each fiscal year, or such other applicable time as required by the SEC, an annual report on Form 20-F containing consolidated financial statements audited by an independent registered public accounting firm. We also intend to furnish certain other material information to the SEC under cover of Form 6-K.

We maintain a corporate website at *https://neogames.com*. Information contained on, or that can be accessed through, our website does not constitute a part of this annual report on Form 20-F. We also make available on the Investors section of our website, free of charge, our Annual Report and the text of our reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. We have included our website address in this annual report on Form 20-F solely as an inactive textual reference.

10.I. Subsidiary Information

Not applicable.

10.J. Annual Report to Security Holdings

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our operations are exposed to a variety of financial risks: market risk including currency and interest rate risk, contractual risk, credit risk and liquidity risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance.

Risk management is carried out by management under policies approved by our board of directors.

Further quantitative information in respect of these risks is presented throughout our consolidated financial statements included elsewhere in this Annual Report.

There have been no substantive changes in our exposure to financial instrument risks, our objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated below.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

Currency Risk

We have exposure to foreign currency risk. See also Note 24 "Sensitivity Analysis to Currency Risks" of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report, where we have included a breakdown of our monetary assets and liabilities by operating currency to provide better visibility to the currency environment we operate in.

The Lottery segment's functional currency is the USD while Aspire segments' functional currency is the EUR.

The Lottery segment has presence in Israel and therefore is exposed to the NIS. Our Israeli subsidiary has entered certain forward USD/NIS contracts to hedge its exposure associated with expenses nominated in NIS during 2023. As of the date of this Annual Report, the Company has no open positions.

A significant portion of our business is denominated in EUR. which is the functional currency of Aspire. Financial assets denominated in EUR are mainly payment processors and trade receivables, which fund our working capital needs across the EU, as well as serve our quarterly interest payments on our Senior Facilities Agreement with Blackstone.

A significant portion of Aspire business is in GBP. This is mainly driven by our revenues generated in the UK and relating operating commitments: royalties to partners and gaming taxes with the UKGC.

Our board of directors carefully monitors exchange rate fluctuations and reviews their impact on our net assets and position. Exchange rates are negotiated with our main provider of banking services as and when needed.

Interest Rate Risk

Our senior financing facility with Blackstone is linked to EURIBOR and bears interest at a rate of EURIBOR plus 6.25 percent per annum. See Item 5.B. "*Liquidity and Capital Resources – Financing for the Acquisition of Aspire*".

Due to our specific exposure to interest rate risk (EURIBOR), we have not prepared any sensitivity analysis.

Contractual Risk

In the ordinary course of business, we contract with various parties. These contracts may include performance obligations, indemnities and contractual commitments and termination for convenience clauses. Also, in certain contracts we are committed to follow strict service-level agreement delivery commitments associated with heavy liquidated damages for events of failures. Our management monitors our performance under contracts with any relevant counterparties against such contractual conditions to mitigate the risk of material, adverse non-compliance.

Credit Risk

Credit risk is the financial loss if a customer or counterparty to financial instruments fails to meet its contractual obligation. Credit risk arises from our cash and cash equivalents and trade and other receivables. The concentration of our credit risk is considered by counterparty, geography and currency.

An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows, although there have been no such impairments over the review year. We use forward looking information in the analysis of expected credit losses for all instruments, which is limited to the carry value of cash and cash equivalents and trade and other balances. Our management considers the above measures to be sufficient to control the credit risk exposure.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations when due. This risk relates to our prudent liquidity risk management and implies maintaining sufficient cash. Ultimate responsibility for liquidity risk management rests with our board of directors. Our board of directors manages liquidity risk by regularly reviewing our cash requirements by reference to short-term cash flow forecasts and medium-term working capital projections prepared by management.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not Applicable.

PART TWO

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Our amended and restated articles of association were last amended on March 18, 2024 to reflect the exercise of stock options which had been exercised until December 31, 2023, and the related issuance of new shares. See Item 10.B. "*Memorandum and Articles of Association*."

ITEM 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2023. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2023, our disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

(b) Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

Our management, including our principal executive officer and principal financial and accounting officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on such evaluation under the framework set forth in Internal Control – Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2023

(c) Attestation Report of the Registered Public Accounting Firm

This Annual Report does not include an attestation report of our independent registered public accounting firm due to a transition period established by rules of the SEC for "emerging growth companies."

(d) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Annual Report that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that each of Mr. Capp, Mr. Taylor and Mr. Teitgen satisfy the "independence" requirements set forth in Rule 10A-3 under the Exchange Act. Our board of directors has also determined that Mr. Capp is considered an "audit committee financial expert" as defined in Item 16A of Form 20-F under the Exchange Act.

ITEM 16B. CODE OF ETHICS

Code of Ethics

We have adopted a Code of Ethics and Conduct that applies to all our employees, officers and directors, including our principal executive, principal financial and principal accounting officers. Our Code of Ethics and Conduct addresses, among other things, the handling of conflicts of interest, compliance issues and other corporate policies such as equal opportunity and non-discrimination standards. Our Code of Ethics and Conduct is available on our website at www.neogames.com. The information contained on our website is not incorporated by reference in this Annual Report.

Under Item 16B of Form 20-F, if a waiver or amendment of the Code of Ethics and Conduct applies to our principal executive officer, principal financial officer, principal accounting officer, controller and other persons performing similar functions and relates to standards promoting any of the values described in Item 16B(b) of Form 20-F, we will disclose such waiver or amendment to the extent, and as, required under the rules of the SEC or the Nasdaq (i) on our website or (ii) through the filing of a Form 6-K. We granted no waivers under our Code of Ethics in fiscal year 2023.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The table below sets out the total amount billed to us by Ziv Haft, Certified Public Accountants, Isr., BDO Member Firm, and other BDO Member Firms, for services performed in the years ended December 31, 2022 and 2023, and breaks down these amounts by category of service:

	2023	2022
	(in thousands)	
Audit Fees	$ 676	$ 583
Audit Related Fees	76	170
Tax Fees	422	277
All Other Fees	-	-
Total	$ 1,174	$ 1,030

Audit Fees

The fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and procedures performed with respect to the prospectuses.

Audit Related Fees

The fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's quarterly financial statements for the first, second and third quarters, as well as the Company's annual financial statements, as well as audit and attestation services with respect to the acquisition of Aspire and for NPI.

Tax Fees

Tax fees for the years ended December 31, 2022 and 2023 were related to tax compliance and tax related services.

Pre-Approval Policies and Procedures

The advance approval of the Audit Committee or members thereof, to whom approval authority has been delegated, is required for all audit and non-audit services provided by our auditors.

All services provided by our auditors are approved in advance by the Audit Committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

Corporate Governance Practices

We are a "foreign private issuer" (as such term is defined in Rule 3b-4 under the Exchange Act) and our Ordinary Shares are listed on Nasdaq.

As a foreign private issuer, we are permitted under Nasdaq Marketplace Rule 5615(a)(3) to follow certain of our home country, Luxembourg, corporate governance practices instead of the Nasdaq corporate governance rules, provided we disclose which requirements we are not following and the equivalent Luxembourg requirement. We must also provide Nasdaq with a letter from outside counsel in Luxembourg, certifying that our corporate governance practices are not prohibited by Luxembourg law.

At this time, we do not follow any Luxembourg rules instead of Nasdaq corporate governance rules, except with respect to Nasdaq Marketplace Rule 5635 which sets forth the circumstances under which shareholder approval is required prior to an issuance of securities in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) transactions other than public offerings. With respect to the circumstances described in Nasdaq Marketplace Rule 5635, we follow Luxembourg law which does not require approval of our shareholders with respect to the issuance of new shares within the limit and subject to the terms of the delegation granted to the board of directors in the form (and within the limits and conditions) of the authorized capital of the Company.

In addition to the above, we currently utilize the controlled company exemption described under Item 6.C "Board Practices—Controlled Company Exemption" from the requirement to have a majority of the board of directors consist of independent directors.

Subject to the controlled company exemption, we may in the future elect to follow home country practices with regard to various corporate governance requirements for which exemptions are available to foreign private issuers, including certain requirements prescribed by Nasdaq with regard to, among other things, the composition of our board of directors and shareholder approval procedures for certain dilutive events and for the adoption of, and material changes to, equity incentive plans. Following our home country governance practices, as opposed to the requirements that would otherwise apply to a company listed on Nasdaq, may provide less protection than is accorded to investors under Nasdaq rules applicable to domestic issuers.

Although we are a foreign private issuer and may elect in the future to follow our home country practices in lieu of following certain Nasdaq listing rules, we are still required to, among other things, have an audit committee that satisfies Nasdaq Listing Rule 5605(c)(2) and ensure that such audit committee members meet the independence requirement in Nasdaq Listing Rule 5605(c)(2)(A)(ii). As previously disclosed, Ms. Lisbeth McNabb, who previously served as a member of the Board since May 2021, and also served as chair of the Audit Committee and as a member of the Compensation Committee and Nominating and Corporate Governance Committee, resigned from the board of directors effective April 21, 2023. As a result, Nasdaq notified us that we were not in compliance with Nasdaq Listing Rule 5605(c)(2)(A) requiring three members on our audit committee. As such, we relied on the cure period allowed for under Nasdaq Listing Rules to fill such vacancy with a qualified individual. On June 29, 2023 our shareholders elected Mr. Steve Capp to serve on our Board. Upon such election, the Board also appointed Mr. Capp to serve as the chairperson of the audit committee, following which the Company received notice from Nasdaq that it has regained compliance with Nasdaq Listing Rule 5605(c)(2)(A).

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTION THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

Not applicable.

ITEM 16K. CYBERSECURITY

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity and availability of our critical systems and information. Our cybersecurity risk management program includes a cybersecurity incident response plan.

We design and assess our program based on the ISO-27001 cybersecurity framework. This does not imply that we meet each and every particular technical specification or requirement, only that we use ISO-27001 as a guide and best practice to help us identify, assess and manage cybersecurity risks relevant to our business as best as we can.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational and financial risk areas.

Our cybersecurity risk management program includes:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services and our broader enterprise IT environment;
- An internal cybersecurity team, led by our Chief Information Security Officer (CISO), principally responsible for managing our cybersecurity "Governance, Risk and Compliancy" (GRC), which includes risk assessment processes and periodic internal and external audits through third parties to help us ensure that security controls are in place;
- a cybersecurity incident response plan, including incident response personnel and procedures for addressing and responding to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;

- cybersecurity awareness training of our employees, incident response personnel and senior management; and
- a third-party risk management process for service providers, suppliers and vendors.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See Item 3.D. "*Risk Factors – Our IT Systems and data may be vulnerable to security and cybersecurity attacks and/or security and cybersecurity incidents, including data security incidents, which could result in damage to our brand and reputation, material financial penalties, and legal and regulatory liability, and materially adversely affect our business, results of operations, and financial condition*."

Cybersecurity Governance

Our board of directors considers cybersecurity risk as part of its risk oversight function and has delegated to the audit committee oversight of cybersecurity and other information technology risks. The audit committee oversees management's implementation of our cybersecurity risk management program.

The audit committee receives periodic reports from our CISO on our cybersecurity risks, including our risk management program. In addition, the CISO updates the audit committee, as necessary, regarding any material cybersecurity incidents. Periodically, the cybersecurity team, led by our CISO, provides an update to executive management members that are responsible among others for implementing the audit committee's cybersecurity risk management program, regarding among others our cybersecurity status, roadmap of issues and progress toward addressing those issues, as well as main risks and challenges.

Our cybersecurity team, which consists of Danny Katz (CISO), Oded Gottfried (CTO), Rinat Belfer (COO), Doron Mor (VP TechOps), Aditya Bhushan (EVP Technologies) and Gabby Naftali (EVP Product, has primary responsibility for our overall cybersecurity risk management program and supervises our cybersecurity personnel. Our cybersecurity team supervises efforts to prevent, detect, mitigate and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the IT environment.

Our CISO, Mr. Katz, has over 20 years of experience in global IT and cybersecurity and has worked at NeoGames for more than seven years. Mr. Katz holds a bachelor's degree in information technologies systems and is a Certified Information Security Manager (CISM) by ISACA and Certified Information Systems Security Professional (CISSP) by ISC2. Our cybersecurity management forum includes the Company's senior management members, many of whom have tens of years' experience in the hi-tech and gaming industries, have been employed by the Company for more than 10 years and have a vast understanding, knowledge and experience in assessing risks and compliance requirements, among others.

PART THREE

ITEM 17. FINANCIAL STATEMENTS

We have provided financial statements pursuant to Item 18.

ITEM 18. FINANCIAL STATEMENTS

The audited consolidated financial statements as required under Item 18 are attached hereto starting on page F-1 of this Annual Report. The audit report of Ziv Haft, Certified Public Accountants, Isr., BDO Member Firm, an independent registered public accounting firm, is included herein preceding the audited consolidated financial statements.

ITEM 19. EXHIBITS

1.1*	Amended and Restated Articles of Association of NeoGames S.A., as currently in effect.
2.1*	Description of Securities.
4.1	Consulting Agreement, dated June 1, 2015, between NeoGames Systems Ltd. and Lotym Holdings (filed as Exhibit 10.3 to NeoGames S.A.'s Form F-1 filed on October 27, 2020, File No. 333-249683, and incorporated herein by reference).
4.2#	Letter, dated June 18, 2018, between Neogames S.à r.l. and WHG (International) Limited (filed as Exhibit 10.5 to NeoGames S.A.'s Form F-1 filed on October 27, 2020, File No. 333-249683, and incorporated herein by reference).
4.3+#	Amendment No. 1 to the Existing MOU, dated March 29, 2023, between NeoGames S.A. and American Wagering, Inc. (filed as Exhibit 4.3 to NeoGames S.A.'s Form 20-F filed on April 28, 2023, File No. 001-39721, and incorporated herein by reference).
4.4#	Joint Venture Agreement, dated January 14, 2014, between NeoGames Network Limited and Pollard Banknote Limited (filed as Exhibit 10.6 to NeoGames S.A.'s Form F-1 filed on October 27, 2020, File No. 333-249683, and incorporated herein by reference).
4.5	Neogames S.à r.l. — 2015 Option Plan (Amended 2019) (filed as Exhibit 10.7 to NeoGames S.A.'s Form F-1 filed on October 27, 2020, File No. 333-249683, and incorporated herein by reference).
4.6	NeoGames S.A. 2020 Incentive Award Plan (filed as Exhibit 10.8 to NeoGames S.A.'s Form F-1 filed on November 12, 2020, File No. 333-249683, and incorporated herein by reference).
4.7	Form of Indemnification Agreement (filed as Exhibit 10.9 to NeoGames S.A.'s Form F-1 filed on November 12, 2020, File No. 333-249683, and incorporated herein by reference).
4.8	Amendment No. 1 to the Joint Venture Agreement, dated January 10, 2023, between Pollard Banknote Limited, NeoGames S.A. and NeoGames US LLP (filed as Exhibit 4.8 to NeoGames S.A.'s Form 20-F filed on April 28, 2023, File No. 001-39721, and incorporated herein by reference).
4.9	Limited Liability Company Agreement, dated January 10, 2023, between NeoPollard Interactive LLC, Pollard Holdings, Inc. and NeoGames US, LLP (filed as Exhibit 4.9 to NeoGames S.A.'s Form 20-F filed on April 28, 2023, File No. 001-39721, and incorporated herein by reference).
4.10#+	Senior Facilities Agreement, dated May 30, 2022, between NeoGames S.A., NeoGames Connect S.à r.l., NeoGames Connect Limited, Global Loan Services Limited, Glas Trust Corporation Limited, and the guarantors and lenders party thereto (filed as Exhibit 4.10 to NeoGames S.A.'s Form 20-F filed on April 28, 2023, File No. 001-39721, and incorporated herein by reference).
4.11*	NeoGames Policy for Recovery of Erroneously Awarded Compensation.
4.12*	Loan Agreement, dated February 14, 2024, between NeoGames S.A. and Barak Matalon.
4.13#	Business Combination Agreement, dated as of May 15, 2023, by and among NeoGames S.A., Aristocrat Leisure Limited and Anaxi Investments Limited (filed as Exhibit 99.1 to NeoGames S.A.'s Form 6-K filed on May 15, 2023, File No. 001-39721, and incorporated herein by reference).
8.1*	List of subsidiaries.
12.1*	Principal Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2*	Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1**	Principal Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2**	Principal Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
15.1*	Consent of Ziv Haft, Certified Public Accountants, Isr., BDO Member Firm.
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith

** Furnished herewith

Portions of this exhibit have been redacted pursuant to Item 4 of the Instructions As To Exhibits of Form 20-F because it is both (i) not material and (ii) the type of information that the Company customarily and actually treats as private or confidential. The Company hereby agrees to furnish an unredacted copy of the exhibit to the SEC upon request.

+ Certain schedules have been redacted pursuant to Instructions as to Exhibits to Form 20-F. The Registrant hereby agrees to furnish an unredacted copy of the exhibit to the SEC upon request.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

NEOGAMES S.A.

Date: April 26, 2024

By: /s/ Moti Malul
Moti Malul
Title: Chief Executive Officer

NEOGAMES S. A.

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2023 and 2022

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2023 and 2022

CONTENTS

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
NeoGames S.A.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of NeoGames S.A. and its subsidiaries ("the Company"), as of December 31, 2023 and 2022, the related consolidated statements of comprehensive income (loss), changes in equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ziv Haft
Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

We have served as the Company's auditor since 2014.
April 19, 2024
Tel Aviv, Israel

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Head Office Amot Bituach House 48 Derech Menachem Begin Rd. Tel Aviv 6618001 Email bdo@bdo.co.il Our Site www.bdo.co.il

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	December 31, 2023	December 31, 2022
		U.S. dollars (in thousands)	
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5	29,019	41,179
Restricted deposits		476	489
Prepaid expenses and other receivables		6,813	5,789
Due from the Michigan Joint Operation and NPI	10	5,894	3,768
Trade receivables	6	43,414	38,537
Income tax receivable		283	536
		85,899	90,298
NON-CURRENT ASSETS			
Restricted deposits - Joint Venture and other	10	9,954	4,247
Property and equipment	7	3,443	3,992
Intangible assets	8	342,752	347,213
Right-of-use assets	11	8,742	7,973
Investment in Associates	25	5,965	4,770
Deferred taxes	23	1,039	2,451
		371,895	370,646
TOTAL ASSETS		457,794	460,944

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

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	December 31, 2023	December 31, 2022
		U.S. dollars (in thousands)	
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Trade and other payables	12	20,443	16,042
Royalty payables		13,328	10,838
Client liabilities	13	5,783	6,927
Income tax payables		6,701	5,151
Gaming tax payables		7,520	10,133
Lease liabilities	11	1,864	1,150
Contingent consideration on business combination and other	14	10,729	17,256
Employees' related payables and accruals		9,866	7,262
		76,234	74,759
NON-CURRENT LIABILITIES			
Liability with respect to Caesars' IP option	18	3,450	3,450
Loans from a financial institution, net	15	217,969	209,287
Company share of Joint Venture net liabilities, net	10	416	539
Lease liabilities	11	6,970	6,823
Accrued severance pay, net	16	1,002	1,033
Deferred taxes	23	17,979	19,714
		247,786	240,846
EQUITY			
Share capital		60	59
Reserve with respect to transaction under common control	2	(8,467)	(8,467)
Reserve with respect to funding transaction with related parties	2	20,072	20,072
Accumulated other comprehensive income		4,071	482
Share premium		176,927	173,908
Share based payments reserve		7,044	6,941
Accumulated losses		(65,933)	(47,656)
		133,774	145,339
TOTAL LIABILITIES AND EQUITY		457,794	460,944

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

CONSOLIDATED STATEMENTS OF COMPERHENSIVE INCOME (LOSS)

	Note	For the year ended December 31, 2023	2022	2021
		U.S. dollars (in thousands)		
Revenues	18	191,538	165,698	50,463
Distribution expenses	20	96,497	97,579	9,889
Development expenses		14,896	10,278	9,428
Selling and marketing expenses		10,859	5,364	1,549
General and administrative expenses	21	33,544	23,306	12,300
Business combination related expenses	1b	6,477	17,984	3,841
Depreciation and amortization	7,8,11	55,940	35,611	14,613
		218,213	190,122	51,620
Loss from operations		(26,675)	(24,424)	(1,157)
Interest expenses with respect to funding from related parties	-	-	2,867	4,811
Finance expenses	22	24,778	12,238	1,501
The Company' share in profit of Joint Venture and associated companies	10a	37,334	22,110	12,446
Profit (loss) before income taxes expenses		(14,119)	(17,419)	4,977
Income taxes expenses	23	(4,158)	(1,546)	(325)
Net (loss) income		(18,277)	(18,965)	4,652
Other comprehensive income (loss):				
- Item that will not be reclassified to profit or loss - loss on fair value valuation of a financial asset through other comprehensive loss		-	(1,992)	-
- Item that will or may be reclassified to profit or loss - foreign operations financial statements translation adjustments		3,589	2,474	-
Other comprehensive income		3,589	482	-
Total comprehensive income (loss)		(14,688)	(18,483)	4,652
Net income (loss) per common share outstanding, basic ($)		(0.54)	(0.64)	0.18
Net income (loss) per common share outstanding, diluted ($)		(0.54)	(0.64)	0.17
Weighted average number of common shares outstanding, basic		33,633,838	29,716,281	25,302,350
Weighted average number of common shares outstanding, diluted		33,633,838	29,716,281	26,640,120

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium	Accumulated losses	Share based payments reserve	Reserve with respect to funding transactions with related parties	Reserve with respect to transaction under common control	Accumulated other comprehensive Income	Non-Controlling Interests	Total equity (deficit)
	U.S. dollars (in thousands)								
Balance as of January 1, 2021	44	68,608	(33,343)	3,907	20,072	(8,467)	-	-	50,821
Changes in the year:									
Share based compensation	-	-	-	3,448	-	-	-	-	3,448
Exercise of employee options to ordinary shares	1	2,204	-	(1,332)	-	-	-	-	873
Total comprehensive income for the year	-	-	4,652	-	-	-	-	-	4,652
Balance as of December 31, 2021	45*	70,812	(28,691)	6,023	20,072	(8,467)	-	-	59,794
Changes in the year:									
Share based compensation	-	-	-	2,994	-	-	-	-	2,994
Issuance of ordinary shares as a partial consideration for Aspire business combination (Note 4)	14	100,630	-	-	-	-	-	6,190	106,834
Commitment arrangement to acquire non-controlling interest options	-	-	-	-	-	-	-	(6,190)	(6,190)
Exercise of employee options to ordinary shares	-	2,466	-	(2,076)	-	-	-		390
Total comprehensive income (loss) for the year	-	-	(18,965)	-	-	-	482	-	(18,483)
Balance as of December 31, 2022	59*	173,908	(47,656)	6,941	20,072	(8,467)	482	-	145,339
Changes in the year:									
Share based compensation	-	-	-	2,910	-	-	-	-	2,910
Exercise of employee options to ordinary shares	1	3,019	-	(2,807)	-	-	-	-	213
Total comprehensive income (loss) for the year	-	-	(18,277)	-	-	-	3,589	-	(14,688)
Balance as of December 31, 2023	60*	176,927	(65,933)	7,044	20,072	(8,467)	4,071	-	133,774

* As of December 31, 2023 and 2022, 33,741,041 and 33,482,447 shares, no par value, authorized issued and fully paid, respectively.

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Cash flows from operating activities:			
Net income (loss) for the period	(18,277)	(18,965)	4,652
Adjustments for:			
Amortization and depreciation	55,940	35,611	14,613
Income taxes expenses	4,158	1,546	325
Income taxes received (paid), net	(3,006)	6,419	(2,230)
Interest expenses with respect to funding including from related parties	21,435	11,170	4,811
Other finance expenses, net	3,343	3,935	1,501
Payments with respect to IP Option	-	373	613
Share based compensation	2,910	2,994	3,448
The Company's share in profit of Joint Venture and associated companies, net	(37,334)	(22,110)	(12,446)
Proceeds from the Joint Venture and associated companies	36,216	21,141	12,251
Decrease (increase) in trade receivables	(3,286)	(2,093)	487
Business combinations related expenses	6,477	17,984	3,667
Business combinations related expenses paid	(4,777)	(21,234)	-
Decrease (increase) in prepaid expenses and other receivables	(884)	1,344	(1,048)
Increase (decrease) in gaming tax payable	(2,922)	1,617	-
Increase in royalties payable	2,042	189	-
Decrease (increase) in Aspire Group	-	1,948	(1,427)
Increase in amounts due from the Michigan Joint Operation and NPI	(2,126)	(208)	(368)
Decrease in trade and other payables	(886)	(3,385)	(1,394)
Increase (decrease) in employees' related payables and accruals	2,465	(845)	640
Increase (decrease) in client liabilities	(1,369)	666	-
Capital loss on disposal of property and equipment	-	113	-
Accrued severance pay, net	(54)	139	(98)
	78,342	57,314	23,345
Net cash generated from operating activities	60,065	38,349	27,997
Cash flows from investing activities:			
Purchase of property and equipment	(791)	(1,365)	(1,462)
Capitalized development costs	(37,672)	(26,536)	(17,010)
Restricted deposits - Joint Venture and other	(5,683)	(178)	(75)
Net change in deposits	144	(163)	13
Investment in Associate	-	(28)	-
Net cash used in Aspire business combination (note 4)	(964)	(197,674)	-
Net cash used in investing activities	(44,966)	(225,944)	(18,534)
Cash flows from financing activities:			
Repayments of loans from Caesars	-	(11,000)	(1,500)
Repayments of capital notes to Aspire	-	(21,837)	-
Loans from a financial institution, net	-	204,200	-
Interest paid	(20,528)	(8,521)	(835)
Repayments for lease liabilities (principal and interest)	(1,568)	(1,075)	(1,686)
Exercise of employee options	213	390	873
Purchase of non-controlling interest options	(6,192)	-	-
Net cash generated from (used in) financing activities	(28,075)	162,157	(3,148)
Currency exchange differences on cash and cash equivalents	816	535	-
Net (decrease) increase in cash and cash equivalents	(12,976)	(25,438)	6,315
Cash and cash equivalents at the beginning of the year	41,179	66,082	59,767
Cash and cash equivalents at the end of the year	29,019	41,179	66,082

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

NOTE 1 - GENERAL

A. Neogames S.A. (the "Company") was incorporated in Luxemburg on April 10, 2014 under the laws of the Grand Duchy of Luxembourg in the form of a public company (société anonyme) with a registered office at 63-65, rue de Merl, L-2146 Luxembourg. On November 24, 2020, the Company completed an initial public offering on Nasdaq exchange. The Company shares are traded under the symbol "NGMS". The Company's principal shareholders, as of December 31, 2023 were Barak Matalon, Elyahu Azur ,Aharon Aran and Pinhas Zehavi.

B. On May 15, 2023, the Company entered into a Business Combination Agreement (the "Business Combination Agreement") with Aristocrat Leisure Limited, a company organized under the laws of Australia ("Parent"), and Anaxi Investments Limited, a Cayman Islands exempted company and wholly owned indirect subsidiary of Parent ("Merger Sub"). The Business Combination Agreement, and the transactions contemplated thereby, including the Continuation (as defined below) and the Merger (as defined below) have been unanimously approved by the respective boards of directors of the Company, Parent and Merger Sub. The Business Combination Agreement provides that, upon the terms and subject to the satisfaction or waiver of the conditions set forth therein, the Company will transfer its statutory seat, registered office and seat of central administration (*siège de l'administration centrale*) from the Grand Duchy of Luxembourg ("Luxembourg") to the Cayman Islands in accordance with the Luxembourg Law of August 10, 1915 on commercial companies, as amended and transfer by way of continuation as a Cayman Islands exempted company in accordance with the Companies Act (as revised) of the Cayman Islands (the "Cayman Companies Act") and, simultaneously with the full corporate and legal continuation and registration in the Cayman Islands, de-register in Luxembourg (without the dissolution of the Company or the liquidation of its assets) (the "Continuation"). As promptly as practicable following the Continuation, Merger Sub shall be merged with and into the Company (the "Merger", and together with the Continuation and the other transactions contemplated in the Business Combination Agreement, the "Transactions"), with the Company being the surviving company (the "Surviving Company") and becoming a wholly owned indirect subsidiary of Parent. For the years ended December 31, 2023, the Company recorded business combination related expenses of $6.5 million.

C. The Company, together with its subsidiaries, a joint operation and a joint venture, is a leading global technology provider engaged in the development and operation of online lotteries and games ("Lottery"), allowing lottery operators to distribute lottery products via online sales channels while using the Company's technology. The Company, together with a publicly traded Canadian Company, Pollard Banknote Limited ("Pollard"), develops, and operates and serves contracts across the United States of America (through a joint operation, the "Michigan Joint Operation") and a joint venture - NeoPollard Interactive LLC ("NPI" or the "Joint Venture") and across Europe also through its wholly owned subsidiary.

On January 10, 2023, the Company entered into a Limited Liability Company Agreement with Pollard with respect to NPI which provide them the option to pursue future iLottery opportunities in the North American market either in partnership, as part of the Joint Venture or independently.

On June 14, 2022, the Company completed a business combination with Aspire Global plc ("Aspire"). Aspire, together with its subsidiaries and associates, is a leading platform supplier, offering a full turnkey solution for iGaming operators. The Aspire group provides an advanced solution combining a robust platform, interactive games, a 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 integration of a vast games offering. Aspire's group comprises three segments: Core, Games, and Sports:

- **Core:** Aspire Core allows operators to operate under their own local licenses or under Aspire's licenses in numerous markets. Aspire's platform partners have access to on-demand data analysis services in addition to a wide array of analytical tools. 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 jurisdiction. The platform itself can be used exclusively or combined with a wide range of managed services such as customer support, CRM tools and financial services.

- **Games (Pariplay):** Aspire's subsidiary PariPlay is a leading aggregator and content provider. PariPlay offers both a wide variety of proprietary games produced from in-house studios as well as a wide array of third-party games from suppliers, all integrated into one API and single integration, accompanied by engagement and retention tools on the aggregation platform.

- **Sports (BtoBet):** Aspire's subsidiary BtoBet is a leading sportsbook provider. With the proprietary sportsbook, Aspire controls the IP in major elements of the value chain and can steer the complete roadmap. In addition, it also provides Aspire with flexibility when it comes to adding new features and securing fast time to market.

NOTE 1 - GENERAL (Cont.)

D. Ukraine – our operations in Kyiv, Ukraine have been negatively impacted as a result of Russia's invasion of Ukraine, and our business, financial condition and results of operations may be materially adversely affected if the impacts resulting from the conflict in Ukraine are exacerbated.

E. Israel - Our principal executive offices are located in Tel Aviv, Israel, where significant elements of our general and administrative activities are conducted. In addition, several of our officers and directors are residents of Israel. Accordingly, political, economic and military conditions in Israel and the surrounding region may directly affect our operations and, indirectly, our business. Since the war broke out on October 7, 2023, our operations have not been adversely affected by this situation, and we have not experienced disruptions to our operations or business. However, the intensity and duration of Israel's current war against Hamas cannot be predicted at this stage, as are such war's economic implications on our business and operations. If the war extends for a long period of time or expands to other fronts, such as Lebanon, Syria and the West Bank, our operations may be materially adversely affected.

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 ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Profit or loss accounts are presented and analyzed by their nature rather than their function within the entity as such method provides reliable and more relevant information on the Company's operations.

B. Comparative information

Comparative figures stated in the statements of comprehensive income (loss), financial position and cash flows have been reclassified to conform to the current year's presentation format for the purpose of adequate presentation.

C. Business combination

When the Group gains control of a business, the business combination has been accounted for based on the purchase accounting method. The Group measures the transferred consideration based on the fair value of the transferred assets (cash) and the shares issued. The identified assets, liabilities and components of non-controlling interests have been accounted for 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 fair value of the identified assets and liabilities. Goodwill was allocated based on the initial recognition of the of the expected benefit from the business combination that gave rise to goodwill. Goodwill was allocated at the initial recognition to the Group's cash generating units ("CGUs") that have expected to benefit from the business combination that gave rise to the goodwill. When the consideration transferred includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the considerations transferred in a business combination. Changes in the 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" 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 is recognized in the statement of the comprehensive income.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

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, or additional assets or liabilities are recognized, to reflect the new information obtained about the facts and circumstances that existed as of the acquisition date, if known, would have affected the amounts recognized as of that date.

D. Foreign currency

The financial statements of the Group are prepared in US dollars. The functional currency is the currency that best reflects the economic substance of the underlying events and circumstances relevant to the Group's transactions. Aspire group functional currency is Euro ("Foreign operations"), while all other entities within the Group have the US dollar as their functional currency.

E. Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less, as well as funds attributed to players deposits reserves and deposits held at call with banks.

F. Restricted deposits

Restricted deposits mainly include Joint Venture Restricted deposits (see note 10) and pledges for leased premises.

G. Trade receivables

Trade receivables are initially recognized at transaction price and subsequently measured at amortized cost and principally comprise amounts due from Lottery and gaming operator customers across all of our business units. The Company has applied the standard simplified approach and has calculated the Expected credit losses based on lifetime of expected credit losses, with de-minimis results. Bad debts (if any) are written off when there is objective evidence that the full amount may not be collected. Aspire Core's 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.

H. Investment in a joint operation

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to that arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the consent of all parties to the joint control. The consolidated financial statements include the Company's interest in any assets held jointly by the Michigan Joint Operation, and the Company's share of revenues and expenses of the Michigan Joint Operation.

I. Investment in a joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets only. The Company's investment in a joint venture is accounted for based on the equity method. Under the equity method, the investment is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Company's share of the profit and losses of the joint venture.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

J. Investment in associates

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 associates is accounted for using the equity method.

K. Employee benefits

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

The Israeli subsidiaries have adopted the general authorization in accordance with Section 14 of the 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 of the end of the period 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 consolidated financial statements.

As most of NGS's the Israeli subsidiaries employees are covered by Section 14, and due to immateriality, the Group does not use actuarial estimates and calculations for severance obligations. The Group accounts for such employees who are not subject to Section 14, by measuring accruals on the full amounts assuming that all of these employees will be terminated as of the end of the period date of each period (shut-down method).

The Bulgarian, Gibraltarian and India-based subsidiaries applied the same concept as described above, and by depositing funds on a monthly basis 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.

L. Property and equipment

Property and equipment comprise of data center (servers), computers, leasehold improvements, office furniture and equipment. Depreciation is calculated on a straight line basis over the expected useful lives of the assets concerned. The principal annual rates used for this purpose, are:

	%
Computers and computers equipment	25-50
Office furniture and equipment	7
Leasehold improvements	Over the shorter of the term of the lease or useful lives

M. Intangible assets

Intangible assets acquired through business combination

Intangible assets acquired in a business combination and recognized 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 amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Internally generated intangible assets

Intangible assets of the Company comprise development costs capitalization, which are amortized over their useful life and reviewed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are treated prospectively as a change in accounting estimates.

Research expenditures are recognized in profit or loss when incurred. An intangible asset arising from a development project or from the development phase of an internal project is recognized if the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- The Company's intention to complete the intangible asset and use or sell it.
- The ability to use or sell the intangible asset.
- How the intangible asset will generate future economic benefits.
- The availability of adequate technical, financial and other resources to complete the intangible asset; and
- The ability to measure reliably the respective expenditure asset during its development.

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.

The useful life of capitalized development costs is between 3-8 years and they are amortized on a straight-line basis over the expected useful lives of the assets concerned.

The Company evaluates the need to record an impairment of the carrying amount of 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.

N. Goodwill

Goodwill is not amortized but is reviewed for impairment at least annually as of year-end. CGUs to which goodwill have 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 CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. See Notes 8 and 19.

O. Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring services to a customer.

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.

In instances of revenue split arrangements where the Company is the principal in the transaction, revenue is recognized on a gross basis and the third-party revenue portion related to the sale is recognized within distribution expenses as royalties, while in cases where the Company acts as an agent between the customer and the vendor, revenue is recognized net of costs:

Net gaming revenues (bets minus wins and certain promotional bonuses) are presented, net of distribution expenses in an arrangement whereby the partner (website owner) is the principal, while the Company provides operational services (platform, processing, reporting etc.) as its agent (service provider). In most arrangements, the Company is the principal.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Royalties from licensing of technological platforms and provision of proprietary games content are presented net of third-party games charges in an arrangement whereby the lottery customer controls and is accountable for the third-party games and the relating commercial terms with the third-party games vendors, while the Company is its agent as a platform aggregator. In most arrangements, the Company is the principal and provides comprehensive solution.

To determine whether the Group is an agent or principal, management consider whether the Group obtain control of the services or products before they are transferred to the customer. In making this evaluation, several factors are considered, most notably whether we have primary responsibility for fulfillment to the customer, as well as pricing discretion.

The Group generates its revenues through four streams:

- Royalties from licensing of technological platforms and provision of proprietary games content (which are recognized in the accounting periods in which the gaming transactions occur).
- Fees from access to intellectual property rights (which are recognized over the useful periods of the intellectual property rights).
- Fees from development services (which are recognized in the accounting periods in which services are provided).
- Fees from online activities including net gaming revenues, processing charges and other similar charges (which are recognized in the accounting periods in which the gaming transactions occur).

P. Share-based payments - Restricted share units (“RSUs”)

The Company recognizes stock based compensation for the estimated fair value of RSUs. The Company measures compensation expense for the RSUs based on the market value of the underlying stock at the date of grant.

Q. Distribution expenses

Distribution expenses include royalties, content, gaming duties, payment processing and other related.

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

NOTE 3 - CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of consolidated financial statements under IFRS requires the Company to make estimates and judgments that affect the application of policies and reported amounts. Estimates and judgments 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 that cover areas for which the directors and management require judgments and/or assumptions that 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 judgments made, can be found below:

Revenues presentation – gross vs. net:

The Group applies judgment in determining whether it is acting as a principal or an agent where it provides services and third-party games to business partners and other customers. In making these judgments the Group determined 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 2o.

During 2023, as part of the transformation from a B2C operator to a B2B provider, Aspire Core has changed its commercial terms with certain partners, resulting in net presentation.

Business combination – purchase price allocation and goodwill impairment evaluation:

With respect to Aspire Business Combination purchase price allocation and year-end goodwill impairment evaluation and with the assistance of a third-party appraiser, the Group applied certain assumptions and judgments in the preparation of discounted cash flows primarily with respect to intangible assets and CGUs, see Notes 4 and 8.

Legal proceedings – contingencies:

During 2023, two lawsuits were filed against Aspire, see Note 14, as to the preliminary stages of the proceedings, management based on its legal advisors cannot estimate the outcome of these proceedings at this stage.

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 Note 8.

Income taxes:

The Group operates substantially in many countries. The applicability of corporate income taxes of those jurisdictions and/or the allocation of the Group's taxable income to those jurisdictions are subject to management’s assessments and judgments after consultations with the Group’s tax advisors. For further details, see Note 23.

NOTE 4 - BUSINESS COMBINATION

ASPIRE GROUP:

On June 14, 2022, the Company completed a business combination of Aspire, in consideration for $267.2 million in cash and $100.6 million issuance of 7,604,015 Company's new shares valued at $13.2 closing price per share on Nasdaq on that day.

Details of the purchase price allocation of the fair value of the identifiable assets, goodwill, liabilities, and non-controlling interests are as follows (U.S. dollars in millions):

Identified assets and liabilities acquired:

Cash	69.5
Trade receivables	31.9
Prepaid expenses and other receivables	4.6
Investment in Associates	3.9
Tax receivable	3.4
Property and equipment	1.6
Intangibles (Note 8)	147.3
Deferred taxes	(18.4)
Trade and other payables	(13.2)
Royalty payable	(10.4)
Contingent consideration on business combination	(11.5)
Gaming tax payables	(8.2)
Client liabilities	(6.1)
Other assets and liabilities, net	2.1
Total identified assets and liabilities acquired	**196.5**
Goodwill (Note 8)	**177.5**
Non-controlling interests	**(6.2)**
Total consideration	**367.8**

The non-controlling interests were valued at fair value, assigned in the purchase price allocation to PariPlay CGU, see also Notes 3 and 14.

The main factors which derived goodwill recognition at this transaction are existing intangible assets such as qualified management and staff, which have not met the stand-alone recognition criteria as well as potential synergy premium. The goodwill was allocated to each of Aspire reporting segments which are also the applicable cash generating units. see Note 19.

NOTE 5 - CASH AND CASH EQUIVALENTS

	As of December 31,	
	2023	2022
	U.S. dollars in thousands	
Cash at bank	24,855	36,707
Funds attributed to player deposit reserves	4,164	4,472
	29,019	41,179

NOTE 6 - TRADE RECEIVABLES

	As of December 31,	
	2023	2022
	U.S. dollars in thousands	
Payment processors receivables	9,855	15,067
Trade receivables*	33,559	23,470
	43,414	38,537

* The balance as of December 31, 2023, included $8.0 million overdue more than 90 days but less than one year.

NOTE 7 - PROPERTY AND EQUIPMENT, NET

	Computers and computers equipment	Office furniture and equipment	Leasehold improvements	Total
	U.S. dollars in thousands			
Cost:				
Balance as of January 1, 2023	4,682	944	1,835	7,461
Foreign operations financial statements translation adjustments	170	24	62	256
Disposals	(10)	(32)	-	(42)
Additions during the year	471	115	205	791
	5,313	1,051	2,102	8,466
Accumulated depreciation:				
Balance as of January 1, 2023	3,254	91	124	3,469
Foreign operations financial statements translation adjustments	140	13	52	205
Disposals	(10)	(32)	-	(42)
Additions during the year	1,161	47	183	1,391
	4,545	119	359	5,023
Net Book Value:				
As of December 31, 2023	768	932	1,743	3,443
As of December 31, 2022	1,428	853	1,711	3,992

NOTE 8 - INTANGIBLE ASSETS

	Capitalized development costs and technology acquired	Customer relationship	Trade Names	Goodwill	Total
	U.S. dollars in thousands				
Cost:					
Balance at beginning of the period	180,707	62,850	9,764	180,866	434,187
Additions	37,672	-	-	-	37,672
Foreign operations financial statements translation adjustments	3,541	2,330	362	6,269	12,502
As of December 31, 2023	221,920	65,180	10,126	187,135	484,361
Accumulated amortization:					
Balance at beginning of the period	75,910	10,324	740	-	86,974
Amortization	32,399	19,322	1,385	-	53,106
Foreign operations financial statements translation adjustments	644	825	60	-	1,529
As of December 31, 2023	108,953	30,471	2,185	-	141,609
Net Book Value:					
As of December 31, 2023	112,967	34,709	7,941	187,135	342,752
As of December 31, 2022	104,797	52,526	9,024	180,866	347,213

	Capitalized development costs and technology acquired	Customer relationship	Trade Names	Goodwill	Total
	U.S. dollars in thousands				
Cost:					
Balance at beginning of the period	75,208	-	-	-	75,208
Business combination	76,596	61,228	9,512	175,880	323,216
Additions	26,536	-	-		26,536
Foreign operations financial statements translation adjustments	2,367	1,622	252	4,986	9,227
As of December 31, 2022	180,707	62,850	9,764	180,866	434,187
Accumulated amortization:					
Balance at beginning of the period	52,854	-	-	-	52,854
Amortization	23,038	9,830	705	-	33,573
	18	494	35	-	547
Foreign operations financial statements translation adjustments					
As of December 31, 2022	75,910	10,324	740	-	86,974
Net Book Value:					
As of December 31, 2022	104,797	52,526	9,024	180,866	347,213

Goodwill impairment evaluation

As of December 31, 2023, the Company conducted a goodwill impairment evaluation (derived from Aspire business combination), with the assistance of a third-party appraiser. The conclusion of this evaluation was that the recoverable amounts determined as values in use are not lower than their carrying amounts and therefore no impairment of goodwill is required. The value in use for each cash generating unit was determined based on its estimated future cash flows expected for the specific period and fixed growth rate for the period onward. Details with respect to the significant assumptions used are as follows:

Cash generating units	Aspire Core (Core)	PariPlay (Sports)	BtoBet (Games)
The amount of value in use exceeded the carrying value as of December 31, 2023 - U.S. dollars in millions	13.5	22.9	13.5
Specific cash flow period (years)	7.25	9.25	9.25
The pre-tax discount rate used	18.7%	20.4%	18.4%
Change in the pre-tax discount rate used, resulting in value in use equal the carrying value as of December 31, 2023	1.1%	3.3%	2.4%
Fixed growth rate	3%	3%	3%
The fixed growth (negative growth) rate to be used, resulting in value in use equal the carrying value as of December 31, 2023	0.2%	(19.8)%	(8.8)%

NOTE 9 - RELATED PARTY

On June 1, 2015, Barak Matalon (see Note 1), entered into a consultancy service agreement with the Company that calls for a monthly payment of NIS 45,000 (plus VAT) in consideration of services being rendered by Mr. Matalon to the Company. The consulting fees for the years ended December 31, 2023, 2022 and 2021 amounted to $289 thousand, $240 thousand and $195 thousand, respectively, and are included within general and administrative expenses.

On February 14, 2024, NeoGames and Barak Matalon entered into a loan agreement (the "Loan Agreement") pursuant to which NeoGames received from Mr. Matalon an unsecured and subordinated loan in the amount of $7 million, bearing interest of 9.5% per annum that is due and payable on a monthly basis (the "Loan"). The Loan matures and becomes due and payable on the earlier to occur of 30 days following the closing of the Business Combination Agreement and 12 months following the date of the Loan Agreement, or on a later date as agreed upon in writing between the parties.

NOTE 10 - INVESTMENT IN A JOINT VENTURE AND JOINT OPERATION

A. JOINT VENTURE

NPI has been included in the consolidated financial statements using the equity method (see Note 1).

Summarized financial information:

	As of December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Current assets	39,224	25,812
Non-current assets	972	1,278
Current liabilities	(39,773)	(26,644)
Non-current liabilities	(1,671)	(2,132)
Net liabilities (100%)	(1,248)	(1,686)
Net liabilities (50%)	(624)	(843)
Adjustments	208	304
Company share of Joint Venture net liabilities	(416)	(539)

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Revenues	118,790	84,533	64,032
Distribution expenses	59,815	49,093	44,970
Selling, general and marketing expenses	759	1,044	993
Depreciation	308	340	385
Comprehensive and net income (100%)	57,908	34,056	17,684
Comprehensive and net income (50%)	28,954	17,028	8,842
Adjustments	7,386	4,557	3,604
Share in profits of NPI	36,340	21,585	12,446
Distribution from NPI	36,216	21,294	12,251

NOTE 10 - INVESTMENT IN A JOINT VENTURE AND JOINT OPERATION (Cont.)

In addition to the above, with respect to the development services provided to NPI by the Company, in 2023, 2022 and 2021, the Company recorded revenues (see Note 18). The adjustments mostly represent royalty commissions earned by NPI on games developed and provided by the Group, whereby the Group's share of the underlying results is higher than 50%.

As of December 31, 2023 and 2022, the restricted deposits outstanding amounts of $4.0 and $4.1 million, respectively held by Pollard on behalf of NPI to secure performance and facilities bonds with respect to NPI's prospective and existing contracts.

The outstanding amount due from NPI was $4.3 million and $3.1 million as of December 31, 2023 and 2022, respectively.

B. MICHIGAN JOINT OPERATION

The Michigan Joint Operation has been included in the consolidated financial statements as a share of Company's interest in assets held jointly, and its share of revenues and expenses (see note 1).

Below are the Michigan Joint Operation's revenues and operating expenses, 50% of which represent the Company's interest and were included in the Company's statement of comprehensive income (loss):

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Revenues (100%)	41,696	40,606	42,491
Total operating expenses (100%)	(24,741)	(24,342)	(26,047)

In addition to the above-stated revenues, with respect to the development services provided to the Michigan Joint Operation by the Company, in 2023, 2022 and 2021, see note 18. Further, the Company recorded additional royalty revenues with respect to games development efforts invested to enhance the Michigan Joint Operation's games portfolio during 2023, 2022 and 2021, totaling $1.6 million, $1.5 million and $1.6 million, respectively, which were also eliminated from Company's share in Michigan Joint Operation's total operating expenses as stated in the above table.

As of December 31, 2023, and 2022, Company's share interest in Joint Operator's assets was $359 thousand and $489 thousand, respectively, and mostly comprised of property and equipment, net.

The outstanding amount due from the Joint Operation was $1.6 million and $1.3 million as of December 31, 2023 and 2022, respectively.

NOTE 11 - LEASE COMMITMENTS

On July 11, 2021, the Company renewed the lease agreement for its office in Israel through April 15, 2027. The annual lease payment and related expenses aggregated to approximately $1 million.

The Group also has leases of offices in Ukraine, Malta, Bulgaria, India, Gibraltar and Macedonia, however most of which has short-term commitment. The total combined annual rent charges for all premises are approximately $0.4 million.

NOTE 12 - TRADE AND OTHER PAYABLES

	As of December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Accrued expenses	8,977	7,076
Trade payables	9,481	7,689
Other payables	1,985	1,277
	20,443	16,042

NOTE 13 - CLIENT LIABILITIES

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

NOTE 14 – CONTINGENCIES AND OTHER

Contingent consideration on business combination and related legal proceedings:

On October 9, 2020, Aspire completed a business combination of BtoBet, in consideration for cash plus performance based contingent consideration of seven times BtoBet 2022's EBIT, minus the consideration already paid. The contingent based consideration was determined by management at €8.2 million, and a notice was served to the former BtoBet shareholders in March 2023. Further an additional provision of approximately €2 million was recorded in the purchase price allocation, see note 4 above. In February 2024, the Company concluded an arbitration proceeding with the BtoBet Sellers, in which it was determine that it will pay an amount of €9.7 million in satisfaction of the earn out obligations under the BtoBet SPA which was paid on March 4, 2024

Notwithstanding the claim mentioned above, on September 5, 2023, the BtoBet Sellers filed a claim against Aspire for the amount of €36.5 million with the English Commercial Court in London (the “BtoBet Claim”), asserting breach of the BtoBet SPA as well as fraudulent behavior. Aspire filed a response firmly rejecting the BtoBet Claim and denying any liability. The BtoBet Claim is currently pending. Considering the premature stage of the proceedings, the Company's management based on its legal advisors cannot estimate the outcome of these proceedings.

EBET, Inc., a Nevada Corporation (“EBET”) and Aspire entered into certain agreements on October 1, 2021, under which Aspire sold to EBET Aspire’s B2C business, for a consideration of €65 million (the “EBET Sale Agreement”). On September 28, 2023, EBET filed a claim in Clark County, Nevada, against Aspire, alleging that Aspire breached the EBET Sale Agreement and acted in a fraudulent manner in the inducement to acquire the B2C business, and seeks compensation for rescission damages, in an amount of €65 million, general damages in an amount of $15 thousand, and punitive damages and other certain unspecified amounts. Aspire rejects EBET’s claims and filed several preliminary motions regarding change of venue and other matters, which are in line with the parties’ signed agreements. This claim is still pending. On February 23, 2024, EBET filed a motion for leave to amend its complaint, among other things, to add NeoGames S.A. and NeoGames Connect Limited as new defendants. In addition, on February 27, 2024, the Magistrate Judge heard arguments on the motion for stay and entered a stay of discovery until the Court has decided whether or not the case should proceed in arbitration. Considering the premature stage of the proceedings, the Company's management based on its legal advisors cannot estimate the outcome of these proceedings.

United Kingdom is a major market of Aspire and required licensing. Aspire undergo periodical compliance assessment processes by the United Kingdom Gaming Commission ("UKGC"), intended to ensure compliance with local laws and regulations, during 2023 and through the date of these financial statements approval date, Aspire has been assessed by the UKGC and preliminary findings were noted, Aspire has been working inter-alia with the UKGC on a remediation plan. As to the premature stage of the proceedings, the Company's management based on its legal advisors cannot estimate the outcome of these proceedings.

NOTE 14 – CONTINGENCIES AND OTHER (Cont.)

PariPlay executive officer option: On March 17, 2020, PariPlay granted to its executive officer 111 options to buy 9.9% of its shares on a fully diluted basis, to be vested over 2 years of employment. The exercise price of each option is £1.0 and they will expire in 10 years. During the fourth quarter of 2022, the Company committed to buy his options in consideration for €5.8 million, paid in 2023.

NOTE 15 - LOANS FROM FINANCIAL INSTITUTIONS, NET

In June 2022, the Company borrowed €200.8 million to fund partially the cash consideration of Aspire business combination under Senior Facilities Agreement. The funding is comprised of a €187.7 million loan and a €13.1 million revolving credit facility, net of 2.5% set-up fees. The facilities maturity date is June 2028, however the revolving credit facility has an option for early repayment.

The loans bear interest at a rate of EURIBOR Plus 6.25 percent per annum to be paid quarterly. The interest expenses incurred and paid in 2023 and 2022 were $20.5 million and $7.8 million, respectively.

The set-up fees amounted to €5.0 million to be expensed over the borrowing period, whereby in 2023 and 2022, the Company recorded additional interest expenses of $0.9 million and $0.5 million, respectively, with respect to that.

The loans carrying amounts approximate their fair value.

The Senior Facilities Agreement contains customary representations and warranties, affirmative and negative covenants (including covenants in respect of financial indebtedness, disposals, security, permitted holding company activity, dividends and share redemption, acquisitions and mergers and conduct of the Aspire Tender Offer), indemnities and events of default, each with appropriate carve-outs and materiality thresholds. In addition, the Company given a customary guarantee in favor of the Lenders under the terms of the Senior Facilities Agreement.

In connection with the debt financing documented by the Senior Facilities Agreement, the Company and certain of its subsidiaries have granted, certain guarantees in favor of the Lenders. Additionally, the Company and certain of its subsidiaries have granted, security in favor of the Lenders over shares (and other ownership interests) owned in certain subsidiaries, certain bank accounts, certain material intercompany receivables, certain material intellectual property and, substantially all their assets (subject to customary exceptions).

Further, the loans are subject to a financial performance covenant of net debt to EBIDTA ratio at each reporting period, which was met as of December 31, 2023.

NOTE 16 - EMPLOYEE BENEFIT LIABILITIES

	As of December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Non- current		
Accrued severance pay	3,632	3,848
Less - funds	(2,630)	(2,815)
	1,002	1,033
Current		
Accrued vacation	1,391	953
Accrued recuperation	57	9
	1,448	962

NOTE 17- SHARE BASED PAYMENTS

Options:

Options have been granted under the Company's 2015 Plan, which was adopted on January 29, 2015 and amended thereafter (the "2015 Plan").

Our board of directors determined the terms and conditions of the options granted including the vesting terms and the exercise price. The terms and conditions are set forth in the applicable options agreement. The terms and conditions of individual options may vary.

In 2020, the Company ceased granting options under the 2015 Plan. Any options granted under the 2015 Plan that expire have been and will be added to the pool of the 2020 Plan. The 2015 Plan continues to apply to all previously granted options.

Restricted Shares Units (RSUs):

RSUs have been granted under the Company's 2020 Incentive Award Plan and vested in four equal annual installments.

In 2021, the Company granted 140,336 RSUs to certain employees to be vested partially from January 2023 and partially from August 2023. In 2022, the Company granted 194,135 RSUs to certain employees to be vested partly from March 2023.

In March 2023, the Company granted 53,236 RSUs to certain employees to be vested from May 2023. The fair value of the awards was determined based on the Company's grant date share price and amounted to $0.8 million.

In May 2023, the Company granted 92,115 RSUs to certain employees to be vested in March 2024. The fair value of the awards was determined based on the Company's grant date share price and amounted to $1.2 million.

As of December 31, 2023, the outstanding RSUs are 292,526, of which in 2023 110,276 vested and exercisable.

The following table summarizes option activities for the years ended December 31, 2023, 2022 and 2021:

	2023		2022		2021	
	Weighted average exercise price ($)	Number	Weighted average exercise price ($)	Number	Weighted average exercise price ($)	Number
Outstanding at January 1,	3.57	849,389	3.03	1,133,886	2.02	1,708,020
Granted during the year	-	-	-	-	57.56	15,000
Exercised during the year	1.42	(148,318)	1.41	(278,061)	1.5	(581,240)
Forfeited during the year	42.7	(21,831)	1.40	(6,436)	1.88	(7,894)
Outstanding at December 31,	2.78	679,240	3.57	849,389	3.03	1,133,886
Vested and exercisable at December 31,	2.80	668,158	3.90	698,753	2.00	798,262

As of December 31, 2023, the Company had unrecognized share-based compensation expenses related to options and RSUs of $1.6 million, which is expected to be recognized over a weighted average period of approximately 2.2 years.

NOTE 18 - REVENUES

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Turnkey contracts	31,001	29,729	29,882
Games	1,977	1,709	1,994
Total royalties	32,978	31,438	31,876
Development and other services from Aspire	-	767	1,617
Development and other services from NPI (See also Note 10)	4,349	5,651	7,578
Development and other services from Michigan Joint Operation (See also Note 10)	1,498	1,449	1,433
Total Development and other services	5,847	7,867	10,628
Access to IP rights (Caesars)*	18,155	14,293	7,959
Total Lottery revenues	**56,980**	**53,598**	**50,463**
Core	56,728	80,475	-
Games	43,879	18,265	-
Sports	33,951	13,360	-
Total Aspire revenues	**134,558**	**112,100**	**-**
Total Revenues	**191,538**	**165,698**	**50,463**

On June 18, 2018, the Company entered into a license agreement with WHG (International) Ltd. ("WHG"), an affiliate of Caesars. Pursuant to the license agreement, the Company has granted WHG a sub-license to use the NeoSphere Platform (the "Licensed IP") for a period of four years which was extended for a period of additional three years through 2026, to operate in the US iGaming market and additional jurisdictions agreed to by the parties. It was also agreed that Caesars will compensate the Company for the right to use the Licensed IP as well as costs associated with adjustments ("Developed IP") required to be made to the Licensed IP so that the Licensed IP would be deemed complaint with specific market requirements and other market practices. WHG has the option (the "IP Option") to convert the license into a perpetual license for a payment of £15.0 million. The fair value of the IP Option liability was valued with the assistance of a third-party appraiser to be approximately $3.45 million.

NOTE 19 – SEGMENTS

	For the year ended December 31, 2023					
	Lottery	Core	Games	Sports	Eliminations	Total
	U.S. dollars (in thousands)					
Revenues	56,980	56,728	43,879	33,951	-	191,538
Revenues (inter-segment)	2,585	-	13,043	578	(16,206)	-
Total Revenues	59,565	56,728	56,922	34,529	(16,206)	191,538
The Company' share in profit of Joint Venture and associates	36,340	994	-	-	-	37,334
Segment results	**45,051**	**6,439**	**7,547**	**7,562**	**-**	**66,599**
Depreciation and amortization	18,299	27,729	6,406	3,506	-	55,940
Other unallocated expenses:						
Finance expenses						24,778
Loss before income taxes						(14,119)

NOTE 19 – SEGMENTS (Cont.)

	For the year ended December 31, 2022					
	Lottery	Core	Games	Sports	Eliminations	Total
	U.S. dollars (in thousands)					
Revenues	53,598	80,475	18,265	13,360	-	165,698
Revenues (inter-segment)	988	-	5,876	369	(7,233)	-
Total Revenues	54,586	80,475	24,141	13,729	(7,233)	165,698
The Company' share in profit of Joint Venture and associate	21,585	525	-	-	-	22,110
Segment results	**18,660**	**6,695**	**5,785**	**2,157**	**-**	**33,297**
Depreciation and amortization	16,888	14,058	2,956	1,709	-	35,611
Other unallocated expenses:						
Finance expenses, net						12,238
Interest expenses with respect to funding from related parties						2,867
Loss before income taxes						(17,419)

	As of December 31, 2023				
	Lottery	Core	Games	Sports	Total
	U.S. dollars (in thousands)				
Trade Name	-	6,614	-	1,327	7,941
Customer relationship	-	6,979	19,119	8,611	34,709
Capitalized development costs and technology acquired	31,919	57,563	13,587	9,898	112,967
Goodwill	-	72,435	79,990	34,710	187,135
Total	31,919	143,591	112,696	54,546	342,752

	As of December 31, 2022				
	Lottery	Core	Games	Sports	Total
	U.S. dollars (in thousands)				
Trade Name	-	7,545	-	1,479	9,024
Customer relationship	-	21,412	21,290	9,824	52,526
Capitalized development costs and technology acquired	26,752	55,998	13,557	8,490	104,797
Goodwill	-	70,185	76,970	33,711	180,866
Total	26,752	155,140	111,817	53,504	347,213

NOTE 19 – SEGMENTS (Cont.)

Revenues by geography:

	For the year ended December 31, 2023	For the year ended December 31, 2022
	U.S. dollars (in million)	U.S. dollars (in million)
United States	47.7	43.2
UK and Ireland	50.3	65.1
Nordics	1.8	3.3
Rest of Europe	43.3	31.7
Rest of World	48.4	22.4
	191.5	165.7

NOTE 20 - DISTRIBUTION EXPENSES

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Royalties (partners)	10,608	53,079	-
Third-party games	47,806	15,831	-
Processing fees	12,463	10,254	4,341
Gaming duties net of partners share (which offset the royalties expenses mentioned above)	5,379	4,913	-
Third party technological support	7,023	4,711	-
Labor and related	8,994	4,694	1,502
Call center	630	734	992
Other	3,594	3,363	3,054
	96,497	97,579	9,889

NOTE 21 - GENERAL AND ADMINISTRATIVE EXPENSES

	For the year ended 31 December		
	2023	2022	2021
	U.S. dollars (in thousands)		
Labor and related	11,945	9,304	5,209
Professional fees	11,989	6,915	3,476
Directors and officers insurance	2,548	2,473	1,370
Rent and related	1,188	1,085	454
Office refreshments and related	1,841	1,209	632
Other	4,033	2,320	1,159
	33,544	23,306	12,300

NOTE 22 - OTHER FINANCE EXPENSES

	For the year ended 31 December		
	2023	2022	2021
	U.S. dollars (in thousands)		
Finance expenses:			
Interest on financial institutions loans	21,435	8,303	-
Currency exchange rate differences, net	1,515	1,814	637
Interest on lease liabilities	486	540	786
Bank charges	482	268	46
Interest, mainly on contingent consideration on business combination (Note 14)	148	535	32
Loss on derivatives	712	778	-
	24,778	12,238	1,501

NOTE 23 – TAXATION

A. Tax rates applicable to the Group significant tax jurisdictions

Luxemburg: The Company is tax registered in Luxemburg and is subject to the Luxemburg corporation tax at 24.94% in 2019 thereafter on profits derived from activities carried out in Luxemburg. The estimated carry forward losses as of December 31, 2022 was $77 million, the Company has not recorded relating deferred income taxes asset as its recoverability was not more likely than not. All the Company's tax years are subject to examination.

Israel: On May 18, 2021, the Israeli Tax Authority issued a pre-ruling, pursuant to which it confirmed that effective the contribution date of certain intellectual property rights relating to the online lottery business of the Company to NeoGames Systems Ltd. ("NGS") as mentioned above through December 31 2025, NGS has been considered a "preferred technological enterprise" for Israeli tax purposes, and therefore, subject to the conditions set forth in the ruling and applicable law, and entitled to certain tax benefits, including under certain circumstances a reduced corporate tax rate of 12% to 16% as well as deductible amortization over 8 years of the value of the intangible assets (i.e., $57 million).

Other Israeli subsidiaries are subject to Israeli corporate tax rate of 23% in 2022 thereafter. Considering the statute of limitation, Aspire Global Marketing Solutions Ltd 2018's tax year and NGS 2017's tax year are final and the following tax years are subject to examination.

USA: Group US subsidiaries, Joint Venture and Joint Operator are subject to US federal income taxes rate of 21% as well as certain states income taxes rates. All Group US subsidiaries tax years are subject to examination.

Malta: Group Maltese subsidiaries are subject to a corporate tax rate in Malta of 35%. According to the Maltese tax regime, however, a certain portion of the Maltese tax payable amounts is refundable upon meeting certain criteria defined under the Maltese tax ordinance inter alia for dividend distributions. Aspire Maltese subsidiaries filed a consolidated tax return.

The Company's other subsidiaries are subject to different corporate tax rates.

B. Income taxes expenses included in the statements of net income (loss)

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Current taxes	4,481	3,555	2,121
Deferred taxes	(323)	(2,013)	(1,628)
Taxes with respect to previous years	-	4	(168)
	4,158	1,546	325

NOTE 23 – TAXATION (Cont.)

C. Deferred taxes

	Intangible assets and other	Employee benefits	Total
	U.S. dollars (in thousands)		
January 1, 2021	-	211	211
Changes during 2021	1,722	(94)	1,628
December 31, 2021	1,722	117	1,839
Business combination	(20,685)	-	(20,685)
Changes during 2022	1,673	340	2,013
Foreign operations financial statements translation adjustments	(430)	-	(430)
December 31, 2022	(17,720)	457	(17,263)
Changes during 2023	175	148	323
December 31, 2023	(17,545)	605	(16,940)

D. Reconciliation of the theoretical income taxes expenses (benefit) to the actual income taxes expenses (benefit):

Reconciliation between the theoretical income taxes expenses (benefit), assuming all income is taxed at the statutory tax rate applicable to income of the Company and the actual income taxes expenses as reported in the statements of operations is as follows:

	For the year ended December 31,		
	2023	2022	2021
	U.S. dollars (in thousands)		
Profit (loss) before income taxes expenses (benefit)	(14,119)	(17,419)	4,977
The Company's statutory tax rate	25%	25%	25%
Theoretical income taxes expenses (benefit) on the above amount at the Company's tax rate	(3,530)	(4,355)	1,244
Non-deductible expenses	9,012	8,295	2,090
Losses in respect of which no deferred taxes were recorded	-	-	1,616
Recognition of deferred taxes during the year, with respect to prior years temporary differences	-	(1,837)	(2,769)
Taxable income and other temporary differences accounted for in lower tax rates	(1,324)	(561)	(1,688)
Current income taxes with respect to previous years	-	4	(168)
	4,158	1,546	325

NOTE 24 - FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company 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 Company's financial performance and position. The Company's financial instruments are its cash and cash equivalents, deposits, trade and other receivables, loans, client liabilities, lease liabilities, trade and other payables and employee benefit liabilities. The Company actively measures, monitors and manages its financial risk exposures by various functions pursuant to the segregation of duties and principals. The risks arising from the Company's financial instruments are mainly credit risks and currency risk. The risk management policies employed by the Company 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 customer balances. Furthermore, the Company engages only with reputable processors and customers (partners, operators and lotteries). The Group maintains its cash and cash equivalents at reputable well-known international banks.

Following Aspire Business Combination, as of December 31, 2023 and 2022, the Group had one processor 11% balance and one processor 11% balance exceeding 10% of total consolidated trade receivables, respectively. Further revenues from Michigan Joint Operations (see Note 10B) in 2023 and 2022 reflects 14% and 13% of the consolidated revenues (exceeded 10% of consolidated revenues in 2021 as well).

B. Market risk

Currency risk

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

The Company has discretion to hedge some or all of its forecast operational costs in Israel up to 12 months. Currency exposures are monitored by the Company monthly.

Sensitivity analysis to the currency risk

Any change in the currency exchange rates will cause a corresponding change in the related asset or liability and accordingly will affect the statement of comprehensive income (loss).

NOTE 24 - FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont.)

The table below summarizes the balances of the Group's financial instruments, by currency, as of December 31, 2023, in U.S. dollars (in thousands):

	USD	EUR	NIS	CZK	GBP	Other	Total
Financial assets							
Cash and cash equivalents	6,479	11,967	1,660	3,077	3,146	2,690	29,019
Restricted Cash	340	83	11	-	11	31	476
Other Receivables	13	2,210	145	-	-	-	2,368
Restricted deposits - Joint Venture	2,075	5,991	-	-	-	1,888	9,954
Trade receivables	3,291	21,416	-	2,407	10,184	6,116	43,414
Due from the Michigan Joint Operation and NPI	5,894	-	-	-	-	-	5,894
Income tax receivable	-	-	113	-	-	170	283
Total financial assets	**18,092**	**41,667**	**1,929**	**5,484**	**13,341**	**10,895**	**91,408**
Financial liabilities							
Trade and other payables	(7,498)	(8,305)	(628)	(2,659)	(1,036)	(317)	(20,443)
Lease liabilities	-	(493)	(8,023)	-	(28)	(290)	(8,834)
Employees' related payables and accruals	(53)	(3,547)	(4,925)	-	(67)	(1,274)	(9,866)
Liability with respect to Caesars' IP option	(3,450)	-	-	-	-	-	(3,450)
Loans from a financial institution, net	-	(217,969)	-	-	-	-	(217,969)
Accrued severance pay, net	-	(563)	(439)	-	-	-	(1,002)
Deferred taxes	-	(17,979)	-	-	-	-	(17,979)
Royalty payable	-	(12,054)	-	-	(1,274)	-	(13,328)
Income tax payable	(2,006)	(705)	(3,548)	(329)	-	(113)	(6,701)
Gaming tax payables	-	(7,520)	-	-	-	-	(7,520)
Client liabilities	(37)	(2,664)	-	-	(2,295)	(787)	(5,783)
Total financial liabilities	**(13,044)**	**(271,799)**	**(17,563)**	**(2,988)**	**(4,700)**	**(2,781)**	**(312,875)**
Net	**5,048**	**(230,132)**	**(15,634)**	**2,496**	**8,641**	**8,114**	**(221,467)**

NOTE 24 - FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont.)

The table below summarizes the balances of the Group's financial instruments, by currency, as of December 31, 2022, in U.S. dollars (in thousands):

	USD	EUR	NIS	CZK	GBP	Other	Total
Financial assets							
Cash and cash equivalents	4,420	13,321	1,979	919	15,292	5,248	41,179
Restricted Cash	330	107	14	-	11	27	489
Other Receivables	32	1,934	436	-	124	407	2,933
Restricted deposits - Joint Venture	2,075	327	-	-	-	1,845	4,247
Trade receivables	3,482	20,731	-	4,636	5,029	4,369	38,247
Due from the Michigan Joint Operation and NPI	3,768	-	-	-	-	-	3,768
Income tax receivable	-	393	143	-	-	-	536
Total financial assets	**14,107**	**36,813**	**2,572**	**5,555**	**20,456**	**11,896**	**91,399**
Financial liabilities							
Trade and other payables	(3,312)	(5,306)	(1,077)	(2,552)	(2,722)	(1,073)	(16,042)
Lease liabilities	-	(54)	(7,739)	-	(97)	(83)	(7,973)
Employees' related payables and accruals	-	(2,871)	(3,749)	-	-	(642)	(7,262)
Liability with respect to Caesars' IP option	(3,450)	-	-	-	-	-	(3,450)
Loans from a financial institution, net	-	(209,287)	-	-	-	-	(209,287)
Accrued severance pay, net	-	(518)	(515)	-	-	-	(1,033)
Deferred taxes	-	(19,714)	-	-	-	-	(19,714)
Royalty payable	-	(10,838)	-	-	-	-	(10,838)
Income tax payable	(1,321)	(1,978)	(1,471)	(365)	-	(16)	(5,151)
Gaming tax payables	-	(1,439)	-	-	(8,694)	-	(10,133)
Client liabilities	(20)	(1,190)	-	-	(3,172)	(2,545)	(6,927)
Total financial liabilities	**(8,103)**	**(253,195)**	**(14,551)**	**(2,917)**	**(14,685)**	**(4,359)**	**(297,810)**
Net	**6,004**	**(216,382)**	**(11,979)**	**2,638**	**5,771**	**7,537**	**(206,411)**

NOTE 24 - FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont.)

Interest risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in interest rates. The Company's interest on loans from the financial institutions is linked to the EURIBOR.

The Company has not presented a sensitivity analysis of 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.

C. Liquidity risk

The Company 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 Company's financial liabilities and interest to be incurred (representing undiscounted contractual cash-flows):

	As of December 31, 2023			
	In 3 months	Between 3 months and 1 year	More than 1 year	Total
	U.S. dollars (in thousands)			
Loans and interest	3,103	9,413	224,881	237,397
Lease liabilities	-	1,864	6,970	8,834
Trade and other payables	20,443	-	-	20,443
Royalty payables	13,328	-	-	13,328
Client liabilities	5,783	-	-	5,783
Total	**42,657**	**11,277**	**231,851**	**285,785**

NOTE 25 – SUBSIDIARIES AND ASSOCIATES

Details of the Group's subsidiaries, associates and branches as at the end of 2023 are set out below:

Name	Country of incorporation	Proportion of voting rights and ordinary share capital held	Nature of business
NeoGames S.A.	Luxemburg	100%	Parent entity
NeoGames Connect s.a.r.l.	Luxemburg	100%	Holding company
Neogames Systems Ltd.	Israel	100%	Intellectual property owner as well as Israel employer
Neogames US LLP	United States	100%	North America distributer
NG Connect Ltd	Malta	100%	Holding company
NG Malta Branch	Malta	100%	Dormant
NeoGames Solutions LLC	United States	100%	North America Licensor
Neogames S.R.O	Czech Republic	100%	Czech Republic licensor
Neogames Ukraine	Ukraine	100%	Provides development services to Neogames Systems Ltd.
NeoPollard Interactive LLC	United States	50%	See Note 1
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.

NOTE 25 – SUBSIDIARIES AND ASSOCIATES (Cont.)

Name	Country of incorporation	Proportion of voting rights and ordinary share capital held	Nature of business
AG Communications Limited	Malta	100%	B2B trading company holding B2C licenses in Denmark and United Kingdom
AG 7 Limited	Malta	100%	B2B 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%	Dormant
Neolotto Ltd	Malta	37.6%	Dormant
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%	Dormant
Vips Holdings	Malta	13%	Dormant
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 sports betting and systems in global regulated markets
Cylnelish, Sociedad, Limitda	Spain	100%	Provides certain marketing support services to Aspire Global Plc.
Aspire Global US Inc.	USA	100%	US Trading company
BNG Investment Group Ltd.,**	British Virgin Islands	25%	Engaged in developing and licensing real money bingo games and systems in global regulated markets

* Market Play Limited is the company that launched Mr. Play, a casino and sports betting brand. Aspire provides the technology and is a significant shareholder in the venture, holding 49.9% of its shares, along with various investors. Aspire had invested €2.5 million and acquired shares from the other shareholders for €1 million. According to a purchase price allocation, the excess has been allocated to goodwill. During Q1 2022, Aspire granted Market Play Limited a five-year loan in the amount of €2.5M, bearing annual interest of 5.0% payable every 6 months.

In 2023 and 2022, the Group recognized its share of Market Play Limited’s profit of €0.7 million and €0.6 million, respectively.

**On December 10, 2021, Aspire signed an agreement to acquire 25% of bingo supplier END 2 END for $1.75 million in cash with an option to acquire all of the shares exercisable after three to five years. This provides Aspire with access to a real omni channel technology and a proprietary offering in one of the biggest verticals in the iGaming industry.

NeoPollard Interactive LLC

FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2023

FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2023

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INDEPENDENT AUDITORS' REPORT

To the Members of NeoPollard Interactive LLC

Opinion

We have audited the financial statements of NeoPollard Interactive LLC ("Company"), which comprise the balance sheets as of December 31, 2023 and 2022, and the related statements of comprehensive income, changes in members' deficit and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). 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 required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statement in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the 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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- 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 Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/ Ziv Haft
Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

April 19, 2024
Tel Aviv, Israel

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BALANCE SHEETS AS OF DECEMBER 31

	Note	2023	2022
		U.S. dollars (in thousands)	
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		14	7
Restricted cash	3	19,877	11,838
Trade receivables	6	18,585	13,329
Other receivables and prepaid expenses		748	637
		39,224	25,811
NON-CURRENT ASSETS			
Property and equipment, net	4	876	1,004
Right of use asset		96	275
		972	1,279
TOTAL ASSETS		40,196	27,090

BALANCE SHEETS AS OF DECEMBER 31

	Note	2023	2022
		U.S. dollars (in thousands)	
LIABILITIES AND DEFICIT			
CURRENT LIABILITIES			
Trade payables and other liabilities		7,472	5,787
Due to related companies	5	11,284	7,927
Deferred revenues		352	428
Lease liabilities		101	184
Due to lotteries	3	19,877	11,838
Accrued payroll and benefits		687	480
		39,773	26,644
NON-CURRENT LIABILITIES			
Deferred revenues		1,671	2,030
Lease liabilities		-	101
		1,671	2,131
MEMBERS' DEFICIT		(1,248)	(1,685)
TOTAL LIABILITIES AND MEMBERS' DEFICIT		40,196	27,090

April 19, 2024

Moti Malul, Manager

Doug Pollard, Manager

STATEMENTS OF COMPREHENSIVE INCOME

	Note	For the year ended December 31, 2023	2022
		U.S. dollars (in thousands)	
Revenues	6	118,790	84,533
Distribution expenses	7	59,815	49,093
Selling, general and administrative expenses		759	1,044
Depreciation	4	308	340
Net income and comprehensive income		57,908	34,056

STATEMENTS OF CHANGES IN MEMBERS' (DEFICIT)

	Total members' deficit
	U.S. dollars (in thousands)
Balance as of January 1, 2022	(2,110)
Comprehensive income	34,056
Distributions	(33,631)
Balance as of December 31, 2022	(1,685)
Comprehensive income	57,908
Distributions	(57,471)
Balance as of December 31, 2023	(1,248)

STATEMENTS OF CASH FLOWS

	For the year ended December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Cash flows from operating activities:		
Net income for the year	57,908	34,056
Adjustments for:		
Depreciation	308	340
Decrease (increase) in trade receivables	(5,256)	144
Decrease (increase) in other receivables and prepaid expenses	(111)	29
Decrease in deferred revenues	(435)	(540)
Increase (Decrease) in due to related companies	3,357	(982)
Increase in trade payables and other liabilities	1,680	748
Increase in due to lotteries	8,039	2,764
Increase in accrued payroll and benefits	207	50
	7,789	2,553
Net cash generated from operating activities	65,697	36,609
Cash flows from investing activities:		
Purchase of property and equipment	(180)	(295)
Net cash used in investing activities	(180)	(295)
Cash flows from financing activities:		
Members' distributions	(57,471)	(33,631)
Net cash used in financing activities	(57,471)	(33,631)
Net increase in cash, cash equivalents and restricted cash	8,046	2,683
Cash, cash equivalents and restricted cash at the beginning of the year	11,845	9,162
Cash, cash equivalents and restricted cash at the end of the year	19,891	11,845

NOTE 1 - GENERAL

NeoPollard Interactive LLC (the "Company"), was incorporated in Delaware, United States of America (“U.S.”) on March 6, 2014, as a limited liability company.

The Company is 50% owned by Pollard Holdings Inc. ("PH" or “Pollard”), which is wholly owned by a publicly Toronto Stock Exchange (“TSX”) traded Canadian corporation - Pollard Banknote Limited ("PBL"), a leading lottery partner to more than 60 lotteries worldwide, and 50% by NeoGames US LLP ("NUL"), which is wholly owned by a publicly NASDAQ traded company - NeoGames S.A. ("Neogames"), a leading global technology provider (PH and NUL - the "Members"). The Company was established to provide iLottery services for North American lotteries and has the following clients : Virginia State Lottery (“VAL”) through October 2026, New Hampshire Lottery (“NHL”) through June 2025, North Carolina Education Lottery (“NCEL”) through June 2026 and Alberta Gaming, Liquor and Cannabis Commission ("AGLC") through March 2028. These certain contract end dates assume no exercise extensions which are at the lottery discretion.

In addition, in October 2023 NeoPollard Interactive was awarded a new contract for the West Virginia Lottery to provide a turn-key iLottery system, including a fully integrated omnichannel Player Loyalty Program and full-featured mobile application. The initial contract period is ten years, with an optional one-year renewal and is expected to launch in the fourth quarter of 2024.

On January 10, 2023, the Company entered into a formal Limited Liability Company Agreement with Pollard and NeoGames which, among other terms, provide the members the option to pursue future iLottery opportunities in the North American market either in partnership by the Company or independently.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

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

A. Accounting principles

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Statement of comprehensive income accounts are presented and analyzed by their nature rather than their function within the entity as this method provides reliable and more relevant information on the Company's operations.

B. Functional currency

The financial statements of the Company are prepared in U.S. dollars (the functional currency), which is the currency that best reflects the economic substance of the underlying events and circumstances relevant to the Company's transactions.

C. Provisions

Provisions, which are liabilities of uncertain timing or amount, are recognized when the Company 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.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

D. Property and equipment

Property and equipment consist of data center servers, computers, leasehold improvements and office furniture and equipment are stated at cost less accumulated depreciation.

Depreciation is calculated on a straight-line basis over the expected useful lives of the assets. The principal annual rates used for this purpose are:

	%
Computer equipment	15-25
Leasehold improvements	Over the shorter of the term of the lease or 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 Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statements of comprehensive income 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 the statements of comprehensive income.

The Company evaluates the need to record an impairment of the carrying amount of property and equipment whenever events or changes in the circumstances indicate that the carrying amount is not recoverable. If the carrying amount of the assets exceeds their expected undiscounted cash flows to be generated from them, the assets are reduced to their fair value amounts. Impairment losses are recognized in the statements of comprehensive income.

E. Revenue recognition

Revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring services to a customer.

The Company generates its revenues from customers through three streams:
Royalties from licensed technology and the provision of proprietary and third-party games content via digital channels are recognized in the accounting periods in which the gaming transactions occur.

Set up fees from establishment of a new solution to a client are recognized ratably over the contract period commencing on the launch date.

Customers' relationships management ("CRM") services revenues are recognized in the accounting periods in which the services are provided.

In instances of revenue split arrangements where the Company is the principal in the transaction, provides a comprehensive solution., controls and is accountable for the third-party games and the relating commercial terms with the third-party games' vendors, revenue is recognized on a gross basis and the third-

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

party revenue portion related to the sale is recognized within distribution expenses as third-party content. In most arrangements, the Company is the principal while in cases (if any) where the Company acts as an agent between the customer and the vendor, revenue should be recognized net of costs.

To determine whether the Company is an agent or principal, management consider whether the Company obtains control of the services or products before they are transferred to the customer. In making this evaluation, several factors are considered, most notably whether the Company has a primary responsibility for fulfillment to the customer, as well as pricing discretion.

F. Income Taxes

For U.S. income tax purposes, the Company is treated as a partnership. The Members are taxed on their proportionate share of the Company's taxable results. Accordingly, no income taxes for U.S. federal and state income taxes have been recorded in the Company's financial statements.

G. Leases

Arrangements meeting the definition of a lease are classified as operating or financing leases and are recorded on the balance sheet as both a right of use asset and lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate. Lease liabilities are increased by interest and reduced by payments each period, and the right of use asset is amortized over the lease term.

The lease liability was measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate. The weighted-average rate applied was 3%. Right-of-use assets were measured at an amount equal to the lease liability.

For operating leases, interest on the lease liability and the amortization of the right of use asset result in straight-line rent expense over the lease term. Variable lease expenses are recorded when incurred. The Company excludes short-term leases having initial terms of 12 months or less from the guidance as an accounting policy election and recognizes rent expenses on a straight-line basis over the lease term.

The Company has a lease agreement for its data centers in New Hampshire, which was renewed through 2027, with an annual lease payment of $82 thousand, and a 5-year lease agreement, for its data centers in North Carolina beginning 2019 with an annual lease payment of $108 thousand.

NOTE 3 - RESTRICTED CASH AND DUE TO LOTTERIES

As part of the agreements with certain iLottery customers, the Company is required to provide all cash processing services related to the iLottery activity. The Company acts as the merchant of record for the bank accounts held on behalf of its customers.

Restricted cash reflects mainly proceeds received from players and not yet transferred to the Company's customers as of the end of the reporting period. Due to lotteries reflects proceeds owed by the Company and not yet transferred to its iLottery customers.

NOTE 4 - PROPERTY AND EQUIPMENT, NET

	Computer equipment	Leasehold improvements	Office furniture and equipment	Total
Cost:				
Balance as of January 1, 2023	2,821	26	5	2,852
Reclassification	133	-	-	133
Additions during the year	180	-	-	180
	3,134	26	5	3,165
Accumulated depreciation:				
Balance as of January 1, 2023	(1,837)	(9)	(2)	(1,848)
Reclassification	(133)	-	-	(133)
Depreciation during the year	(304)	(2)	(2)	(308)
	(2,274)	(11)	(4)	(2,289)
Net Book Value:				
As of December 31, 2023	860	15	1	876
As of December 31, 2022	984	17	3	1,004

NOTE 5 - RELATED PARTY TRANSACTIONS

Since its incorporation, the Company has engaged both of its Members for the provisioning of services which were required to support its ongoing operations in the areas of technology support, CRM, account management and a number of corporate functions such as finance, legal and HR.

In the reported periods the Company received certain services from related companies:

	For the year ended December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Marketing and security services - Neogames	258	473
Royalties - Neogames	7,430	4,805
Technical support - Neogames	4,717	5,846
Technical support - Pollard	2,724	2,446
Labor and benefits - Neogames	543	452
Labor and benefits - Pollard	7,653	6,009
Other - Pollard	66	40
Other - Neogames	2,647	1,521
Games content - Neogames	2,660	1,240
	28,698	22,832

Balances with respect to the above-described services:

	As of December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Due to Neogames	5,531	3,055
Due to Pollard	5,753	4,872
	11,284	7,927

NOTE 6 - SIGNIFICANT CLIENTS

For the year ended December 31, 2023, the Company's four clients A, B, C and D accounted for approximately 10%, 21%, 38% and 31% of its total revenue, respectively. For the year ended December 31, 2022, the Company's four clients A, B, C and D accounted for approximately 11%, 20%, 33% and 36% of its total revenue, respectively.

As of December 31, 2023, clients A, B, C and D accounted for approximately 13, 12%, 54% and 21%, of its trade receivables balances, respectively. As of December 31, 2022, the Company's clients B, C and D each accounted for more than 10% of its trade receivables balances, accounting for approximately 13% and 54% and 25%, respectively.

NOTE 7 - DISTRIBUTION EXPENSES

	For the year ended December 31,	
	2023	2022
	U.S. dollars (in thousands)	
Labor and benefits	8,421	6,530
Call center	1,298	1,229
Processing fees	14,097	9,780
Third-party content	16,377	13,902
Technical support	7,441	8,292
Other	12,181	9,360
	59,815	49,093

Exhibit 1.1

« NeoGames S.A. »
Société anonyme
63-65, rue de Merl
L-2146 Luxembourg
R.C.S. Luxembourg: **B186309**

Constituée sous la dénomination « Neogames S.à r.l.» suivant acte reçu par **Maître Gérard LECUIT**, alors notaire de résidence à Luxembourg, en date du **23 avril 2014**, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1666 du 27 juin 2014.

Les statuts ont été modifiés en dernier lieu suivant acte reçu par **Maître Henri HELLINCKX**, notaire de résidence à Luxembourg, en date du **18 mars 2024**, *non encore publié* au *Recueil Electronique des Sociétés et Associations* (**RESA**).

STATUTS COORDONNÉS
Au 18 mars 2024

ARTICLE 1. Form and name

There exists a public limited liability company (*société anonyme*) under the name of "**NeoGames S.A.**" (the **Company**), governed by the laws of the Grand Duchy of Luxembourg and in particular the law dated 10 August 1915 on commercial companies, as amended (the **Companies Act**) and by the present articles of incorporation (the **Articles**, and a reference to an "Article" shall be construed as a reference to an article of these Articles).

ARTICLE 2. Registered office

2.1 Place and transfer of the registered office

The registered office of the Company is established in the municipality of Luxembourg. It may be transferred within such municipality or to any other place in the Grand Duchy of Luxembourg by a resolution of board of directors of the Company (the **Board**), which is authorised to amend the Articles, to the extent necessary, to reflect the transfer and the new location of the registered office.

2.2 Branches, offices, administrative centres and agencies

The Board shall further have the right to set up branches, offices, administrative centres and agencies wherever it shall deem fit, either within or outside the Grand Duchy of Luxembourg.

ARTICLE 3. Duration

3.1 Unlimited duration

The Company is formed for an unlimited duration.

3.2 Dissolution

The Company may be dissolved, at any time, by a resolution of the general meeting of the shareholders of the Company (the **General Meeting**) adopted in the manner provided for in Article 11 with respect to the amendments of the Articles.

ARTICLE 4. Purpose

The corporate purpose of the Company is to develop activities in relation with iLottery and iGaming solutions and services as well as any related areas. This includes the (i) the acquisition, holding and disposal, in any form, by any means, whether directly or indirectly, of participations, rights and interests in, and obligations of, Luxembourg and foreign companies, (ii) the acquisition by purchase, subscription, or in any other manner, as well as the transfer by sale, exchange or in any other manner of stock, partnership interests, bonds, debentures, notes and other securities or financial instruments of any kind (including notes or parts or units issued by Luxembourg or foreign mutual funds or similar undertakings) and receivables, claims or loans or other credit facilities and agreements or contracts relating thereto, and (iii) the ownership, administration, development and management of a portfolio of assets (including, among other things, the assets referred to in (i) and (ii) above).

The Company may borrow in any form. It may enter into any type of loan agreement and it may issue notes, bonds, debentures, certificates, shares, beneficiary parts, warrants and any kind of debt or equity securities including under one or more issuance programs. The Company may further list all or part of its shares on a regulated or unregulated stock exchange in or outside of the European Union. The Company may lend funds including the proceeds of any borrowings and/or issues of securities to its subsidiaries, affiliated companies or any other company.

The Company may also give guarantees and grant security interests over some or all of its assets including, without limitation, by way of pledge, transfer or encumbrance, in favor of or for the benefit of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company.

The Company may enter into, execute and deliver and perform any swaps, futures, forwards, derivatives, options, repurchase, stock lending and similar transactions. The Company may generally use any techniques and instruments relating to investments for the purpose of their efficient management, including, but not limited to, techniques and instruments designed to protect it against credit, currency exchange, interest rate risks and other risks.

The Company may carry out any commercial, industrial, and financial operations, which are directly or indirectly connected with its purpose or which may favor its development. In addition, the Company may acquire and sell real estate properties, for its own account, either in the Grand Duchy of Luxembourg or abroad and it may carry out all operations relating to real estate properties.

In general, the Company may take any controlling and supervisory measures and carry out any operation or transaction which it considers necessary or useful in the accomplishment and development of its purpose.

The descriptions above are to be construed broadly and their enumeration is not limiting. The Company's purpose shall include any transaction or agreement which is entered into by the Company, provided it is not inconsistent with the foregoing matters.

ARTICLE 5. Share capital

5.1 Outstanding share capital

The share capital is set at USD 59,739.55 (fifty-nine thousand seven hundred thirty-nine United States Dollars and fifty-five cents), represented by 33,741,041 (thirty-three million seven hundred forty-one thousand forty-one) shares, without nominal value.

5.2 Share capital increase and share capital reduction

The share capital of the Company may be increased or reduced by a resolution adopted by the General Meeting in the manner required for amendment of the Articles, as provided for in Article 11.

5.3 Pre-emptive rights

In the case of an issuance of shares in consideration for a payment in cash or an issuance in consideration for a payment in cash of those instruments covered in article 420-27 of the Companies Act, including, without limitation, convertible bonds that entitle their holders to subscribe for or to be allocated with shares, the shareholders shall have pro rata pre-emptive rights with respect to any such issuance in accordance with the Companies Act.

The preferential subscription period is decided by the Board but must be of at least fourteen (14) days as from the date of the publication of the offering in the RESA (Recueil électronique des sociétés et associations) and a journal published in Luxembourg (the **Preferential Subscription Period**).

Third parties may take part in the capital increase at the end of the Preferential Subscription Period, except if the Board decides that preferential subscription rights (the **PSR**) shall be exercised, in proportion to the capital represented by their shares, by the holders of such PSR (the **PSR Holders**) who already exercised their PSR during the Preferential Subscription Period. In that case, the subscription terms of the PSR Holders shall be determined by the Board.

The General Meeting may limit or withdraw the PSR or authorise the Board to do so (as the case may be) under the conditions prescribed for under article 420-26(5) of the Companies Act.

5.4 Contributions to a "capital surplus" account

The General Meeting is authorised to approve capital contributions without the issuance of new shares by way of a payment in cash or a payment in kind or otherwise, on the terms and conditions set by the General Meeting. A capital contribution without the issuance of new shares shall be booked in a "capital surplus" account.

The General Meeting has the option (but not the obligation) to decide that any contribution in cash or in kind made by any shareholder as "capital surplus" will be booked in a specific "capital surplus" account allocated to the relevant shareholder and will be available only (i) for the purpose of distributions, whether by dividend, share redemption or otherwise, to the relevant shareholder or (ii) to be incorporated in the share capital to issue shares corresponding to the relevant shareholder only.

5.5 Authorisation for the Board to increase the share capital

(a) Size of the authorisation

The authorised capital of the Company is set at USD 173,930.33 (one hundred seventy-three thousand nine hundred thirty United States Dollars and thirty-three cents) (the **Authorised Capital Amount**) represented by a number of shares to be freely determined by the Board, each without nominal value (but with a par accounting value at least equivalent to the par accounting value of the existing shares from time to time).

(b) Conditions of the authorisation

The Board is authorised, during a period starting on 10 November 2020 and expiring on the fifth anniversary of such date (the **Period**), to increase the current share capital up to the Authorised Capital Amount, in whole or in part from time to time: (i) by way of issuance of shares in consideration for a payment in cash, (ii) by way of issuance of shares in consideration for a payment in kind, and/or (iii) by way of capitalisation of distributable profits and reserves, including share premium and capital surplus, with or without an issuance of new shares.

The Board is authorised to determine the terms and conditions attaching to any subscription and issuance of shares pursuant to the authority granted under this Article 5.5, including by setting the time and place of the issuance or the successive issuances of shares, the issue price, with or without share premium, and the terms and conditions of payment for the shares under any documents and agreements including, without limitation, convertible loans, option agreements or stock option plans.

During the Period, the Board is authorised to issue (a) convertible bonds, or any other convertible debt instruments, bonds carrying subscription rights or any other instruments entitling their holders to subscribe for or be allocated with shares, such as, without limitation, warrants (the **Instruments**), and (b) issue shares subject to and effective as of the exercise of the rights attached to the Instruments, until, with respect to both items (a) and (b), the amount of increased share capital that would be reached as a result of the exercice of the rights attached to the Instruments is equal to the authorised share capital and (ii) issue shares pursuant to the exercise of the rights attached to the Instruments until the amount of increased share capital resulting from such issuance of shares is equal to the authorised share capital, at any time, whether or not during the Period; provided that the Instruments are issued during the Period within the limits of the Authorised Capital Amount. The issuance of the shares following the exercise of the rights attached to the Instruments may be carried out by a payment in cash, a payment in kind or a capitalisation of distributable profits and reserves, including share premium and capital surplus during or after the Period.

The Board is authorised to (i) determine the terms and conditions of the Instruments, including the price, the interest rate, the exercise rate, conversion rate or the exchange rate, and the repayment conditions, and (ii) issue such Instruments.

(c) Authorisation to cancel or limit the pre-emptive rights

The Board is authorised to cancel or limit the pre-emptive rights of the shareholders set out in the Companies Act, as reflected in Article 5.3, in connection with an issue of new shares and Instruments made pursuant to the authority granted under this Article 5.5.

(d) Recording of capital increases in the Articles

Article 5 of the Articles shall be amended so as to reflect each increase in share capital pursuant to the use of the authorisation granted to the Board under this Article 5 and the Board shall take or authorise any person to take any necessary steps for the purpose of the recording of such increase and the consequential amendments to the Articles before a notary.

ARTICLE 6. Shares

6.1 Form of the shares

The shares of the Company are in registered form (actions nominatives) only.

6.2 Share register and share certificates

A share register will be kept at the registered office, where it will be available for inspection by any shareholder. Such register shall set forth the name of each shareholder, its residence or elected domicile, the number of shares held by it, the nominal value (if any) or accounting par value paid in on each such share, the issuance of shares, the transfer of shares and the dates of such issuance and transfers. Without prejudice to Article 6.3, the ownership of the registered shares will be established by the entry in this register.

6.3 Deposit

Notwithstanding the foregoing in this Article 6, where shares are recorded in the register of shareholders in the name of or on behalf of a securities settlement system or the operator of such system and recorded as book-entry interests in the accounts of a professional depositary or any sub-depositary (any depositary and any sub-depositary being referred to hereinafter as a **Depositary**), the Company - subject to having received from the Depositary a certificate in proper form - will permit the Depository of such book-entry interests to exercise the rights attaching to the shares corresponding to the book-entry interests of the relevant shareholder, including receiving notices of general meetings, admission to and voting at general meetings, and shall consider the Depository to be the direct holder of the shares corresponding to the book-entry interests for all purposes in these Articles. The Board may determine the formal requirements with which such certificates must comply.

Notwithstanding the other provisions of these Articles, the Company will make any and all payments (including any dividend payments and any other distributions) in respect of shares recorded in the name of a Depositary, or deposited with any of them, as the case may be, whether in cash, shares or other assets, only to such Depositary, or otherwise in accordance with such Depositary's instructions, and that payment shall release the Company from any and all obligations for such payments.

6.4 Ownership and co-ownership of shares

The Company will recognise only one holder per share. In the event that a share is held by more than one person, the Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole holder in relation to the Company. The person appointed as the sole holder of the shares towards the Company in all matters by all the joint holders of those shares shall be named first in the register.

Only the joint holder of a share first named in the register, as appointed by all the joint holders of such share, shall be entitled, in its capacity as sole holder towards the Company of that share jointly held, to exercise the rights attached to such share, including without limitation: (i) to be served notices by the Company, including convening notices relating to general meetings, (ii) to attend general meetings and to exercise the voting rights attached to the share jointly held at any such meetings, and (iii) to receive dividend payments in respect of the share jointly held.

6.5 Share redemptions

Without prejudice to Article 6.3 above, the Company may redeem its own shares within the limits set forth by law.

Any shares redeemed in accordance with this Article 6.5 may be cancelled or held for an unlimited duration as treasury shares by the Company without any voting rights and, unless otherwise decided, as the case may be, by the Board or the General Meeting without any right to any distributions whatsoever, in which case the distributions otherwise payable under such treasury shares will be allocated, and become payable, on a pro rata basis to the benefit of the remaining outstanding shares).

Such treasury shares may be distributed at any time to existing shareholders (it being understood that no preferential subscription rights or equivalent shall apply in this event) or third parties, subject to compliance with the Company's corporate interest, by a decision of the Board.

6.6 Suspension of rights of shareholders

If at any time the Company determines that a Shareholder Regulatory Event has occurred, it may at any time, by written notice (a **Shareholder Regulatory Event Notice**) to the holder(s) of any interest(s) in any shares (the **Relevant Shares**) in the Company to whom a Shareholder Regulatory Event relates (or to whom the Company reasonably believes it to relate), in its absolute discretion with immediate effect (or with effect from such date as is specified in such Shareholder Regulatory Event Notice), suspend one or more of the following rights attaching to such Relevant Shares (and the holder of such Relevant Shares shall be deemed to have irrevocably waived):

(a) the voting rights attached to the Relevant Shares, in accordance with article 450-1 (9) of the Companies Act;

(b) the right to receive any payment or distribution (whether by way of dividend, interest, or otherwise) in respect of any Relevant Shares, or receive any other form of remuneration, including for services rendered; and

(c) the right to the subscribe to any further issuance of shares (and consequently to not exercise any preferential subscription rights) or other securities in respect of the Relevant Shares.

6.7 Required disposal of Disposal Shares

If at any time the Company determines that a Shareholder Regulatory Event has occurred it may, in its absolute discretion at any time, by written notice (a **Disposal Notice**) to a holder of any interest(s) in any shares in the Company to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it to relate), require the recipient of the Disposal Notice or any person named therein as interested in (or reasonably believed to be interested in) shares of the Company to dispose of such number of shares as is specified in the Disposal Notice (the **Disposal Shares**) and for evidence in a form reasonably satisfactory to the Company that such disposal shall have been effected to be supplied to the Company within fourteen (14) days (or such other time required by a Gambling Regulatory Authority) from the date of the Disposal Notice or within such other period as the Company shall (in its absolute discretion) consider reasonable. The Company may withdraw a Disposal Notice so given whether before or after the expiration of the period referred to therein if it appears to the Company that the ground or purported grounds for its service do not exist or no longer exist.

6.8 Right of Company to sell Disposal Shares

If a Disposal Notice is not complied with in accordance with its terms or otherwise not complied with to the satisfaction of the Company within the time specified, and has not been withdrawn, the Company shall, in its absolute discretion, be entitled, (a) so far as it is able, to dispose (or procure the disposal) of the Disposal Shares to a designated third party at the highest price reasonably obtainable by the Company or its agents in the circumstances (or such amount permitted by the Gambling Regulatory Authority) and shall give written notice of any such disposal to those persons on whom the Disposal Notice was served, and/or (b) subject to all applicable law and regulation, to acquire the Disposal Shares by way of a redemption in accordance with applicable law.

Any such disposal by the Company shall be completed as soon as reasonably practicable after expiry of the time specified in the Disposal Notice and, in any event, within ninety (90) days after the expiry of the time specified in the Disposal Notice provided that a disposal may be suspended during any period when dealings by the directors in the Company's shares are not permitted by applicable law or regulation but any disposal of Disposal Shares so suspended shall be completed within thirty (30) days after the expiry of the period of such suspension. To the extent necessary, the holder of the Disposal Shares grants an irrevocable power of attorney to the Company (and any of its directors, officer, employee or agent) to carry out any action and execute any document necessary or useful in relation to the disposal of the Disposal Shares.

6.9 Steps to be taken in connection with the sale of Disposal Shares

Neither the Company nor any director, officer, employee or agent of the Company shall be liable to any holder of or any person having any interest in Disposal Shares disposed of in accordance with Articles 6.6 to 6.11 (inclusive) or to any other person provided that, in disposing of such Disposal Shares, the Company acts in good faith within the time periods specified above. For the purpose of effecting any disposal of Disposal Shares held in uncertificated form, the Company may make such arrangements on behalf of the registered holder of the Disposal Shares as it may think fit to transfer title to those shares through a relevant system. For the purpose of effecting any disposal of Disposal Shares held in certificated form, the Company may authorise in writing any, director, officer, employee or agent of the Company to execute any necessary transfer on behalf of the registered holder(s) and may issue a new share certificate or other document of title to the purchaser and enter the name of the transferee in the register. The net proceeds of any such disposal shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall be paid (without interest being payable thereon) to the former registered holder of the Disposal Shares upon surrender by him of all relevant share certificate(s) or other documents of title in respect of such Disposal Shares. The transferee shall not be bound to see the application of such proceeds and once the name of the transferee has been entered into the register in respect of the Disposal Shares, the validity of the transfer of the Disposal Shares shall not be questioned. Any delay on the part of the Company in exercising any or all of its rights under Articles 6.6 to 6.11 (inclusive) shall not in any way invalidate the transfer of any Disposal Shares made hereunder or any other steps undertaken in connection therewith. Save as otherwise specifically provided by Articles 6.6 to 6.11 (inclusive), the manner, timing and terms of any disposal of Disposal Shares by (or on behalf of) the Company shall be determined by the Company and the Company may take advice from such persons as are considered by it to be appropriate as to the manner, timing and terms of any such disposal. The holder(s) of the Relevant Shares to whom such Shareholder Regulatory Event relates shall be liable to reimburse the Company for all expenses incurred by the Company in performing its obligations and exercising its rights hereunder, including attorney's fees.

6.10 Meaning of Shareholder Regulatory Event

For the purposes of Articles 6.6 to 6.11 (inclusive), a **Shareholder Regulatory Event** shall occur if:

(a) a Gambling Regulatory Authority informs the Company or any member of its group that any member of the Company or any person interested or believed to be interested in shares of the Company is for whatever reason:

(i) unsuitable to be a person interested in shares of the Company;

(ii) not licensed or qualified to be a person interested in shares of the Company;

(iii) disqualified as a holder of interests in shares of the Company, under any legislation regulating the operation of any gambling activity or any activity ancillary or related thereto undertaken or to be undertaken by the Company or any member of its group or any other company, partnership, body corporate or other entity in which the Company or any member of its group is interested; or

(iv) failing to reasonably cooperate fully with an investigation by a Gambling Regulatory Authority which as a result jeopardizes the Company's ability to obtain or maintain any license or registration.

(b) a Gambling Regulatory Authority by reason, in whole or in part, of the interest of any person or persons in shares of the Company (or by its belief as to the interest of any person or persons in such shares) has:

(i) refused, revoked, cancelled, opposed, or indicated to the Company or any member of its group or any other company, partnership, body corporate or other entity in which the Company or any member of its group is interested that it will or is likely to or may refuse, revoke, cancel or oppose, in relation to; or

(ii) imposed any condition or limitation which may have a material adverse impact upon the operation of any gambling activity or any activity ancillary or related thereto undertaken or to be undertaken by the Company or other entity in which the Company or any member of its group is interested, or upon the benefit of which the Company or any other member of its group derives or is likely to derive from the operation by any other member of its group or any other company, partnership, body corporate, or other entity in which the Company or any member of its group is interested in any gambling activity or any activity ancillary or related thereto or indicated to the Company or any member of its group or any such other company, partnership, body corporate or other entity that it will or is likely to or may impose any such condition or limitation, in relation to, the grant, renewal, or the continuance of any registration, licence, approval, finding of suitability, consent, or certificate required by any legislation regulating (or code of conduct or practice recognised or endorsed by the Gambling Regulatory Authority relevant to) the operation of any gambling activity or any activity ancillary or related thereto undertaken or to be undertaken by the Company or any member of its group or any other company, partnership, body corporate or other entity in which the Company or any member of its group is interested, which is held by or has been applied for by the Company or any member of its group or other such person.

6.11 Interpretation of provisions regarding Shareholder Regulatory Event

For the purpose of Articles 6.6 to 6.11 (inclusive):

(a) the Company may, in determining the reason for any action or potential action of a Gambling Regulatory Authority, have regard to any statements or comments made by any members, officers, employees or agents of the Gambling Regulatory Authority whether or not such statements or comments form part of or are reflected in any official determination issued by the Gambling Regulatory Authority, and may act notwithstanding any appeal in respect of the decision of any Gambling Regulatory Authority;

(b) a **Gambling Regulatory Authority** means any authority wherever located (whether a government department, independent body established by legislation, a government, self-regulating organisation, court, tribunal, commission, board, committee or otherwise) vested with responsibility (with or without another or others) for the conduct of any gambling activity or any activity ancillary, or related thereto;

(c) the Board may exercise the powers of the Company under Articles 6.6 to 6.11 (inclusive) and any powers, rights or duties conferred by Articles 6.6 to 6.11 (inclusive) on the Company and exercisable by the Board may be exercised by a duly authorised committee of the Board or any person(s) to whom authority has been delegated by the Board or any such committee of the Board, as applicable;

(d) any resolution or determination of, or any decision or the exercise of any discretion or power under Articles 6.6 to 6.11 (inclusive) by the Company, the Board, a duly authorised committee of the Board or any person to whom authority has been delegated thereby shall be final and conclusive and binding on all concerned, and neither the Company, the Board, nor any person acting under the authority thereof shall be obliged to give any reason(s) therefor;

(e) **gambling activity or any activity ancillary or related thereto** includes (but is not limited to) the provision of online services to customers in connection with such activity or activities and shall include the provision of financial services.

ARTICLE 7. Transfer of registered shares

A transfer of registered shares may be effected by a written declaration of transfer entered in the share register of the Company, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney, and in accordance with the provisions applying to the transfer of claims provided for in article 1690 of the Luxembourg civil code.

The Company may also accept as evidence of transfer other instruments of transfer evidencing the consent of the transferor and the transferee to the satisfaction of the Company.

ARTICLE 8. Debt securities

Debt securities issued by the Company shall be in registered form only.

ARTICLE 9. Powers of the General Meeting

In the case of a plurality of shareholders, any regularly constituted General Meeting shall represent the entire body of shareholders of the Company.

ARTICLE 10. Annual general meeting of the shareholders – Other meetings

The annual general meeting shall be held, in accordance with Luxembourg law, in the Grand Duchy of Luxembourg at the address of the registered office of the Company or at such other in the Grand Duchy of Luxembourg and at such time as specified in the convening notice of the meeting.

Other general meetings may be held at such a place and time as are specified in the respective convening notices of the relevant meetings.

ARTICLE 11. Notice, quorum, convening notices, powers of attorney and vote

11.1 Right and obligation to convene a general meeting

The Board, as well as the internal auditors, if any, may convene a general meeting. They shall be obliged to convene it so that it is held within a period of one month, if shareholders representing one-tenth of the capital require this in writing, with an indication of the agenda. One or more shareholders representing at least one-tenth of the subscribed capital may request that the entry of one or more items be added to the agenda of any general meeting. This request must be addressed to the Company at least five (5) days before the relevant general meeting.

11.2 Procedure to convene a general meeting

General Meetings shall be convened in accordance with the provisions of the Companies Act and as long as the shares of the Company are listed on a foreign stock exchange, in accordance with the requirements of such foreign stock exchange applicable to the Company.

If all the shareholders of the Company are present or represented at a general meeting, and consider themselves as being duly convened and informed of the agenda of the general meeting set by the Board or by the internal auditors, as the case may be, the general meeting may be held without prior notice.

The documents mentioned under article 461-6 of the Companies Act shall be made available at the registered office of the Company for inspection by the shareholders at least eight (8) days prior to the general meeting.

11.3 Voting rights attached to the shares

Each share entitles its holder to one vote (provided that the Board may impose a record date formality in the convening notice which shall condition the exercise of the voting right).

The Board may, in its sole discretion, suspend the voting rights of any shareholder in the case that such shareholder has, by action or omission, failed to fulfil its obligations under the Articles or under its subscription agreement.

Any shareholder may, partly or entirely, waive the exercise of its voting rights with respect to some or all of its shares. Such waiver will be binding on the relevant shareholder and will be enforceable towards the Company following its notification by the relevant shareholder in writing.

11.4 Quorum, majority requirements and reconvening of general meeting for lack of quorum

Except as otherwise required by law or by these Articles, resolutions at a general meeting will be passed by the majority of the votes expressed by the shareholders present or represented, no quorum of presence being required.

However, resolutions to amend the Articles or to change the nationality of the Company may only be passed in a general meeting where at least one half of the share capital is represented (the **Presence Quorum** provided that shares with waived/suspended voting rights shall not be considered for such quorum calculation) and the agenda indicates the proposed amendments to the Articles and, as the case may be, the text of those which pertain to the purpose or the form of the Company. If the Presence Quorum is not reached, a second meeting may be convened by an announcement filed with the Trade and Companies Register and published in the RESA (Recueil électronique des sociétés et associations) and in a Luxembourg newspaper at least fifteen (15) days before the relevant meeting. Such convening notice shall reproduce the agenda and indicate the date and the results of the previous general meeting. The second general meeting shall deliberate validly regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be passed, must be carried by at least two-thirds of the votes expressed at the relevant general meeting.

In calculating the majority with respect to any resolution at a general meeting, the votes expressed shall not include the votes relating to shares in which the shareholder abstains from voting, casts a blank (blanc) or spoilt (nul) vote or does not participate.

The commitments of the shareholders may only be increased with the unanimous vote of all the shareholders.

11.5 Participation by proxy

A shareholder may act at any general meeting by appointing another person, who need not be a shareholder, as its proxy in writing. Copies of written proxies that are transmitted by telefax or e-mail may be accepted as evidence of such written proxies at a general meeting. In order to be taken into account, a copy of the proxy must be received by the Company before the relevant general meeting at such time as specified in the convening notice.

11.6 Vote by correspondence

The shareholders may vote in writing (by way of a voting bulletin provided that the written voting bulletins include: (i) the name, first name, address and signature of the relevant shareholder, (ii) an indication of the shares for which the shareholder will exercise such right, (iii) the agenda as set forth in the convening notice with the proposals for resolutions relating to each agenda item-, and (iv) the vote (approval, refusal, abstention) on the proposals for resolutions relating to each agenda item. In order to be taken into account, a copy of the voting bulletins must be received by the Company before the relevant general meeting at such time as specified in the convening notice.

11.7 Participation in a general meeting by conference call, video conference or similar means of communications

Any shareholder may participate in a general meeting by conference call, video conference or similar means of communication, as shall be determined by the Board, whereby: (i) the shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an ongoing basis, and (iv) the shareholders can properly deliberate. Participation in a meeting by such means shall constitute presence in person at such meeting.

11.8 Bureau

The president chairman of the Board presides at the general meeting as chairman. The chairman shall appoint a secretary and the shareholders shall appoint a scrutineer. The chairman, the secretary and the scrutineer together form the bureau of the general meeting.

11.9 Minutes and certified copies

The minutes of the general meeting will be signed by the members of the bureau of the general meeting and by any shareholder who wishes to do so.

However, where decisions of the general meeting have to be certified, copies or extracts for use in court or elsewhere must be signed by the chairman of the Board or by any two (2) other directors.

ARTICLE 12. Management

12.1 Minimum number of directors and term of directorship

The General Meeting shall determine the number of directors, their remuneration and their term of office providing that (i) there must be at least three (3) and no more than nine (9) directors in the Company and (ii) the members of the Board shall be elected for a term not exceeding six (6) years and shall be eligible for re-election.

12.2 Permanent representative

Where a legal entity is elected as a director (the **Legal Entity**), the Legal Entity must designate a natural person as permanent representative (représentant permanent) who will represent the Legal Entity as a member of the Board in accordance with article 441-3 of the Companies Act.

12.3 Election, removal and vacancy

The director(s) shall be elected by the General Meeting.

A director may be removed with or without cause and/or replaced, at any time, by a resolution adopted by the General Meeting.

In the event of vacancy in the office of one or more directors because of death, resignation or otherwise, the remaining directors may elect at a meeting of the Board the director(s), by a majority vote, to fill such vacancy or vacancies, as the case may be, until the following general meeting.

12.4 Right to nominate

For as long as Barak Matalon, Aharon Aran, Eliyaho Azur, and Pinhas Zahavi, (the **Founding Shareholders**) own in the aggregate at least 40% of the issued and outstanding share capital of the Company, a number of directors equal to 50% of the total number of directors will be elected by the General Meeting from nominees selected by the Founding Shareholders.

For so long as the Founding Shareholders own in the aggregate less than 40% of the issued and outstanding share capital of the Company, but still own in the aggregate at least 25% of the issued and outstanding share capital of the Company, a number of directors equal to 33% of the total number of directors will be elected by the General Meeting from nominees selected by the Founding Shareholders.

For the purposes of paragraphs 1 and 2 of this Article 12.4, should the number of directors to be elected from nominees selected by the Founding Shareholders be a fractional number, such number shall be rounded down to the nearest whole number.

For so long as the Founding Shareholders own in the aggregate less than 25% of the issued and outstanding share capital of the Company, but still own in the aggregate at least 15% of the issued and outstanding share capital of the Company, one director will be elected by the General Meeting from nominees selected by the Founding Shareholders.

If the Founding Shareholders own in the aggregate less than 15% of the issued and outstanding share capital of the Company, their rights to nominate directors for election shall be the same as any other shareholder.

Where the Founding Shareholders have the right to nominate (for election by the General Meeting) members of the Board pursuant to this Article 12.4, no other shareholder shall be entitled to nominate members of the Board for election to those Board seats.

ARTICLE 13. Meetings of the Board

13.1 Chairman

The Board may appoint a chairman (the **Chairman**) from among its members and may choose a secretary, who need not be a director, and who shall be responsible for keeping the minutes of the meetings of the Board. The Chairman will chair all meetings of the Board. In his/her absence, the other members of the Board will appoint another chairman pro tempore who will chair the relevant meeting by simple majority vote of the directors present or represented at such meeting.

13.2 Observer

The Board may allow the appointment of one or more observers to the Board, who will be entitled to attend each Board meeting of the Company and any committee thereof, and receive the written materials provided to the Board members, but shall not have any voting rights at any meeting of the Board or any committee thereof.

Any observer must keep confidential all information and documents received in such capacity and undertakes the same towards the Company.

13.3 Procedure to convene a board meeting

The Board shall meet upon call by the Chairman or any two directors at the place indicated in the meeting notice.

Written meeting notice of the Board shall be given to all the directors (and, in relation to meetings to which she/he is entitled to participate, the Observer) at least twenty-four (24) hours in advance of the day and the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth briefly in the convening notice of the meeting of the Board.

No such written meeting notice is required if all the members of the Board are present or represented during the meeting and if they state they have been duly informed and have had full knowledge of the agenda of the meeting. In addition, if all the members of the Board are present or represented during the meeting and they agree unanimously to set the agenda of the meeting, the meeting may be held without having been convened in the manner set out above.

A member of the Board may waive the written meeting notice by giving his/her consent in writing. Copies of consents in writing that are transmitted by telefax or e-mail may be accepted as evidence of such consents in writing at a meeting of the Board. Separate written notice shall not be required for meetings that are held at times and at places determined in a schedule previously adopted by a resolution of the Board.

13.4 Participation by conference call, video conference or similar means of communication

Any director may participate in a meeting of the Board by conference call, video conference or by similar means of communication whereby: (i) the directors attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an ongoing basis, and (iv) the directors can properly deliberate. Participation in a meeting by such means shall constitute presence in person at such meeting. A meeting of the Board held by such means of communication will be deemed to be held in Luxembourg.

13.5 Proceedings

(a) Quorum and majority requirements

The Board may validly deliberate and make decisions only if at least one half of its members are present or represented. Decisions are made by the majority of the votes expressed by the members present or represented. If a member of the Board abstains from voting or does not participate to a vote, this abstention or non participation are not taken into account in calculating the majority.

(b) Participation by proxy

Any member of the Board may act at any meeting of the Board by appointing in writing another director as his or her proxy, under the condition however that at least two directors are present at the meeting. Copies of written proxies that are transmitted by telefax or by e-mail may be accepted as evidence of such written proxies at a meeting of the Board.

(c) Casting vote of Chairman

In the case of a tied vote, the Chairman or the chairman pro tempore, as the case may be, shall have a casting vote.

13.6 Conflicts of interest

(a) Procedure regarding a conflict of interest

In the event that a director of the Company has, directly or indirectly, a financial interest opposite to the interest of the Company in any transaction of the Company that is submitted to the approval of the Board, such director shall immediately make known to the Board such opposite interest at that board meeting and shall cause a record of his statement to be included in the minutes of the meeting. The director may not take part in the deliberations relating to that transaction, will not count in the quorum, and may not vote on the resolutions relating to that transaction. The transaction and the director's interest therein, shall be reported to the following general meeting.

(b) Exceptions regarding a conflict of interest

Article 13.6(a) does not apply to resolutions of the board of directors concerning transactions made in the ordinary course of business of the Company which are entered into on arm's length terms.

A Director of the Company who serves as director, manager, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, solely by reason of such affiliation with such other company or firm, be held as having an interest opposite to the interest of the Company for the purpose of this Article 13.6.

(c) Impact on quorum

Where, by reason of a conflict of interest, the number of directors required in order to validly deliberate and vote is not met, the Board may decide to submit the decision on this specific item to the General Meeting.

13.7 Written resolutions

Notwithstanding the foregoing, a resolution of the Board may also be passed in writing. Such resolution shall consist of one or more documents containing the resolutions, signed by each director, manually or electronically by means of an electronic signature which is valid under Luxembourg law. The date of such resolution shall be the date of the last signature.

ARTICLE 14. Minutes of meetings of the Board

14.1 Signature of board minutes

The minutes of any meeting of the Board shall be signed by the Chairman or the chairman pro tempore, as the case may be or by all the directors present at such meeting.

14.2 Signature of copies or extracts of board minutes

Copies or extracts of minutes or resolutions in writing from the Board, which may be produced in judicial proceedings or otherwise shall be signed by the Chairman, or any two members of the Board.

ARTICLE 15. Powers of the Board

The Board is vested with the broadest powers to perform or cause to be performed any actions necessary or useful in connection with the purpose of the Company. All powers not expressly reserved by the Companies Act or by the Articles to the General Meeting fall within the authority of the Board.

ARTICLE 16. Delegation of powers

16.1 Daily management

The Board may appoint one or more persons (délégué à la gestion journalière), who may be a shareholder or not, or who may be a member of the Board or not, who shall have full authority to act on behalf of the Company in all matters pertaining to the daily management and affairs of the Company.

16.2 General director (directeur général)/management committees (comités de direction)

The management of the Company may be delegated to a general director (directeur général) or to a management committee (comité de direction).

When a general director (directeur général) or a management commitee (comité de direction) is appointed, the Board is in charge of the supervision and control of the general director (directeur général) or management commitee (comité de direction).

16.3 Permanent representative of the Company

The Board may appoint a person, who may be a shareholder or not, and who may be a director or not, as permanent representative for any entity in which the Company is appointed as a member of the board of directors. This permanent representative will act with all discretion, in the name and on behalf of the Company, and may bind the Company in its capacity as a member of the board of directors of any such entity.

16.4 Delegation to perform specific functions

The Board is also authorised to appoint a person, either a director or not, for the purposes of performing specific functions at every level within the Company.

16.5 Delegation to special committees

The Board may decide to put in place special committees. The composition of the special committees and the powers conferred to them are determined by the Board. The special committees perform their duties under the Board’s responsibility.

ARTICLE 17. Binding signatures

17.1 Signatory powers of directors

The Company shall be bound towards third parties in all matters by the joint signatures of any two members of the Board.

17.2 Specific signatory powers

The Company will be bound by the sole signature or the joint signatures of any person(s) or committees to whom specific signatory powers is granted by the Board of the Company, only within the limits of such powers.

ARTICLE 18. Indemnification

Subject to applicable laws, the Company shall indemnify all of its directors and officers, past and present, to the fullest extent permitted by Luxembourg law, against liabilities and all expenses reasonably incurred or paid by him or her in connection with any claim, action, suit, or proceeding in which he or she is involved by virtue of him or her being or having been a director or officer of the Company and against amounts paid or incurred by him or her in the settlement thereof.

ARTICLE 19. Internal auditor(s) (commissaire(s)) - Approved statutory auditor(s) (réviseur (s) d'entreprises agréé (s) or cabinet de révision agréé)

19.1 Internal auditor (commissaire)

The operations of the Company shall be supervised by one or more internal auditor(s) (commissaire(s)). The internal auditor(s) shall be appointed for a term not exceeding six (6) years and shall be eligible for re-appointment.

The internal auditor(s) will be appointed by the General Meeting, which will determine their number, their remuneration and the term of their office. The internal auditor(s) in office may be removed at any time by the General Meeting with or without cause.

19.2 Approved statutory auditor (réviseur d'entreprises agréé or cabinet de révision agréé)

However, no internal auditor(s) shall be appointed if, instead of appointing one or more internal auditor(s), one or more approved statutory auditors (réviseurs d'entreprises agrées or cabinets de révision agrées) are appointed by the General Meeting to perform the statutory audit of the annual accounts in accordance with applicable Luxembourg law. The approved statutory auditor(s) shall be appointed by the General Meeting in accordance with the terms of a service agreement to be entered into from time to time by the Company and the approved statutory auditor(s). The approved statutory auditor(s) may only be removed by the General Meeting for serious causes (motifs graves).

ARTICLE 20. Accounting year

The accounting year of the Company shall begin on 1 January and shall end on 31 December of each year.

ARTICLE 21. Annual accounts

21.1 Responsibility of the Board

The Board shall draw up the annual accounts of the Company that shall be submitted to the approval of the General Meeting at the annual general meeting.

21.2 Submission of the annual accounts to the internal auditor(s)

At the latest one (1) month prior to the annual general meeting, the Board will submit the annual accounts together with the report of the Board (if any) and such other documents as may be required by law to the internal auditor(s) of the Company, or the approved statutory auditor(s), as the case may be, who will thereupon draw up its (their) report(s).

21.3 Availability of documents at the registered office

At the latest eight (8) days prior to the annual general meeting, the annual accounts, the report(s) of the Board (if any) and of the internal auditor(s) or the approved statutory auditor(s), as the case may be, and such other documents as may be required by law shall be deposited at the registered office of the Company, where they will be available for inspection by the shareholders during regular business hours.

ARTICLE 22. Allocation of results

22.1 Allocation to the legal reserve

From the annual net profits of the Company (if any), five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required once such legal reserve amounts to ten per cent (10%) of the share capital of the Company, but shall again be compulsory if the legal reserve falls below ten per cent (10%) of the share capital of the Company.

22.2 Allocation of results by the General Meeting at the annual general meeting

At the annual general meeting, the General Meeting shall decide on the allocation of the annual results and the declaration and payments of dividends, as the case may be, in accordance with Article 22.1 and the rules regarding distributions set out in this Article 22.

22.3 Rules regarding distributions

Distributions to the shareholders, whether by dividend, share redemption or otherwise, out of profits and distributable reserves available for that purpose, including share premium and "capital surplus", if and when decided by the General Meeting, shall be made on all the shares on a pro rata basis.

22.4 Interim dividends

In accordance with article 461-3 of the Companies Act interim dividends may be distributed, at any time, by the Board under the following cumulative conditions:

(i) an interim accounting situation (état comptable) is drawn up by the Board (the **Interim Accounting Statement**) (the Interim Accounting Statement shall be verified by an internal auditor (commissaire) or approved statutory auditor (réviseur d'entreprises agréé), as the case may be);

(ii) this Interim Accounting Statement shows that sufficient profits and other reserves (including without limitation share premium and capital surplus) are available for distribution, it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves, and decreased by carried forward losses and the amount to be allocated to the legal reserves;

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the Interim Accounting Statement; and

(iv) the rights of the creditors of the Company are not threatened, taking into account the assets of the Company.

Where the interim dividends paid exceed the distributable profits at the end of the financial year, the relevant excess as acknowledged at the annual general meeting, shall, unless otherwise decided by the Board at the time of the dividend declaration, be deemed to be an advance payment for future dividends.

22.5 Payment of dividends

Dividends may be paid in euro or any other currency chosen by the Board and they may be paid at such places and times as may be determined by the Board within the limits of any decision made by the General Meeting (if any).

Dividends may be paid in kind in assets of any nature, and the valuation of those assets shall be set by the Board according to valuation methods determined at its discretion.

ARTICLE 23. Dissolution and liquidation

23.1 Principles regarding the dissolution and the liquidation

The Company may be dissolved, at any time, by a resolution of the General Meeting adopted in the manner required for amendment of the Articles, as set out in Article 11. In the event of a dissolution of the Company, the liquidation shall be carried out by one or more liquidators (who may be physical persons or legal entities) appointed by the General Meeting deciding such liquidation. The General Meeting shall also determine the powers and the remuneration of the liquidator(s).

23.2 Distribution of liquidation surplus

Under the liquidation of the Company, the surplus assets of the Company available for distribution among shareholders shall be distributed on all the shares on a pro rata basis, by way of advance payments or after payment (or provisions, as the case may be) of the Company's liabilities.

ARTICLE 24. Federal jurisdiction clause

Unless the Company consents in writing to the selection of an alternative forum, and without prejudice to any forum that would be appropriate or mandatory per applicable laws to hear any other claims, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the U.S. Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in any security of the Company shall be deemed to have notice of and consented to this Article 24. Notwithstanding the foregoing, the provisions of this Article 24 shall not apply to suits brought to enforce any liability or duty created by the U.S. Securities Exchange Act of 1934, as amended, or any other claim for which the federal courts of the United States have exclusive jurisdiction. If any provision or provisions of this Article 24 shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, (a) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article 24 shall not in any way be affected or impaired thereby and (b) the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ARTICLE 25. Applicable law

All matters not expressly governed by the Articles shall be determined in accordance with Luxembourg law."

SUIT LA VERSION FRANÇAISE DU TEXTE QUI PRÉCÈDE:

ARTICLE 1. Forme et dénomination

Il est établi une société anonyme sous la dénomination de « **NeoGames S.A.** » (la **Société**), régie par les lois du Grand-Duché de Luxembourg et, en particulier, par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la **Loi de 1915**), et par les présents statuts (les **Statuts**, et toute référence à un « Article » s'entend comme une référence à un article de ces Statuts).

ARTICLE 2. Siège social

2.1 Lieu et transfert du siège social

Le siège social de la Société est établi dans la commune de Luxembourg. Il peut être transféré dans cette commune ou en tout autre lieu au Grand-Duché de Luxembourg par simple décision du conseil d'administration de la Société (le **Conseil d'Administration**), qui est autorisé à modifier les Statuts, dans la mesure nécessaire, pour prendre en compte le transfert et la nouvelle localisation du siège social.

2.2 Succursales, bureaux, centres administratifs et agences

Le Conseil d'Administration a par ailleurs le droit de créer des succursales, bureaux, centres administratifs et agences en tous lieux appropriés, tant au Grand-Duché de Luxembourg qu'à l'étranger.

ARTICLE 3. Durée de la société

3.1 Durée illimitée

La Société est constituée pour une période indéterminée.

3.2 Dissolution

La Société peut être dissoute, à tout moment, en vertu d'une résolution de l'assemblée générale des actionnaires de la Société (l'**Assemblée Générale**) statuant, tel que prévu à l'Article 11, comme en matière de modification des Statuts.

ARTICLE 4. Objet social

L'objet de la Société est de développer des activités en relation avec des solutions et services de iLottery et de iGaming, ainsi que tous domaines s'y rapportant. Cela inclut (i) l'acquisition, la détention et la cession, sous quelque forme que ce soit et par tous moyens, par voie directe ou indirecte, de participations, droits, et intérêts, ainsi que les obligations de sociétés luxembourgeoises ou étrangères, (ii) l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par vente, échange ou de toute autre manière, de titres de capital, parts d'intérêts, obligations, créances, billets et autres valeurs ou instruments financiers de toutes espèces (notamment d'obligations ou de parts émises par des fonds communs de placement luxembourgeois ou étrangers, ou tout autre organisme similaire), de prêts ou toute autre ligne de crédit, ainsi que les contrats y relatifs et (iii) la propriété, l'administration, le développement et la gestion d'un portefeuille d'actifs (composé notamment des actifs décrits aux points (i) et (ii) ci-dessus).

La Société peut emprunter sous quelque forme que ce soit. Elle peut être partie à tout type de contrat de prêt et elle peut procéder à l'émission de titres de créance, d'obligations, de certificats, d'actions, de parts bénéficiaires, de warrants et de tous types de titres de dettes et de titres de capital, y compris en vertu d'un ou plusieurs programmes d'émission. La Société peut également coter toutes ou une partie de ses actions sur des marchés réglementés ou non-réglementés dans ou à l'extérieur de l'Union Européenne. La Société peut prêter des fonds, y compris ceux résultant d'emprunts et/ou d'émissions de titres à ses filiales, à ses sociétés affiliées et à toute autre société.

La Société peut également consentir des garanties et octroyer des sûretés réelles portant sur tout ou partie de ses biens, sans limitation, notamment par voie de nantissement, cession, ou en grevant de charges tout ou partie de ses biens au profit de tierces personnes afin de garantir ses obligations ou les obligations de ses filiales, de ses sociétés affiliées ou de toute autre société.

La Société peut conclure, délivrer et exécuter toutes opérations de swaps, opérations à terme (futures et forwards), opérations sur produits dérivés, marchés à prime (options), opérations de rachat, prêts de titres ainsi que toutes autres opérations similaires. La Société peut, de manière générale, employer toutes techniques et instruments liés à des investissements en vue de leur gestion efficace, y compris mais de façon non limitative, des techniques et instruments destinés à la protéger contre les risques de crédit, de change, de taux d'intérêt et autres risques.

La Société peut accomplir toutes les opérations commerciales, industrielles et financières se rapportant directement ou indirectement à son objet ou susceptibles de favoriser son développement. De plus, la Société peut faire l'acquisition et procéder à la vente de propriétés immobilières pour son compte, tant au Grand-Duché de Luxembourg qu'à l'étranger et elle peut réaliser toutes les opérations afférentes à ces propriétés immobilières.

D'une façon générale, la Société peut prendre toutes mesures de surveillance et de contrôle et effectuer toute opération ou transaction qu'elle considère nécessaire ou utile pour l'accomplissement et le développement de son objet social.

Les descriptions ci-dessus doivent être interprétées dans leur sens le plus large et leur énumération n'est pas restrictive. L'objet social de la Société couvre toutes les opérations auxquelles la Société participe et tous les contrats passés par la Société, dans la mesure où ils restent compatibles avec l'objet social décrit ci-avant.

ARTICLE 5. Capital social

5.1 Montant du capital social

Le capital social est fixé à 59.739,55 USD (cinquante-neuf mille sept cent trente-neuf Dollars des Etats-Unis et cinquante-cinq cents), représentés par 33.741.041 (trente-trois millions sept cent quarante et un mille quarante-et-un) actions, sans valeur nominale.

5.2 Augmentation du capital social et réduction du capital social

Le capital social de la Société peut être augmenté ou réduit par une résolution prise par l'Assemblée Générale statuant comme en matière de modification des Statuts, tel que prévu à l'Article 11.

5.3 Droits préférentiels de souscription

En cas d'émission d'actions par apport en numéraire ou en cas d'émission d'instruments qui entrent dans le champ d'application de l'article 420-27 de la Loi de 1915 et qui sont payés en numéraire, y compris et de manière non exhaustive, des obligations convertibles permettant à leur détenteur de souscrire à des actions ou de s'en voir attribuer, les actionnaires disposent de droits préférentiels de souscription au pro rata de leur participation en ce qui concerne toutes ces émissions conformément aux dispositions de la Loi de 1915.

Le droit de souscription peut être exercé pendant un délai fixé par le Conseil d'Administration, mais ne peut être inférieur à quatorze (14) jours à compter de la date de publication de l'offre au RESA (Receuil électronique des sociétés et associations) et dans un journal publié au Luxembourg (la **Période d'Exercice**).

A l'issue de la Période d'Exercice, les tiers pourront participer à l'augmentation du capital, sauf au Conseil d'Administration de décider que le droit préférentiel de souscription (le **DPS**) doit être exercé, proportionnellement à la partie du capital que représentent leurs actions, par les détenteurs d'un DPS (les **Détenteurs de DPS**) qui avaient déjà exercé leur droit durant la Période d'Exercice. Les modalités de souscription par les Détenteurs de DPS sont, dans ce cas, définies par le Conseil d'Administration.

L'Assemblée Générale peut supprimer ou limiter le DPS ou autoriser le Conseil d'Administration à le faire (le cas échéant) sous les conditions prescrites à l'article 420-26(5) de la Loi de 1915.

5.4 Apport au compte de « capital surplus »

L'Assemblée Générale est autorisée à approuver les apports en fonds propres sans émission de nouvelles actions, réalisés au moyen d'un paiement en numéraire ou d'un paiement en nature, ou de toute autre manière, selon les conditions définies par l'Assemblée Générale. Un apport en fonds propres sans émission de nouvelles actions doit être enregistré dans un compte de « capital surplus ».

L'Assemblée Générale a la possibilité (mais non l'obligation) de décider que tout apport en numéraire ou en nature effectué en tant que « capital surplus » en relation avec la souscription par n'importe quel actionnaire sera enregistré dans un compte de « capital surplus » spécifique alloué à l'actionnaire concerné et sera disponible uniquement (i) aux fins de distribution à l'actionnaire concerné, que ce soit au moyen de dividendes, rachat d'actions ou autre moyen, ou (ii) pour être incorporé au capital social dans le but d'émettre des actions correspondantes uniquement à l'actionnaire concerné.

5.5 Autorisation pour le Conseil d'Administration d'augmenter le capital social

(a) Montant de l'autorisation

Le capital autorisé de la Société est fixé à un montant de 173.930,33 USD (cent soixante-treize mille neuf cent trente Dollars des Etats-Unis et trente-trois cents) (le **Montant de Capital Autorisé**) représenté par un nombre d'actions déterminable par le Conseil d'Administration à son entière discrétion, chacune sans valeur nominale (mais avec un pair comptable au moins équivalent au pair comptable des actions existantes le cas échéant).

(b) Conditions de l'autorisation

Le Conseil d'Administration est autorisé à augmenter le capital social existant jusqu'au Montant de Capital Autorisé, en une ou plusieurs fois, au cours d'une période commençant le 10 novembre 2020 et se terminant au cinquième anniversaire de cette date (la **Période**) au moyen de : (i) l'émission d'actions à raison d'apports en numéraire, (ii) l'émission d'actions à raison d'apports en nature, et/ou (iii) l'incorporation des bénéfices et réserves distribuables, y inclus la prime d'émission et le « capital surplus », avec ou sans émission de nouvelles actions.

Le Conseil d'Administration est autorisé à définir les conditions applicables à toute souscription et émission d'actions conformément au pouvoir qui lui est conféré aux termes de cet Article 5.5, et notamment à déterminer le lieu et la date de l'émission ou des émissions successives d'actions, le prix d'émission, l'existence ou non d'une prime d'émission, ainsi que les modalités de paiement des actions en vertu de tout document ou contrat y compris et de manière non-exhaustive un prêt convertible, un contrat d'option ou un plan d'options sur actions.

Durant la Période, le Conseil d'Administration est autorisé (a) à émettre des obligations convertibles ou tous autres instruments de dettes convertibles, des obligations assorties d'un droit de souscription et autres instruments permettant à leur détenteur de souscrire à des actions ou de se voir attribuer des actions, tels que, de manière non-exhaustive, des warrants (les **Instruments**), et (b) à émettre des actions sous la condition de l'exercice des droits attachés aux Instruments et dont l'émission est effective à compter de cet exercice jusqu'à ce que, en ce qui concerne chacun des points (a) et (b), le montant du capital social augmenté atteint en conséquence de l'exercice des droits attachés aux Instruments soit égal au capital autorisé, et (ii) à émettre des actions en raison de l'exercice des droits attachés aux Instruments jusqu'à ce que le montant du capital social augmenté atteint en conséquence d'une telle émission d'actions soit égal au capital autorisé, à tout moment, que ce soit pendant la Période ou en dehors de la Période, à la condition que les Instruments soient émis pendant la Période dans les limites du Montant de Capital Autorisé. Les actions devant être émises en conséquence de l'exercice des droits attachés aux Instruments peuvent être payées par un apport en numéraire, un apport en nature, ou au moyen de l'incorporation de bénéfice et de réserves distribuables, en ce compris la prime d'émission et le « capital surplus », pendant ou après la Période.

Le Conseil d'Administration est autorisé à (i) déterminer les conditions applicables aux Instruments, y compris le prix, le taux d'intérêt, le prix d'exercice, le taux de conversion ou le taux de change, ainsi que les modalités de remboursement, et (ii) émettre lesdits Instruments.

(c) Autorisation de supprimer ou de limiter les droits préférentiels de souscription

Le Conseil d'Administration est autorisé à supprimer ou limiter les droits préférentiels de souscription des actionnaires prévus par la Loi de 1915, tels que reflétés dans l'Article 5.3, portant sur l'émission de nouvelles actions et d'Instruments effectuée conformément à l'autorisation accordée en vertu de l'Article 5.5.

(d) Modification des Statuts consécutive à une augmentation de capital

L'Article 5 des Statuts sera modifié de façon à refléter chaque augmentation du capital effectuée en vertu de l'autorisation accordée au Conseil d'Administration conformément à l'Article 5, et le Conseil d'Administration prendra lui-même ou autorisera toute personne à prendre toutes les mesures nécessaires afin de faire constater par-devant notaire l'augmentation de capital social et les modifications consécutives des Statuts.

ARTICLE 6. Actions

6.1 Forme des actions

Les actions de la Société sont exclusivement nominatives.

6.2 Registre des actionnaires et certificats constatant les inscriptions dans le registre

Un registre des actionnaires est tenu au siège social de la Société où il peut être consulté par tout actionnaire. Ce registre contient le nom de chaque actionnaire, sa résidence ou son domicile élu, le nombre d'actions qu'il détient, la valeur nominale (le cas échéant) ou le pair comptable payé pour chacune des actions, les émissions d'actions, les cessions d'actions et les dates desdites émissions et cessions d'actions. Sous réserve des dispositions de l'Article 6.3, la propriété des actions nominatives est établie par l'inscription dans le registre.

6.3 Dépôt

Nonobstant les dispositions de cet Article 6, lorsque les actions sont enregistrées dans le registre des actionnaires au nom et pour le compte d'un système de règlement-livraison de titres ou du gestionnaire d'un tel système et enregistrées en tant qu'inscriptions en compte dans les comptes d'un dépositaire professionnel ou d'un sous-dépositaire (tout dépositaire et sous-dépositaire étant ci-après désignés comme un **Dépositaire**), la Société – sous réserve d'avoir reçu du Dépositaire un certificat en bonne et due forme – permettra au Dépositaire de telles inscriptions en compte d'exercer les droits attachés aux actions correspondant aux inscriptions en compte de l'actionnaire concerné, y compris de recevoir les convocations aux assemblées générales, l'admission et le vote aux assemblées générales et doit considérer le Dépositaire comme étant le détenteur direct des actions ordinaires correspondant aux inscriptions en compte aux fins des présents Statuts. Le Conseil d'Administration peut déterminer les conditions de forme auxquelles devront répondre ces certificats.

Nonobstant les autres dispositions des présents Statuts, la Société fera tous paiements (y compris les paiements de dividendes ou toutes autres distributions) en rapport avec les actions inscrites au nom du Dépositaire, ou, le cas échéant, déposées auprès d'un d'entre eux, que ce soit en numéraire, par voie d'actions ou d'autres avoirs, uniquement à un tel Dépositaire, ou selon les instructions d'un tel Dépositaire, et ce paiement libèrera la Société de toutes obligations de paiement.

6.4 Propriété et copropriété des actions

La Société ne reconnaît qu'un seul détenteur par action. Au cas où une action appartiendrait à plusieurs personnes, la Société aura le droit de suspendre l'exercice de tous droits y attachés jusqu'au moment où une personne aura été désignée comme détenteur unique vis-à-vis de la Société. La personne désignée par les codétenteurs des actions comme détenteur unique des actions envers la Société en toute circonstance doit être nommée en premier dans le registre.

Seul le détenteur unique d'une action nommé en premier dans le registre, tel qu'il a été désigné par tous les codétenteurs de cette action, pourra, en sa capacité d'unique détenteur envers la Société de cette action détenue collectivement, exercer les droits attachés à cette action, y compris mais de façon non limitative: (i) recevoir tout avis de la Société, y compris les convocations aux Assemblées Générales, (ii) assister aux Assemblées Générales et y exercer les droits de vote rattachés à l'action détenue collectivement, et (iii) percevoir les dividendes relatifs à cette action détenue collectivement.

6.5 Rachat d'actions

Sous réserve des dispositions de l'Article 6.3, la Société peut racheter ses propres actions dans les limites définies par la loi.

Les actions rachetées conformément à cet Article 6.5 pourront être annulées ou détenues pour une durée illimitée par la Société en tant qu'actions de trésorerie (treasury shares) et seront dépourvues de droits de vote et, à moins qu'il en soit décidé autrement par le Conseil d'Administration ou l'Assemblée Générale, selon le cas, de tout droit de distribution que ce soit, auquel cas les distributions exigibles en vertu de ces actions de trésorerie seront allouées, et deviendront exigibles, au profit des actions restantes.

De telles actions de trésorerie peuvent être distribuées de temps à autres par le Conseil d'Administration aux actionnaires existants (étant précisé qu'aucun droit préférentiel de souscription ne devra s'appliquer dans tel scénario) ou à des tiers, sous réserve du respect de l'objet social de la Société.

6.6 Suspension des droits des actionnaires

Si la Société détermine qu'un Événement Réglementaire d'Actionnaire s'est produit, elle peut à tout moment, par notification écrite (une **Notification d'Événement Réglementaire d'Actionnaire**) au(x) détenteur(s) de toute(s) participation(s) dans les actions (les **Actions Concernées**) de la Société auxquelles un Événement Réglementaire d'Actionnaire se rapporte (ou auxquelles la Société croit raisonnablement qu'il se rapporte), à sa discrétion absolue, avec effet immédiat (ou à compter de la date spécifiée dans la Notification d'Événement Réglementaire d' Actionnaire), suspendre un ou plusieurs des droits suivants attachés aux Actions Concernées (et le détenteur de ces Actions Concernées sera réputé y avoir irrévocablement renoncé) :

(a) les droits de vote attachés aux Actions Concernées, conformément à l'article 450-1 (9) de la Loi de 1915 ;

(b) le droit de percevoir tout paiement ou distribution (que ce soit sous forme de dividende, d'intérêt ou autre) au titre des Actions Concernées, ou de recevoir toute autre forme de rémunération, y compris pour services rendus ; et

(c) le droit de souscrire à toute nouvelle émission d'actions ou d'autres titres (et par conséquent de n'exercer aucun droit de souscription préférentiel) au titre des Actions Concernées.

6.7 Obligation d'aliénation des Actions à Céder

Si la Société détermine qu'un Événement Réglementaire d'Actionnaire s'est produit, elle peut, à son entière discrétion et à tout moment, notifier par écrit (un **Avis de Cession**) à un détenteur de toute(s) participation(s) dans les actions de la Société à laquelle l'Événement Réglementaire d'Actionnaire se rapporte (ou à laquelle la Société croit raisonnablement qu'il se rapporte), exiger que le destinataire de l'Avis de Cession ou toute personne qui y est nommée comme étant intéressée (ou raisonnablement considérée comme étant intéressée) par les actions de la Société cède le nombre d'actions spécifié dans l'Avis de Cession (les **Actions à Céder**) et que la preuve, sous une forme raisonnablement satisfaisante pour la Société, que cette cession a été effectuée soit fournie à la Société dans les quatorze (14) jours (ou tout autre délai requis par une Autorité en Charge de la Réglementation des Jeux de Hasard) à compter de la date de l'Avis de Cession ou dans tout autre délai que la Société considère (à son entière discrétion) comme raisonnable. La Société peut retirer un Avis de Cession ainsi donné avant ou après l'expiration de la période qui y est mentionnée s'il apparaît à la Société que le motif ou les motifs supposés de sa prestation n'existent pas ou plus.

6.8 Cession forcée des Actions à Céder

Si un Avis de Cession n'est pas respecté conformément à ses termes ou n'est pas respecté à la satisfaction de la Société dans le délai imparti, et n'a pas été retiré, la Société a droit, à son entière discrétion, dans la mesure de ses possibilités, (a) de céder (ou de faire céder) les Actions à Céder à un tiers désigné au prix le plus élevé que la Société ou ses représentants peuvent raisonnablement obtenir dans les circonstances (ou au montant autorisé par l'Autorité en Charge de la Réglementation des Jeux de Hasard) et doit donner un avis écrit de cette cession aux personnes auxquelles l'Avis de Cession a été signifié, et/ou (b) sous réserve de toutes les lois et réglementations applicables, la Société elle-même peut également acquérir les Actions à Céder par le biais d'un rachat d'actions conformément à la loi applicable.

Une telle cession par la Société doit être réalisée dès que raisonnablement possible après l'expiration du délai spécifié dans l'Avis de Cession et, en tout état de cause, dans les quatre-vingt-dix (90) jours suivant l'expiration du délai spécifié dans l'Avis de Cession, étant entendu qu'une cession peut être suspendue pendant toute période où les opérations des administrateurs sur les actions de la Société ne sont pas autorisées par la loi ou la réglementation applicable, mais toute cession d'Action à Céder ainsi suspendue doit être réalisée dans les trente (30) jours suivant l'expiration de la période de suspension. Dans la mesure nécessaire, le détenteur des Actions à Céder accorde une procuration irrévocable à la Société (et à chacun de ses administrateurs, dirigeants, employés ou agents) pour effectuer toute action et signer tout document nécessaire ou utile en relation avec la cession des Actions à Céder.

6.9 Démarches à entreprendre dans le cadre de la vente des Actions à Céder

Ni la Société, ni aucun administrateur, dirigeant, employé ou agent de la Société ne sera responsable envers un détenteur ou une personne ayant un intérêt dans les Actions à Céder, cédées conformément aux Articles 6.6 à 6.11 (inclus) ou envers toute autre personne à condition que, lors de la cession des Actions à Céder, la Société agisse de bonne foi dans les délais indiqués ci-dessus. Aux fins d'effectuer toute cession d'Actions à Céder détenues sous forme non matérialisée, la Société peut prendre, pour le compte du détenteur enregistré des Actions à Céder, les dispositions qu'elle juge appropriées pour transférer le titre de propriété de ces actions par le biais d'un système approprié. Pour effectuer toute cession d'Actions à Céder détenues sous forme de certificat, la Société peut autoriser par écrit tout administrateur, dirigeant, employé ou agent de la Société à exécuter tout transfert nécessaire au nom du ou des détenteurs enregistrés et peut émettre un nouveau certificat d'actions ou tout autre document de titre à l'acheteur et inscrire le nom du cessionnaire dans le registre. Le produit net de cette cession sera reçu par la Société dont le reçu constituera une décharge pour le prix d'achat et sera versé (sans qu'aucun intérêt ne soit payable sur ce montant) à l'ancien détenteur enregistré des Actions à Céder sur remise par celui-ci de tous les certificats d'actions ou autres documents de propriété pertinents concernant les Actions à Céder. Le cessionnaire n'est pas tenu de voir l'affectation de ce montant et une fois que le nom du cessionnaire a été inscrit dans le registre concernant les Actions à Céder, la validité du transfert des Actions à Céder ne pourra plus être remise en cause. Tout retard de la Société dans l'exercice de tout ou une partie de ses droits en vertu des Articles 6.6 à 6.11 (inclus) n'invalide en aucune façon le transfert des Actions à Céder effectué en vertu des présentes ou toute autre mesure prise à cet égard. Sauf disposition contraire expresse des Articles 6.6 à 6.11 (inclus), la manière, le moment et les modalités de toute cession d'Actions à Céder par (ou pour le compte de) la Société seront déterminés par la Société et la Société pourra prendre conseil auprès des personnes qu'elle jugera appropriées quant à la manière, au moment et aux modalités d'une telle cession. Le(s) détenteur(s) des Actions Concernées auquel (auxquels) se rapporte cet Événement Réglementaire d'Actionnaire est (sont) tenu(s) de rembourser à la Société tous les frais encourus par celle-ci dans l'exécution de ses obligations et l'exercice de ses droits en vertu des présentes, y compris les frais d'avocat.

6.10 Signification d'un Événement Réglementaire d'Actionnaire

Aux fins des Articles 6.6 à 6.11 (inclus), un **Événement Réglementaire d'Actionnaire** se produit si :

(a) une Autorité en Charge de la Réglementation des Jeux de Hasard informe la Société ou tout membre de son groupe qu'un membre de la Société ou qu'une personne intéressée ou supposée être intéressée par les actions de la Société est pour quelque raison que ce soit:

(i) inapte pour être une personne intéressée par les actions de la Société ;

(ii) non autorisé ou non qualifié pour être une personne intéressée par les actions de la Société ;

(iii) disqualifié en tant que détenteur d'intérêts dans les actions de la Société, en vertu de toute législation réglementant l'exploitation de toute activité de jeux de hasard ou toute activité auxiliaire ou liée à celle-ci, entreprise ou à entreprendre par la Société ou tout membre de son groupe ou toute autre société, partenariat, personne morale ou autre entité dans laquelle la Société ou tout membre de son groupe est intéressé ; ou

(iv) ne coopère pas raisonnablement et pleinement à une enquête menée par une Autorité en Charge de la Réglementation des Jeux de Hasard qui, en conséquence, compromet la capacité de la Société à obtenir ou maintenir toute licence ou immatriculation.

(b) une Autorité en Charge de la Réglementation des Jeux de Hasard, en raison, en tout ou en partie, de l'intérêt de toute(s) personnes(s) dans les actions de la Société (ou par sa suspicion quant à l'intérêt de toute(s) personne(s) dans ces actions) a :

(i) refusé, révoqué, annulé, opposé ou indiqué à la Société ou à tout membre de son groupe ou à toute autre société, partenariat, personne morale ou autre entité dans laquelle la Société ou tout membre de son groupe est intéressé, qu'elle refusera, révoquera, annulera ou s'opposera ou est susceptible de refuser, révoquer, annuler ou s'opposer, en relation avec ; ou

(ii) imposé toute condition ou limitation qui pourrait avoir un impact défavorable important sur l'exploitation de toute activité de jeux de hasard ou de toute activité accessoire ou liée à celle-ci, entreprise ou à entreprendre, par la Société ou toute autre entité dans laquelle la Société ou tout membre de son groupe est intéressé, ou sur le bénéfice que la Société ou tout autre membre de son groupe retire ou est susceptible de retirer de l'exploitation par tout autre membre de son groupe ou toute autre société, partenariat, personne morale ou autre entité dans laquelle la Société ou tout membre de son groupe est intéressé par une activité de jeux de hasard ou toute activité accessoire ou liée à celle-ci ou indiqué à la Société ou à tout membre de son groupe ou à toute autre société, partenariat, personne morale ou autre entité à laquelle elle imposera ou est susceptible d'imposer une telle condition ou limitation, en relation avec,

l'octroi, le renouvellement ou la prorogation de tout enregistrement, licence, approbation, constatation d'aptitude, consentement ou certificat requis par toute législation réglementant (ou code de conduite ou de pratique reconnu ou approuvé par l'Autorité en Charge de la Réglementation des Jeux de Hasard en rapport avec) l'exploitation de toute activité de jeux de hasard ou de toute activité accessoire ou liée à celle-ci, entreprise ou à entreprendre, par la Société ou tout membre de son groupe ou toute autre société, partenariat, personne morale ou autre entité dans laquelle la Société ou tout membre de son groupe est intéressé, qui est détenu ou par rapport auquel une demande a été introduite, par la Société ou tout membre de son groupe ou toute autre personne liée.

6.11 Interprétation des provisions relatives à un Événement Réglementaire d'Actionnaire

Aux fins des Articles 6.6 à 6.11 (inclus) :

(a) la Société peut, en déterminant la raison de toute action ou action potentielle d'une Autorité en Charge de la Réglementation des Jeux de Hasard, prendre en compte toute déclaration ou commentaire fait par tout membre, dirigeant, employé ou agent d'une Autorité en Charge de la Réglementation des Jeux de Hasard, que ces déclarations ou commentaires fassent partie ou non de ou soient reflétés ou non dans toute décision officielle émise par Autorité en Charge de la Réglementation des Jeux de Hasard, et peut agir nonobstant tout appel concernant la décision de toute Autorité en Charge de la Réglementation des Jeux de Hasard ;

(b) une **Autorité en Charge de la Réglementation des Jeux de Hasard** désigne toute autorité, où qu'elle soit située (qu'il s'agisse d'un ministère, d'un organisme indépendant établi par législation, d'un gouvernement, d'une organisation d'autorégulation, d'une cour, d'un tribunal, d'une commission, d'un conseil, d'un comité ou autre), investie de la responsabilité (avec ou sans un ou plusieurs autres) de la conduite de toute activité de jeux de hasard ou de toute activité accessoire ou liée à celle-ci ;

(c) le Conseil d'Administration peut exercer les pouvoirs de la Société en vertu des Articles 6.6 à 6.11 (inclus) et tous les pouvoirs, droits ou devoirs conférés par les Articles 6.6 à 6.11 (inclus) à la Société et pouvant être exercés par le Conseil d'Administration peuvent être exercés par un comité du Conseil d'Administration dûment autorisé ou par toute(s) personne(s) à laquelle le Conseil d'Administration ou un tel comité du Conseil d'Administration, selon le cas, a délégué ses pouvoirs ;

(d) toute résolution ou détermination, ou toute décision ou l'exercice de toute discrétion ou pouvoir en vertu des Articles 6.6 à 6.11 (inclus) par la Société, le Conseil d'Administration, un comité dûment autorisé du Conseil d'Administration ou toute personne à qui l'autorité a été déléguée par ce dernier, sera définitive et concluante et liera toutes les parties concernées, et ni la Société, ni le Conseil d'Administration, ni toute personne agissant sous l'autorité de ce dernier ne sera obligé de donner une ou plusieurs raisons à cet égard ;

(e) une **activité de jeux de hasard ou toute activité accessoire ou liée à celle-ci** comprend, de façon non limitative, la fourniture de services en ligne aux clients en relation avec cette ou ces activités et comprend la fourniture de services financiers.

ARTICLE 7. Transfert d'actions nominatives

Le transfert des actions nominatives peut se faire par une déclaration de transfert écrite qui sera inscrite au registre des actionnaires de la Société, après avoir été datée et signée par le cédant et le cessionnaire ou par des personnes détenant les pouvoirs de représentation nécessaires pour agir à cet effet, et conformément aux dispositions de l'article 1690 du code civil luxembourgeois relatives à la cession de créances.

La Société peut également accepter comme preuve de transfert d'actions d'autres instruments de transfert, dans lesquels les consentements du cédant et du cessionnaire sont établis de manière satisfaisante pour la Société.

ARTICLE 8. Obligations

Les obligations émises par la Société seront exclusivement sous forme nominative.

ARTICLE 9. Pouvoirs de l'assemblée générale

Dans l'hypothèse d'une pluralité d'actionnaires, toute Assemblée Générale valablement constituée représente l'ensemble des actionnaires de la Société.

ARTICLE 10. Assemblée générale annuelle des actionnaires – autres assemblées générales

L'assemblée générale annuelle se tient, conformément à la loi luxembourgeoise, au Grand-Duché de Luxembourg, au siège social de la Société ou à tout autre endroit au Grand-Duché de Luxembourg et à la date indiquée dans l'avis de convocation à l'assemblée.

Les autres assemblées générales peuvent se tenir aux lieux et dates spécifiés dans les avis de convocation des assemblées générales en question.

ARTICLE 11. Convocation, quorum, avis de convocation, procurations et vote

11.1 Droit et obligation de convoquer une assemblée générale

Une assemblée générale peut être convoquée par le Conseil d'Administration ou par le(s) commissaire(s) aux comptes, le cas échéant. Ils sont obligés de la convoquer de façon à ce qu'elle soit tenue dans un délai d'un mois si des actionnaires représentant un dixième du capital social l'exigent par écrit, en précisant l'ordre du jour. Un ou plusieurs actionnaires représentant au moins un dixième du capital social souscrit peuvent demander l'inscription d'un ou de plusieurs points à l'ordre du jour de toute assemblée générale. Cette demande doit être envoyée à la Société au moins cinq (5) jours avant la tenue de l'assemblée générale en question.

11.2 Procédure de convocation d'une Assemblée Générale

Les Assemblées Générales sont convoquées conformément aux dispositions de la Loi de 1915 et pour autant que les actions ordinaires de la Société sont inscrites à la cote d'une bourse de valeurs étrangère, conformément aux exigences de ladite bourse étrangère applicables à la Société.

Si tous les actionnaires de la Société sont présents ou représentés à l'assemblée générale et déclarent avoir été dûment convoqués et informés de l'ordre du jour de l'assemblée générale tel que déterminé par le Conseil d'Administration ou par le(s) commissaire(s), le cas échéant, celle-ci peut être tenue sans avis de convocation préalable.

Les documents dont il est fait mention à l'article 461-6 de la Loi de 1915 doivent être mis à disposition au siège social de la Société pour consultation par les actionnaires au moins huit (8) jours avant l'assemblée générale.

11.3 Droits attachés aux actions

Chaque action confère une voix à son détenteur (sous réserve de la faculté du Conseil d'Administration d'imposer une formalité de date d'enregistrement dans la convocation, qui conditionnerait l'exercice du droit de vote).

Le Conseil d'Administration peut, à sa seule discrétion, suspendre les droits de vote de tout actionnaire dans le cas où cet actionnaire a, par action ou omission, manqué au respect de ses obligations en vertu des Statuts ou de son acte de souscription.

Tout actionnaire peut renoncer, partiellement ou totalement, à l'exercice des droits de vote attachés à tout ou partie de ses actions. Une telle renonciation lie l'actionnaire concerné et s'impose à la Société dès sa notification, par écrit, par l'actionnaire concerné.

11.4 Conditions de quorum et de majorité, et nouvelle convocation d'une assemblée générale en cas de quorum non atteint

Sauf disposition contraire de la loi ou des Statuts, les décisions prises lors d'une assemblée générale sont prises à la majorité des voix exprimées par les actionnaires présents ou représentés, aucun quorum de présence n'étant requis.

Toutefois, les décisions visant à modifier les Statuts ou la nationalité de la Société ne peuvent être adoptées que par une assemblée générale représentant au moins la moitié du capital social (le **Quorum de Présence**, en sachant que les actions pour lesquelles les droits de vote ont été levés/suspendus ne sont pas pris en considération pour un tel calcul de quorum) et dont l'ordre du jour indique les modifications statutaires proposées, et le cas échéant, le texte de celles qui touchent à l'objet ou à la forme de la Société. Si le Quorum de Présence n'est pas atteint, une nouvelle assemblée générale peut être convoquée par des annonces déposées auprès du registre de commerce et des sociétés et publiées quinze (15) jours au moins avant l'assemblée générale en question au RESA (Recueil électronique des sociétés et associations) et dans un journal luxembourgeois. Cette convocation reproduit l'ordre du jour et indique la date et le résultat de la précédente assemblée générale. La deuxième assemblée générale délibère valablement, quelle que soit la portion du capital représentée. Dans les deux assemblées, les résolutions, pour être valables, doivent réunir les deux tiers au moins des voix exprimées à chacune des assemblées générales.

Pour le calcul de la majorité concernant toute résolution d'une assemblée générale, les voix exprimées ne doivent pas inclure les voix attachées aux actions pour lesquelles l'actionnaire s'est abstenu de voter, a voté blanc ou nul ou n'a pas pris part au vote.

L'augmentation des engagements des actionnaires ne peut être décidée qu'avec l'accord unanime exprimé par un vote de tous les actionnaires.

11.5 Participation par procuration

Chaque actionnaire peut prendre part à une Assemblée Générale de la Société en désignant par écrit une autre personne, actionnaire ou non, comme son mandataire. Des copies des procurations écrites envoyées par télécopie ou par courriel peuvent être acceptées par l'Assemblée Générale comme preuves de procurations écrites. Pour pouvoir être prise en compte, une copie de la procuration devra été reçue par la Société avant la tenue de l'assemblée générale en question, à la date indiquée dans la convocation.

11.6 Vote par correspondance

Les actionnaires peuvent voter par écrit (au moyen d'un formulaire), à condition que les formulaires portent : (i) les noms, prénoms, adresse et signature de l'actionnaire concerné, (ii) la mention des actions pour lesquelles l'actionnaire exerce son droit, (iii) l'ordre du jour tel que décrit dans la convocation ainsi que les projets de résolutions relatifs à chaque point de l'ordre du jour, et (iv) le vote (approbation, refus, abstention) pour chaque projet de résolution relatif aux points de l'ordre du jour. Pour pouvoir être pris en compte, une copie des formulaires devra être reçue par la Société avant la tenue de l'assemblée générale en question, à la date indiquée dans la convocation.

11.7 Participation à une assemblée générale par conférence téléphonique, vidéo conférence ou tout autre moyen de communication similaire

Tout actionnaire de la Société peut participer à une assemblée générale par conférence téléphonique, vidéo conférence ou tout autre moyen de communication similaire, tel que déterminé par le Conseil d'Administration, grâce auquel : (i) les actionnaires participant à la réunion peuvent être identifiés, (ii) toute personne participant à la réunion peut entendre les autres participants et leur parler, (iii) la réunion est retransmise de façon continue, et (iv) les actionnaires peuvent valablement délibérer. La participation à une réunion tenue par un tel moyen de communication équivaudra à une participation en personne à ladite réunion.

11.8 Bureau

Le président du Conseil d'Administration préside comme président de l'assemblée générale. Le président nomme un secrétaire et les actionnaires nomment un scrutateur. Le président, le secrétaire et le scrutateur forment le bureau de l'assemblée générale.

11.9 Procès-verbaux et copies certifiées des réunions de l'Assemblée Générale

Les procès-verbaux des réunions de l'assemblée générale sont signés par les membres du bureau de l'assemblée générale et par tout actionnaire qui exprime le souhait de signer.

Cependant, si les décisions de l'assemblée générale doivent être certifiées, des copies ou extraits à utiliser devant un tribunal ou ailleurs doivent être signés par le président du Conseil d'Administration ou par deux (2) administrateurs conjointement.

ARTICLE 12. Administration

12.1 Nombre d'administrateurs minimum et conditions du mandat d'administrateur

L'Assemblée Générale détermine le nombre d'administrateurs, leur rémunération et la durée de leur mandat sous réserve que (i) la Société doit compter au minimum trois (3) et au maximum neuf (9) administrateurs et (ii) les membres du Conseil d'Administration sont élus pour un mandat de six (6) ans au maximum et sont rééligibles.

12.2 Représentant permanent

Lorsqu'une personne morale est élue administrateur de la Société (la **Personne Morale**), la Personne Morale doit désigner une personne physique en tant que représentant permanent qui la représentera comme membre du Conseil d'Administration, conformément à l'article 441-3 de la Loi de 1915.

12.3 Election, révocation et cooptation

Les administrateurs sont élus par l'Assemblée Générale.

Un administrateur peut être révoqué ad nutum et/ou peut être remplacé à tout moment par décision de l'Assemblée Générale, à condition qu'un administrateur élu conformément à l'Article 12.4 ne puisse être révoqué que par les Actionnaires Fondateurs.

En cas de vacance d'un poste d'administrateur pour cause de décès, démission ou toute autre motif, les administrateurs restants pourront lors d'une réunion du Conseil d'Administration élire à la majorité des voix un nouvel administrateur afin de pourvoir au remplacement du poste devenu vacant jusqu'à la prochaine assemblée générale.

12.4 Droit de nomination

Pour aussi longtemps que Barak Matalon, Aharon Aran, Eliyaho Azur et Pinhas Zahavi (les **Actionnaires Fondateurs**) détiennent au total au moins 40% du capital social de la Société, un nombre d'administrateurs égal à 50% du nombre total d'administrateurs seront élus par l'Assemblée Générale parmi les candidats sélectionnés par les Actionnaires Fondateurs.

Pour aussi longtemps que les Actionnaires Fondateurs détiennent au total moins de 40% du capital social de la Société, mais détiennent toujours au total au moins 25% du capital social de la Société, un nombre d'administrateurs égal à 33% du nombre total d'administrateurs seront élus par l'Assemblée Générale parmi les candidats sélectionnés par les Actionnaires Fondateurs.

Aux fins des paragraphes 1 et 2 du présent Article 12.4, si le nombre d'administrateurs devant être élus parmi les candidats sélectionnés par les Actionnaires Fondateurs selon le pourcentage respectif (50% ou 33%) apparait sous forme fractionnaire, ce nombre doit être arrondi au nombre entier inférieur le plus proche.

Pour aussi longtemps que les Actionnaires Fondateurs détiennent au total moins de 25% du capital social de la Société, mais détiennent toujours au total au moins 15% du capital social de la Société, un (1) administrateur sera élu par l'Assemblée Générale parmi les candidats sélectionnés par les Actionnaires Fondateurs.

Si les Actionnaires Fondateurs détiennent au total moins de 15% du capital social de la Société, leur droit de proposer des administrateurs pour élection sera le même que tout actionnaire.

Lorsque les Actionnaires Fondateurs ont le droit de proposer (pour élection par l'Assemblée Générale) des membres du Conseil d'Administration en vertu du présent Article 12.4, aucun autre actionnaire n'a le droit de proposer des membres du Conseil d'Administration pour l'élection à ces sièges.

ARTICLE 13. Réunions du conseil d'administration

13.1 Président

Le Conseil d'Administration peut nommer un président (le **Président**) parmi ses membres et peut désigner un secrétaire, administrateur ou non, qui sera en charge de la tenue des procès-verbaux des réunions du Conseil d'Administration. Le Président préside toutes les réunions du Conseil d'Administration. En son absence, les autres membres du Conseil d'Administration élisent un président pro tempore qui préside ladite réunion, au moyen d'un vote à la majorité simple des administrateurs présents ou représentés à la réunion.

13.2 Observateur

Le Conseil d'Administration peut autoriser la nomination d'un ou plusieurs observateurs auprès du Conseil d'Administration, qui seront autorisés à assister à chaque réunion du Conseil d'Administration de la Société et de ses comités, et à recevoir les documents écrits fournis aux membres du Conseil d'Administration, mais qui n'auront aucun droit de vote aux réunions du Conseil d'Administration ou de ses comités.

L'Observateur doit garder confidentielles toutes les informations et tous les documents reçus à ce titre et s'engage envers la Société.

13.3 Procédure de convocation d'une réunion du Conseil d'Administration

Les réunions du Conseil d'Administration sont convoquées par le Président ou par deux administrateurs, au lieu indiqué dans l'avis de convocation de la réunion du Conseil d'Administration.

Un avis écrit de toute réunion du Conseil d'Administration est donné à tous les administrateurs au moins vingt-quatre (24) heures avant le jour et l'heure prévus pour la réunion, sauf en cas d'urgence, auquel cas la nature et les motifs de cette urgence sont mentionnés brièvement dans l'avis de convocation.

La réunion peut être valablement tenue sans avis de convocation préalable si tous les administrateurs de la Société sont présents ou représentés lors de la réunion du Conseil d'Administration et déclarent avoir été dûment informés de la réunion et de son ordre du jour. En outre, si tous les membres du Conseil d'Administration sont présents ou représentés à une réunion et décident à l'unanimité d'établir un ordre du jour, la réunion pourra être tenue sans convocation préalable effectuée de la manière décrite ci-dessus.

Tout membre du Conseil d'Administration peut décider de renoncer à la convocation écrite en donnant son accord par écrit. Les copies de ces accords écrits qui sont transmises par télécopie ou par courriel peuvent être acceptées comme preuve des accords écrits à la réunion du Conseil d'Administration. Une convocation écrite spéciale n'est pas requise pour une réunion du Conseil d'Administration se tenant aux lieux et dates prévus dans une résolution préalablement adoptée par le Conseil d'Administration.

13.4 Participation par conférence téléphonique, vidéo conférence ou tout autre moyen de communication similaire

Tout administrateur peut participer à une réunion du Conseil d'Administration par conférence téléphonique, vidéo conférence ou tout autre moyen de communication similaire grâce auquel : (i) les administrateurs participant à la réunion peuvent être identifiés, (ii) toute personne participant à la réunion peut entendre les autres participants et leur parler, (iii) la réunion est retransmise de façon continue, et (iv) les administrateurs peuvent valablement délibérer. La participation à une réunion du Conseil d'Administration tenue par un tel moyen de communication équivaut à une participation en personne à une telle réunion. Une réunion du Conseil d'Administration tenue par un tel moyen de communication est réputée avoir lieu à Luxembourg.

13.5 Procédure

(a) Conditions de quorum et de majorité

Le Conseil d'Administration ne peut valablement délibérer et prendre des décisions que si la moitié au moins des administrateurs est présente ou représentée. Les décisions sont prises à la majorité des voix exprimées par les administrateurs présents ou représentés. Si un administrateur s'est abstenu de voter ou n'a pas pris part au vote, son abstention ou sa non-participation ne sont pas prises en compte pour le calcul de la majorité.

(b) Participation par procuration

Tout membre du Conseil d'Administration peut se faire représenter au Conseil d'Administration en désignant par écrit un autre administrateur comme son mandataire, à condition toutefois que deux administrateurs au moins soient présents à la réunion. Des copies des procurations écrites transmises par télécopie ou par courriel peuvent être acceptées comme preuve des procurations à la réunion du Conseil d'Administration.

(c) Voix prépondérante du Président

Au cas où lors d'une réunion, il existe une parité des voix pour et contre une résolution, la voix du Président ou du président pro tempore de la réunion, le cas échéant, sera prépondérante.

13.6 Conflits d'intérêts

(a) Procédure relative aux conflits d'intérêts

Lorsqu'un administrateur de la Société a, directement ou indirectement, un intérêt de nature patrimoniale opposé à celui de la Société dans une opération de la Société soumise à l'approbation du Conseil d'Administration, ledit administrateur est tenu d'en prévenir immédiatement le Conseil d'Administration lors de la réunion du Conseil d'Administration et de faire mentionner cette déclaration au procès-verbal de la réunion. L'administrateur ne peut pas prendre part aux délibérations portant sur cette opération, n'est pas comptabilisé dans le calcul du quorum, et ne peut pas voter sur les résolutions relatives à cette opération. L'opération et l'intérêt opposé de l'administrateur doivent être signalés à l'assemblée générale suivante.

(b) Exceptions concernant un conflit d'intérêts

L'Article 13.6(a) ne s'appliquent pas aux résolutions du Conseil d'Administration relatives à des opérations courantes de la Société et conclues dans des conditions normales.

Tout administrateur de la Société qui occupe des fonctions d'administrateur, gérant, membre de la direction ou employé de toute société ou entreprise avec laquelle la Société est ou sera engagée dans des relations d'affaires ou des contrats ne sera pas considéré, du seul fait de ces relations avec ces autres sociétés ou entreprises, comme ayant un intérêt opposé à celui de la Société dans le cadre du présent Article 13.6.

(c) Impact sur le quorum

Lorsque, en raison d'un conflit d'intérêts, le nombre d'administrateurs requis en vue de délibérer et de voter n'est pas atteint, le Conseil d'Administration peut décider de soumettre la décision sur le point en question à l'Assemblée Générale.

13.7 Résolutions écrites

Nonobstant les dispositions qui précèdent, une résolution du Conseil d'Administration peut également être prise par écrit. Une telle résolution doit consister en un seul ou plusieurs documents contenant les résolutions signées par chaque administrateur manuellement ou électroniquement par une signature électronique conforme aux exigences de la loi luxembourgeoise. La date d'une telle résolution est la date de la dernière signature.

ARTICLE 14. Procès-verbaux des réunions du conseil d'administration

14.1 Signature des procès-verbaux

Les procès-verbaux des réunions du Conseil d'Administration sont signés par le Président ou le président *pro tempore*, le cas échéant ou par tous les administrateurs ayant assisté à la réunion.

14.2 Signature des copies ou extraits des procès-verbaux

Les copies ou extraits de procès-verbaux, ou les résolutions écrites du Conseil d'Administration, destinés à servir en justice ou ailleurs sont signés par le Président, ou par deux membres du Conseil d'Administration.

ARTICLE 15. Pouvoirs du conseil d'administration

Le Conseil d'Administration est investi des pouvoirs les plus étendus pour accomplir tous les actes nécessaires ou utiles se rapportant à l'objet de la Société. Tous les pouvoirs non expressément réservés par la Loi de 1915 ou par les Statuts à l'Assemblée Générale sont attribués au Conseil d'Administration.

ARTICLE 16. Délégation de pouvoirs

16.1 Gestion journalière

Le Conseil d'Administration peut nommer un ou plusieurs délégués à la gestion journalière, qui peuvent être actionnaires ou non, ou membres du Conseil d'Administration ou non, et qui auront les pleins pouvoirs pour agir au nom de la Société pour tout ce qui concerne la gestion journalière de la Société.

16.2 Directeur général/comités de direction

La gestion de la Société peut être déléguée à un directeur général ou à un comité de direction.

Lorsqu'un directeur général ou un comité de direction est désigné, le Conseil d'Administration est chargé de surveiller et contrôler le directeur général ou le comité de direction.

16.3 Représentant permanent de la Société

Le Conseil d'Administration peut nommer une personne, actionnaire ou non, administrateur ou non, en qualité de représentant permanent de toute entité dans laquelle la Société est nommée comme membre du conseil d'administration. Ce représentant permanent agira de son propre chef, au nom et pour le compte de la Société, et engagera la Société en sa qualité de membre du conseil d'administration d'une telle entité.

16.4 Délégation de pouvoirs pour l'exercice de certaines missions

Le Conseil d'Administration est aussi autorisé à nommer une personne, administrateur ou non, pour l'exécution de missions spécifiques à tous les niveaux de la Société.

16.5 Délégation à des comités spécifiques

Le Conseil d'Administration peut décider la création de comités spécifiques. La composition de ces comités et les pouvoirs qui leurs sont conférés sont déterminés par le Conseil d'Administration. Les comités spécifiques exercent leurs activités sous la responsabilité du Conseil d'Administration.

ARTICLE 17. Signatures autorisées

17.1 Pouvoir de signature des administrateurs

La Société est engagée en toutes circonstances vis-à-vis des tiers par la signature conjointe de deux (2) membres du Conseil d'Administration de la Société.

17.2 Pouvoirs de signature concernant la gestion journalière

En ce qui concerne la gestion journalière, la Société sera engagée par la signature ou par la signature conjointe de deux personnes nommées à cet effet, conformément à l'Article 16.1 ci-dessus.

17.3 Pouvoirs spécifiques

La Société est en outre engagée par la signature unique conjointe de toutes personnes ou la signature unique de toute personne à qui de tels pouvoirs de signature auront été délégués par la Société, et ce uniquement dans les limites des pouvoirs qui leur auront été conférés.

ARTICLE 18. Indemnisation

Sous réserve des lois applicables, la Société devra indemniser l'ensemble des administrateurs et dirigeants, passés et présents, dans toute la mesure permise par la loi luxembourgeoise, des responsabilités et de toutes les dépenses raisonnablement engagées ou payées par eux dans le cadre de toute réclamation, action, poursuite ou procédure dans laquelle ils sont impliqués du fait qu'ils sont ou ont été administrateurs ou dirigeants de la Société et des montants payés ou engagés par eux dans le cadre leur règlement.

ARTICLE 19. Commissaire(s) - réviseur(s) d'entreprises agréé(s) ou cabinet de révision agréé

19.1 Commissaire

Les opérations de la Société sont contrôlées par un ou plusieurs commissaires. Le ou les commissaires est/sont nommé(s) pour une période ne dépassant pas six (6) ans et il/ils est/sont rééligible(s).

Le ou les commissaires est/sont nommé(s) par l'Assemblée Générale qui détermine leur nombre, leur rémunération et la durée de leur mandat. Le ou les commissaire(s) en fonction peut/peuvent être révoqué(s) à tout moment, ad nutum, par l'Assemblée Générale.

19.2 Réviseur d'entreprises agréé ou cabinet de révision agréé

Toutefois, aucun commissaire ne sera nommé si, au lieu de nommer un ou plusieurs commissaires, l'Assemblée Générale désigne un ou plusieurs réviseurs d'entreprises agréés ou cabinets de révision agréés afin de procéder à l'audit des comptes annuels de la Société conformément à la loi luxembourgeoise applicable. Le ou les réviseur(s) d'entreprises agréé(s) ou cabinet(s) de révision agréé(s) est/sont nommé(s) par l'Assemblée Générale conformément aux dispositions du contrat de prestation de services conclus entre ces derniers et la Société. Le ou les réviseur(s) d'entreprises agréé(s) ou cabinet(s) de révision agréé(s) ne peuvent être révoqués par l'Assemblée Générale que pour motifs graves.

ARTICLE 20. Exercice social

L'exercice social commence le 1er janvier de chaque année et se termine le 31 décembre de chaque année.

ARTICLE 21. Comptes annuels

21.1 Responsabilité du Conseil d'Administration

Le Conseil d'Administration dresse les comptes annuels de la Société qui seront soumis à l'approbation de l'Assemblée Générale lors de l'assemblée générale annuelle.

21.2 Soumission des comptes annuels au(x) commissaire(s) aux comptes

Au plus tard un (1) mois avant l'assemblée générale annuelle, le Conseil d'Administration soumet les comptes annuels ainsi que le rapport du Conseil d'Administration (le cas échéant) et tous autres documents afférents prescrits par la loi à l'examen du ou des commissaire(s) aux comptes de la Société ou du ou des réviseur(s) d'entreprises agréé(s), le cas échéant, qui rédige(nt) un rapport sur cette base.

21.3 Consultation des documents au siège social

Les comptes annuels, le rapport du Conseil d'Administration (le cas échéant), le rapport du/des commissaire(s) aux comptes ou du/des réviseur(s) d'entreprises agréé(s)/cabinet(s) de révision agréé(s), selon le cas, ainsi que tous les autres documents requis par la loi sont déposés au siège social de la Société au moins huit (8) jours avant l'assemblée générale annuelle. Ces documents y sont mis à la disposition des actionnaires qui peuvent les consulter durant les heures de bureau ordinaires.

ARTICLE 22. Affectation des résultats

22.1 Affectation à la réserve légale

Il est prélevé sur le bénéfice net annuel de la Société (le cas échéant) cinq pour cent (5%) qui sont affectés à la réserve légale. Ce prélèvement cessera d'être obligatoire lorsque la réserve légale aura atteint dix pour cent (10%) du capital social de la Société, et il deviendra à nouveau obligatoire si la réserve légale descend en dessous du seuil de dix pour cent (10%) du capital social de la Société.

22.2 Affectation des résultats par l'Assemblée Générale lors de l'assemblée générale annuelle

Lors de l'assemblée générale annuelle, l'Assemblée Générale décide de l'affectation des résultats annuels, ainsi que la distribution de dividendes, le cas échéant, conformément à l'Article 22.1 et aux règles applicables aux distributions prévues dans le présent Article 22.

22.3 Règles de distribution

Lorsque l'Assemblée Générale décide de distributions au profit des actionnaires, au moyen de distributions de dividendes, de rachats d'actions ou de toute autre manière, prélevées sur les bénéfices et les réserves distribuables disponibles à cet effet, y compris la prime d'émission et le « capital surplus », ces distributions sont effectuées sur toutes les actions au pro rata.

22.4 Dividendes intérimaires

Conformément à l'article 461-3 de la Loi de 1915, des dividendes intérimaires peuvent être distribués à tout moment, par le Conseil d'Administration, dans le respect des conditions cumulatives suivantes :

(i) un état comptable est établi par le Conseil d'Administration (l'**État Comptable Intérimaire**) (l'État Comptable Intérimaire doit faire l'objet d'un examen par un commissaire ou un réviseur d'entreprises agréé, selon le cas) ;

(ii) cet État Comptable Intérimaire montre qu'il y a suffisamment de bénéfices et d'autres réserves (y compris, et sans restriction, la prime d'émission et le « capital surplus ») disponibles pour distribution, étant entendu que le montant à distribuer ne peut excéder les bénéfices réalisés depuis la fin du dernier exercice social pour lequel les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et diminué des pertes reportées et du montant à allouer à la réserve légale ;

(iii) la décision de distribuer des dividendes intérimaires est prise par le Conseil d'Administration dans les deux (2) mois de la date de l'État Comptable Intérimaire ;

(iv) les droits des créanciers de la Société ne sont pas menacés, compte-tenu des actifs de la Société.

Si les dividendes intérimaires versés excèdent le montant des bénéfices distribuables à la fin de l'exercice, l'excès en question, tel que reconnu par l'assemblée générale annuelle, doit, sauf décision contraire du Conseil d'Administration lors de la déclaration de dividendes, être considéré comme étant un acompte sur les dividendes futurs.

22.5 Paiement des dividendes

Les dividendes peuvent être payés en euros ou en toute autre devise choisie par le Conseil d'Administration et doivent être payés aux lieux et dates déterminés par le Conseil d'Administration, dans les limites de toute décision prise à ce sujet par l'Assemblée Générale (le cas échéant).

Les dividendes peuvent être payés en nature au moyen d'actifs de toute nature, et ces actifs doivent être évalués par le Conseil d'Administration selon les méthodes d'évaluation déterminées à sa seule discrétion.

ARTICLE 23. Dissolution et liquidation

23.1 Principes applicables à la dissolution et la liquidation

La Société peut être dissoute, à tout moment, par une décision de l'Assemblée Générale statuant comme en matière de modification des Statuts, tel que stipulé à l'Article 11. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales), et qui seront nommés par délibération de l'Assemblée Générale décidant de cette liquidation. L'Assemblée Générale déterminera également les pouvoirs et la rémunération du ou des liquidateurs.

23.2 Distribution du boni de liquidation

Lors de la liquidation de la Société, les avoirs excédentaires de la Société disponibles pour être distribués aux actionnaires le seront pour toutes les actions au pro rata, au moyen de paiement d'acomptes ou après le remboursement (ou la consignation des sommes nécessaires, le cas échéant) des dettes de la Société.

ARTICLE 24. Clause de juridiction fédérale

À moins que la Société ne consente par écrit à la sélection d'une autre juridiction, et sans préjudice de toute juridiction qui serait appropriée ou obligatoire selon les lois applicables pour entendre toute autre réclamation, les tribunaux fédéraux d'arrondissement (fédéral district courts) des États-Unis d'Amérique auront la compétence exclusive pour la résolution de toute plainte faisant valoir une cause d'action découlant du US Securities Act of 1933, telle que modifiée. Toute personne ou entité achetant ou acquérant de toute autre manière un intérêt dans un titre de la Société est réputée avoir pris connaissance du présent Article 24 et y avoir consenti. Nonobstant ce qui précède, les dispositions du présent Article 24 ne s'appliquent pas aux actions intentées pour faire valoir une responsabilité ou une obligation créée par l'US Securities Exchange Acte de 1934, tel que modifié, ou toute autre demande pour laquelle les tribunaux fédéraux des États-Unis ont une compétence exclusive. Si une ou plusieurs dispositions du présent Article 24 sont considérées comme nulles, illégales ou inapplicables, appliquées à toute circonstance pour quelque raison que ce soit, (a) la validité, la légalité et l'applicabilité de ces dispositions dans toute autre circonstance et des autres dispositions du présent Article 24 (y compris, sans limitation, chaque partie de tout paragraphe du présent Article 24 contenant une telle disposition jugée invalide, illégale ou inapplicable qui n'est pas elle-même jugée invalide, illégale ou inapplicable) ne sera en aucune façon affectée ou entravée par celle-ci et (b) l'application de cette disposition à d'autres personnes ou entités et circonstances ne sera en aucune façon affectée ou entravée par celle-ci.

ARTICLE 25. Droit applicable

Toutes les questions qui ne sont pas régies expressément par les Statuts seront déterminées conformément au droit luxembourgeois.

POUR STATUTS COORDONNÉS.
Maître Henri HELLINCKX,
Notaire à Luxembourg.
Luxembourg, le 18 mars 2024.

En cas de divergence entre le texte anglais et le texte français, **le texte anglais** fera foi.

Exhibit 2.1

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

As of December 31, 2023, NeoGames S.A. had one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): our ordinary shares, no par value. References herein to "we," "us," "our" and the "Company" refer to NeoGames S.A. and not to any of its subsidiaries. The following description may not contain all of the information that is important to you, and we therefore refer you to our amended and restated articles of association, a copy of which is filed with the Securities and Exchange Commission ("SEC") as an exhibit to the Annual Report on Form 20-F.

Share Capital

The Company was organized under the laws of the Grand Duchy of Luxembourg as a private limited liability company (*société à responsabilité limitée*) incorporated on April 10, 2014 and converted into a public limited liability company (*société anonyme*) under the laws of Luxembourg on November 10, 2020 (as described below) and pursuant to the resolutions taken at the extraordinary general shareholders' meeting of the Company held on November 10, 2020 (the "November 2020 EGM").

Immediately prior to the November 2020 EGM, the Company was a private limited liability company (*société à responsabilité limitée*) with a share capital in the amount of EUR 18,100.3584 represented by 181,003,584 shares without par value.

During the November 2020 EGM, the shareholders approved *inter alia* (i) the conversion of the currency of the share capital of the Company from EUR to USD, resulting in a share capital amounting to $21,485.13 represented by 181,003,584 shares without par value, (ii) the increase of the share capital of the Company (by way of incorporation of reserves) by an amount of $17,459.85 representing 102,705 new shares, to an amount of $38,944.98 represented by 181,106,289 shares, (iii) the conversion of the existing 181,106,289 shares into 21,996,230 shares, without par value and (iv) the conversion of the Company from a private limited liability company (*société à responsabilité limitée*) to a public limited liability company (*société anonyme*).

The shareholders further approved at the November 2020 EGM an initial authorized share capital of up to $194,724.90 represented by a number of shares, without par value, to be determined in the board of directors' discretion (but with a par accounting value at least equivalent to the par accounting value of the existing shares from time to time).

Pursuant to resolutions of the board of directors of the Company dated November 11, 2020 and resolutions of the pricing committee dated November 18, 2020 and November 22, 2020 the share capital of the Company was increased by an aggregate amount of $5,289.68, representing 2,987,625 new shares, to an amount of $44,234.66, represented by 24,983,855 shares, without par value, as acknowledged in a notarial deed of confirmation dated November 23, 2020.

Following the exercise of share options between May 17, 2021 and December 31, 2023 the share capital of the Company was increased by an aggregate amount of $2,041.73, representing 1,153,171 new shares (the "Share Options Capital Increases"). Such Share Options Capital Increases were formally documented and confirmed by a mandatory Luxembourg law process that was acknowledged by notarial deeds of confirmation dated July 30, 2021, September 21, 2021, March 31, 2022, October 6, 2022, February 14, 2023, July 14, 2023 and March 18, 2024 (together, the "Notarial Share Options Capital Increases Confirmation Deeds").

Following the issuance of new shares in the context of the public offer to the shareholders of Aspire Global Plc ("Aspire") to tender all their shares in Aspire to the Company, the share capital of the Company was increased by an aggregate amount of $13,463.16, representing 7,604,015 new shares (the "Aspire Offer Capital Increases"). Such Aspire Offer Capital Increases were formally documented and confirmed by a mandatory Luxembourg law process that was acknowledged by notarial deeds of confirmation dated July 8, 2022 and October 6, 2022 (together, "Notarial Aspire Offer Capital Increases Confirmation Deeds", and together with the Notarial Share Options Capital Increases Confirmation Deeds, the "Notarial Confirmation Deeds").

As a result of the Share Options Capital Increases and the Aspire Offer Capital Increases, as of December 31, 2023, the share capital of the Company amounts to $59,739.55, represented by 33,741,041 shares, without par value.

As a result, as of December 31, 2023, the outstanding current authorized capital of the Company amounts to $173,930.33 represented by a number of shares to be freely determined by our board of directors, each without par value (but with a par accounting value at least equivalent to the par accounting value of the existing shares from time to time) (as acknowledged by the Notarial Confirmation Deeds).

All of our outstanding ordinary shares are validly issued, fully paid and non-assessable. Our ordinary shares are not redeemable and have certain preemptive rights that can be waived by our board of directors as further described below under "- *Issuance of Ordinary Shares and Preemptive Right*."

Listing

In November 2020, our ordinary shares commenced trading on Nasdaq under the symbol "NGMS." Prior to this, no public market existed for our ordinary shares.

Issuance of Ordinary Shares and Preemptive Right

Pursuant to Luxembourg law, the issuance of ordinary shares requires approval by a quorum of at least one half of the share capital, and a two-thirds majority vote is required for the amendment of our amended and restated articles of association. The shareholders, at any general meeting of shareholders, may approve an authorized share capital and authorize the board of directors to issue ordinary shares, up to the maximum amount of such authorized share capital, for a maximum period of five years after the date that the minutes of the relevant general meeting approving such authorization are published in the Luxembourg official gazette (*Recueil électronique des Sociétés et Associations*). The shareholders, at any general meeting of shareholders, may amend, renew, or extend such authorized share capital and such authorization to the board of directors to issue ordinary shares.

The board of directors will resolve on the issuance of such ordinary shares out of the authorized share capital (*capital autorisé*) in accordance with the quorum and voting thresholds set forth in our amended and restated articles of association. The board of directors also will resolve on the applicable procedures and timelines to which such issuance will be subjected. If the proposal of the board of directors to issue new ordinary shares exceeds the limits of our authorized share capital, our board of directors must then convene the shareholders to an extraordinary general meeting to be held in the presence of a Luxembourg notary for the purpose of increasing the issued share capital. Such meeting will be subject to the quorum and majority requirements required for amending the articles of association.

Under Luxembourg law, existing shareholders benefit from a preemptive subscription right on the issuance of ordinary shares for cash consideration. However, on November 10, 2020, our shareholders have authorized for a period of 5 years the board of directors to cancel or limit any preemptive subscription rights of shareholders provided by law to the extent that the board of directors deems such cancellation or limitation advisable for any issuance of ordinary shares within the scope and conditions of our authorized share capital. The general meeting of shareholders, convened within the conditions required for an amendment to the articles of association to approve a capital increase or authorized share capital may, by two-thirds majority vote, cancel or limit such preemptive rights (or renew or amend such cancellation or limitation), in each case, for a period not to exceed five years. Such ordinary shares may be issued above, at, or below market value, but in any event not below the accounting par value per ordinary share. The ordinary shares also may be issued by way of incorporation of available reserves (including share premium).

Repurchase of Ordinary Shares

We cannot subscribe for our own ordinary shares. We may, however, repurchase issued ordinary shares or have another person repurchase issued ordinary shares for our account, subject to the following conditions:

- except in the case of ordinary shares acquired either by us or by a person acting in his or her own name but on behalf of us for the distribution thereof to our staff or to the staff of a company with which we are in a control relationship, prior authorization by a simple majority vote must be obtained at an ordinary general meeting of shareholders, which authorization sets forth:

- the terms and conditions of the proposed repurchase and in particular the maximum number of ordinary shares to be repurchased;

- the duration of the period for which the authorization is given (which may not exceed five years); and
- in the case of repurchase for consideration, the minimum and maximum consideration per share;
- only fully paid-up ordinary shares may be repurchased;
- the repurchases may not have the effect of reducing net assets below the amount of the issued share capital plus reserves (which may not be distributed by law or under our amended and restated articles of association);
- the voting and dividend rights attached to the repurchased shares will be suspended as long as the repurchased ordinary shares are held by us; and
- the repurchase offer must be made on the same terms and conditions to all the shareholders who are in the same position, except for repurchases which were unanimously decided by a general meeting at which all the shareholders were present or represented (and except in accordance with Article 430-15, 4° of the Luxembourg Company Law, as amended from time to time (*loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée*)).

The shareholder authorization described above will be valid for a period ending on the earlier of five years from the date of such shareholder authorization and the date of its renewal by a subsequent general meeting of shareholders. Pursuant to such authorization, the board of directors is authorized to acquire and sell our ordinary shares under the conditions set forth in Article 430-15 of the Luxembourg Company Law. Such purchases and sales may be carried out for any authorized purpose or any purpose that is authorized by the laws and regulations in force.

On November 10, 2020, our shareholders authorized the Company for a period of five years to repurchase up to 50% of the aggregate ordinary shares in issues from time to time. The purchase price per ordinary share in such circumstance shall be determined by the board of directors but (i) not less than 50% of the lowest closing price per share and (ii) not more than 50% above the highest closing price per share, in each case as reported by the New York City edition of the Wall Street Journal, or, if not reported therein, any other authoritative sources to be selected by the board of directors, over the ten trading days preceding the date of the purchase (or the date of the commitment to the transaction).

In addition, pursuant to Luxembourg law, we may directly or indirectly repurchase ordinary shares by a resolution of our board of directors without the prior approval of the general meeting of shareholders if such repurchase is deemed by our board of directors to be necessary to prevent serious and imminent harm to us or if the repurchase of ordinary shares has been made with the intent of the distribution thereof to our employees and/or the employees of any entity having a controlling relationship with us (i.e., our subsidiaries or controlling shareholder).

Form and Transfer of Ordinary Shares

Our ordinary shares are issued in registered form only and are freely transferable under Luxembourg law and our amended and restated articles of association. Our board of directors may, however, impose transfer restrictions for ordinary shares that are registered, listed, quoted, dealt in, or that have been placed in certain jurisdictions in compliance with the requirements applicable therein. Luxembourg law does not impose any limitations on the rights of Luxembourg or non-Luxembourg residents to hold or vote our ordinary shares.

Under Luxembourg law, the ownership of registered ordinary shares is prima facie established by the inscription of the name of the shareholder and the number of ordinary shares held by him, her or it in the shareholders' register.

Without prejudice to the conditions for transfer by book entry where ordinary shares are recorded in the shareholders' register on behalf of one or more persons in the name of a depository, each transfer of ordinary shares shall be effected by written declaration of transfer to be recorded in the shareholders' register, with such declaration to be dated and signed by the transferor and the transferee or by their duly appointed agents. We may accept and enter into the shareholders' register any transfer effected pursuant to an agreement or agreements between the transferor and the transferee, true and complete copies of which have been delivered to us.

If our ordinary shares are not listed on a stock exchange in the United States, a shareholders' register will be maintained by us at our registered office in Luxembourg. Transfer of record ownership of ordinary shares is effected by a written deed of transfer acknowledged by us or by our transfer agent and registrar acting as our agent on our behalf.

Beneficiary certificates

No beneficiary certificate (*part bénéficiaire*) has been issued by the Company.

Liquidation Rights and Dissolution

In the event of our dissolution, liquidation or winding-up, any surplus of the assets remaining after allowing for the payment of all of our liabilities will be paid out to the shareholders pro rata according to their respective shareholdings. The decisions to dissolve, liquidate, or wind-up require approval by an extraordinary general meeting of our shareholders.

Merger and De-Merger

A merger by absorption whereby one Luxembourg company, after its dissolution without liquidation, transfers all of its assets and liabilities to another company in exchange for the issuance of ordinary shares in the acquiring company to the shareholders of the company being acquired, or a merger effected by transfer of assets to a newly incorporated company, must, in principle, be approved at an extraordinary general meeting of shareholders of the Luxembourg company, enacted in front of a Luxembourg notary. Similarly, a de-merger of a subsidiary of a Luxembourg company is generally subject to the approval by an extraordinary general meeting of shareholders, enacted in front of a Luxembourg notary.

No Appraisal Rights

Neither Luxembourg law nor our amended and restated articles of association provide for appraisal rights of dissenting shareholders.

General Meeting of Shareholders

Any regularly constituted general meeting of shareholders represents the entire body of our shareholders.

A holder of our share capital is entitled to attend our general meeting of shareholders, either in person or by proxy, to address the general meeting of shareholders and to exercise voting rights, subject to the provisions of our amended and restated articles of association. Each ordinary share entitles the holder to one vote at a general meeting of shareholders. No beneficiary certificates have been issued as of the date of this prospectus. Our amended and restated articles of association provide that our board of directors shall adopt all other regulations and rules concerning the attendance to the general meeting, the availability of access cards, and the availability of proxy forms in order to enable shareholders to exercise their right to vote as our board of directors deems fit.

When convening a general meeting of shareholders, we will send a convening notice by registered mail to the registered address of each shareholder at least eight days before the meeting. The convening notices for every general meeting shall contain the agenda and shall take the form of announcements filed with the register of commerce and companies, published on the Luxembourg official gazette (*Recueil Electronique des Sociétés et Associations*), and published in a Luxembourg newspaper at least 15 days before the meeting. No proof is required that this formality has been complied with. The board of directors may impose a record date formality in the convening notice which shall condition the exercise of the voting right.

Our amended and restated articles of association provide that if our ordinary shares are listed on a regulated market, the general meeting also will be convened in accordance with the publicity requirements of such regulated market applicable to us.

A shareholder may participate in general meetings of shareholders by appointing another person as his or her proxy, the appointment of which shall be in writing. Our amended and restated articles of association also provide that, in the case of ordinary shares held through the operator of a securities settlement system or depository, a holder of such ordinary shares wishing to attend a general meeting of shareholders should receive from such operator or depository a certificate in proper form. Our board may determine the formal requirements with which such certificates must comply.

The ordinary general meeting of shareholders must be held within six months from the end of the respective financial year at our registered office or in any other place in Luxembourg as notified to the shareholders.

Luxembourg law provides that the board of directors is obliged to convene a general meeting of shareholders if shareholders representing, in the aggregate, 10% of the issued share capital so request in writing with an indication of the meeting agenda. In such case, the general meeting of shareholders must be held within one month of the request. If the requested general meeting of shareholders is not held within one month, shareholders representing, in the aggregate, 10% of the issued share capital may petition the competent president of the district court in Luxembourg to have a court appointee convene the meeting. Luxembourg law provides that shareholders representing, in the aggregate, 10% of the issued share capital may request that additional items be added to the agenda of a general meeting of shareholders. That request must be made by registered mail sent to our registered office at least five days before the general meeting of shareholders.

Voting Rights

Each ordinary share entitles the holder thereof to one vote.

Neither Luxembourg law nor our articles of association contain any restrictions as to the voting of our ordinary shares by non-Luxembourg residents.

Luxembourg law distinguishes general meetings of shareholders and extraordinary general meetings of shareholders with respect to voting rights, quorum and majorities.

Ordinary General Meeting. At an ordinary general meeting, there is no quorum requirement and resolutions are adopted by a simple majority of validly cast votes. Abstentions are not considered "votes."

Extraordinary General Meeting. Extraordinary resolutions are required for any of the following matters, among others: (i) an increase or decrease of the authorized or issued capital, (ii) a limitation or exclusion of preemptive rights, (iii) approval of a statutory merger or de-merger (scission), (iv) our dissolution and liquidation, and (v) any and all amendments to our articles of association. Pursuant to our amended and restated articles of association, for any resolutions to be considered at an extraordinary general meeting of shareholders, the quorum shall be at least one half (50%) of our issued share capital unless otherwise required by law. If the said quorum is not present, a second meeting may be convened, for which Luxembourg law does not prescribe a quorum. Any extraordinary resolution shall be adopted at a quorate general meeting (save as otherwise provided by mandatory law) by at least a two-thirds majority of the votes validly cast on such resolution. When the resolution of the general meeting of shareholders would change the respective rights attached to the beneficiary certificates (if any in issue), the resolution must, in order to be valid, fulfill the above-mentioned conditions as to attendance and majority with respect to the holders of beneficiary certificates. Abstentions are not considered "votes."

Minority Action Right. Luxembourg law provides for a provision whereby the shareholders and/or future holders of beneficiary certificates holding, in the aggregate, 10% of the securities having a right to vote at the general meeting may act on our behalf to discharge the members of our board of directors for misconduct against our interests or for a violation of the law or our articles of association.

Dividend Rights

All of our ordinary shares rank *pari passu* with respect to the payment of dividends or other distributions unless the right to dividends or other distributions has been suspended in accordance with our articles of association or applicable law. The dividend entitlement lapses upon the expiration of a five-year prescription period as from the date of the dividend distribution. The unclaimed dividends return to our accounts.

Board of Directors

Our board of directors will appoint a chair from among its members. It also may appoint a secretary, who need not be a director and who will be responsible for keeping the minutes of the meetings of our board of directors and of our shareholders. Our board of directors will meet upon call by the chair. A meeting must be convened if any of two directors so require. The chair will preside at all meetings of our board of directors and of our shareholders (if required), except that in the absence of the chair, our board of directors may appoint another director and the general meeting of shareholders may appoint another person as chair pro tempore by vote of the majority present or represented at such meeting.

A quorum of our board of directors shall be at least one half of its members present or represented, and resolutions may be duly adopted by the vote of a simple majority of the members of our board of directors present or represented. No valid decision of our board of directors may be taken if the necessary quorum has not been reached. In case of an equality of votes, the chair or chair pro tempore shall have the right to cast the deciding vote. Our board of directors also may take decisions by means of resolutions in writing signed by all directors. Each director has one vote.

Pursuant to our articles of association, for so long as Barak Matalon, Elyahu Azur, Pinhas Zahavi and Aharon Aran (collectively, the "Founding Shareholders") (i) own in the aggregate at least 40.0% of the issued and outstanding share capital of the Company, a number of directors equal to 50.0% of the total number of directors will be elected from nominees selected by the Founding Shareholders, (ii) own in the aggregate at least 25.0% of the issued and outstanding share capital of the Company, a number of directors equal to 33.0% of the total number of directors will be elected from nominees selected by the Founding Shareholders, and (iii) own in the aggregate at least 15.0% of the issued and outstanding share capital of the Company, one director will be elected from nominees selected by the Founding Shareholders.

Shareholders elect directors and decide their respective terms, and may dismiss one or more directors at any time, with or without cause, by a simple majority of votes cast at a general meeting of shareholders. Under Luxembourg law, directors may be reelected, but the term of their office may not exceed six years. If our board of directors has a vacancy, the remaining directors have the right to fill (pursuant to the affirmative vote of a majority of the remaining directors) such vacancy on a temporary basis until the following general meeting of shareholders. However, the election of any temporary director shall be requested definitively at the next general meeting of shareholders.

Within the limits provided for by law and subject to our articles of association, our board of directors may delegate our daily management and the authority to represent us to one or more persons. In addition, our board of directors may set up an executive committee and entrust the latter with any powers of our board of directors, with the exception of (i) our general strategic direction, and (ii) those acts reserved to our board of directors by Luxembourg law. The Company's board of directors has used such powers to appoint Mordechay (Moti) Malul as general director (*Directeur Général*) in accordance with Luxembourg law.

No director, solely as a result of being a director, shall be prevented from contracting with us, either with regard to such director's tenure in any office, or place of profit, or as vendor, purchaser, or in any other manner whatsoever, nor shall any contract in which any director is in any way interested be liable to be voided merely on account of his or her position as director, nor shall any director who is so interested be liable to account to us or the shareholders for any remuneration, profit or other benefit realized by the contract by reason of the director holding that office or of the fiduciary relationship thereby established.

Any director having a direct or indirect financial interest in a transaction submitted for approval at a meeting of our board of directors shall immediately inform the board of directors of such interest at that meeting and shall cause a record of such a statement to be included in the minutes of the meeting, unless such transaction is made in the ordinary course of business of the Company entered and on arm's length terms. Such director may not take part in these deliberations nor vote on such a transaction. At the next general meeting of shareholders, a special report shall be made on any transactions in which any of the directors may have had an interest that conflicts with our interest.

Our articles of association provide that directors and officers, past and present, are entitled to indemnification from us to the fullest extent permitted by Luxembourg law, against liabilities and all expenses reasonably incurred or paid by him or her in connection with any claim, action, suit, or proceeding in which he or she is involved by virtue of him or her being or having been a director or officer of the Company and against amounts paid or incurred by him or her in the settlement thereof.

There is no mandatory retirement age for directors under Luxembourg law and no minimum shareholding requirement for directors.

Unsuitable Shareholders

Subject to all applicable law and regulation, our articles of association provide for the suspension of certain rights attached to our ordinary shares that are held by unsuitable shareholders and the disposal of any of our ordinary shares owned or controlled by an unsuitable person or its affiliates by transfer to one or more third-party transferees. If such unsuitable person fails to dispose of our ordinary shares within the required period of time, we may in good faith dispose (or procure the disposal) of such ordinary shares to a designated third party at the highest price reasonably attainable or, subject to applicable law and regulation and our articles of association, acquire such ordinary shares by way of a redemption.

Amendment of Articles of Association

Shareholder Approval Requirements. Luxembourg law requires an extraordinary general meeting of shareholders to resolve upon an amendment of the articles of association to be made by extraordinary resolution.

The agenda of the extraordinary general meeting of shareholders must indicate the proposed amendments to the articles of association. An extraordinary general meeting of shareholders convened for the purposes of amending the articles of association must have a quorum of at least 50% of our issued share capital. If the said quorum is not present, a second meeting may be convened at which Luxembourg law does not prescribe a quorum. Irrespective of whether the proposed amendments will be subject to a vote at any duly convened extraordinary general meeting of shareholders, the amendment is subject to the approval of at least two-thirds of the votes cast at such extraordinary general meeting of shareholders. When the resolution of the general meeting of shareholders is to change the respective rights attached to the beneficiary certificates, the resolution must, in order to be valid, fulfill the above-mentioned conditions as to attendance and majority with respect to the holders of beneficiary certificates.

Formalities. Any resolutions to amend our articles of association must be taken before a Luxembourg notary, and such amendments must be published in accordance with Luxembourg law.

Exclusive Forum

Our amended and restated articles of association provide that, unless we consent in writing to the selection of an alternative forum, the U.S. federal district courts shall be the sole and exclusive forum for any claim asserting a cause of action arising under the Securities Act. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. This choice of forum provision may limit a shareholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees and may increase the costs associated with such lawsuits, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our amended and restated articles of association inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition. Any person or entity purchasing or otherwise acquiring any interest in our share capital shall be deemed to have notice of and to have consented to the choice of forum provisions of our amended and restated articles of association described above. This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction.

Differences in Corporate Law

We are incorporated under the laws of Luxembourg. The following discussion summarizes certain material differences between the rights of holders of our ordinary shares and the rights of holders of the ordinary shares of a typical corporation incorporated under the laws of the State of Delaware, which result from differences in governing documents and the laws of Luxembourg and Delaware.

Luxembourg:	Delaware:
Board of Directors	
Pursuant to Luxembourg law, our board of directors must be composed of at least three directors. They are appointed by the general meeting of shareholders (by proposal of the board of directors, the shareholders or a spontaneous candidacy) by a simple majority of the votes cast. Directors may be reelected, but the term of their office may not exceed six years. Pursuant to our amended and restated articles of association, directors are elected by a simple majority vote at a general meeting. Abstentions are not considered "votes." Our amended and restated articles of association provide, that in case of a vacancy, the remaining members of the board of directors may elect a director to fill the vacancy until the following general meeting. Each director has one vote. Our amended and restated articles of association provide that the board of directors may set up committees and determine their composition, powers, and rules.	A typical certificate of incorporation and bylaws would provide that the number of directors on the board of directors will be fixed from time to time by a vote of the majority of the authorized directors. Under Delaware law, a board of directors can be divided into classes, and cumulative voting in the election of directors is only permitted if expressly authorized in a corporation's certificate of incorporation.
Interested Shareholders	
Under Luxembourg law, no restriction exists as to the transactions that a shareholder may conclude with us. The transaction must, however, be in our corporate interest and be made on arm's length terms.	Section 203 of the Delaware General Corporation Law (the "DGCL") generally prohibits a Delaware corporation from engaging in specified corporate transactions (such as mergers, stock and asset sales, and loans) with an "interested shareholder" for three years following the time that the shareholder becomes an interested shareholder. Subject to specified exceptions, an "interested shareholder" is a person or group that owns 15% or more of the corporation's outstanding voting stock (including any rights to acquire stock pursuant to an option, warrant, agreement, arrangement or understanding, or upon the exercise of conversion or exchange rights, and stock with respect to which the person has voting rights only), or is an affiliate or associate of the corporation and was the owner of 15% or more of the voting stock at any time within the previous three years. A Delaware corporation may elect to "opt out" of, and not be governed by, Section 203 of the DGCL through a provision in either its original certificate of incorporation, or an amendment to its original certificate or bylaws that was approved by majority shareholder vote. With a limited exception, this amendment would not become effective until 12 months following its adoption.

Luxembourg:	Delaware:
Amendment of Governing Documents	
Under Luxembourg law, amendments to our articles of association require an extraordinary general meeting of shareholders held in front of a public notary at which at least one half of the share capital is represented. The notice of the extraordinary general meeting shall set out the proposed amendments to the articles of association.	Under the DGCL, amendments to a corporation's certificate of incorporation require the approval of shareholders holding a majority of the outstanding shares entitled to vote on the amendment. If a class vote on the amendment is required by the DGCL or the certificate of incorporation, a majority of the outstanding stock of the class is required, unless a greater proportion is specified in the certificate of incorporation or by other provisions of the DGCL. Under the DGCL, the board of directors may amend bylaws if so authorized in the charter. The shareholders of a Delaware corporation also have the power to amend bylaws.
If the aforementioned quorum is not reached, a second meeting may be convened by means of a notice published in the Luxembourg official electronic gazette (*Recueil Electronique des Sociétés et Associations*) and in a Luxembourg newspaper 15 days before the meeting. The second meeting shall be validly constituted regardless of the proportion of the share capital represented.	
At both meetings, resolutions will be adopted if approved by at least two-thirds of the votes cast (unless otherwise required by Luxembourg law or the articles of association). Where classes of shares exist and the resolution to be adopted by the general meeting of shareholders changes the respective rights attaching to such shares, the resolution will be adopted only if the conditions as to quorum and majority set out above are fulfilled with respect to each class of shares. This also applies with respect to the beneficiary certificates. An increase of the commitments of its shareholders require, however, the unanimous consent of the shareholders (and bondholders, if any).	
Our articles of association provide that for any extraordinary resolutions to be considered at a general meeting, the quorum shall be at least one-half of our issued share capital. If the said quorum is not present, a second meeting may be convened at which Luxembourg law does not prescribe a quorum. Any extraordinary resolution shall be adopted at a quorate general meeting (save as otherwise provided by mandatory law) by a two-thirds majority of the votes validly cast on such resolution. Abstentions are not considered "votes."	
In very limited circumstances, the board of directors may be authorized by the shareholders to amend the articles of association, albeit always within the limits set forth by the shareholders at a duly convened shareholders' meeting. This is the case in the context of our authorized share capital within which the board of directors is authorized to issue further ordinary shares or in the context of a share capital reduction and cancellation of ordinary shares. The board of directors is then authorized to appear in front of a notary public to record the capital increase or decrease and to amend the share capital set forth in the articles of association. The above also applies in case of the transfer of our registered office outside the current municipality.	

Luxembourg:	Delaware:
Meetings of Shareholders	
Pursuant to Luxembourg law, at least one general meeting of shareholders must be held each year within six months as from the close of the financial year. The purpose of such ordinary general meeting is to approve the annual accounts, allocate the results, proceed to statutory appointments, and grant discharge to the directors. The ordinary general meeting must be held within six months of the end of each financial year.	Typical bylaws provide that annual meetings of shareholders are to be held on a date and at a time fixed by the board of directors. Under the DGCL, a special meeting of shareholders may be called by the board of directors or by any other person authorized to do so in the certificate of incorporation or the bylaws.
Other meetings of shareholders may be convened.	
Pursuant to Luxembourg law, the board of directors is obliged to convene a general meeting so that it is held within a period of one month of the receipt of a written request of shareholders representing one-tenth of the issued capital. Such request must be in writing and indicate the agenda of the meeting.	Under the DGCL, a corporation's certificate of incorporation or bylaws can specify the number of shares that constitute the quorum required to conduct business at a meeting, provided that in no event shall a quorum consist of less than one-third of the shares entitled to vote at a meeting.
Quorum Requirements:	
Luxembourg law distinguishes ordinary resolutions and extraordinary resolutions.	
Extraordinary resolutions relate to proposed amendments to the articles of association and certain other limited matters. All other resolutions are ordinary resolutions.	
Ordinary Resolutions: Pursuant to Luxembourg law, there is no requirement of a quorum for any ordinary resolutions to be considered at a general meeting, and such ordinary resolutions shall be adopted by a simple majority of votes validly cast on such resolution. Abstentions are not considered "votes."	
Extraordinary Resolutions: Extraordinary resolutions are required for any of the following matters, among others: (i) an increase or decrease of the authorized or issued capital, (ii) a limitation or exclusion of preemptive rights, (iii) approval of a statutory merger or de-merger (scission), (iv) dissolution, and (v) an amendment of the articles of association.	
Pursuant to Luxembourg law for any extraordinary resolutions to be considered at a general meeting, the quorum shall generally be at least one half (50%) of the issued share capital. If the said quorum is not present, a second meeting may be convened at which Luxembourg law does not prescribe a quorum. Any extraordinary resolution shall be adopted at a quorate general meeting (save as otherwise provided by mandatory law) by a two-thirds majority of the votes validly cast on such resolution. Abstentions are not considered "votes."	

Luxembourg:	Delaware:
Shareholder Approval of Business Combinations	
Under Luxembourg law and our amended and restated articles of association, the board of directors has the broadest power to take any action necessary or useful to achieve the corporate objective. The board of directors' powers are limited only by law and our amended and restated articles of association. Any type of transaction that would require an amendment to the articles of association, such as a merger, de-merger, consolidation, dissolution, or voluntary liquidation, requires an extraordinary resolution of a general meeting of shareholders. Transactions such as a sale, lease, or exchange of substantial company assets require only the approval of the board of directors. Neither Luxembourg law nor our amended and restated articles of association contain any provision specifically requiring the board of directors to obtain shareholder approval of the sale, lease, or exchange of substantial assets of ours.	Generally, under the DGCL, completion of a merger, consolidation, or the sale, lease, or exchange of substantially all of a corporation's assets or dissolution requires approval by the board of directors and by a majority (unless the certificate of incorporation requires a higher percentage) of outstanding stock of the corporation entitled to vote. The DGCL also requires a special vote of shareholders in connection with a business combination with an "interested shareholder" as defined in section 203 of the DGCL. See "- *Interested Shareholders*" above.
Shareholder Action Without a Meeting	
A shareholder meeting must always be called if the matter to be considered requires a shareholder resolution under Luxembourg law or our amended and restated articles of association. Pursuant to Luxembourg law, shareholders of a public limited liability company may not take actions by written consent. All shareholder actions must be approved at an actual meeting of shareholders held before a notary public or under private seal, depending on the nature of the matter. Shareholders may vote by proxy.	Under the DGCL, unless otherwise provided in a corporation's certificate of incorporation, any action that may be taken at a meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the holders of outstanding stock, having not less than the minimum number of votes that would be necessary to authorize such action, consent in writing. It is not uncommon for a corporation's certificate of incorporation to prohibit such action.
Distributions	
Under Luxembourg law, the amount and payment of dividends or other distributions is determined by a simple majority vote at a general meeting of shareholders based on the recommendation of our board of directors, except in certain limited circumstances. Pursuant to our amended and restated articles of association, our board of directors has the power to pay interim dividends or make other distributions in accordance with applicable Luxembourg law. Distributions (in the form of either dividends, share premium reimbursements or capital surplus reimbursements) may be lawfully declared and paid if our net profits and/or distributable reserves are sufficient under Luxembourg law.	The DGCL permits a corporation to declare and pay dividends out of statutory surplus or, if there is no surplus, out of net profits for the fiscal year in which the dividend is declared and/or for the preceding fiscal year as long as the amount of capital of the corporation following the declaration and payment of the dividend is not less than the aggregate amount of the capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets.

Luxembourg:	Delaware:
Under Luxembourg law, the amount of a distribution paid to shareholders (including in the form of dividends or share premium reimbursements) may not exceed the amount of the profits at the end of the last financial year plus any profits carried forward and any amounts drawn from reserves that are available for that purpose, less any losses carried forward and sums to be placed in reserve in accordance with Luxembourg law or our amended and restated articles of association. Furthermore, no distributions (including in the form of dividends or share premium reimbursements) may be made if net assets were, at the end of the last financial year (or would become, following such a distribution), less than the amount of the subscribed share capital plus the non-distributable reserves. Distributions in the form of dividends may only be made out of net profits and profits carried forward, whereas distributions in the form of share premium reimbursements may only be made out of available share premium and distributions in the form of capital surplus reimbursements may only be made out of capital surplus.	
Under Luxembourg law, at least 5% of our net profits per year must be allocated to the creation of a legal reserve until such reserve has reached an amount equal to 10% of our issued share capital. The allocation to the legal reserve becomes compulsory again when the legal reserve no longer represents 10% of our issued share capital. The legal reserve is not available for distribution.	
Repurchases and Redemptions	
Pursuant to Luxembourg law, we (or any party acting on our behalf) may repurchase our own shares and hold them in treasury, provided that: • the shareholders at a general meeting have previously authorized our board of directors to acquire our ordinary shares. The general meeting shall determine the terms and conditions of the proposed repurchase and in particular the maximum number of ordinary shares to be acquired, the period for which the authorization is given (which may not exceed five years), and, in the case of repurchase for consideration, the maximum and minimum consideration, provided that the prior authorization shall not apply in the case of ordinary shares acquired by either us or by a person acting in its own name but on our behalf for the distribution thereof to our staff or to the staff of a company with which we are in a control relationship;	Under the DGCL, any corporation may purchase or redeem its own shares, except that generally it may not purchase or redeem these shares if the capital of the corporation is impaired at the time or would become impaired as a result of the redemption. A corporation may, however, purchase or redeem out of capital shares that are entitled upon any distribution of its assets to a preference over another class or series of its shares if the shares are to be retired and the capital reduced.

- the acquisitions, including ordinary shares previously acquired by us and held by us and shares acquired by a person acting in his or her own name but on our behalf, may not have the effect of reducing the net assets below the amount of the issued share capital plus the reserves (which may not be distributed by law or under the articles of association);

- the ordinary shares repurchased are fully paid-up; and

- the acquisition offer must be made on the same terms and conditions to all the shareholders who are in the same position, except for acquisitions which were unanimously decided by a general meeting at which all the shareholders were present or represented (and except for acquisitions made on Nasdaq).

No prior authorization by shareholders is required (i) if the acquisition is made to prevent serious and imminent harm to us, provided that the board of directors informs the next general meeting of the reasons for and the purpose of the acquisitions made, the number and nominal values or the accounting value of the ordinary shares acquired, the proportion of the subscribed capital which they represent, and the consideration paid for them, and (ii) in the case of ordinary shares acquired by either us or by a person acting on our behalf with a view to redistributing the ordinary shares to our staff or its controlled subsidiaries, provided that the distribution of such shares is made within 12 months from their acquisition.

Luxembourg law provides for further situations in which the above conditions do not apply, including the acquisition of shares pursuant to a decision to reduce our capital or the acquisition of shares issued as redeemable shares. Such acquisitions may not have the effect of reducing net assets below the aggregate of subscribed capital and reserves (which may not be distributed by law and are subject to specific provisions on reductions in capital and redeemable shares under Luxembourg law).

Any shares acquired in contravention of the above provisions must be resold within a period of one year after the acquisition or be cancelled at the expiration of the one-year period.

As long as shares are held in treasury, the voting rights attached thereto are suspended. Further, to the extent the treasury shares are reflected as assets on our balance sheet a non-distributable reserve of the same amount must be reflected as a liability. Our amended and restated articles of association provide that shares may be acquired in accordance with the law.

On November 10, 2020, our shareholders authorized the Company for a period of five years to repurchase up to 50% of the aggregate Ordinary Shares in issues from time to time. The purchase price per Ordinary Share in such circumstance shall be determined by the board of directors but (i) not less than 50% of the lowest closing price per share and (ii) not more than 50% above the highest closing price per share, in each case as reported by the New York City edition of the Wall Street Journal, or, if not reported therein, any other authoritative sources to be selected by the board of directors, over the ten trading days preceding the date of the purchase (or the date of the commitment to the transaction).

Luxembourg:	Delaware:
Transactions with Officers or Directors	
There are no rules under Luxembourg law preventing a director from entering into contracts or transactions with us to the extent the contract or the transaction is in our corporate interest.	Under the DGCL, some contracts or transactions in which one or more of a corporation's directors has an interest are not void or voidable because of such interest, provided that some conditions, such as obtaining the required approval and fulfilling the requirements of good faith and full disclosure, are met. Under the DGCL, either (i) the shareholders or the board of directors must approve in good faith any such contract or transaction after full disclosure of the material facts, or (ii) the contract or transaction must have been "fair" as to the corporation at the time it was approved. If the board of directors' approval is sought, the contract or transaction must be approved in good faith by a majority of disinterested directors after full disclosure of material facts, even though less than a majority of a quorum.
Luxembourg law prohibits a director from participating in deliberations and voting on a transaction if (i) such director has a direct or indirect financial interest therein, and (ii) the interests of such director or conflict with our interests. The relevant director must disclose his or her personal financial interest to the members of the board of directors and abstain from voting. The transaction and the director's interest therein shall be reported to the next succeeding general meeting of shareholders.	
Our amended and restated articles of association may require that certain transactions between a director and us be submitted for approval by our board of directors and/or shareholders. Our amended and restated articles of association provide that no director, solely as a result of being a director, shall have any duty to refrain from any decision or action to enforce its rights under any agreement or contract with us. A director who has an interest in a transaction carried out other than in the ordinary course of business that conflicts with our interests must advise the board of directors accordingly and have the statement recorded in the minutes of the meeting. The director concerned may not take part in the deliberations concerning that transaction. A special report on the relevant transaction is submitted to the shareholders at the next general meeting of shareholders, before any vote on the matter.	

Luxembourg:	Delaware:
Fiduciary Duties of Directors	
The board of directors must act as a collegial body in the corporate interest of a company and has the power to take any action necessary or useful to realize the corporate objects of a company, with the exception of the powers reserved by Luxembourg law or by the articles of association to the general meeting of shareholders. Luxembourg law imposes a duty on directors of a Luxembourg company to: (i) act in good faith with a view to the best interests of the company; and (ii) exercise the care, diligence, and skill that a reasonably prudent person would exercise in a similar position and under comparable circumstances. The standard of care required from directors in the execution of their mandate vis-à-vis the company is the standard that an ordinary prudent or reasonable person would apply to his or her own affairs. The standard of care is more onerous where a director has special skills or where such director receives remuneration for his or her office. In addition, Luxembourg law imposes specific duties on directors and officers of a company to comply with Luxembourg law and the articles of association of a company.	Under the DGCL, except as otherwise provided in a company's certificate of incorporation, the board of directors of a Delaware company bears the ultimate responsibility for managing the business and affairs of a corporation. In discharging this function, directors of a Delaware company owe fiduciary duties of care and loyalty to a company and its shareholders. Delaware courts have decided that the directors of a Delaware company are required to exercise an informed business judgment in the performance of their duties. An informed business judgment means that the directors have informed themselves of all material information reasonably available to them. Delaware courts have also subjected directors' actions to enhanced scrutiny in certain situations, including if directors take certain actions intended to prevent a threatened change in control of a company or in connection with transactions involving a conflicted controlling shareholder. In addition, under Delaware law, when the board of directors of a Delaware corporation determines to sell or break-up a corporation, the board of directors may, in certain circumstances, have a duty to obtain the highest value reasonably available to the shareholders at that time.
Dissenters' Rights	
Neither Luxembourg law nor our amended and restated articles of association provide for appraisal rights.	Under the DGCL, a shareholder of a corporation participating in some types of major corporate transactions may, under varying circumstances, be entitled to appraisal rights pursuant to which the shareholder may receive cash in the amount of the fair market value of his or her shares in lieu of the consideration he or she would otherwise receive in the transaction.
Shareholder Suits	
Under Luxembourg law, the board of directors has sole authority to decide whether to initiate legal action to enforce a company's rights (other than, in certain circumstances, an action against board members). Shareholders do not have the authority to initiate legal action on a company's behalf. Shareholders and/or future holders of beneficiary certificates holding at least 10.0% of the securities of a company having a right to vote at the general meeting may bring an action against the directors on behalf of the company. This provision of Luxembourg law does not apply to claims under the U.S. federal securities laws.	Under Delaware law, a shareholder may bring a derivative action on a company's behalf to enforce the rights of a company. An individual also may commence a class action lawsuit on behalf of himself or herself and other similarly situated shareholders if the requirements for maintaining a class action lawsuit under Delaware law are met. An individual may institute and maintain a class action lawsuit only if such person was a shareholder at the time of the transaction that is the subject of the lawsuit or his or her shares thereafter devolved upon him or her by operation of law. In addition, the plaintiff must generally be a shareholder through the duration of the lawsuit.

Luxembourg:	Delaware:
Luxembourg law does not provide for class action lawsuits.	Delaware law requires that a derivative plaintiff make a demand on the directors of the corporation to assert the corporate claim before the lawsuit may be prosecuted, unless such demand would be futile.
Cumulative Voting	
Not applicable.	Under the DGCL, a corporation may adopt in its bylaws that its directors shall be elected by cumulative voting. When directors are elected by cumulative voting, a shareholder has a number of votes equal to the number of shares held by such shareholder times the number of directors nominated for election. The shareholder may cast all of such votes for one director or among the directors in any proportion.
Anti-Takeover Measures	
Pursuant to Luxembourg law, it is possible to create an authorized share capital from which the board of directors is authorized by the shareholders to issue further ordinary shares and, under certain conditions, to limit, restrict, or waive preferential subscription rights of existing shareholders. The rights attached to the shares issued within the authorized share capital will be equal to those attached to existing shares and set forth in our amended and restated articles of association. The authority of the board of directors to issue additional ordinary shares is valid for a period of up to five years starting from the date of the publication of the minutes of the extraordinary general meeting resolving upon such authorization in the Luxembourg official gazette (*Recueil Electronique des Sociétés et Associations*), unless renewed by vote of the holders of at least two-thirds of the votes cast at a shareholders meeting. Our amended and restated articles of association authorize our board of directors to issue ordinary shares within the limits of the authorized share capital at such times and on such terms as our board of directors or its delegates may decide for a period ending five years after November 10, 2020 (unless such period is extended, amended or renewed). Accordingly, our board of directors will be authorized to issue ordinary shares up to the limits of authorized share capital until such date. We currently intend to seek renewals and/or extensions as required from time to time.	Under the DGCL, the certificate of incorporation of a corporation may give the board of directors the right to issue new classes of preferred shares with voting, conversion, dividend distribution, and other rights to be determined by the board of directors at the time of issuance, which could prevent a takeover attempt and thereby preclude shareholders from realizing a potential premium over the market value of their shares. In addition, Delaware law does not prohibit a corporation from adopting a shareholder rights plan, or “poison pill,” which could prevent a takeover attempt and also preclude shareholders from realizing a potential premium over the market value of their shares.

Exhibit 4.11

NEOGAMES POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

NeoGames S.A. (the "***Company***") has adopted this Policy for Recovery of Erroneously Awarded Compensation (the "***Policy***"), effective as of October 2, 2023 (the "***Effective Date***"). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 11.

1. Persons Subject to Policy

This Policy shall apply to current and former Officers of the Company.

2. Compensation Subject to Policy

This Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is "received" shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is "received" in the Company's fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

3. Recovery of Compensation

In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any person's right to voluntarily terminate employment for "good reason," or due to a "constructive termination" (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

4. Manner of Recovery; Limitation on Duplicative Recovery

The Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation or Erroneously Awarded Compensation, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person.

5. Administration

This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (the "***Board***") may re-vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the "Committee" shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

6. Interpretation

This Policy will be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith.

7. No Indemnification; No Liability

The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person's potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Committee or the Board shall have any liability to any person as a result of actions taken under this Policy.

8. Application; Enforceability

Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the "***Other Recovery Arrangements***"). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company.

9. Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

10. Amendment and Termination

The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association.

11. Definitions

"***Applicable Rules***" means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company's securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company's securities are listed.

"***Committee***" means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board.

"***Erroneously Awarded Compensation***" means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

"***Exchange Act***" means the Securities Exchange Act of 1934, as amended.

"***Financial Reporting Measure***" means any measure determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non-GAAP/IFRS financial measures, as well as stock or share price and total equityholder return.

"***GAAP***" means United States generally accepted accounting principles.

"***IFRS***" means international financial reporting standards as adopted by the International Accounting Standards Board.

"***Impracticable***" means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company (i) has made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company's home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

"***Incentive-Based Compensation***" means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after beginning service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the issuer has a class of its securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

"***Officer***" means each person who serves as an executive officer of the Company, as defined in Rule 10D-1(d) under the Exchange Act.

"***Restatement***" means an accounting restatement to correct the Company's material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"***Three-Year Period***" means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The "Three-Year Period" also includes any transition period (that results from a change in the Company's fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.

Exhibit 4.12

LOAN AGREEMENT

THIS AGREEMENT (this "**Agreement**") is made on February 14, 2024 ("**Effective Date**"), by and between:

(1) The persons listed in Schedule A (each, the "**Lender**"); and

(2) **NEOGAMES S.A.**, a company organized under the laws of Luxembourg, having its registered address at 5, rue de Bonnevoie, L-1260 Luxembourg, Grand Duchy of Luxembourg (the "**Borrower**").

WHEREAS:

The Lender has agreed to make certain funds available to the Borrower on an unsecured basis on the terms set out in this Agreement.

IT IS AGREED as follows:

1. DEFINITIONS

In this Agreement:

"**Business Day**" means a day, other than a Saturday or a Sunday, on which the banks are open for business in Luxembourg and Israel.

"**Event of Default**" means any event or circumstance specified as such in clause 7 (*Events of Default*).

"**Loan**" means the amount borrowed, including capitalised Interest added to the principal amount of the loan in accordance with clause 4 (*Interest*), but not repaid pursuant to this Agreement.

"**Loan Amount**" means USD 7,000,000 (seven million US Dollars).

"Loan Date" means February 15, 2024.

"Material Adverse Effect" means a material adverse effect on:

(a) the business, operations, property, condition or prospects of the Borrower taken as a whole; and

(b) the ability of the Borrower to perform its payment or other material obligations under this Agreement.

"**Maturity Date**" means the earlier of the date falling: (i) 30 (thirty) days following the closing date of the Business Combination Agreement, entered into by the Borrower and Aristocrat Leisure Limited an Australian public limited company ("Parent") and Anaxi Investments Limited a Cayman Islands exempted company and a wholly owned Subsidiary of Parent; and (ii) 12 (twelve) months as of the Effective Date; or such later date as agreed in writing between the Lender and the Borrower from time to time.

"**Party**" means a party to this Agreement.

2. THE LOAN AND PURPOSE

2.1 On or before the Loan Date, the Lender will advance a loan in an amount equal to the Loan Amount to the Borrower (or as the Borrower shall direct).

2.2 The Loan Amount shall be made available in US dollars.

2.3 Any currency conversion shall be made using the exchange rate based on spot foreign exchange rate provided by www.xe.com on the date in which the Loan Amount is made available to the Borrower (or the closest following business day if it is not a business day).

3. REPAYMENT; VOLUNTARY PREPAYMENTS

3.1 The Borrower shall repay any outstanding portion of the Loan and any and all unpaid interest (including without limitation, any interest accrued pursuant to clause 4 (*Interest*) below) in full on the Maturity Date.

3.2 The Borrower may, on five Business Days' prior written notice to the Lender, prepay all or any part of the Loan without penalty or charge, *provided that* if the prepayment date falls prior to the elapse of 3 (three) months as of the Effective Date, then the Loan shall bear an Interest capitalized for a period of 3 (three) months as of the Effective Date.

4. INTEREST

4.1 The Loan shall bear interest of 9.5% per annum (the "**Interest**"). Interest shall be paid on a monthly basis (pro-rated amount for the specific month).

5. PAYMENTS

5.1 Any payment under this Agreement shall be made in US dollars and if it falls due on a day which is not a Business Day, it shall be paid on the next following Business Day.

5.2 Subject to sub-clause 5.3 below, all payments made by the Borrower to the Lender under this Agreement shall be made without set-off or counterclaim and without any deduction to such bank account as the Lender may from time to time notify in writing to the Borrower.

5.3 If the Borrower makes any payment hereunder in respect of which it is required by law to make any deduction or withholding, it shall pay such additional amounts to ensure receipt by the Lender of the full amount that the Lender would have received but for such deduction or withholding.

6. REPRESENTATIONS AND WARRANTIES

6.1 The Borrower represents and warrants that:

(a) it is a limited liability company validly created and existing under the laws of its jurisdiction, with power to enter into this Agreement and to exercise its rights and perform its obligations hereunder and has taken all corporate or other action required to authorise the execution by it of this Agreement and the performance by it of its obligations hereunder;

(b) no corporate action, legal proceeding or other procedure or step or creditors' process described in clause 7.4 (*Creditors' process*) has been taken or, to its knowledge, threatened; and none of the circumstances described in clause 7.2 (*Insolvency*) currently apply to it;

(c) the execution, delivery and performance by it of this Agreement do not contravene (i) its constitutional documents or (ii) any law or (iii) any contractual restriction binding on it, the breach of which would reasonably be expected to have a Material Adverse Effect;

(d) no action, proceedings, step or procedure has been taken by any person in relation to a suspension of its payments, moratorium of its indebtedness, winding-up, dissolution, administration or reorganisation of it and no liquidator, receiver, administrative receiver, receiver, compulsory manager or other similar officer has been appointed in respect of it or any of its assets.

7. EVENTS OF DEFAULT

Each of the events or circumstances set out below is an Event of Default.

7.1 **Non-payment**

The Borrower does not pay on the due date any amount payable pursuant to this Agreement at the place and in the currency in which it is expressed to be payable unless:

(a) its failure to pay is caused by an administrative or technical error; and

(b) such payment is made within ten (10) Business Days of its due date.

7.2 **Insolvency**

(a) The Borrower stops or suspends, or threatens to stop or suspend, payment of its debts generally, or is unable to, or admits its inability to, pay its debts as they fall due.

(b) The Borrower commences negotiations, or enters into any composition or arrangement, with one or more of its creditors with a view to rescheduling any of its indebtedness (because of actual or anticipated financial difficulties).

(c) The value of the assets of the Borrower is less than its liabilities (taking into account its contingent and prospective liabilities).

7.3 **Insolvency proceedings**

Any corporate action, legal proceedings or other procedure or step is taken in relation to:

(a) the suspension of payments, a moratorium of any indebtedness, winding-up, dissolution, administration or reorganisation (by way of voluntary arrangement, scheme of arrangement or otherwise) of the Borrower;

(b) a composition, compromise, assignment or arrangement with any creditor of the Borrower;

(c) the appointment of a liquidator, receiver, administrative receiver, administrator, compulsory manager or other similar officer in respect of the Borrower or any of its assets; or

(d) enforcement of any security over any assets of the Borrower,

or any analogous procedure or step is taken in any jurisdiction.

7.4 **Expropriation**

The authority or ability of the Borrower to conduct its business is limited or wholly or substantially curtailed by any seizure, expropriation, nationalisation, intervention, restriction or other action by or on behalf of any governmental, regulatory or other authority or other person in relation to the Borrower or any of its assets.

7.5 **Material adverse change**

Where any event occurs (or circumstances exist) which the Lender reasonably believes has or is reasonably likely to have a Material Adverse Effect.

8. ACCELERATION

On and at any time after the occurrence of an Event of Default which is continuing, the Lender may:

(a) cancel the Loan whereupon it shall immediately be cancelled; and/or

(b) declare that all or part of the Loan, together with accrued interest, and all other amounts accrued or outstanding under this Agreement be immediately due and payable, whereupon they shall become immediately due and payable by the Borrower;

(c) For the period following the occurrence of the Event of Default, increase the Interest on the Loan to 14%, per annum.

9. SUBORDINATION

The Loan shall be subordinated to all of the Borrower's indebtedness and obligations pursuant to the Senior Term Facilities Agreement, dated as of 30 May 2022, entered into by and between the Borrower and its affiliates and the senior lenders set out in Schedule B, and otherwise and is subject to the Intercreditor Agreement as Subordinated Liabilities (as defined in the Intercreditor Agreement), dated as of 30 May 2022, entered into by and between the Borrower and its affiliates and the senior lenders set out in Schedule B and otherwise.

10. ASSIGNMENT

Neither Party may assign all or any of its rights or obligations under this Agreement, other than with the prior written consent of the Lender.

11. WAIVERS

No failure or delay by the Lender in exercising any right, power or privilege under this Agreement shall operate as a waiver thereof or prejudice any other or further exercise by the Lender of any of its rights or remedies under this Agreement. The rights and remedies in this Agreement are (unless otherwise expressly provided in this Agreement) cumulative and not exclusive of any rights or remedies provided by law.

12. GOVERNING LAW AND ENFORCEMENT

12.1 This Agreement and any non-contractual obligations arising out of or in connection with it are governed by the laws of England & Wales.

12.2 Any dispute arising out of or in connection with this Agreement (including a dispute or claim relating to the existence, validity or termination of this Agreement or any non-contractual obligation arising out of or in connection with this Agreement) (a "**Dispute**") shall be referred to, settled and finally resolved exclusively by arbitration under the arbitration rules of the London Court of International Arbitration (the **"Rules")** by 1 (one) arbitrator appointed in accordance with the Rules. The place of arbitration shall be London, England and the language to be used in the arbitral proceedings shall be the English language.

12.3 If the Dispute relates to an Event of Default set out in Section 7.1 and was initiated by the Lender, then the Borrower shall bear the Lender's legal costs associated with the Dispute.

13. COUNTERPARTS

This Agreement may be executed in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of this Agreement.

[Remainder of Page Intentionally Left Blank]

This Agreement has been entered into on the date stated at the beginning of this Agreement.

The Lender

By: /s/ Barak Matalon
Name: Barak Matalon
Barak Matalon

The Borrower

NEOGAMES S.A

By:/s/ Mordechay Malool
Name: Mordechay Malool
Title: Authorised Signatory

SCHEDULE A -
LENDER

LENDER	**ADDRESS**	**LOAN AMOUNT**
Barak Matalon		US$ 7,000,000
-		
TOTAL		US$ 7,000,000

SCHEDULE B -
SENIOR LENDERS

GSO ESDF II (Luxembourg) Holdco S. à r.l.
GSO ESDF II (Luxembourg) Levered Holdco II S. à r.l.
GSO ESDF II (Luxembourg) Levered Holdco I S.à r.l.
G QCM (Luxembourg) Holdco S.à r.l.
Blackstone Private Credit Fund

Exhibit 8.1

Subsidiaries of NeoGames S.A

Name	State or Other Jurisdiction of Incorporation or Organization
NeoGames S.A.[1]	Luxemburg
NeoGames Connect s.a.r.l.	Luxemburg
Neogames Systems Ltd.	Israel
Neogames US LLP	United States
NG Connect Ltd	Malta
NG Malta Branch	Malta
NeoGames Solutions LLC	United States
Neogames S.R.O	Czech
Neogames Ukraine	Ukraine
NeoPollard Interactive LLC	United States
Aspire Global International Limited	Malta
AG Software Ltd	Malta
Aspire Global Marketing Solutions Ltd	Israel
AG Communications Limited	Malta
AG 7 Limited	Malta
Utopia Management Group Ltd	British Virgin Islands
ASG Technologies Ltd	British Virgin Islands
Aspire Global Ukraine	Ukraine
Novogoma Ltd	Malta
Neolotto Ltd	Malta
Minotauro Media Limited	Ireland
Marketplay Ltd	Malta
NEG Group Limited	Malta
Vips Holdings	Malta
GMS Entertainment Limited (“GMS”)	Isle of man
BtoBet Limited	Gibraltar
Cylnelish, Sociedad, Limitda	Spain
Aspire Global US Inc.	USA
BNG Investment Group Ltd.,	British Virgin Islands

[1] Pursuant to the Business Combination Agreement (as defined elsewhere in this Annual Report) NeoGames S.A. completed the Continuation (as defined elsewhere in this Annual Report) on April 24, 2024, and changed its legal form as a Luxembourg law governed public limited liability company (*société anonyme*) to a Cayman Islands exempted company (without its dissolution or the liquidation of its assets) and changed its name to Neo Group Ltd. effective from the Continuation.

Exhibit 12.1

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Moti Malul, certify that:

1. I have reviewed this annual report on Form 20-F of NeoGames S.A.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2024

By: /s/ Moti Malul
Moti Malul
Chief Executive Officer
(Principal Executive Officer)

Exhibit 12.2

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Motti Gil, certify that:

1. I have reviewed this annual report on Form 20-F of NeoGames S.A.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2024

By: /s/ Motti Gil
Motti Gil
Chief Financial Officer
(Principal Financial Officer)

Exhibit 13.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 20-F of NeoGames S.A. (the "Company") for the year ended December 31, 2023 (the "Report"), I, Moti Malul, Chief Executive Officer of the Company, do hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2024

By: /s/ Moti Malul
Moti Malul
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to NeoGames S.A. and will be retained by NeoGames S.A. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 13.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 20-F of NeoGames S.A. (the "Company") for the year ended December 31, 2023 (the "Report"), I, Motti Gil, Chief Financial Officer of the Company, do hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2024

By: /s/ Motti Gil
Motti Gil
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to NeoGames S.A. and will be retained by NeoGames S.A. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 15.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the registration statement on Form S-8 (333-251103) and the registration statement on Form S-8 (333-264467) of NeoGames S.A. of our report dated April 19, 2024, relating to the consolidated financial statements as of December 31, 2023 and 2022 and for each of the years in the three-year period ended December 31, 2023, of NeoGames S.A., and our report dated April 19, 2024, relating to the financial statements as of December 31, 2023 and 2022 and for the years then ended, of NeoPollard Interactive LLC, which appear in this Form 20-F for the year ended December 31, 2023.

/s/ Ziv Haft
Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

April 23, 2024
Tel Aviv, Israel

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