Jackpotjoy plc announces intention to float on the London Stock Exchange

The Intertain Group Limited announces additional two year Gamesys non-competition covenants and amendments to Gamesys operating and other agreements

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For immediate release

6 September 2016

Jackpotjoy plc
Intention to float on the London Stock Exchange

The Intertain Group Limited
Additional two year Gamesys non-competition covenants and amendments to Gamesys operating and other agreements

Jackpotjoy plc (the "**Company**") today announces its intention to apply for admission of its Shares to the standard listing segment of the Official List of the FCA and to trading on the London Stock Exchange's main market for listed securities (together the "**Admission**"). The Company expects that Admission will occur in early to mid-October 2016 (subject to satisfaction of certain conditions) and intends to apply for admission of its Shares to the premium listing segment of the Official List in due course.

The Intertain Group Limited (TSX:IT; OTCQX: ITTNF) ("**Intertain**") today concurrently announces additional non-competition covenants and amendments to the long-term operating and other agreements between the Group and Gamesys Limited ("**Gamesys**") and certain of its affiliates pursuant to deeds of amendment dated 5 September 2016 (together, the "**Amendments**"), subject to the satisfaction of certain conditions. Intertain has issued a separate announcement in connection with these Amendments and in connection with its assessment of debt financing alternatives.

In connection with Admission, Intertain will undertake a corporate reorganisation pursuant to a court supervised plan of arrangement in Canada (the "**Plan of Arrangement**") under the Business Corporations Act (Ontario) (a process similar to a scheme of arrangement in the UK). Pursuant to the Plan of Arrangement, and subject to the satisfaction of certain conditions to the completion of the Plan of Arrangement, Intertain will ultimately become a wholly owned, indirect subsidiary of Jackpotjoy plc (which will become the holding company of the Intertain group (currently comprising Intertain, its subsidiaries and subsidiary undertakings)). A shareholder vote at an annual and special meeting of the shareholders of Intertain to, among other things, approve the Plan of Arrangement is scheduled for 23 September 2016 in Toronto (the "**Meeting**").

In this announcement, references to the "Group" are references to (i) Intertain and its subsidiaries prior to it becoming a wholly owned subsidiary of the Company, pursuant to the Plan of Arrangement or (ii) the Company and its subsidiary undertakings upon the Plan of Arrangement taking effect on Admission.

Group highlights

- The Group is the world's leading online B2C bingo-led operator providing real money, wagering-focused entertainment to its international customer base

- Following the conclusion of a strategic review process, Intertain's Board of Directors has determined to pursue a listing in the UK

- The Board of Directors believes that the UK is the natural home for the Group and a UK listing would provide access to a large, liquid and international market that is home to a significant number of the Group's online gaming peers

- A listing in London is also expected to provide the Group with greater exposure to an investor and analyst community with significant gaming sector experience, which is anticipated to result in a broader and deeper market for the Company's Shares, contributing to a more appropriate valuation of the Group's business over time

- The Group continues to trade strongly, building on its market-leading 27% share of the UK online bingo market[1]. In the first half of 2016, the Group delivered revenue growth of 23%, adjusted EBITDA growth of 57% and an adjusted EBITDA margin of 39%[2]

- Two experienced and UK-based independent non-executive directors, Colin Sturgeon and Nigel Brewster, both of whom have held a number of board level positions, will join the Board of Directors on Admission

- Intertain also announced today additional non-competition covenants and amendments to the long-term operating and other agreements between the Group and the Gamesys group. The Gamesys group is the platform and service provider to the Group's Jackpotjoy business. The Amendments are conditional upon Intertain making a pre-payment to Gamesys of £150

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1 Market share relates to all Group UK bingo-led brands during the first six months of 2015.

2 Based on a comparison with the same period in 2015. Growth rates shown are on an acquisition-adjusted basis as though the Jackpotjoy segment businesses had formed a part of the Group for the entirety of the first half of 2015. Also excludes non-recurring, "one-off" items.

million (the "**Pre-Payment**") in respect of Intertain's earn-out obligations[3]. Key terms of the Amendments include[4]:

- Additional two year non-competition covenant from the Gamesys group (to April 2019; previously expiring in April 2017);
- Five-year extension of terms of the operating agreements (to April 2030; previously expiring in 2025), with a corresponding extension of the term of the content licensing agreement (to April 2040); and
- Aggregate cap of £375 million on the earn-out payments payable to Gamesys (previously uncapped)

- Intertain has also announced today that it is actively assessing its debt financing options in connection with funding the Pre-Payment and intends to raise an amount at least equal to the Pre-Payment amount through a bond issuance

- The Group's aim is to generate long term value for its stakeholders and design a shareholder distribution policy that reflects the growth prospects and profitability of the Group. It is the Board of Directors' intention to begin to pay a dividend as soon as is practicable, while maintaining appropriate levels of operational liquidity and complying with financing covenants

- The Board is confident in the Group's prospects and sees a number of exciting opportunities for growth, including the development of its multi-platform offerings, further gains in market share in core markets and expansion into newly-regulating gaming jurisdictions

Neil Goulden, Chairman of Jackpotjoy plc said:

"I am delighted to be chairing the Jackpotjoy board at this exciting point in the company's history. Under Andrew McIver's leadership, supported by Keith Laslop, and with a high-calibre management team and a well-balanced board, Jackpotjoy is now seeking to comply with the highest standards of UK corporate governance. Accordingly we will also voluntarily comply with certain investor protection mechanisms as if a UK premium-listed company, ensuring that we now have the right corporate governance structure in place to take the company into its next phase of growth."

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3 Earn-out obligations are payable to Gamesys in respect of the Jackpotjoy brands acquired in April 2015. The fair value of these amounts is presented as "contingent consideration" on Intertain's balance sheet. The remaining balance of these earn-out obligations are to be paid in due course in accordance with the original terms of the earn-out obligations.

4 The Amendments also provide, among other things, that the Group may not serve notice to terminate its operating agreements with the Gamesys group (other than for cause) until at least April 2019, that the Intertain group may not serve notice to internalize certain operational functions in connection with the Jackpotjoy business until that same date, and that the Intertain group will now be able to effect any such transition more quickly if such a transition ultimately occurs. The Intertain group has agreed to pay the Gamesys group an aggregate of £24 million in equal monthly instalments in arrears over the period from April 2017 to April 2020 in connection with the Amendments.

Historical financial information and key performance indicators for the Group

(in Canadian Dollars)

Unaudited, except where indicated	**Year ended 31 December 2015**	**Period ended 30 June 2015**	**Year ended 31 December 2015**	**Period ended 30 June 2015**	**Period ended 30 June 2016**
	Audited	*Reported*	*Pro Forma*	*Acquisition-Adjusted*	*Reported*
	($000's)	($000's)	($000's)	($000's)	($000's)
Revenue (1)	384,465	130,292	460,205	205,974	247,333
Adjusted EBITDA (2)	139,452	42,489	168,401	71,380	98,506
Adjusted EBITDA margin % (3)	36%	33%	37%	35%	40%
Adjusted net income (4)	111,564	33,291	140,190	62,167	81,418
Adjusted net income margin % (5)	29%	26%	30%	30%	33%
Diluted adjusted net income per share (6)	$1.72	$0.61	$2.16	$1.13	$1.10
Operating cash flow (audited)	48,265	(35,952)	N/A	N/A	86,496
Operating cash flow conversion (as a % of adjusted EBITDA)	35%	(85%)	N/A	N/A	88%
Average active customers per month # (7)	169,579	130,904	204,073	199,893	224,188
Average real money gaming revenue per average active customer (8)	157	136	154	131	165

(1) "Revenue" as reported by Intertain relates to "net gaming revenue" and is defined as the total amount wagered by players less all winnings payable to players, bonuses allocated, and jackpot contributions. This includes amounts related to the Vera&John business pertaining to the Amaya revenue guarantee and non-recurring platform migration fees received in the second quarter of 2016.
(2) "Adjusted EBITDA" is a non-IFRS financial measure that is defined by Intertain as income before interest expense (net of interest income), income taxes, amortization, share-based compensation, severance costs, independent committee related expenses, impairment charges, gain on cross currency swap, debt settlement expense, fair value adjustments on contingent consideration, gain on sale of intangible assets, transaction related costs and foreign exchange gain / (loss).
(3) "Adjusted EBITDA margin" is a non-IFRS measure that is defined by Intertain as Adjusted EBITDA (as defined above) as a percentage of "Revenue".
(4) "Adjusted net income" is a non-IFRS measure and is defined by Intertain as net income before share-based compensation, severance costs, independent committee related expenses, impairment charges, gain on cross currency swap, debt settlement expense, fair value adjustments on contingent consideration, gain on sale of intangible assets, transaction related costs and foreign exchange gain / (loss).
(5) "Adjusted net income margin" is a non-IFRS measure and is defined by Intertain as Adjusted Net Income (as defined above) as a percentage of "Revenue".
(6) "Diluted adjusted net income per share" is a non-IFRS measure, that Intertain defines as Adjusted Net Income divided by the diluted weighted average number of shares outstanding, calculated using the IFRS treasury method, for the applicable period.
(7) Average active customers per month is a key performance indicator used by Intertain, defined as the average active users per month across all platforms, averaged over a three month period
(8) Average real money gaming revenue per average customer is a key performance indicator used by Intertain, defined as average monthly "Revenue" divided by "Average active customers per month"

"Pro forma" and "Acquisition-Adjusted" columns shown in table above show financial information and key performance indicators adjusted as though the Jackpotjoy business had formed a part of the Group for the entirety of the period shown (actual date of acquisition completion: 8 April 2015)

Jackpotjoy plc at a glance

Through its multi-award winning online bingo and casino businesses, the Group is the No.1 bingo-led operator globally[5], offering an industry leading level of player "liquidity" – meaning more frequent games, lower waiting times, more winners and higher jackpots – which translate into higher customer retention and significant new customer wins. In the first six months of 2016, 72% of revenue was generated from the Group's bingo-led offering, with 79% of revenue being generated in regulated European markets, including 66% in the UK[6]. The UK is the Group's core customer market, where it enjoyed a market-leading 27% share of the online bingo market in 2015[7].

Within each of its online businesses, the Group operates (directly or through third parties) trusted, well-recognised branded sites, including: Jackpotjoy, Botemania, Starspins, and the Jackpotjoy and Starspins Social sites, which are part of the bingo-led Jackpotjoy business; Vera&John, Vera&Juan, and InterCasino, which are part of the online casino Vera&John business; and Costa Bingo and Sing Bingo, which are part of the bingo-led Mandalay business. Jackpotjoy plc owns and operates proprietary software within its Vera&John business, including a leading edge B2C and B2B platform. The Group uses third party platform providers the Gamesys group and 888 respectively for its Jackpotjoy and Mandalay businesses.

The Group's average active monthly users, totalling approximately 224,000 per month on average in the first six months of 2016, enjoy a wide variety of online bingo offerings and a vibrant online community that secure high levels of brand loyalty and customer retention. Through the Jackpotjoy brand, the Group owns the leading online bingo site in the world[8].

In 2014 the Group began its journey towards becoming the world's leading online bingo and casino operator, acquiring its first business, InterCasino, and listing on the Toronto Stock Exchange ("**TSX**") as The Intertain Group Limited. Since then, the Group has acquired three additional leading online gaming businesses, each with a high level of brand recognition and their own unique customer propositions. The acquisitions of the Mandalay and Vera&John businesses followed in 2014, and the acquisition of the Jackpotjoy business was completed in April 2015. The Group now holds a market-leading portfolio of distinctive online B2C bingo brands, generating revenue of C$502 million (£263 million) and adjusted EBITDA of C$195 million (£103 million) in the twelve months to June 2016[9].

As detailed in an announcement issued by Intertain on 26 July 2016, a strategic review process was launched in March 2016 in response to the perceived misalignment of Intertain's business fundamentals and share price on the TSX. Following an extensive review of the strategic alternatives available to Intertain, its Board of Directors has determined to pursue a listing in the UK, with a view to maximizing the potential long-term value for shareholders.

Intertain's Board of Directors believes that the UK, being its primary customer market, is the natural home for the parent company of the Group. In reaching its conclusion that the Plan of Arrangement was in the best interests of the Group, the special committee of Intertain's Board of Directors considered a number of factors, including that Admission is expected to provide the Group with access to a large, liquid and international market that is home to a significant number of the Group's

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5 Company data. Based on the overall UK share of Group-owned brands of the online bingo-led gaming market for the first six months of 2015.

6 In the first six months of 2016. Regulated markets relate to countries that have a pre-existing gaming or gambling legal regime including, for example, an established taxation structure, such as in the United Kingdom.

7 Market share in the UK relates to all Group bingo-led brands during the first six months of 2015.

8 Based on a 23% market share of UK bingo-led gross wins in H1 2015 (gross wins defined as total gaming revenue before deductions of gaming taxes, third party licenses and platform fees).

9 Converted to GBP at the average H1 2016 rate of C$/£ of 1.9057.

global gaming industry peers; greater exposure to a large analyst community with significant sector experience; and an increase in the Group's profile and status among UK and European-based investors, all of which are anticipated to result in a broader and deeper market for the Company's Shares, contributing over time to a fuller and more appropriate valuation of the Group's business over time.

The Company will tomorrow, from 1pm BST and 8am EST, be presenting at an Analyst and Investor Day to provide further information on the Group and the proposed Admission. A live audio webcast of the presentation will be available at:
http://event.on24.com/r.htm?e=1242864&s=1&k=EC1A2E9E9DA54EABB286AAB8C01D654A.

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ADDITIONAL INFORMATION

Group highlights and key strengths

The Group operates award-winning B2C online bingo-led and casino gaming sites. Despite its relatively short operating history as an online gaming group, the Group's core businesses have a proven track record of growth:

- Underlying revenue for the Jackpotjoy business segment increased by a compound annual growth rate ("**CAGR**") of 11% between 2013 and 2015[10];
- Vera&John's underlying revenue increased by a CAGR of 32% over the same period[11]; and
- Mandalay's underlying revenue increased by a CAGR of 19% over the same period

The Group has continued to record strong growth for the first half of 2016. Revenue for the Group was up 23% on the same period in 2015[12], with year on year revenue growth of 20% in the Jackpotjoy business, 42% in the Vera&John businesses and 9% in the Mandalay businesses.

 # 1 bingo-led operator globally, with the deepest liquidity in bingo

- The Group's business model has been structured to focus on the high-growth online bingo market in the UK and Northern Europe. Through the acquisition and operation of well-recognised online bingo brands (including Jackpotjoy, Costa Bingo and Botemania), the Group provides a communal bingo gaming experience to its growing customer base. In addition, through its online casino focused brands (including Jackpotjoy Slots, Vera&John and Starspins), the Group offers a diverse range of gaming experiences to players

- Unlike traditional gaming, the Group's focus on online real-money bingo enables the Group to leverage its scale and gaming platforms to provide customers with a large network of sociable, community games. For online bingo, this creates a high degree of "liquidity", or the process by which the number and breadth of games offered increases, along with the size and variety of potential jackpots, as the volume of players and wagers grows. This liquidity increases the attractiveness of gaming platforms and is an important driver of customer demand and retention, serving also to generate new customer acquisitions

- At the core of the Group's operations is a strategy to maintain its market leadership and the highly liquid nature of its bingo gaming. The Group is the market leader with a 27% share of the UK online bingo market in H1 2015. The Company's Board of Directors believes a cyclical relationship exists between high liquidity, customer retention and market share. As a result, maintaining volume of players, games and jackpots forms a core part of the Group's strategy. Further, maintaining a high degree of liquidity serves as a significant barrier to entry within the online bingo market and creates a positive competitive advantage for the Group, relative to its peers

- Among the Group's core bingo brands, Jackpotjoy is the number one brand in the UK bingo market, with over £25 billion of wagering since its inception in 2009 and a 23% share of gross UK bingo led gross wins[13]. Liquidity within the Jackpotjoy-branded business is

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10 Revenue growth rate shown on an acquisition-adjusted basis as though the business had formed a part of the Group for the entirety of the period referenced.

11 Revenue growth rate shown excludes amounts pertaining to a minimum revenue guarantee agreed with Amaya Inc. upon acquisition of the InterCasino business in 2014 (which expired in the first financial quarter of 2016). Also excludes one-off platform fee received in Q2 2016.

12 Revenue growth rate shown on an acquisition-adjusted basis as though the Jackpotjoy segment business had formed a part of the Group for the entirety of the first half of 2015. Also excludes non-recurring, "one-off" items.

13 Gambling Commission research estimates.

significantly strengthened by pooling the platform's operations with Jackpotjoy Sweden and Starspins, which provide the Group with further cross marketing opportunities

Attractive demographic primarily focused on the female audience

- Online bingo is a growing market and the Group is uniquely positioned in the world's dominant online bingo marketplace. The UK is the world's largest online real-money bingo market, representing approximately 28% of the global online bingo market[14]. Within this market, bingo continues to be a largely female-oriented form of online entertainment and the Group is highly focused on this key demographic. In 2015, 62% of the Group's revenue was attributable to female players, who continue to value the Group's distinct brands and sociable online environments

- The Company's Board of Directors believes that the Group's business model, which targets 35 to 50 year old female players who are attracted to the communal nature of online bingo, is a successful contributor to its high liquidity and maintained market share. This target demographic positions the Group uniquely among other large UK online gaming companies, which focus more on the male, sportsbetting demographic

Distinctive brands deliver high customer retention

- The Company's Board of Directors believes that the Group's core brands have historically demonstrated significant customer retention, meaning that players stay loyal to its online platforms for longer and that new players are highly likely to return. The Group's flagship brands, including Jackpotjoy, Costa Bingo and Botemania, are extremely well recognised among key target demographics, largely as a result of regular and high-profile marketing campaigns. The Group has previously promoted its branded platforms to targeted customers with the help of Barbara Windsor, in the case of Jackpotjoy, and Mel B "Scary Spice", in the case of Costa Bingo

- The Group has a high-quality multi-brand offering with clear differentiation between each brand to target different categories of players. The Group aims to create a breadth of product offerings such that players feel that they know and recognise the different elements of each bingo brand and can decide which platform to use. This multi-brand strategy is intended to improve retention and also to enable the Group to offer players a bespoke proposition depending on the frequency with which they play, as well as to provide the Group with cross-marketing opportunities to improve the ultimate value derived from players

- The Company's Board of Directors believes that players join the Group's bingo communities and remain loyal customers in part due to their highly sociable environments. In 2015, 89% of Group revenue was attributable to players that became customers for the first time in 2014 or earlier. This high retention is core to the Group's strategy and allows for maintenance of large market share

- The Group's player base is especially loyal, valuing the Group's trusted reputation and community experience. The Jackpotjoy-branded site has won multiple-awards including: *Bingo Site of the Year, Bingo Marketing Campaign of the Year, Innovation of the Year, Customer Service Operator of the Year and Best Game of the Year*

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14 As per H2 Gambling Capital.

79% of revenue generated from regulated markets

- Approximately 79% of the Group's revenue was derived from regulated markets (markets with an established online gaming regulatory regime) in the first half of 2016. This revenue split compares favourably with other online gaming peers

- The Company's Board of Directors believes that generating a large proportion of revenue from regulated markets provides a substantial benefit to the Group, as cash flows are consequently less vulnerable to the risk of new market regulations being introduced. Operating under these regulated jurisdictions also acts as a barrier to entry for competitors less well adapted to regulated environments

- The UK, which represents approximately 66% of the Group's revenue, has been regulated and introduced the "point-of-consumption" tax regime in December 2014.

High growth, high margins and low capital intensity

- Revenue has grown materially following the Jackpotjoy acquisition in the second quarter of 2015. During the six months ended 30 June 2016 compared to the six months ended 30 June 2015, on a constant currency and acquisition adjusted basis, Group underlying revenue increased by 23% and underlying adjusted EBITDA increased by 57%

- The Group's high organic growth rates in each of its business segments have been largely driven by growth in the online gaming sector, particularly in the core market of the UK, and also by the introduction of new multi-platform products. These have included, for example, the introduction of casino gaming as a complement to the Group's core bingo offering to its Spanish customer base

- The Group achieved an industry-leading adjusted EBITDA margin of 39% for the six months ended 30 June 2016. The Group benefits from a variable cost structure, which lessens the impact on earnings from unforeseen downturns in revenue

The Group's strategy for growth

With a leading market position and diverse customer base (both geographically and demographically), the Group sees a number of opportunities to deliver further growth. The Board of Directors have identified the following strategic priorities to capitalise on these opportunities:

Drive market share of the core businesses in existing markets

- The Group operates in large, stable and growing markets, generating 86% of revenue from European gaming markets, predominantly the UK, Spain and the Nordics[15]. The Company's Board of Directors believes the robustness of core bingo-led markets and the importance of liquidity means that there continues to be opportunity for continued growth in existing markets. With a strong market share and high customer retention rate, the Group is well placed to take advantage of these market dynamics. The leading position of the Jackpotjoy brand for example, with 23% of total UK bingo-led gross wins in 2015, positions the wider Group well to take advantage of growing national demand for online bingo entertainment

- The Group is now focused on organic growth within its leading brand portfolio, with no current plans for further business acquisitions. The Company's Board of Directors believes that the

[15] Nordics defined as Finland, Sweden and Norway.

growth of the Group's businesses in the UK is best achieved through a continued focus on organic game launches and marketing campaigns

- The Company's Board of Directors believes there is also significant opportunity to increase penetration of the Botemania business in the nascent Spanish market, where it is the number one bingo site

- In addition to maintaining high liquidity to drive customer retention, the Group aims to attract new customers through innovative gaming initiatives (e.g. community jackpots) and new marketing campaigns. Targeted demographics have been receptive to these activities in the past, and the Group aims to continue to consolidate and expand its player base through this model (see *Targeted Marketing, aimed at core demographics* below)

Product development, notably mobile device offerings

- In recent years, the online gaming market has witnessed a significant transition in player engagement from desktop to mobile devices. This migration is expected to continue such that mobile devices become the foremost arena for online bingo and casino gaming

- The Group's gaming platforms have been developed across devices, either directly by the Group in the case of the Vera&John brand or indirectly through its platform operators. At the core of the Group's strategy is an objective to continue to develop its mobile base to significantly enhance customer value and satisfaction

- The Group is continuing to develop its mobile offerings through platform enhancements across each of the individual businesses: Jackpotjoy; Vera&John; and Mandalay

Development of new markets; leveraging existing strengths in newly regulated markets

- Future regulatory changes in certain geographies potentially provide an opportunity to the Group for new market development. The high liquidity of the Group's bingo brands means that the Group is well positioned to gain market share quickly in new markets. The Group monitors regulatory changes on an ongoing basis to assess which markets may provide the greatest potential future growth opportunities

- At present, there are multiple opportunities in markets that are either undergoing the regulatory implementation process or that have recently become regulated. The Group is currently assessing the viability of entering certain European markets, including Romania, as well as a number of markets in the Americas, including Mexico. Further, the Company's Board of Directors is currently exploring geographical expansion of the Vera&John business, including evaluating a UK relaunch

- Historically, the businesses acquired by the Group have a track record of expanding to new geographic locations and entering new markets through the acquisition and assimilation of its brands, whose natural scalability allows the Group to enter into and service new markets at minimal incremental costs

Targeted marketing, aimed at core demographics

- The Group has run several high-profile marketing campaigns across its key brands, which have driven strong brand recognition. To date, the Group has been an effective procurer of both offline and online media in its core markets, including employing well known celebrity personalities to endorse key brands. Since 2010, the Jackpotjoy-branded site has partnered with the British-television soap actress Barbara Windsor (marketed under the "Queen of

Bingo" character), whilst Mel B "Scary Spice" and Johnny Vegas have promoted the Costa Bingo brands

- The Group's core female audience has a proven retention rate and has demonstrated a high level of responsiveness to targeted marketing campaigns. Given strong demand, the Group aims to continue campaigns targeted at its majority female player base, which continues to be under-served, in order to increase active player numbers and drive revenue. With its strong market awareness, the Group strives to employ an efficient approach to marketing activities using targeted reactivation and new customer acquisition campaigns, which are designed to maximise returns on investment and lifetime value of marketing spend

- Campaigns to 'reactivate' inactive users are being pursued on Jackpotjoy-branded sites and a new marketing campaign has recently been launched for Mandalay's 'Costa Bingo' brand

Cross-selling opportunities across different games and platforms

- The Group's player base has increasingly shown a propensity to engage with multiple platforms. For example, bingo-focused players also often choose to play casino-based games. The share of users accessing games on both mobile and platform has risen substantially since 2014

- Within the Jackpotjoy business, customers playing on both mobile and desktop yielded over 2.5x the revenue earned from desktop-only players[16]

- The Group intends to benefit from this trend by promoting cross-selling across core platforms while maintaining high levels of customer retention

History of Intertain

- Intertain was incorporated in Ontario, Canada on 26 November 2010 as Aumento Capital II Corporation. Intertain (then Aumento Capital II Corporation) completed its initial public offering of 2,605,000 common shares as a capital pool company (i.e. a special purpose acquisition company) on the TSX Venture Exchange ("**TSXV**") on 6 October 2011, with the common shares listed and posted for trading on 12 October 2011 under the trading symbol "AQT.P". On 10 February 2014, Intertain changed its name to "The Intertain Group Limited".

- As a capital pool company, Intertain did not conduct commercial operations other than to enter into discussions for the purpose of identifying potential acquisition targets and did not own any assets other than cash prior to completion of the first of its business acquisition. InterCasino (now forming a part of the Vera&John business) was acquired on 18 February 2014 subsequent to which Intertain's outstanding common shares were listed and posted for trading on the TSX under the trading symbol "IT".

- Following this initial acquisition, Intertain then also acquired the Mandalay Media (holding the Costa Bingo brand) and Vera&John businesses in July and December 2014 respectively. In April 2015, Intertain then acquired the largest (by revenue) of its segments: the Jackpotjoy business. The Jackpotjoy acquisition included, as part of total potential consideration, a contingent portion based on the financial performance of the business in various periods during the five year period post-acquisition. As noted above, and in Intertain's separate

[16] Average monthly yield for the year ended 31 December 2015 calculated as average monthly Net Gaming Revenue by platform divided by active users.

announcement today, Intertain has renegotiated the non-competition covenants and long-term operating and other agreements between the Intertain group and the Gamesys group

Overview of the Admission

- Subject to the outcome of the Intertain shareholder vote at the Meeting on 23 September 2016, and the satisfaction of the other conditions to the completion of the Plan of Arrangement, the Company intends to seek admission to the Standard listing segment of the FCA's Official List and to trading on the main market for listed securities of the London Stock Exchange in October 2016

- Jackpotjoy plc, which is a UK-tax resident, will directly and indirectly acquire all of the common shares of Intertain, which are currently listed on the TSX, pursuant to a Plan of Arrangement taking effect on Admission:

    - Under the terms of the Plan of Arrangement, Intertain shareholders will exchange common shares of Intertain for ordinary shares of Jackpotjoy plc on a one-for-one basis which will result in Intertain becoming an indirect subsidiary of Jackpotjoy plc

    - Existing shareholders of Intertain will receive Jackpotjoy plc Shares on a one for one basis. In addition, in order for Intertain's eligible Canadian resident shareholders to have the ability to defer Canadian capital gains taxes in connection with the disposal of their Intertain shares and/or to continue to hold Canadian listed securities, these eligible Canadian resident shareholders have been offered an election to receive either Jackpotjoy plc Shares or shares of an indirect subsidiary of the Company which may be exchanged for Jackpotjoy plc Shares (the "**Exchangeable Shares**")

    - It is intended that the Exchangeable Shares will be listed on the TSX, and a conditional approval for this listing has been obtained

- It is expected that trading in Intertain (currently trading with the ticker "IT" on the TSX) will cease at the close of market on the business day immediately preceding Admission and common shares will be de-listed from the TSX on the date of Admission

- Trading volumes in Jackpotjoy plc Shares on the day of their admission to trading on the London Stock Exchange, and potentially in the subsequent two trading days, are expected to be extremely limited

    - This is due to a large number of Intertain shares being comprised of holdings through CDS & Co. that CREST accounts of Intertain shareholders holding through CDS & Co. are only expected to be credited, provided the relevant documentation is delivered to Computershare, at 8:00 a.m. on the third business day following the Effective Date. Furthermore, because the TSX has conditionally approved the listing of the Exchangeable Shares issued pursuant to the Plan of Arrangement in substitution for the currently listed Intertain shares as of the effective date of the Plan of Arrangement, there is a risk that liquidity in the Shares could be affected in the near-term if a large portion or all of the Canadian resident shareholders elect to receive the Exchangeable Shares (together with the ancillary rights) in lieu of the Shares. If an active trading market is not developed or maintained, the liquidity and trading price of the Shares could be adversely affected

- Admission is subject to obtaining consent from existing term loan lenders for the change of control arising from the Plan of Arrangement

- Credit Suisse International ("**Credit Suisse**") and Canaccord Genuity ("**Canaccord**") are acting as financial advisors to the special committee of the Board of the Company

Assessing Debt Financing Options

Intertain has also announced today that it is actively assessing its debt financing options in connection with funding the Pre-Payment and as part of its ongoing assessment of the Group's capital structure. In that regard, Intertain intends to raise an amount at least equal to the Pre-Payment amount through an issuance of GBP-denominated bonds with an anticipated maturity of five to seven years. The issuance is expected to be completed in late September to mid-October 2016.

As part of this process, Intertain will discuss with the lenders under its existing credit facilities potential amendments to these credit facilities in connection with the proposed bond issuance and the obtaining of consent of these lenders to the Plan of Arrangement and other relevant matters. Intertain expects to commence these discussions in due course, with the final size of the bond issuance to be determined following these discussions. The Amendments specifically permit Intertain to enter into such a debt financing arrangement and, provided certain other conditions are met, Intertain will be required to make the Pre-Payment to Gamesys upon closing of any such debt financing arrangement.

Dividend policy

The Company's aim is to generate long term value for its stakeholders and design a shareholder distribution policy that reflects the growth prospects and profitability of the Group while maintaining appropriate levels of operational liquidity.

Subject to ensuring sufficient cash remains in the business, including to meet forecast working capital requirements, contingent and financial liabilities (including with respect to any contingent consideration that may be due to Gamesys as a result of the acquisition of the Jackpotjoy brands) and other capital requirements, the Company's Board intends to target an annual total dividend of 50% of the Company's adjusted net income (a non-IFRS measure), as defined and calculated from time to time by the Company. The Board of Jackpotjoy plc intends to introduce such a policy once the Company's leverage has reduced to levels commensurate with its UK-listed peers and will keep this policy under continual review.

Board of Directors on Admission

Neil Goulden, Chairman

Neil is the Chairman of the Board, having been appointed to the Board of Directors of Intertain in June 2016. Neil spent the last 25 years at board level within a number of leisure businesses, including Ladbrokes, Compass Plc, Allied Leisure Plc and the Gala Coral Group. He was Group Managing Director, Chief Executive Officer, Chairman and Chairman Emeritus of Gala Coral Group from 2001 to 2014. Neil currently acts as Senior Independent Director at Marston's plc, the FTSE 350 pub and brewing company, where he also chairs the Remuneration Committee and previously chaired the Audit Committee. Neil is a director of a number of other companies and trustee of a number of charities, and holds and has held a number of ministerial appointments. He was a member of the Low Pay Commission from 2007 to 2015 and advised the government on gambling matters as a member of the Responsible Gambling Strategy Board (2008 to 2011), as Chairman of The Responsible Gambling Trust (2011 to 2016) and currently advises the government as a member of the Horserace Betting Levy Board. Neil graduated from the University of Southampton in 1975 with a BSc in Politics and Law and is a Companion of the Chartered Management Institute and a member of the Institute of Hospitality.

Andrew McIver, Chief Executive Officer and Director

Andrew is the Company's Chief Executive Officer, having also been appointed to the Board of Directors of Intertain in June 2016. Andrew was previously Chief Executive Officer of online gaming company Sportingbet plc, a role he held for over six years, having previously acted as CFO for almost five years. During his time at Sportingbet, Andrew developed and diversified the business, expanding operations into 26 countries including Australia, Spain and Greece. In March 2013, he oversaw its sale for £480 million to a joint-bid from bookmaker William Hill and sports betting and gaming group GVC. Prior to Sportingbet, Andrew held senior positions with major brands in retail, telecommunications and betting including Ladbrokes, British Telecom and House of Fraser, having trained as a Chartered Accountant. Andrew graduated from the University of Bristol in 1985 with a BSc in Economics.

Keith Laslop, Chief Financial Officer and Director

Keith is the Company's Chief Financial Officer. Prior to that, Keith previously served as principal of Newcourt Capital, a boutique private equity group. From 2004 to 2008, Keith served as the CFO, then President of Prolexic Technologies, Inc., the world's largest Distributed Denial of Service (DDoS) mitigation provider. From 2001 to 2004, he served as the CFO and Business Development Director of Elixir, a London-based video gaming software developer. Prior to Elixir, Keith served in various corporate development, mergers and acquisitions, and gaming consultant roles in London, England and Toronto, Canada. Keith is a Chartered Accountant and holds the Chartered Financial Analyst (CFA) accreditation.

David Danziger, Independent Non-Executive Director

David is a Chartered Accountant and the Senior Vice President of Assurance Services at MNP LLP, Chartered Professional Accountants, a full service audit and accounting firm. He also leads the firm's Public Markets practice. David is experienced in management consulting and business advisory services. He was Chief Executive Officer and a director of Aumento Capital Corporation (now Annidis Corporation), a capital pool company that completed its qualifying transaction in June 2011, Aumento Capital III Corporation (now Exo U Inc.), a capital pool company that completed its qualifying transaction in June 2013 and Aumento Capital IV Corporation (now GreenSpace Brands Inc.), a capital pool company that completed its qualifying transaction in April 2015. He is currently a director of Eurotin Inc. (TSXV), Euro Sun Mining Inc. (formerly Carpathian Gold Inc.) (CSE), Era Resources Inc. (TSXV) and Poydras Gaming Finance Inc. (TSXV). He graduated with a B.Comm from the University of Toronto in 1978 and was designated a Chartered Accountant in 1983.

Paul Pathak, Independent Non-Executive Director

Paul has been a partner of Chitiz Pathak LLP since 1996, a Toronto law firm serving clients in the securities and investment industries. Paul practices principally in the areas of corporate, securities, mergers, acquisitions and commercial law. Paul has acted for issuers in a broad range of securities transactions, including initial public offerings, reverse take-overs, establishment of capital pool companies, going-private transactions and numerous financing structures. Paul has served as a member of the board of directors of several private and public companies listed on Canadian stock exchanges including Aumento Capital Corporation (now Annidis Corporation), a capital pool company that completed its qualifying transaction in June 2011, Aumento Capital III Corporation (now Exo U Inc.), a capital pool company that completed its qualifying transaction in June 2013 and Aumento Capital IV Corporation (now GreenSpace Brands Inc.), a capital pool company that completed its qualifying transaction in April 2015. Paul was called to the Ontario Bar in 1994, having completed his LL.B. at Osgoode Hall Law School in 1992.

Jim Ryan, Independent Non-Executive Director

Jim is currently Chief Executive Officer of Pala Interactive, LLC and brings extensive experience in the online gaming industry, having previously served as Co-Chief Executive Officer of bwin.party digital entertainment plc and as Chief Executive Officer of PartyGaming plc. Jim also sits on the boards of Gaming Realms plc, Duke Royalty plc and Fralis International LLC. Jim obtained professional qualifications as a Chartered Accountant from the Canadian Institute of Chartered Accountants and a degree in business from the Goodman School of Business at Brock University.

Colin Sturgeon, Independent Non-Executive Director

Colin has extensive experience leading and managing the origination and execution of corporate and government finance. In July 2005, Colin retired from RBC Capital Markets after over 20 years of service. Throughout his career at RBC, Colin held various roles of increasing responsibility, including Head of Corporate and Investment Banking for Europe, Middle East and Africa and, most recently, as Deputy Chairman, Royal Bank of Canada Europe Limited and Chairman of the European Banking and Trading Risk Management Committees. Prior to joining RBC in 1981, Colin worked for ten years at Merrill Lynch International in London where he held roles in money market and foreign exchange trading and investment banking. Following his retirement from RBC, Colin has been involved with Affinity Sutton Group, one of the UK's largest providers of social housing, as a group board member, and currently as a member of the shadow board appointed in connection with Affinity Sutton and Circle Housing's planned merger. Colin has served on the boards of several companies, including those of Krupaco Finance UK Limited, Channel Services Limited and RBC Pension Trustees Limited. Colin has also acted as a senior advisor to the Financial Services Authority.

Nigel Brewster, Independent Non-Executive Director

Nigel is an experienced finance and management executive who has held senior roles in private-equity backed companies in the leisure industry. Most recently, Nigel was, from November 2015 until April 2016, CFO of Parkdean Resorts Limited, the leading private equity-owned caravan park operator, where he oversaw the merger of Park Resorts and Parkdean Holidays, a £570 million senior debt raise and various aspects of post-merger integration having previously served as CFO of Park Resorts Limited from April 2012. Nigel previously served as CFO of ADP Dental Group from April 2010 until October 2011, overseeing the sale to IDH Group. From 2005 to 2009, Nigel held several senior roles at Gala Coral Group, one of Europe's largest integrated gaming businesses where he served as Group Commercial Director, International Business Development Director and, latterly, Group Finance Director. At Gala Coral, Nigel led a cost reduction initiative to reduce 10% of the company's cost base, oversaw the establishment of the company's international division and was involved with the creation and implementation of an integrated group information technology strategy. Nigel also served as the UK Finance Director of Apollo Leisure (now SFX Entertainment Inc.), a theatre owner and producer of live events, including bingo, from 1995 until 2001. Nigel holds a

Bachelor of Science and a Chartered Accountant qualification from the Institute of Chartered Accountants of England and Wales having qualified with Price Waterhouse Coopers.

Jörgen Nordlund, Non-Executive Director

Jörgen was a co-founder of Vera&John Casino and is currently a member of the board of directors of West International AB, a publicly listed company on the NASDAQ First North. Jörgen founded Maria Bingo and from 2006 to 2007 served as its Chief Executive Officer. From 2003 to 2005, Jörgen served as Chief Executive Officer and license key representative of Spero Online AB, a licensed regulated gaming operator with a licence from the Swedish Lottery Board. Jörgen also founded Redcyber AB and from 2000 to 2002 served as its Chief Executive Officer. From 1998 to 2000 he served as Business Director at Ericsson France and Holland, and from 1995 to 1998 he served as Marketing Director at Ericsson China (Shanghai). In addition, Jörgen has held a senior management position at Unibet Group and worked as a product manager at Volvo. Jörgen holds a Masters of Science from Luleå University of Technology and an executive Masters of Business Administration from the Thunderbird School of Global Management.

Disclaimers

Forward-Looking Statements

This announcement contains certain information and statements that may constitute "forward-looking information". Often, but not always, forward-looking information can be identified by the use of words such as "expects", "intends", "anticipates", "estimates", "plans", "continues", "targets", "projects", "proposes" "potential", "forecast" and "believes" or the negative of such words or other variations or synonyms for such words, or by statements that certain actions, events or results "may", "could", "should", "would", or "will" be taken, occur or be achieved, or by the forward-looking nature of discussions of strategy, plans or intentions; or by their context.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance, achievements or developments to be materially different from those anticipated by the Company and expressed or implied by the forward-looking information.

Forward-looking information contained in this announcement includes, but is not limited to, statements with respect to the Group's revenue, adjusted EBITDA, adjusted EBITDA margin, adjusted net income and adjusted net income margin and the industry in which the Group operates, as well as statements relating to, among other things, (i) the operations, business, financial condition, expected financial results, performance, valuation, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Company; (ii) the Group's UK focused strategy, including its potential outcomes and ability to enhance shareholder value and provide a platform to develop the Group's core assets; (iii) Admission and its potential outcomes, including to (a) provide access to a large, liquid and international market, (b) afford the Company greater exposure to a large analyst community with sector experience, (c) increase the Company's profile and status among UK- and European-based investors, (d) result in a more appropriate valuation of the Group, and (e) position the Company for long-growth and success; (iv) the nature and ability of the Company to effect the Admission (v) the nature and ability of the Company to realise the potential benefits related to the Admission; (vi) the use of the Plan of Arrangement to facilitate its UK focused strategy; (vii) the structure of the proposed Plan of Arrangement, including the use of exchangeable shares; (viii) the listing of the exchangeable shares on the TSX; (ix) the amount of and timing for making the Pre-Payment; (x) the satisfaction of the conditions to the Amendments becoming effective; (xi) the aggregate amount of the Gamesys earn-out and the timelines on which the balance of such earn-out will be due; (xii) Intertain's assessment of its debt financing options; (xiii) the holding of the analyst and investor presentation day; (xiv) the belief that continuing to operate as a standalone business offers a significant opportunity to maximize the potential long-term value for shareholders and other stakeholders; (xv) the agenda, subject matter and timing of Intertain's shareholder meeting; and (xvi) the Group's earn-out obligations and evaluation of available financing alternatives. These statements reflect the Company's beliefs and current expectations related to future events or its future results, performance, achievements, developments, actions and future trends affecting the Company and the Group and involve risk and uncertainty because they relate to events and depend on circumstances that will occur or may change in the future, are based on numerous assumptions regarding Intertain's and/or the Company's present and future business strategies and the environment Intertain and the Company will operate in and are subject to inherent risks and uncertainties that may cause actual results to differ materially from those described or implied in these statements. All such statements, other than statements of historical fact, are forward-looking information.

Forward-looking statements are based on a number of assumptions which may prove to be incorrect and involve inherent known and unknown risks, uncertainties and contingencies because they relate to events and depend on circumstances that may or may not occur in the future and may cause the actual results, performance or achievements of Intertain and/or the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to, Intertain's and the Company's ability to secure, maintain and comply with all requirements to carry out business in the jurisdictions in which it currently operates or intends to operate; governmental and regulatory actions; general business, economic and market conditions; competition; expected growth of the online gaming market; Intertain's and/or the Company's existing businesses and potential new market opportunities; anticipated and unanticipated costs; protection of Intertain's intellectual property rights; Intertain's and/or the Company's ability to successfully integrate and realise the benefits of its completed acquisitions; the expected earn-out payments required to be made in connection with Intertain's and/or the Company's completed acquisitions; the Financial Conduct Authority, Toronto Stock Exchange and other regulatory approvals may not be obtained on the terms anticipated by Intertain and/or the Company or at all; approvals, including shareholder approvals and the approval of the court, required to complete the Plan of Arrangement may not be obtained on terms anticipated by Intertain and/or the Company, or on terms that are favourable to Intertain and/or the Company or at all and that other conditions to the implementation of the Plan of Arrangement may not be satisfied on terms favourable to Intertain or the Company or at all; ; that the costs of management time and money may adversely affect Intertain's and/or the Company's business; the Group may not obtain some or all of the benefits it expects to receive as a result of implementing a UK focused strategy (including the Admission) in whole or in part; that market volatility or changes in the share price of Intertain do not adversely affect the Group's ability to implement the Plan of Arrangement and the London listing; that a debt refinancing will be available to the Group on terms and on a timeline acceptable to the Group or at all, and that any other conditions with respect to such debt refinancing will be satisfied in the manner anticipated by the Group or at all; and the Group may not obtain all of the benefits it expects to receive from the London listing

Many of these risks and uncertainties relate to factors that are beyond Intertain's and/or the Company's ability to control or estimate precisely, such as future market conditions, currency fluctuations, the behaviour of other market participants, the actions of regulators and other factors such as Intertain's and/or the Company's ability to continue to obtain financing to meet its liquidity needs, changes in the political, social and regulatory framework in which Intertain and/or the Company operates or in economic or technological trends or conditions, the lack of available or qualified personnel or management, stock market volatility, taxation policies, changes in regulation, foreign operations and Intertain's and the Company's limited operating history, as well as the risk factors described in Intertain's annual information form dated 30 March 2016 (the "**AIF**"), the management information circular dated 19 August 2016 (the "**Circular**") and other publicly disclosed documents available under Intertain's SEDAR profile at www.sedar.com.

Although the Company has attempted to identify important factors that could cause actual results, performance, achievements or developments to differ materially from those described in the forward-looking information, there may be other factors that cause actual results, performance, achievements or developments not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results, performance, achievements or developments are likely to differ, and may differ materially, from those expressed in or implied by the forward-looking information contained in this announcement. Accordingly, readers should not place undue reliance on forward-looking information. While subsequent events and developments may cause the Company's expectations, estimates and views to change, the Company does not undertake or assume any obligation to update or revise any forward-looking information, except as required by applicable securities laws. As a result, you are cautioned not to place undue reliance on such forward-looking statements.

Neither the Company, Intertain, the Group, Credit Suisse nor any of their respective subsidiary undertakings, affiliates, agents or advisers or any such persons' directors, officers, employees or agents, nor any other person accepts any responsibility for the accuracy of the opinions expressed in this announcement or the underlying assumptions. Past performance should not be taken as an indication or guarantee of future results, and no representation or warranty, express or implied, is made regarding future performance. Some of the information is still in draft form and will only be finalised, if legally verifiable, at a later date. Forward-looking statements speak only as of their date and each of the Company, Intertain, the Group and Credit Suisse or any of each such person's respective directors, officers, employees, agents, affiliates and advisers expressly disclaim any obligation or undertaking to supplement, amend, update, keep current or revise any of the forward-looking statements made herein, except where it would be required to do so under applicable law. All of the forward-looking information in this announcement is expressly qualified by this cautionary note.

Non-IFRS financial information, performance measures and market data

This announcement includes non-IFRS financial measures, including but not limited to, adjusted net income, adjusted net income per share, adjusted net income margin, adjusted EBITDA, adjusted EBITDA margin, operating cash flow, operating cash flow conversion (as a % of adjusted EBITDA), net gaming revenue, average active customers per month, CAGR and certain key performance indicators. Generally, a non-IFRS financial measure is a numerical measure that either excludes or includes amounts that are not normally excluded or included in the most directly comparable financial measure calculated and presented in accordance with IFRS. In addition, some of these measures are shown on an "Adjusted" basis to show financial information and key performance indicators adjusted as though the Jackpotjoy business had formed a part of the Group for the entirety of the period shown (actual date of acquisition completion: 8 April 2015). The Group uses certain non-IFRS financial measures because management believes that they provide additional useful information regarding ongoing operating and financial performance, and so highlight trends that may not otherwise be apparent when relying solely on IFRS measures. Readers are cautioned that non-IFRS financial measures are not recognised measures under IFRS, do not have standardised meanings prescribed by IFRS, and should not be considered in isolation or construed to be alternatives to IFRS measures or as indicators of performance, liquidity or cash flows. The Company's method of calculating these measures may differ from the method used by other entities. Accordingly, the measures set out in this announcement may not be comparable to similarly titled measures used by other entities or in other jurisdictions.

To the extent available, the industry and market data contained in this announcement has come from official or third party sources. Third party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data. While the Company believes that each of these publications, studies and surveys have been prepared by a reputable source, the Company has not independently verified the data contained therein.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

All historical financial and operational information relating to the Jackpotjoy business prior to Intertain's acquisition of the Jackpotjoy brands from Gamesys in this announcement is based exclusively on information made available by Gamesys and its representatives, and has not been independently verified by the Group. Although the Company has no reason to doubt the accuracy or completeness of the information provided by Gamesys, such information may be incomplete or inaccurate and any omission or inaccuracy in such information could result in unanticipated liabilities or expenses, or may adversely affect the operational plans of the Group and its results of operations and financial condition. This announcement also includes information provided by third parties with respect to the Vera&John and Mandalay businesses for the periods prior to Intertain's acquisition of these businesses which has not been independently verified by the Company.

Additional details on the non-IFRS measures are set out in Intertain's management's discussion and analysis for the period ended June 30, 3016, which is available on Intertain's profile at www.sedar.com.

Important Notice

The contents of this announcement, which has been prepared and issued by and is the sole responsibility of the Company, has been approved by Credit Suisse, solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**").

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

This release (and the information contained herein) is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan or any other jurisdiction where such distribution would be unlawful or which would require any registration or licensing within such jurisdiction or to any other person. This release (and the information contained herein) does not contain or constitute an offer to sell or a solicitation of an offer to purchase any securities in the United States, Australia, Japan or any other jurisdiction where such distribution or offer is unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The information contained herein is not for publication or distribution directly or indirectly into the United States. These materials do not contain or constitute an offer of securities for sale, or the solicitation of an offer to purchase securities, in the United States. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration under the Securities Act, or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law. Neither Jackpotjoy plc nor the Group intend to register the securities or conduct a public offering in the United States. Any failure to comply with the foregoing restrictions may constitute a violation of US securities laws.

The Shares (including the Exchangeable Shares) anticipated to be issued pursuant to the Plan of Arrangement have not been and will not be registered under the Securities Act, or any state securities laws, and the Shares (including the exchangeable shares) issued in the Plan of Arrangement are anticipated to be issued in reliance upon the exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws.

The merit and suitability of an investment in the Company or Intertain should be independently evaluated and any person considering such an investment in the Company or Intertain is advised to obtain independent advice as to the legal, regulatory, tax, accounting, financial, credit and other related advice prior to making an investment. Any investment in the Company's securities should be made solely on the basis of the information contained in the Prospectus to be issued by the Company in connection with Admission. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

The dates set out in this announcement, including the publication of the Prospectus and/or the date of Admission, may be influenced by a range of circumstances, including market conditions and the outcome of the vote on the Plan of Arrangement. There is no guarantee that the Prospectus will be published or that Admission will occur and you should not base your financial decisions on the Company's intentions in relation to the Admission at this stage. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Admission cannot be relied upon as a guide to future performance.

To the extent available, the industry, market, market share and competitive position data referred to in this announcement have come from official or third-party sources. Third-party reports, publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data. While the Company believes that such reports, publications, studies and surveys have been prepared by a reputable source, neither the Company nor Credit Suisse have independently verified the data contained therein. In addition, certain of the industry, market, market share and competitive position data referred to in this announcement have come from the Group's own internal research, records, data and estimates based on the knowledge and experience of the Group management in the markets in which the Group operates (some of which may have been assimilated by third parties in their reports). While the Company reasonably believes that such research, records, data and estimates are reasonable and reliable, they, and their underlying methodology and assumptions, have not been verified by any independent source for accuracy or completeness and are subject to change without notice. Accordingly, undue reliance should not be placed on any of the industry, market, market share or competitive position data contained in this announcement.

Credit Suisse, which is authorised by the Prudential Regulation Authority (the "**PRA**") and regulated in the UK by the FCA and the PRA, is acting exclusively as financial adviser to the Company in connection with Admission and to the special committee of the Intertain board of directors in connection with the Plan of Arrangement and Admission, and will not be responsible to anyone other than the Company and Intertain for providing the protections afforded to its clients or for the providing of advice in relation to the Plan of Arrangement, Admission or any transaction, matter, or arrangement referred to in this announcement. Apart from the responsibilities and liabilities, if any, which may be imposed on Credit Suisse by FSMA or the regulatory regime established thereunder, neither Credit Suisse nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with the contents of this announcement or its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, Intertain, the Group, the Shares or Admission. Credit Suisse and each of its affiliates, each accordingly disclaim all and any duty, liability or responsibility which they might otherwise have in respect of this announcement or any such statement. No representation or warranty, express or implied, is given by or on behalf of Credit Suisse or any of its respective directors, officers, employees, agents or affiliates as to the accuracy, completeness or sufficiency of the information set out in this announcement.

Credit Suisse and any of its affiliates may have engaged in transactions with and provided various investment banking, financial advisory and other services for the Company, Intertain and/or the Group for which they would have received customary fees. Credit Suisse and any of its affiliates may provide such services to the Company, Intertain and any of its affiliates in the future. In addition, Credit Suisse and any of its affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which Credit Suisse or its affiliates may from time to time acquire, hold or dispose of Shares, shares of Intertain and/or exchangeable shares.