

# INVESTOR PRESENTATION

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Three months 31 March 2018

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**jackpotjoy** plc

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## INVESTOR PRESENTATION

- 1 Business Overview
- 2 Q1 2018 Financial Overview
- 3 Strategy and Opportunities
- 4 Appendix – Additional Information and FY 2017 Financials

# HIGHLY EXPERIENCED MANAGEMENT TEAM



Neil Goulden  
*Executive Chairman*

- Joined the Board of Jackpotjoy plc in August 2016
- Neil occupied key positions at Marston's plc as Non-Executive Director from 2009-17. He also chaired the Remuneration Committee and the Audit Committee during his directorship at Marston plc
- He also held board level positions for 25 years within the Leisure industry across Ladbrokes, Compass, Allied Leisure and Gala Coral
- He advised the government on gambling matters as a member of the Responsible Gambling Strategy Board (2008-11), and Chairman of The Responsible Gambling Trust (2011-16)



Keith Laslop  
*CFO*

- Co-founded Jackpotjoy Group in 2013 and was appointed to the Board in September 2016
- Previously, Keith was a principal at Newcourt Capital, a boutique private equity group; he served as the CFO and then President of Prolexic Technologies from 2004-08, the CFO and Business Development Director of Elixir Studios, a UK based video gaming software developer, from 2001-04
- Keith also served in various corporate development, mergers and acquisitions, and gaming consultant roles in London, England and Toronto, Canada
- Keith is a Chartered Accountant and CFA charterholder



Simon Wykes  
*JOL CEO*

- Joined Jackpotjoy plc in November 2017
- Formerly, the CEO of Gala Leisure and managing director at Gala Coral Group where he oversaw the successful turnaround plan of its bingo division
- Simon was consultant to Ladbrokes Coral on its merger integration plans
- Simon also served as managing director of the Mecca Bingo division at Rank Group and completed a number of other operational roles for various leisure and gaming businesses

# JACKPOTJOY PLC UPDATE

## #1 Online Bingo Business<sup>(1)</sup>

- No. 1 bingo-led operator globally, with the deepest liquidity
- Leading portfolio of online gaming brands, delivering high customer retention rates
- Attractive demographic profile with a primarily female audience

## Attractive Financial Profile

- Highly cash generative business with 97%<sup>(2)</sup> operating cash flow conversion
- LTM Mar 18<sup>(3)</sup> group revenue of £313.9 million and Adj. EBITDA<sup>(4)</sup> of £106.5 million
- Attractive revenue growth profile with both business segments profitable




## Positive Trading Momentum

- Gaming revenue increased 13% yoy in Q1 2018<sup>(3)</sup>
- Adj. EBITDA<sup>(4)</sup> decreased 7% yoy in Q1 2018<sup>(3)</sup>
- Average Active Customers<sup>(5)</sup> grew 7% yoy in LTM Mar 18<sup>(3)</sup>

## Highly Regarded Leadership

- Highly regarded management team with focus on organic growth
- Supported by an experienced and strengthened Board
- Fully compliant with the UK Corporate Governance Code

# CORE SEGMENTS & BRANDS

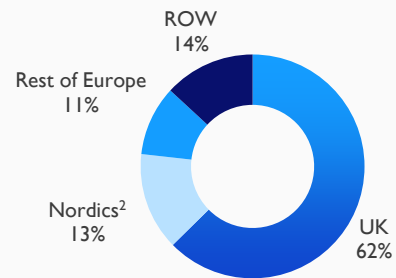
		
<b>Products</b>	B2C Online Bingo (Jackpotjoy, Botemania, Costa) B2C Online Casino (Starspins) B2C Social Slots (Jackpotjoy Social, Starspins Social) Affiliate Business (Casino Choice)	B2C Online Casino (Vera&John, InterCasino)  B2B White Label (Plain Gaming)
<b>Software Provider</b>	Gamesys group 888 (Dragonfish)	Proprietary
<b>Licenses<sup>1</sup></b>	Gibraltar, Spain, UK	Malta, UK, Denmark
<b>FY 2017 Revenue</b>	£231.5 million	£73.2 million
<b>FY 2017 Adj. Net Income<sup>2</sup></b>	£102.2 million	£16.1 million
<b>Core Brands</b>	         	 

1. Jackpotjoy licenses registered to the Gamesys group and 888 Holdings plc. Vera&John holds a restricted license for Denmark.  
 2. Non-IFRS measure. See "Non-IFRS Measures" and "Reconciliation of Consolidated Adjusted Net Income" on slides 32 - 34 and the Company's Q1 2018 Release

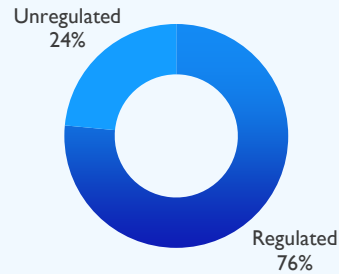
# BUSINESS SNAPSHOT

## LTM to 31 March 2018 Revenue Segmentation

### Geographic



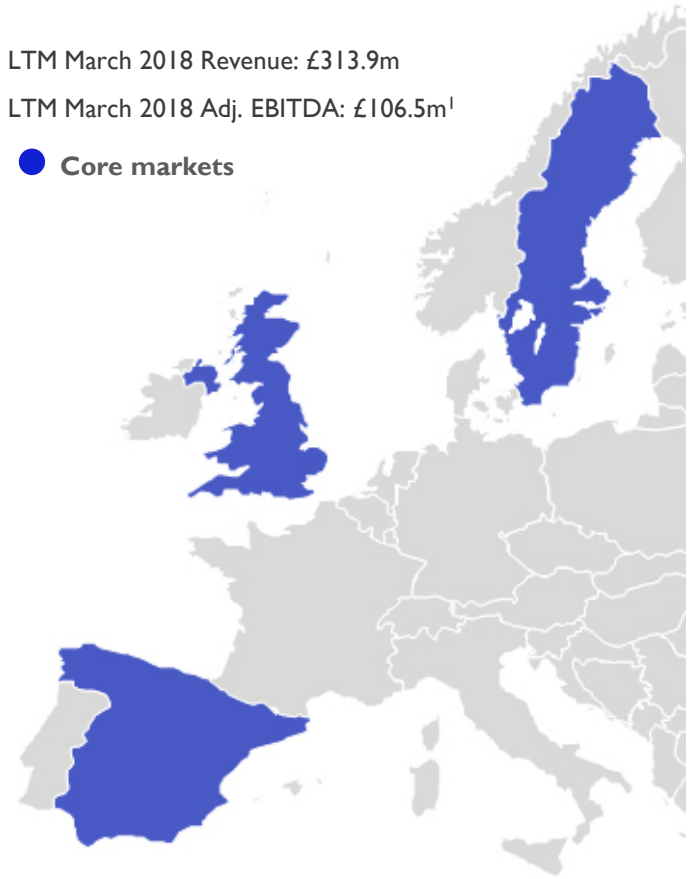
### Regulatory Mix



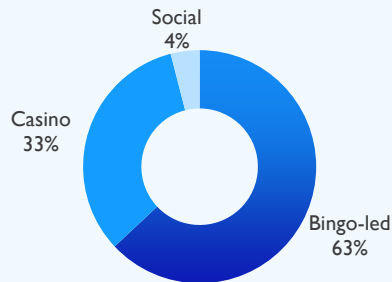
LTM March 2018 Revenue: £313.9m

LTM March 2018 Adj. EBITDA: £106.5m<sup>1</sup>

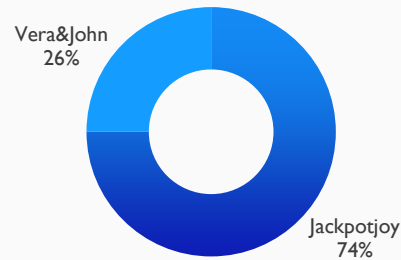
● Core markets



### Product



### Divisions





# ONLINE BINGO CHARACTERISTICS

Engaging user interface facilitating significant cross-sell to casino games...

Site Photo

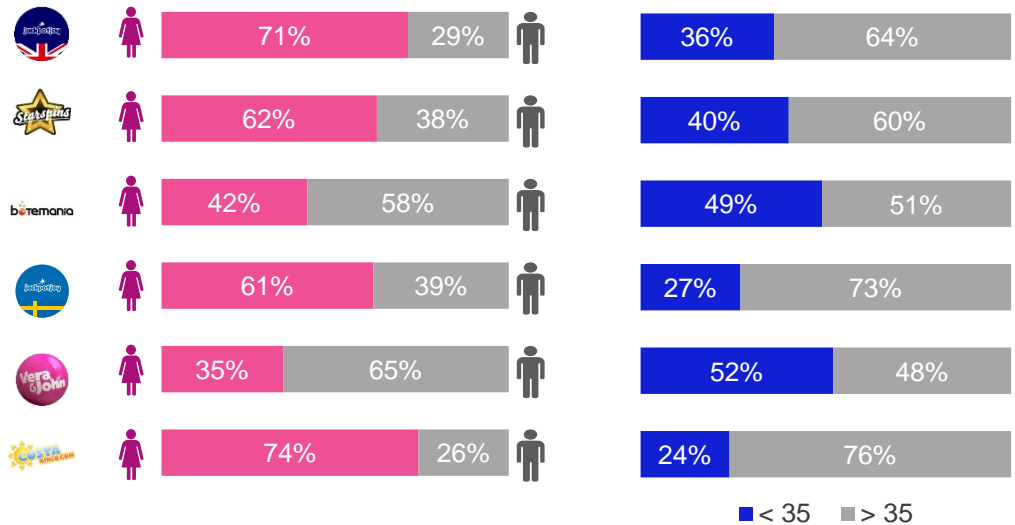


Key Highlights

- ★ 1 Bingo draws happening every 6 minutes
- ★ 2 Side games provide >80% of revenue
- ★ 3 Small and more “personal” forums
- ★ 4 Recreational gamers base
- ★ 5 Live chat feature

# FOCUSED ON THE FEMALE AUDIENCE

Active Members Gender and Age Split (1)



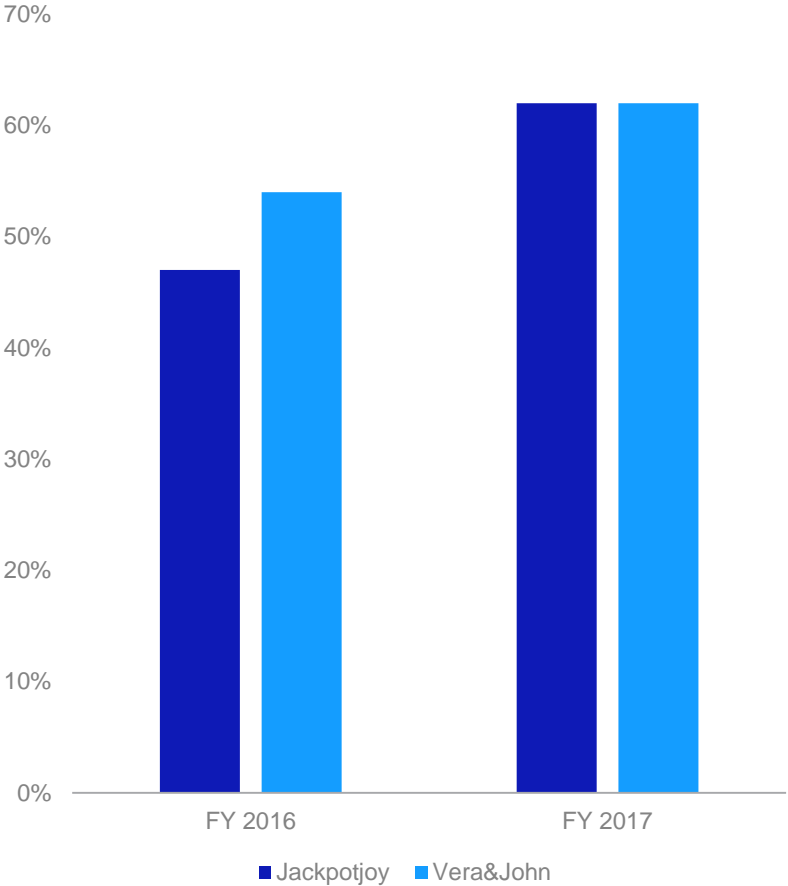
- Product appeals predominantly to female customers, who in general
  - are less targeted by sports book-led operators
  - are more attached to the social aspect
- Use of mobile is skewed towards a younger customer base which
  - constitutes the highest growth segment for the Company
  - higher spend per capita driven by more frequent play

Average Age by Device (2)

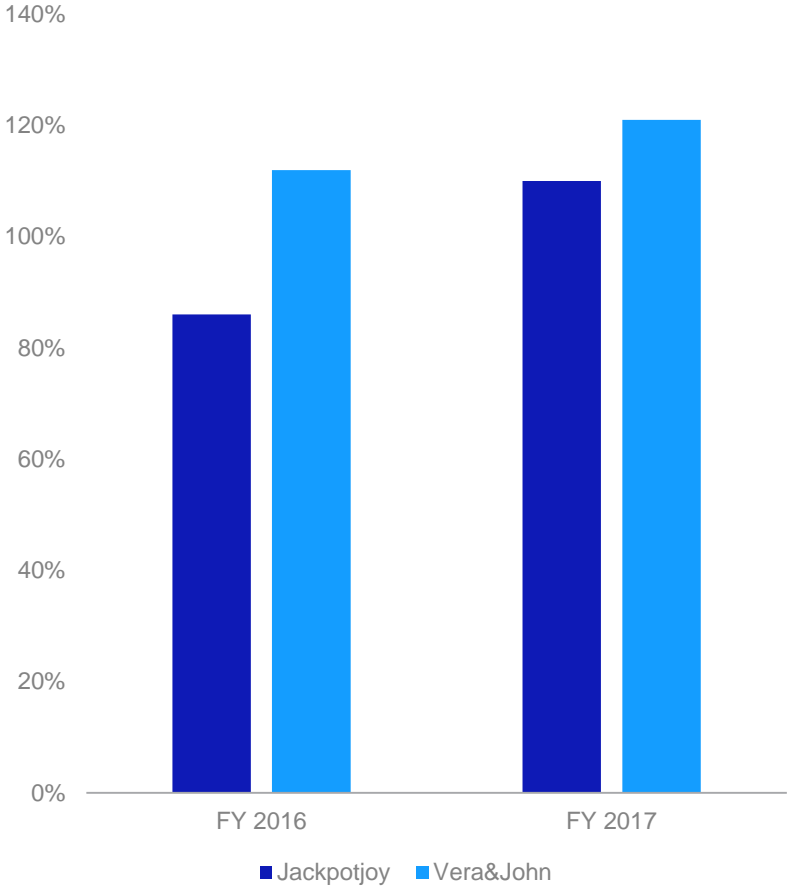


# INCREASINGLY PLAYED ON MOBILE

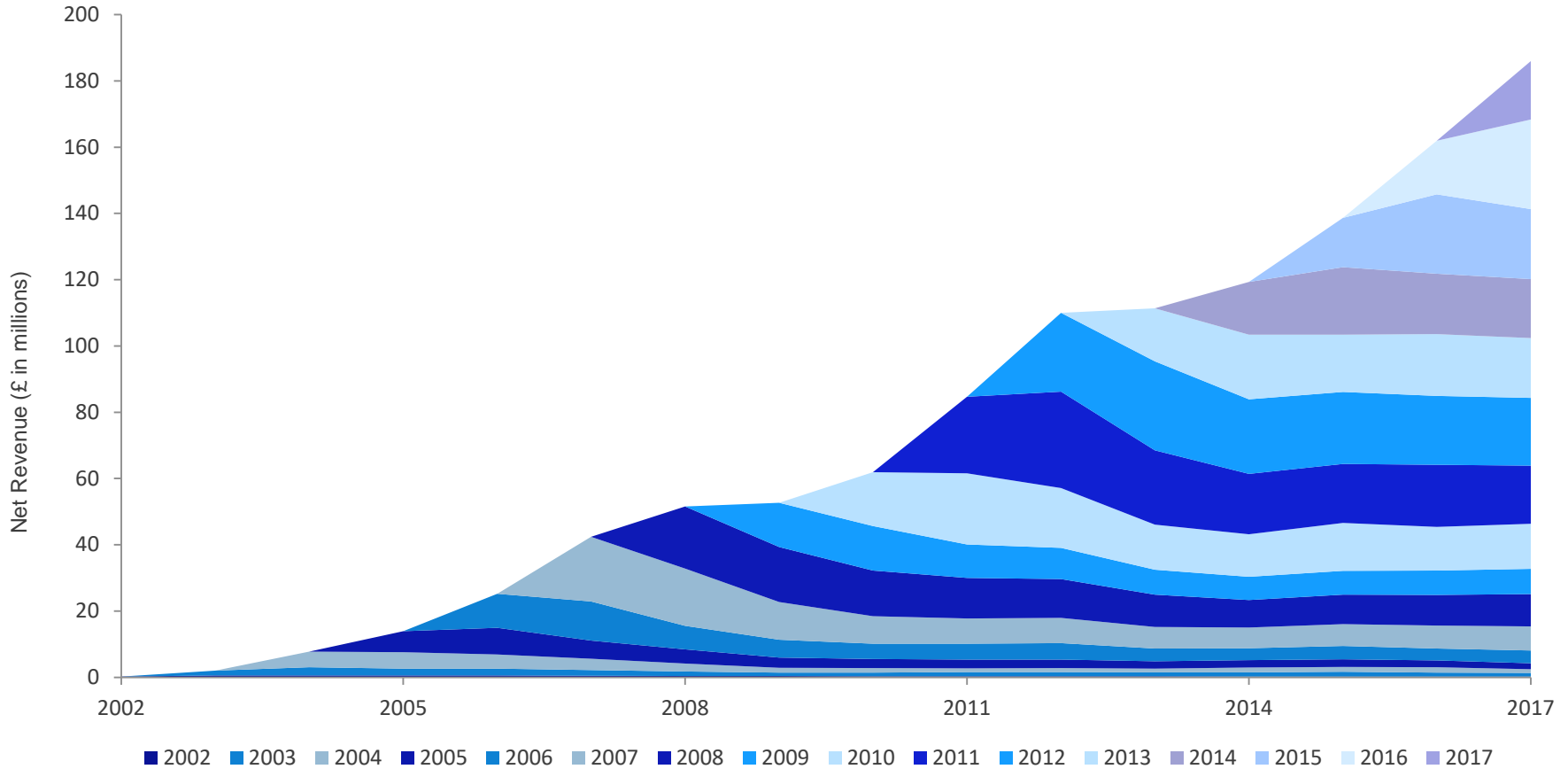
Mobile Gaming Revenue as a % of Total Revenue



Average Revenue Per User Mobile as % of Desktop



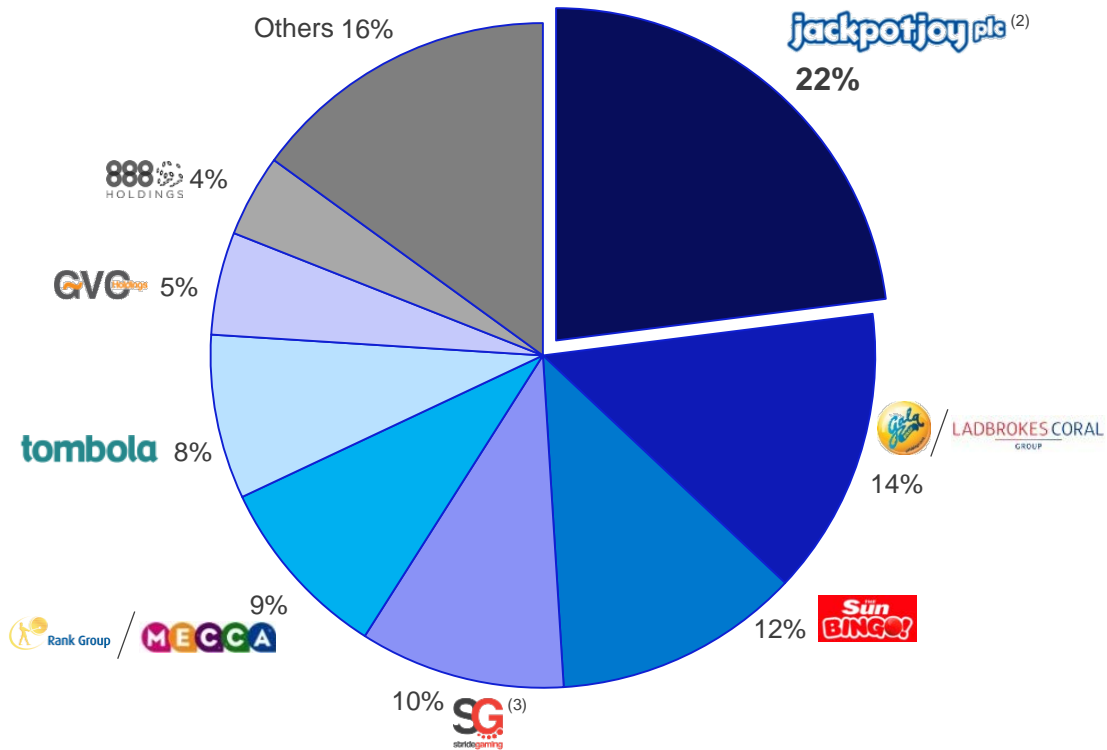
# RESULTS IN SUPERIOR CUSTOMER RETENTION



In the full year of 2017, 90% of the Jackpotjoy segment revenues came from players that joined in 2016 or earlier. A loyal customer base delivers higher return on investment, greater visibility of revenue and higher operating margins for the group

# CLEAR LEADER IN A MARKET WHERE SCALE IS INCREASINGLY KEY

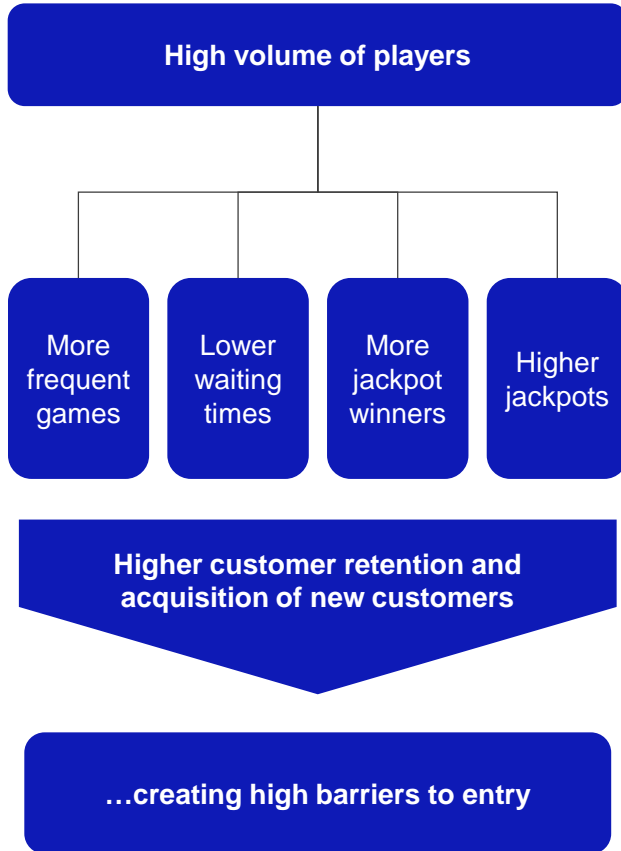
UK Online Bingo-led Market Share<sup>(1)</sup>



Why does scale matter?

- ✓ Liquidity
- ✓ Market visibility
- ✓ Marketing efficiency
- ✓ Profitability boost
- ✓ Procurement
- ✓ Ability to absorb regulatory change

# CLEAR LEADER IN A MARKET WHERE SCALE IS INCREASINGLY KEY



- Jackpotjoy.com is a multi-award winning site



- Market leadership generates high levels of player liquidity
- 257k average active customers per month
- £293 million total real money gaming revenue



- User friendly mobile interface with innovative skins
- Vibrant social chat room
- Economies of scale for chat hosts and VIP hosts



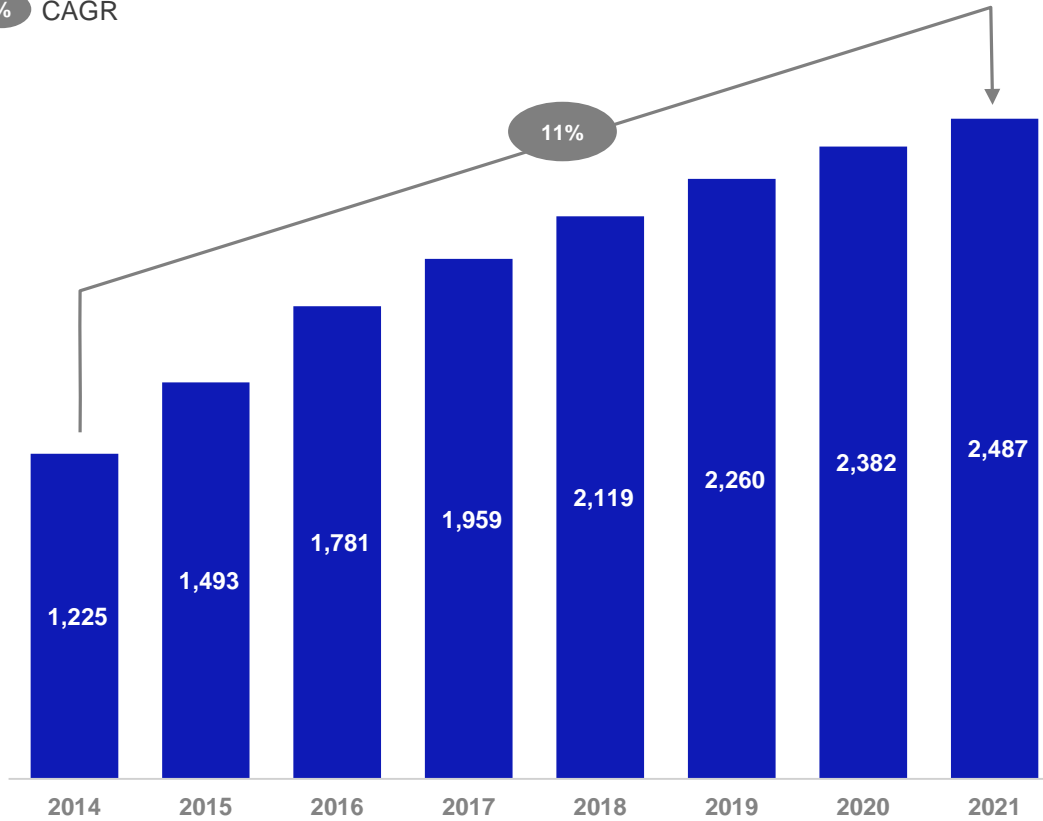
*Market leadership drives a “virtuous cycle” of a growing and loyal user base, enhanced liquidity and reinvestment in the business*

# OPERATING IN HIGHLY ATTRACTIVE MARKETS

## UK Net Gaming Revenue<sup>(1)</sup>

(£ in millions)

% CAGR



■ GB online Bingo and Slots

## Key Highlights

- Long term structural growth in online gaming mainly driven by
  - Technology – particularly **increasing mobile penetration**
  - Demographics / social change
  - Ongoing shift from brick and mortar to online
- Online bingo and casino constitutes c.**29.1%** of the total global online gambling market<sup>(2)</sup>
- **Attractive fundamentals** compared to sports betting
  - Sticky customer base with high margins
  - Niche focus on the female demographic
- UK is the largest market in the Online Bingo segment (c.11% of the global market)

# DIVERSIFIED CORE TECHNOLOGY PLATFORMS WITH STRONG IN-HOUSE CAPABILITIES



## Jackpotjoy group Owns

### Brands

### Exclusive Content

### Intellectual Property

### Customer Data

### Liquidity

## Key Protections

- B2C bingo non-compete in UK, Ireland, Sweden and Spain until April 2019
- Key dedicated personnel, with option to internalise all staff from April 2019
- Right to switch platform provider from April 2019
- Feature parity right<sup>(1)</sup>
- Segregated player data and player funds
- Annual service cost increase cap
- Option to segregate liquidity

## Why is this a Positive?

- Asset-light and highly cash generative model
- Partnered with best in the industry
- Flexibility to move to alternative platform and bring in-house if/when required
- The Jackpotjoy Group is by far Gamesys' largest customer and contributes a majority of Gamesys' EBITDA

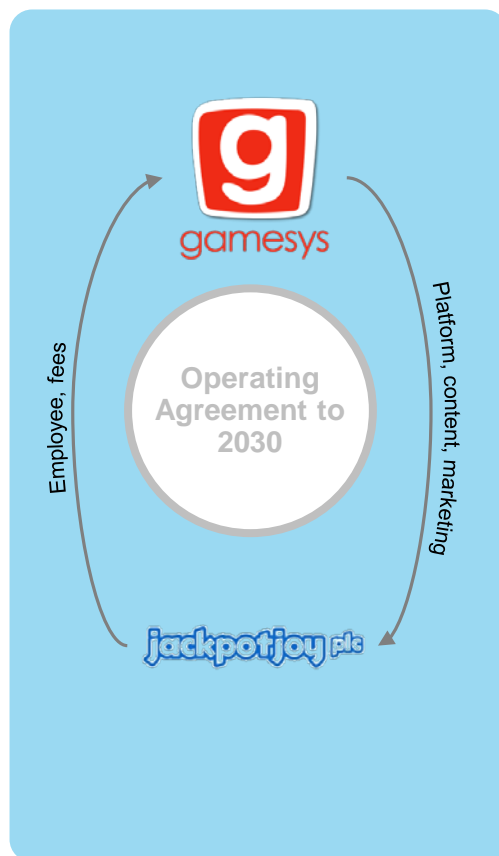
*Strong support from the Gamesys group, a key operating partner*



# DIVERSIFIED CORE TECHNOLOGY PLATFORMS WITH STRONG IN-HOUSE CAPABILITIES

## Jackpotjoy Group's Partnership Model with Gamesys Group

- Noel Hayden, founder of Gamesys remains an advisor to the Company
- **276** Gamesys FTEs are dedicated to the Jackpotjoy business, c. 28% of Gamesys workforce
- **Earn-out for non-Botemia assets concluded** in June-17 and Jackpotjoy group sets out the strategic decisions with Gamesys group
- **Significant protections against Gamesys financial risk** – in the event Gamesys free cash balances fall below £20 million, source code and executable code to be held in escrow



### Scope

- The operation of:
  - Real Money Gaming (Jackpotjoy UK, Jackpotjoy Sweden, Starspins, Botemia)
  - Social Gaming (Jackpotjoy Social Slots, Starspins Social Slots)

### Services

- Platform and content
- Marketing and customer support

### Term

- Operating Agreement until 2030 at JPJ option
- Content Agreement until 2040
- Non compete until 2019

### Fees

- The Jackpotjoy group pays
  - Platform Fee: 10% of NGR and then 12.5% of NGR from April 2020
  - Service Costs: At cost and then at cost +25% from April 2020

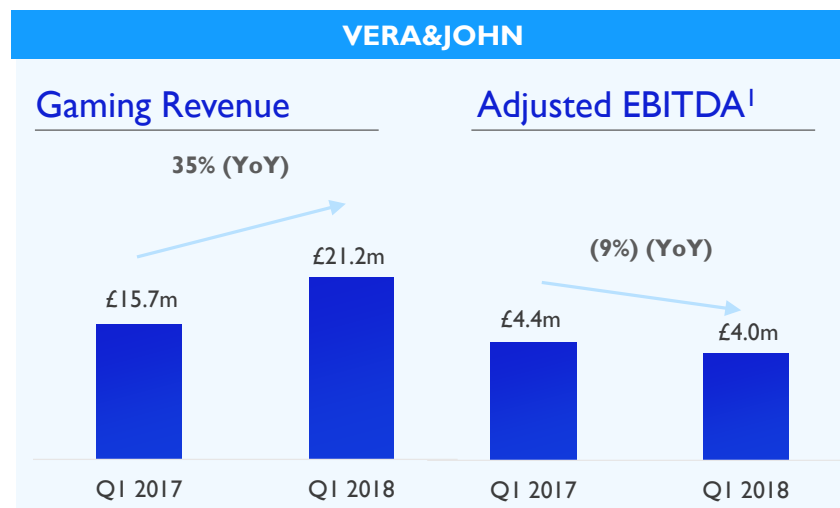
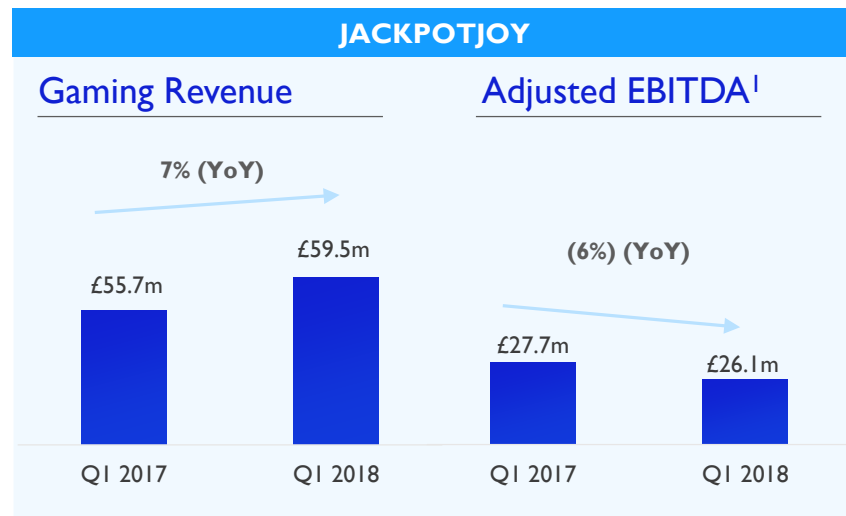
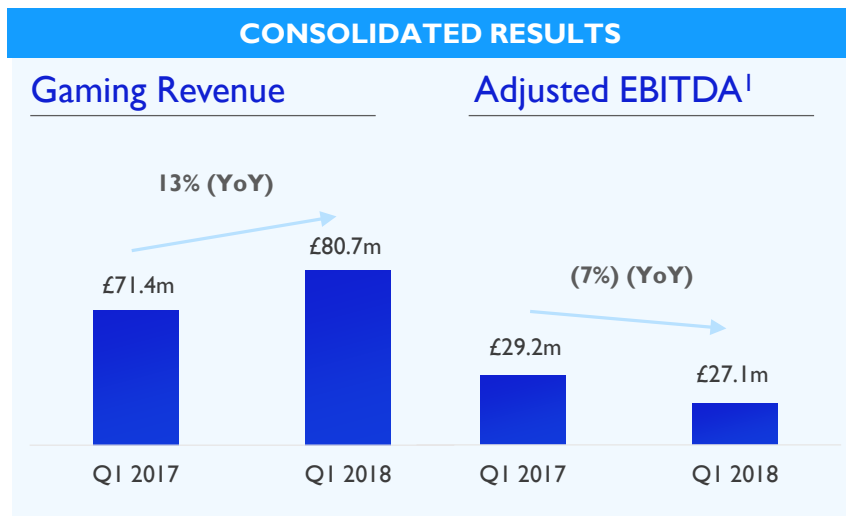


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# CONSOLIDATED AND SEGMENTAL FINANCIAL PERFORMANCE

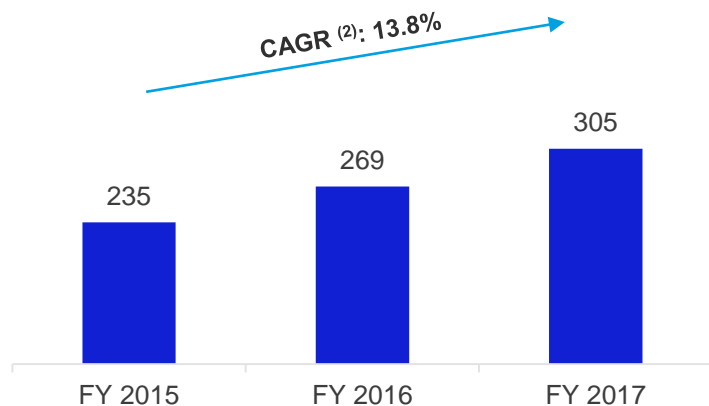


Source: Company information for the three months ended 31 March 2018

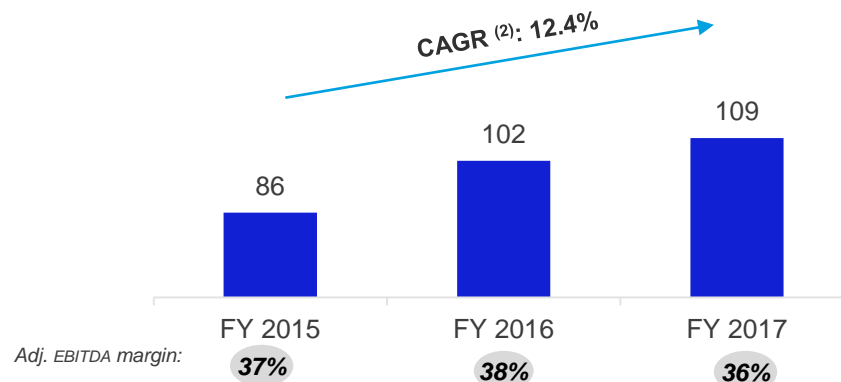
1. Non-IFRS measure. See "Non-IFRS Measures" and "Reconciliation of Consolidated Adjusted EBITDA" on slides 32 - 33 and the Q1 2018 Release

# Financial Track Record of Cash Generation and Growth

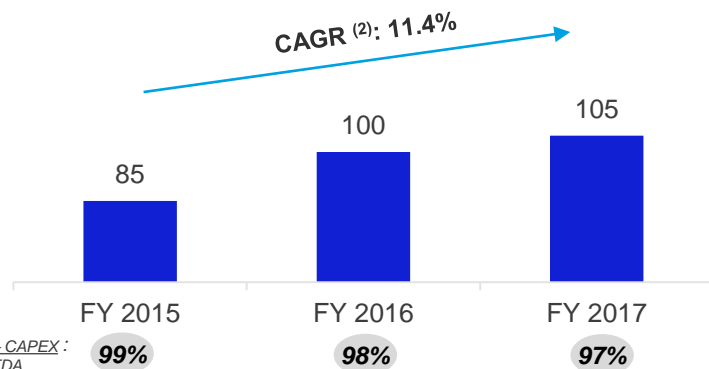
Revenue (£ in millions)



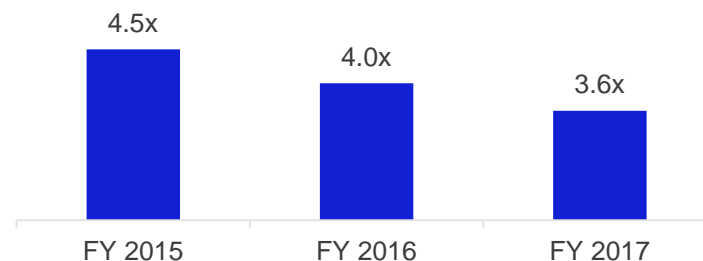
Adj. EBITDA<sup>(1)</sup> (£ in millions) and Adj. EBITDA margin



Adj. EBITDA<sup>(1)</sup> – Capex (£ in millions)



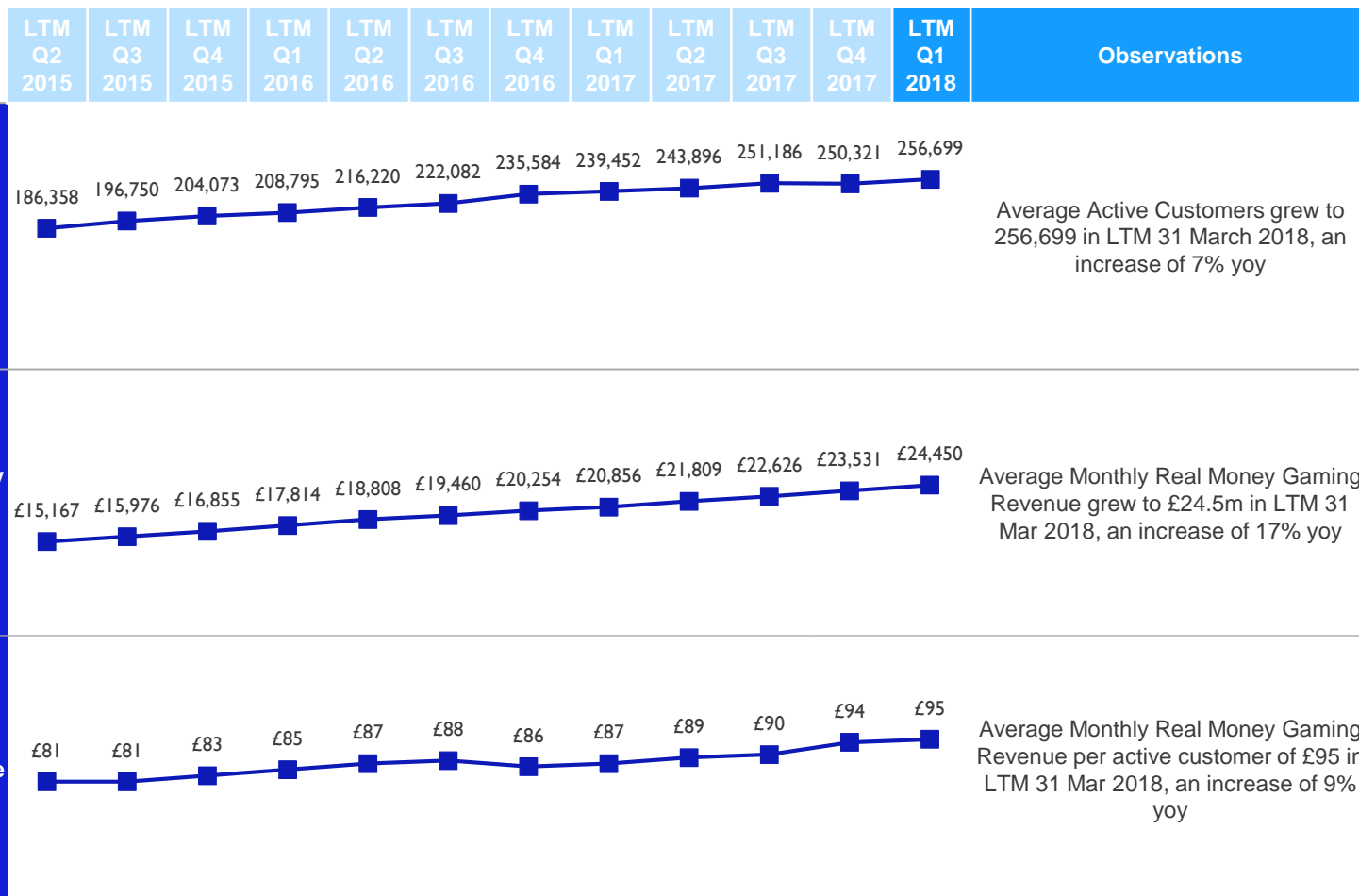
Adj. Net Leverage<sup>3</sup>



Adj. EBITDA – CAPEX :  
Adj. EBITDA

# Consistently Strong Business Momentum

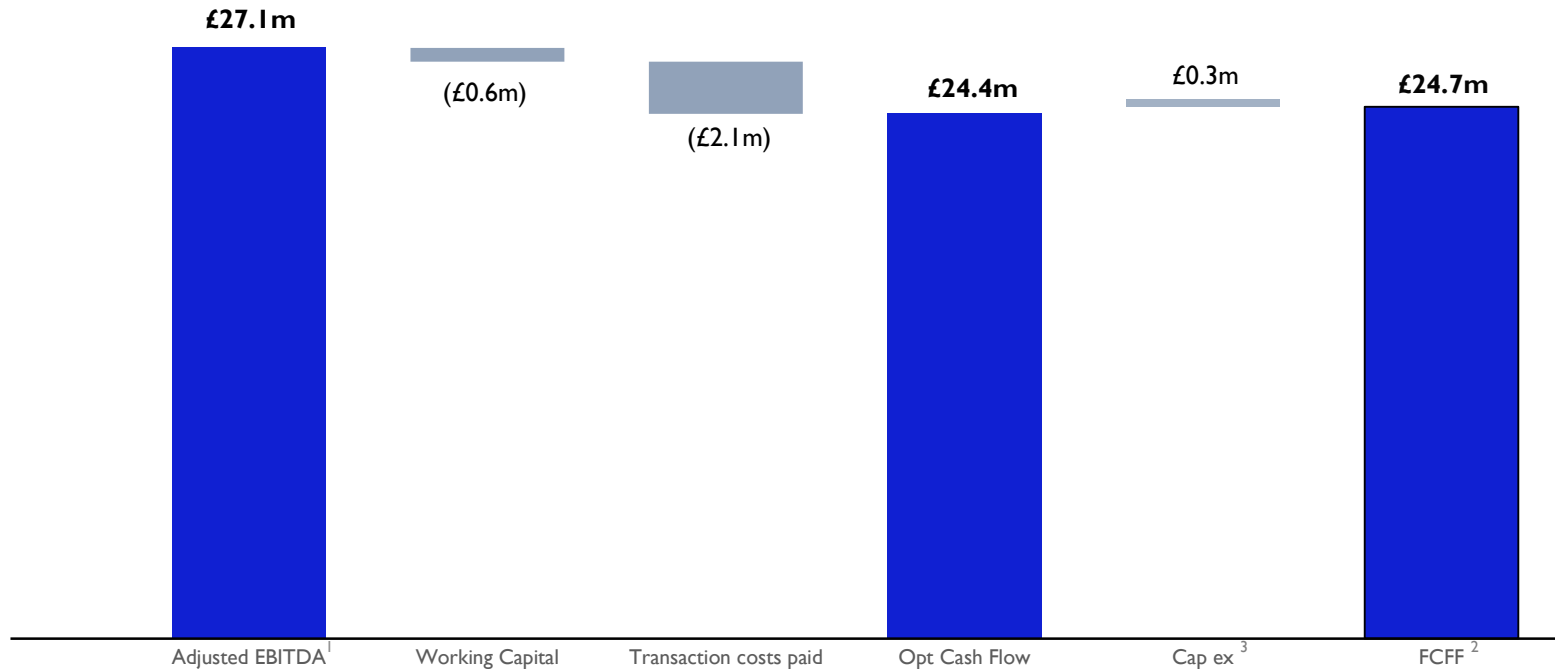
## Group KPIs<sup>(1)</sup>



**Note:** Source: Company information.  
 (1) For additional details, please refer to the information under the heading "Key performance indicators" in the Q1 2018 Release

# EBITDA TO OPERATING CASH FLOW BRIDGE

Operating cash flow – Three Months Ended 31 March 2018



1. Non-IFRS measure. See "Non-IFRS Measures", "Reconciliation of Consolidated Adjusted EBITDA" on slides 32 - 33 and the Q1 2018 Release
2. Free cash flow to the firm is Operating cash flow plus proceeds from sale of intangible assets, net of capital expenditures
3. Cap ex figure is positive due to proceeds on sale of intangibles received in Q1 2018

## LEVERAGE RATIOS – DEBT REFINANCING

### Adjusted Net Leverage

(£m)	As at 31 March 2018	As at 31 December 2017
Gross Debt <sup>1</sup>	383.6	386.7
Earn-out <sup>2</sup>	72.1	59.6
Fair Value of Swap <sup>3</sup>	0.4	–
Cash <sup>4</sup>	(76.2)	(59.0)
Adjusted Net Debt <sup>5</sup>	379.9	387.3
<b>Adjusted Net Leverage<sup>5,6</sup></b>	<b>3.57x</b>	<b>3.57x</b>

Based on actual 31 March 2018 balance sheet.

1. Gross debt consists of GBP and EUR existing term loan, convertible debentures and non-compete clause payout.
2. Earn-out represents “contingent consideration” as reported under IFRS on the balance sheet at 31 March 2018.
3. Value of interest rate swap based on actual 31 March 2018 balance sheet.
4. Excludes restricted cash.
5. Adjusted Net Debt consists of existing term loan, convertible debentures, non-compete clause payout, fair value of swap and “contingent consideration” liability, less non-restricted cash.
6. Adjusted Net Debt divided by LTM to 31 March 2018 Adjusted EBITDA of £106.5m.



## INVESTOR PRESENTATION

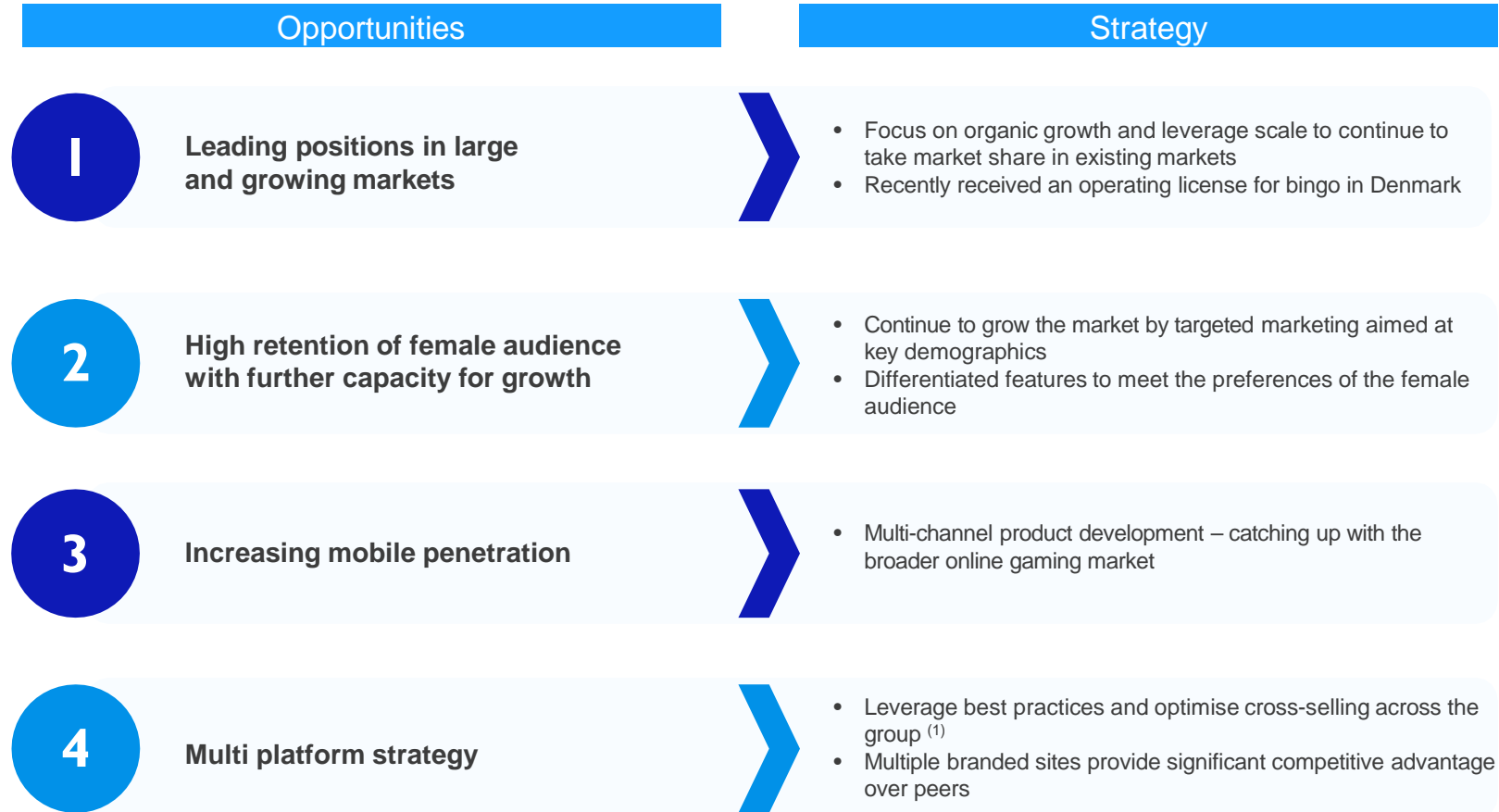
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# IMPRESSIVE FINANCIAL TRACK RECORD OF CASH GENERATION AND GROWTH

- Tangible strategy to capture organic growth...



# SUMMARY HIGHLIGHTS

jackpotjoy plc

1

#1 Bingo-led operator globally with the deepest liquidity

2

Attractive demographic primarily focused on the female audience

3

Distinctive brands deliver high customer retention

4

76%<sup>1</sup> of revenue generated from regulated markets

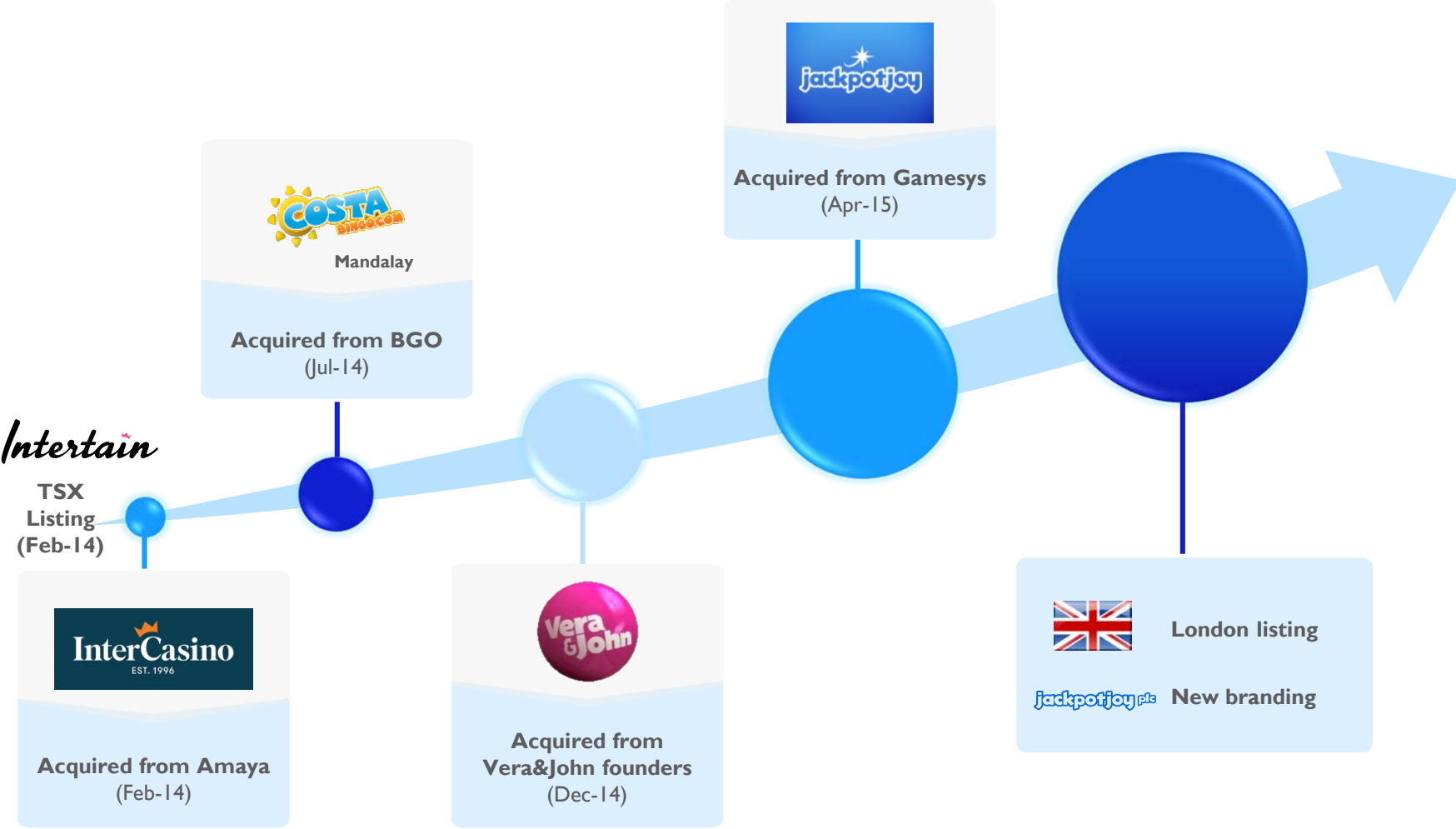
5

High growth, high margins and highly cash generative

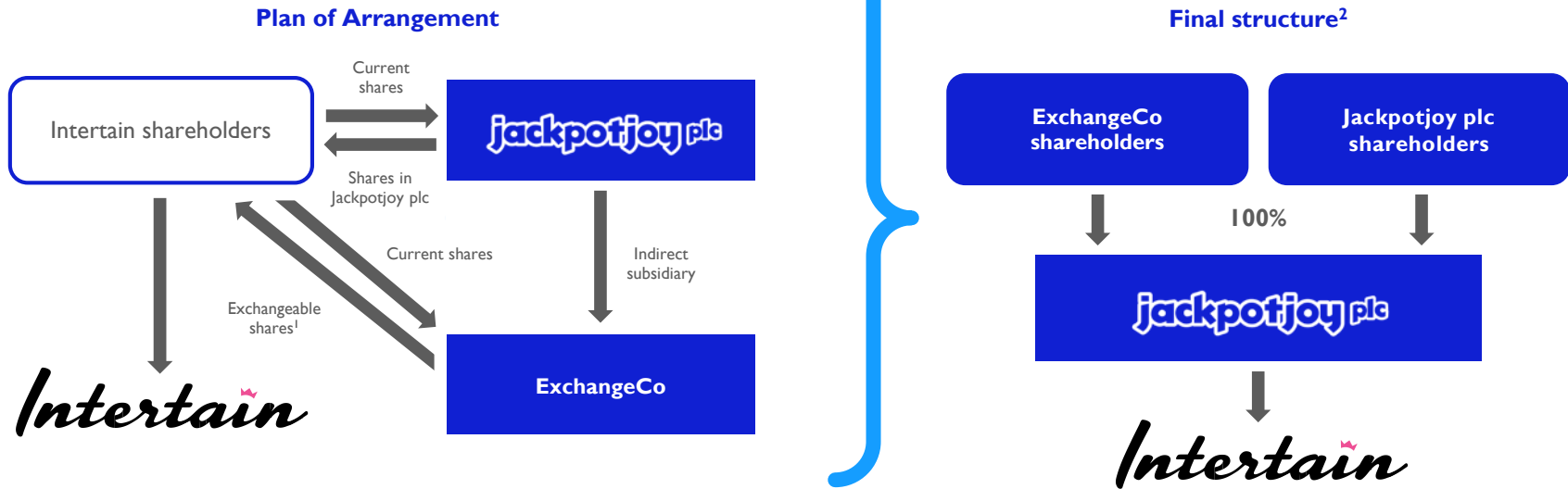
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# EVOLUTION OF THE GROUP



# UK LISTING STRUCTURE



- UK incorporated Jackpotjoy plc acquired Intertain via a Plan of Arrangement

- Intertain shareholders received
  - UK incorporated Jackpotjoy plc shares
 or
  - Exchangeable shares listed on the TSX issued by an indirect subsidiary of Jackpotjoy plc

# JACKPOTJOY SITE PHOTOS

Jackpotjoy



Botemania



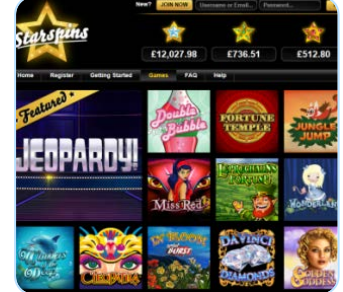
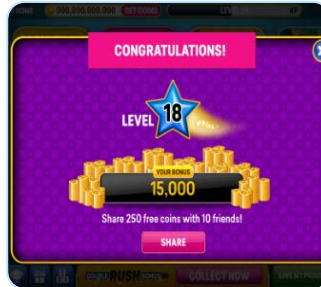
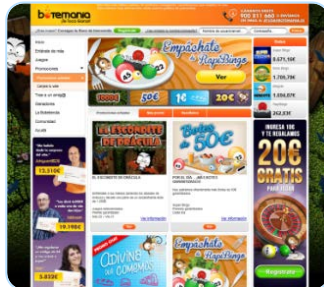
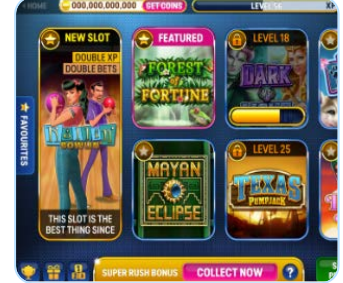
Jackpotjoy Social Slots



Jackpotjoy Sweden

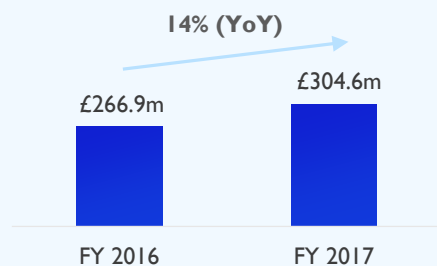


Starspins

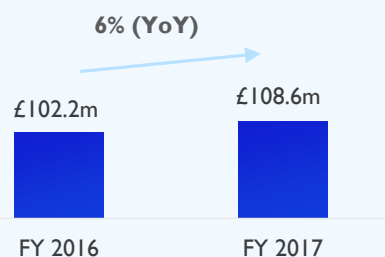


# FINANCIAL HIGHLIGHTS (FY 2017)

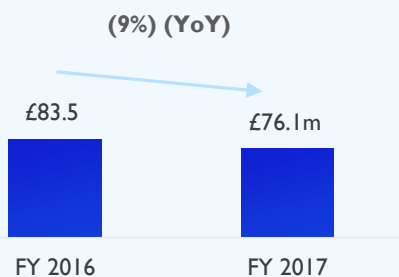
## Gaming Revenue



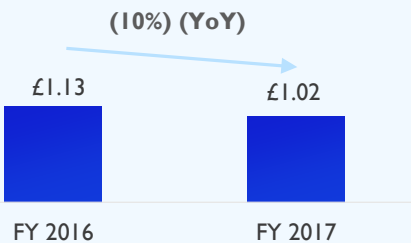
## Adjusted EBITDA<sup>1</sup>



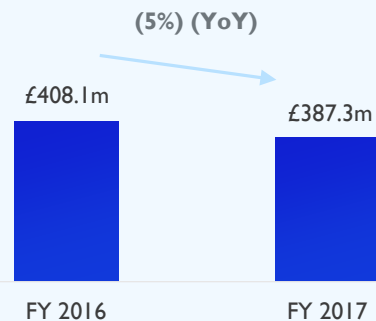
## Adjusted Net Income<sup>1</sup>



## Adjusted Diluted EPS<sup>1</sup>



## Adjusted Net Debt<sup>2</sup>



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## NON-IFRS MEASURES

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This presentation makes reference to certain non-IFRS measures, including Adjusted EBITDA, Adjusted Net Income, and Diluted Adjusted Net Income per share. The Group uses non-IFRS measures because management believes that they provide additional useful information regarding ongoing operating and financial performance. 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 revenues and net income/(loss) and comprehensive income/(loss) for the period determined in accordance with IFRS or as indicators of performance, liquidity or cash flows. The Group's method of calculating these measures may differ from the method used by other entities. Accordingly, the Group's measures may not be comparable to similarly titled measures used by other entities or in other jurisdictions.

Adjusted EBITDA, as defined by the Group, is income before interest expense including accelerated debt costs and other accretion (net of interest income), income taxes, amortisation and depreciation, share-based compensation, severance costs, realised loss on cross currency swap, fair value adjustments on contingent consideration, transaction related costs, foreign exchange loss, and gain on sale of intangible assets. Management believes that Adjusted EBITDA is an important indicator of the issuer's ability to generate liquidity to service outstanding debt and fund acquisition earn-out payments and uses this metric for such purpose. The exclusion of share-based compensation eliminates non-cash items and the exclusion of realised loss on cross currency swap, fair value adjustments on contingent consideration, severance costs, transaction related costs, foreign exchange loss, and gain on sale of intangible assets eliminates items which management believes are either non-operational and/or non-routine.

Adjusted Net Income, as defined by the Group, means net income plus or minus items of note that management may reasonably quantify and believes will provide the reader with a better understanding of the Group's underlying business performance. Adjusted Net Income is calculated by adjusting net income for accretion on financial liabilities, amortisation of acquisition related purchase price intangibles and non-compete clauses, share-based compensation, severance costs, realised loss on cross currency swap, fair value adjustments on contingent consideration, transaction related costs, foreign exchange loss and gain on sale of intangible assets. The exclusion of accretion on financial liabilities and share-based compensation eliminates the non-cash impact and the exclusion of amortisation of acquisition related purchase price intangibles and non-compete clauses, realised loss on cross currency swap, fair value adjustments on contingent consideration, severance costs, transaction related costs, foreign exchange loss, and gain on sale of intangible assets eliminates items which management believes are non-operational and/or non-routine. Adjusted Net Income is considered by some investors and analysts for the purpose of assisting in valuing a company.

Diluted Adjusted Net Income per share, as defined by the Group, means Adjusted Net Income divided by the diluted weighted average number of shares outstanding, calculated using the IFRS treasury method, for the applicable period. Management believes that Diluted Adjusted Net Income per share assists with the Group's ability to analyse Adjusted Net Income on a diluted weighted average per share basis.



# RECONCILIATION OF CONSOLIDATED ADJUSTED EBITDA

(£ in 000's)

	Q1 2018	Q1 2017
<b>Net loss for the period</b>	<b>(7,747)</b>	<b>(15,301)</b>
Interest expense, net	4,854	7,909
Accretion on financial liabilities	1,537	3,389
Taxes	372	86
Amortisation and depreciation	15,563	13,749
<b>EBITDA</b>	<b>14,579</b>	<b>9,832</b>
Share-based compensation	156	525
Severance costs	450	–
Fair value adjustments on contingent consideration	11,450	12,856
Gain on sale of intangible assets	–	(1,002)
Realised loss on cross currency swap	–	3,534
Transaction related costs	75	1,315
Foreign exchange loss	410	2,133
<b>Adjusted EBITDA</b>	<b>27,120</b>	<b>29,193</b>

# RECONCILIATION OF CONSOLIDATED ADJUSTED NET INCOME

(£ in 000's)

	Q1 2018	Q1 2017
<b>Net loss for the period</b>	<b>(7,747)</b>	<b>(15,301)</b>
Share-based compensation	156	525
Severance costs	450	–
Fair value adjustments on contingent consideration	11,450	12,856
Gain on sale of intangible assets	–	(1,002)
Realised loss on cross currency swap	–	3,534
Transaction related costs	75	1,315
Foreign exchange loss	410	2,133
Amortisation of acquisition related purchase price intangibles	15,035	13,390
Accretion on financial liabilities	1,537	3,389
<b>Adjusted Net Income</b>	<b>21,366</b>	<b>20,839</b>
<b>Diluted net loss per share</b>	<b>£(0.10)</b>	<b>£(0.21)</b>
<b>Diluted Adjusted Net Income per share</b>	<b>£0.29</b>	<b>£0.28</b>