

# ANNOUNCEMENT

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## Bally's Intralot announces the submission of a firm offer for the acquisition of all shares of evoke plc

Athens, June 5, 2026

Further to its announcement dated 20 April 2026, the Bally's Intralot S.A. ("**Company**") announces that its Board of Directors and the board of directors of evoke plc, dimi a company incorporated under the laws of Gibraltar ("**evoke**"), the shares of which are listed on the London Stock Exchange, have reached an agreement on the terms and conditions of a recommended all-share acquisition by the Company for the entire ordinary share capital of evoke (the "**Acquisition**") and have entered into a Co-operation Agreement in relation thereto, dated June 5, 2026 (the "**Co-operation Agreement**").

The Acquisition is intended to be effected by means of a scheme of arrangement between evoke and evoke shareholders under Part VIII of the Gibraltar Companies Act. The Company reserves the right to implement the Acquisition by way of a takeover offer under Part XA (including s.352A) of the Gibraltar Companies Act to evoke shareholders, subject to the terms of the Co-operation Agreement. The Acquisition is conditional on, *inter alia*, the approval by evoke shareholders of the scheme of arrangement and the approval by the Company's shareholders of a resolution to authorise the issue of new shares in the Company to the evoke shareholders in connection with the Acquisition.

Under the terms of the Acquisition, evoke shareholders will be entitled to receive

for each evoke Share: 0.537 new Company shares to be issued and listed on Euronext Athens pursuant to a share capital increase by the Company (the "**Shares Offer**"). The Shares Offer represents a value of approximately 52 pence per evoke Share based on Bally's Intralot's per share price of EUR 1.12. On this basis, the Acquisition values the entire issued, and to be issued, ordinary share capital of evoke at approximately GBP 243.1 million.

As an alternative to the Shares Offer, evoke shareholders may elect to receive in respect of some or all of their evoke Shares (in lieu of a corresponding number of new Company shares under the Shares Offer) for each evoke Share, 52 pence in cash (the "**Cash Alternative Offer**"). The maximum aggregate cash payment available to evoke shareholders under the Cash Alternative Offer will be capped at GBP 117.1 million. Any evoke shares that are sold under the Cash Alternative Offer will be acquired by [Bally's Intralot Jersey Securities Limited], a wholly owned (indirect) subsidiary of the Company.

The cash consideration payable under the Cash Alternative Offer will be funded by a bridge facility of up to EUR 200 million entered into between the Company as borrower and Deutsche Bank Aktiengesellschaft and Jefferies Finance LLC as lenders.

The Company has also secured commitments, led and underwritten by a steerco comprised of TPG BD Finance L.P., Oaktree Capital Management and OHA (UK) LLP, for a five-year maturity second lien term facility of up to the EUR equivalent of GBP 889 million to refinance certain of evoke's existing senior indebtedness maturing in 2028. The Company will not provide any guarantee or collateral support in relation to the second lien term facility, other than undertaking to fund: (i) a mandatory repayment obligation for the EUR equivalent of GBP 200 million by 31 December 2027; and (ii) synergy-related costs of up to GBP 50 million subject to the satisfaction of certain conditions. In addition, evoke has obtained pre-emptive change of control consent waivers from the holders of each series of its outstanding senior secured notes due 2030 and 2031, and its revolving credit facility, which will also be increased to GBP 220 million subject to customary conditions.

The Company has also secured commitments for a GBP 157 million senior facility from institutional investors to support the Acquisition.

The Acquisition is expected to conclude between the final quarter of 2026 or the first quarter of 2027 and is subject to terms and conditions which, if not fulfilled or waived, may delay and/or preclude its conclusion.

**Mr. Sokratis Kokkalis, Chairman of the BoD of Bally's Intralot,** stated: *"Today marks the beginning of a major new chapter for our company with the submission of a binding offer for the acquisition of evoke, aimed at creating a very strong global player in the gaming industry. This move demonstrates the new momentum our company has gained, justifying the trust shown to us by the investment community."*

The complete texts (in English) of the announcement of the Company's firm offer, the Co-operation Agreement, and the investor presentation is posted on the Company's website <https://www.intralot.com/investor-relations/proposed-acquisition-of-evoke/>

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**About Bally's Intralot S.A.**

Bally's Intralot is a leading iGaming and lottery solutions provider listed on the Euronext Athens, aiming to drive strategic growth and global competitiveness across the globe. Combining Bally's proven digital B2C expertise with INTRALOT's longstanding leadership in regulated lottery gaming, Bally's Intralot forms a uniquely positioned, independent global champion across online gaming, lottery, iLottery, and sports betting.