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**FOR IMMEDIATE RELEASE**

5 June 2026

**RECOMMENDED ALL-SHARE ACQUISITION**

**of**

**evoke plc**

**by**

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

**to be implemented by means of a scheme of arrangement under Part VIII of the Gibraltar Companies Act 2014**

**Summary**

- The board of Bally's Intralot S.A. ("**Intralot**") and the board of evoke plc ("**evoke**") are pleased to announce that they have reached an agreement on the terms and conditions of a recommended all-share acquisition by Intralot of the entire issued, and to be issued, ordinary share capital of evoke. 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.

**Acquisition Terms**

- Under the terms of the Acquisition, evoke Shareholders will be entitled to receive:  
**for each evoke Share: 0.537 New Intralot Shares (the "Shares Offer")**
- The Shares Offer represents a value of 52 pence per evoke Share based on Intralot's share price of EUR 1.12 (the "**Offer Value**"). On this basis, the Acquisition values the entire issued, and to be issued, ordinary share capital of evoke at approximately GBP 243.1 million.
- The Acquisition represents a premium of approximately:

- 138 per cent. premium to evoke’s share price of 21.9 pence at the close of business on 9 December 2025 (being the last business day before the announcement of evoke’s strategic review); and
- 77 per cent. premium to evoke’s volume-weighted average share price of 29.4 pence over the three-month period ending on 17 April 2026 (being the last business day before evoke’s statement regarding media speculation in respect of the Acquisition).
- Intralot will seek the approval of the listing of the New Intralot Shares on the Main Market of the Regulated Securities Market of Euronext Athens alongside the existing Intralot Shares under symbol “BYLOT”.

### **The Cash Alternative Offer**

- 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 Intralot Shares under the Shares Offer) (each such evoke Shareholder, an “**Electing evoke Shareholder**”):
  - for each evoke Share: 52 pence in cash (the “Cash Alternative Offer”)**
- evoke Shareholders who do not elect for the Cash Alternative Offer, and/or who do not make a valid election, will receive New Intralot Shares for the full amount of the consideration due to them pursuant to the Shares Offer in respect of their entire holding of evoke Shares.
- The maximum aggregate cash payment available to evoke Shareholders (represented by valid elections) under the Cash Alternative Offer will be capped at GBP 117,104,979 (the “**Cash Alternative Offer Cap**”).
- If valid elections for the Cash Alternative Offer are received from evoke Shareholders in respect of a number of evoke Shares that would otherwise require the payment of an aggregate amount of cash under the Cash Alternative Offer in excess of the Cash Alternative Offer Cap, such elections will be unable to be satisfied in full. In these circumstances the amount of cash to be paid to each Electing evoke Shareholder will be scaled back down to equal the Cash Alternative Offer Cap on a pro-rata basis and the balance of the consideration for each such evoke Share will be satisfied by the issue of New Intralot Shares in accordance with the terms of the Shares Offer. As a result, Electing evoke Shareholders will not know the exact number of New Intralot Shares or amount of cash they will receive until settlement of the consideration under the Acquisition.
- Following the Acquisition becoming Effective, and assuming that no evoke Shareholders elect for the Cash Alternative Offer, evoke Shareholders will own approximately 11.5 per cent. of the Enlarged Group and will be able to participate in the future growth prospects of the Enlarged Group.
- Any evoke Shares that are sold under the Cash Alternative Offer, will be acquired by JerseyCo, a wholly-owned (indirect) subsidiary of Intralot.
- The cash consideration payable under the Cash Alternative Offer will be funded by a bridge facility agreement entered into between Intralot as borrower and Deutsche Bank Aktiengesellschaft and Jefferies Finance LLC as lenders on 5 June 2026.
- Restricted Overseas Shareholders will not be entitled to participate in the Shares Offer and, if the Acquisition becomes Effective and insofar as they have not elected for the Cash Alternative Offer, will receive for each evoke Share held by them a sum of cash based upon

the net proceeds of the sale in the market of 0.537 New Intralot Shares for each evoke Share held.

## Background to and reasons for the Acquisition

- Intralot is a global leader in iGaming and lottery solutions, created through the combination of Bally's and Intralot in October 2025. This combination established Intralot as a diversified, digitally led global betting, gaming and lottery operator with industry-leading EBITDA margins, proven proprietary technology and operations spanning a number of regulated markets, including the UK, Spain and certain US states. The successful completion and integration of that combination has provided Intralot with significant financial strength, operational scale and a demonstrated playbook for executing complex, transformational transactions.
- On 26 November 2025, the UK Government announced significant increases to Remote Gaming Duty, with the headline rate increasing from 21 per cent., to 40 per cent. with effect from April 2026. These changes represent a material shift in the UK operating environment and Intralot expects them to create meaningful dislocation across the competitive landscape.
- Intralot continues to believe that the UK is a highly attractive geography and the current market dislocation presents a significant opportunity for consolidation. Intralot believes that the Acquisition has a compelling strategic and financial rationale for shareholders of both Intralot and evoke which is expected to result in the following benefits:
  1. **Creates a global gaming and lottery champion with scaled pan-European B2C, adding significant reach across locally regulated markets** - The Acquisition will create a geographically diversified gaming champion with operations across six core markets. The Enlarged Group will have significant scale and relevance in Europe's largest and most attractive gaming jurisdictions. Poised to compete across markets with an addressable TAM of EUR 36 billion, the Enlarged Group expects to benefit from exposure to structurally growing iGaming and online sports betting markets while maintaining a clear focus on regulated, sustainable revenues.
  2. **Leading position in the UK with sports offering strengthened through the addition of evoke's flagship brands** - The Acquisition will significantly enhance Intralot's UK position through the addition of evoke's leading brands, William Hill and 888, adding a scaled multi-brand platform across casino, sports, bingo and poker to Intralot's portfolio. The Enlarged Group will rank as the #2 player in UK iGaming and #4 in UK online sports betting (based on market share position by gross gaming revenue), supported by a strong retail presence.
  3. **Combining evoke's iconic brands with Intralot's leading data technology to optimise player journeys** - By pairing evoke's large, loyal customer base with Intralot's Vitruvian platform and advanced data capabilities, the Enlarged Group will be positioned to materially improve acquisition efficiency, player engagement and lifetime value. Intralot's technology will enable more precise customer segmentation, and personalised journeys, supporting materially lower marketing intensity, improved conversion and reduced churn.
  4. **Transaction unlocks highly executable synergy upside to drive value creation and significant earnings accretion in the near-term** - The Acquisition will unlock approximately GBP 180 million of identified pre-tax cost and capex savings, which will be realised by the end of the second year following completion of the Acquisition. Synergies are expected to be realised primarily from the consolidation

and optimisation of activities in three core areas, marketing spend optimisation, operational efficiencies and IT infrastructure.

5. **Enhanced financial profile through increased scale and product diversification** - The Enlarged Group will benefit from enhanced scale with FY25 pro forma net revenue of EUR 3.2 billion and FY25 pro forma adjusted EBITDA of EUR 856 million adjusted for the estimated impact of UK tax changes, Intralot's announced mitigations and transaction related cost synergies. The Enlarged Group is expected to have a FY25 pro forma adjusted EBITDA margin of approximately 27 per cent. and cash conversion of approximately 79 per cent. (including capex synergies). Together with the potential synergies, and more diversified product and geographical mix, the Acquisition delivers a more robust and balanced financial profile, with improved visibility on both cash generation and deleveraging.

### **Background to and reasons for the recommendation**

- On 10 December 2025, the evoke Board announced that it had decided to undertake a review of the evoke Group's strategic options to maximise shareholder value, including, but not limited to, a potential sale of the evoke Group, or some of the evoke Group's assets and/or business units (the "**Strategic Review**").
- In determining to undertake the Strategic Review, the evoke Board took into account the evolving regulatory and market environment in the evoke Group's core markets and, in particular, the UK Government's announcement on 26 November 2025 of significant increases to UK gambling duties, including (i) an increase in Remote Gaming Duty on online gaming from 21 per cent. to 40 per cent. from 1 April 2026 and (ii) an increase in duty rate on online betting (excluding horse racing) from the current 15 per cent. to 25 per cent. from 1 April 2027. The evoke Board considered that these changes represent a material shift in the UK operating environment and, given evoke's significant UK exposure, were expected to have a material adverse impact on the evoke Group's profitability and cash generation. On the evoke Group's initial estimates, prior to mitigating actions, these changes would increase duty costs by approximately GBP 125-135 million on an annualised basis once fully implemented representing 36 per cent. of evoke's FY 2025 EBITDA (with approximately GBP 80 million of the pre-mitigation impact arising in FY 26E).
- Since the announcement of the Strategic Review, the evoke Board and management have continued to focus on improving underlying performance and executing the evoke Group's strategy in regulated markets. evoke's FY 2025 results demonstrated improved underlying profitability, with Adjusted EBITDA increasing by 14 per cent. to GBP 356 million and Adjusted EBITDA margin expanding by 220 basis points to 20.0 per cent., reflecting a continued focus on more efficient promotional and marketing investment and a more disciplined operating model. Notwithstanding this progress, the evoke Board has remained mindful that regulatory changes in the UK, together with the evoke Group's leveraged capital structure and refinancing profile, have continued to constrain strategic optionality, increase refinancing risk and weigh on the evoke Group's equity valuation.
- Against that backdrop, and as part of the Strategic Review, the evoke Board (together with its financial advisers) has evaluated a range of potential counterparties and transaction structures, including consideration of: (i) a potential sale of the whole evoke Group; (ii) disposals of certain assets and/or business units (including Italy and the UK); and (iii) alternative capital structure solutions. In all cases these alternatives were considered in the context, and relative to the risks and merits, of maintaining the status quo. These discussions progressed to an advanced stage with multiple counterparties, including management engagement and due diligence. In assessing these options, the evoke Board has placed particular emphasis on

maximising value for evoke Shareholders, deliverability, timing, implications on the evoke Group capital structure as well as the impact for the evoke Group's broader stakeholders.

- Intralot was one of the parties engaged in the Strategic Review. Intralot submitted five earlier non-binding proposals with the first of such proposals being at 32 pence per share (received on 20 January 2026) which the evoke Board did not consider reflected adequately the value of evoke and its prospects. Following further engagement with Intralot, including reciprocal due diligence and continued negotiations focused on both value and deliverability, Intralot ultimately increased its proposal to 52 pence per share (an increase relative to its initial proposal of 63 per cent.) and indicated that the proposal was expected to comprise an all-share combination with a partial cash alternative, including the commitment led and underwritten by a steerco comprised of TPG Credit, Oaktree and OHA (the “SteerCo”) of the EUR equivalent of GBP 889 million from a group of private lenders including, among others, TPG Credit, Oaktree, OHA, Man Group Global High Yield & Credit Opportunities, Schonfeld Strategic Advisors LLC and Shenkman Capital (together the “Private Lenders”) in connection with the redemption of evoke's EUR 450,000,000 Senior Secured Floating Rate Notes due 2028 and the refinancing of evoke's USD 575,000,000 USD-denominated Term Loan B due 2028.
- On 20 April 2026, evoke confirmed that it was in discussions with Intralot regarding a possible offer for the entire issued and to be issued share capital of evoke at a price of 50 pence per share, expected to comprise an all-share combination with a partial cash alternative, this price was subsequently increased to 52 pence per share. Following a period of discussions with Intralot, including confirmatory information sharing and detailed engagement on transaction structure, conditionality and deliverability, the evoke Board has concluded that the terms of the Acquisition represent the most attractive and deliverable proposal currently available to evoke and its shareholders.
- In recommending the Acquisition, the evoke Directors have taken into account a number of factors, including the following:
- *Strategic and financial rationale*
  1. the Acquisition is expected to address key strategic and financial constraints facing evoke by combining evoke with a larger platform with a higher-margin profile, stronger cash generation and a proven operating model, and by providing a clearer pathway to a more sustainable capital structure for the Enlarged Group;
  2. the evoke Board believes that the strategic and operational rationale for the combination provides a credible basis for meaningful value creation, while allowing evoke Shareholders to participate in that upside through ownership of New Intralot Shares; and
  3. the evoke Board has had particular regard to the financing structure supporting the Acquisition and the resulting improvement in the evoke Group's capital structure. The proposed financing arrangements include a commitment of the EUR equivalent of GBP 889 million from the Private Lenders, led and underwritten by the SteerCo, which will be guaranteed and secured on all assets of the evoke Group which secure the evoke SSNs, but will be secured on a junior basis to the liens securing the evoke SSNs, that will be used to redeem evoke's 2028 senior secured maturities, together with binding consents from more than 50 per cent. of the holders of each class of the longer-dated maturities to consent to the envisaged change of control (further details of which are set out in the “Financing of the Acquisition” section of this Announcement). Total reported FY25A leverage for evoke was 5.2x, and net senior secured leverage was 5.0x on a standalone basis. The Group also faced near term refinancing risk with the upcoming

2028 maturities. The evoke Board believes that the proposed financing structure addresses balance sheet and refinancing risk, removing a key strategic constraint that has limited management's flexibility in recent years. This materially improves the financial profile of evoke and provides the most credible foundation for sustainable long-term value creation. Pro forma for the acquisition, including cost synergies and UK duty changes, as well as the refinancing of the 2028 maturities with the new Second Lien Term Facility, total pro forma leverage would fall from 5.2x to 4.6x, with senior secured leverage falling from 5.0x to 2.2x;

- *Value and certainty for evoke Shareholders*
  4. the Shares Offer provides evoke Shareholders with the opportunity to participate in the long-term strategic and financial benefits of the Enlarged Group, whilst the Cash Alternative Offer provides an option for evoke Shareholders who prefer to crystallise value in cash (subject to the Cash Alternative Offer Cap and Scaling Back);
  5. the Offer Value represents a material premium of approximately 138 per cent. to evoke's share price immediately prior to the announcement of the Strategic Review and reflects, in the evoke Board's view, an attractive valuation in light of the evoke Group's standalone prospects, the prevailing regulatory and market backdrop and the constraints imposed by the evoke Group's existing capital structure;
  6. in assessing the Shares Offer the evoke Board has had regard to: (i) Intralot's financial profile, business positioning and prospects (as further described in the section "Information on Intralot"); (ii) the basis on which the Offer Value has been determined, including the reference price of the Intralot Shares and the prevailing GBP/EUR exchange rate; (iii) the proportion of the issued share capital of the Enlarged Group that evoke Shareholders will hold in aggregate following completion (approximately 11.5 per cent. assuming no elections for the Cash Alternative Offer); and (iv) the reciprocal due diligence undertaken by the evoke Board, on Intralot, and engagement with Intralot management on the Enlarged Group's strategy, capital structure and governance arrangements. The evoke Board believes that the New Intralot Shares provide evoke Shareholders with an attractive opportunity to participate in the strategic and financial benefits of the Enlarged Group;
  7. the evoke Board has assessed the deliverability of the Acquisition, including the proposed transaction structure, the availability of financing for the cash consideration payable under the Cash Alternative Offer, the anticipated process to obtain relevant consents and approvals and the expected timetable, and believes the Acquisition offers a compelling combination of value and execution certainty relative to the alternatives considered as part of the Strategic Review; and
  8. the evoke Board has also considered the implications of the Acquisition for the evoke Group's employees, customers, regulators and other stakeholders, and welcomes Intralot's stated intentions for the Enlarged Group following completion of the Acquisition, which are described elsewhere in this Announcement.
- Following careful consideration of the terms of the Acquisition, including the value and certainty that the Acquisition provides to evoke Shareholders and the factors set out above, the evoke Directors intend unanimously to recommend that evoke Shareholders vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer).

- Further details of the irrevocable undertakings received in relation to the Acquisition are set out in paragraph 7 and Appendix III to this Announcement.

### **Recommendation**

- The evoke Directors, who have been so advised by Morgan Stanley and Rothschild & Co as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their advice to the evoke Directors, Morgan Stanley and Rothschild & Co have relied upon the commercial assessments of the evoke Directors.
- Accordingly, the evoke Directors intend to unanimously recommend that evoke Shareholders vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer), as those evoke Directors who hold or are beneficially entitled to evoke Shares have each irrevocably undertaken to do in respect of all of their (and their connected persons') evoke Shares being, in aggregate, a total of 3,992,905 evoke Shares (representing approximately 0.89 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026, being the last Business Day before the date of this Announcement).
- Further details of these irrevocable undertakings are set out in Appendix III to this Announcement.
- In deciding whether to elect for the Cash Alternative Offer, evoke Shareholders should have regard to their own particular circumstances. In making this decision, the evoke Directors consider that evoke Shareholders should take into account whether they prefer the immediate liquidity of the Cash Alternative Offer as opposed to economic exposure to New Intralot Shares.

### **Irrevocable undertakings and letters of intent**

- In addition to the irrevocable undertakings from the evoke Directors who hold or are beneficially entitled to evoke Shares, as described above, Intralot has also received irrevocable undertakings as described below.
- Dalia Shaked has undertaken to vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of a total of 86,283,534 evoke Shares (representing approximately 19.16 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026 (being the last Business Day before the date of this Announcement) and to further undertake to receive New Intralot Shares for their entire holding. These undertakings will remain binding in the event that a higher competing offer for evoke is made.
- Artemis Investment Management LLP has provided a letter of intent supporting the Acquisition in respect of a total of 44,640,192 evoke Shares (representing approximately 9.91 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026 (being the last Business Day before the date of this Announcement)).
- Intralot has, therefore, received irrevocable undertakings and letters of intent to vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of a total of 130,923,726 evoke Shares (representing approximately 29.07 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026, being the last Business Day before the date of this Announcement).

## Information on Intralot

- Intralot is a leading global iGaming, lottery and sports betting operator and technology provider, listed on the Athens Stock Exchange with the market capitalisation of c. EUR 2,213 million as at 4 June 2026, being the last Business Day before the date of this Announcement. It was formed following the combination of Intralot and Bally's International Interactive business in October 2025, following which Bally's Corp. became the majority shareholder of Intralot. This combination created an independent, scaled champion across regulated markets with a footprint in some of the most attractive markets in Europe and North America.
- Intralot operates across 40 regulated jurisdictions worldwide and employed approximately 2,800 people as of December 2025. The company is a B2C online gaming and sportsbook operator in the UK and Spain, and delivers end-to-end technology solutions across Lottery, iLottery, video lottery terminal monitoring and Sports Betting verticals, supporting operators in digital transformation initiatives and the funding of good causes.
- Bally's International Interactive Business became part of Bally's in 2021 through the acquisition of Gamesys. Following the acquisition of Gamesys, Bally's made significant investments to strengthen the business and implemented other strategic actions under the guidance of a talented and well-coordinated global operations team. These investments focused on embedding the Vitruvian platform as a group-wide data and intelligence layer, enabling deep integration across player account management systems and third-party platforms while unifying real-time data ingestion. Vitruvian's AI and machine-learning capabilities underpin player personalisation, fraud and risk monitoring, responsible gaming interventions and automated, self-service customer engagement across digital channels. Other notable investments include the rollout of a debut sports offering across most of the UK brands, the acquisition of a land-based casino in the UK.
- Currently, Bally's International Interactive Business is a leading online gaming operator focusing exclusively on regulated gaming markets, particularly the UK, where it is one of the largest operators, and Spain, where it has a sizeable footprint. Through licensed entities in the UK, Gibraltar, Spain and Ireland, the business delivers a wide range of engaging online games and products, including real money online slots, casino, bingo, and instant win games and sports betting products to its approximately 700,000 active cash players via a premier portfolio of distinctive and recognisable brands such as Jackpotjoy, Virgin Games, Monopoly Casino, Double Bubble Bingo, Bally's Bet, Rainbow Riches Casino and Botemania.
- For the twelve months ended 31 December 2025, Intralot delivered a resilient and well-diversified earnings profile across its core verticals, generating EUR 1,086 million of revenues and EUR 431 million of Adjusted EBITDA, reflecting the scalability of its technology-led operating model, stable long-term cash flows in the lottery segment and disciplined cost management across the platform.

## Information on evoke

- evoke is one of the world's leading betting and gaming companies by revenue, with revenue of GBP 1,782 million in FY 2025, and the owner of a range of internationally renowned brands, including William Hill, William Hill Vegas, 888casino, 888sport, 888poker, winner.ro and Mr Green. evoke's vision is to make life more interesting and evoke's mission is to delight players with world-class betting and gaming experiences.
- Under evoke's market-leading brands, evoke provides customers with betting services and gaming products across evoke's principal B2C product areas of casino, sports and poker, and had over 1.7 million average monthly players over the twelve-month period ended 31 December 2025. evoke's two key market categories are: (i) Core Markets, comprising the

UK, Italy, Spain, Romania and Denmark, in which evoke enjoys in-country scale and market-leading positions and (ii) Optimise Markets, which comprise the rest of evoke's operations.

- In FY 2025, 72 per cent. of evoke's revenue was generated from online, including casino and betting, and 28 per cent. from evoke's retail operations. Incorporated in Gibraltar and headquartered and listed in London, evoke operates from offices around the world. In FY 2025 evoke generated 89 per cent. of revenues from evoke's Core Markets, with 38 per cent. from evoke's UK&I Online sub-segment, 28 per cent. from evoke's UK Retail sub-segment, and 24 per cent. from Italy, Spain, Denmark and Romania. The remaining 11 per cent. was generated across evoke's Optimise Markets.
- evoke focuses on growth in locally regulated and taxed markets, with 96 per cent. of revenue in FY 2025 coming from locally regulated markets.

### **General**

- The consideration payable under the terms of the Acquisition assumes that evoke Shareholders will not receive any dividend, distribution and/or any other return of capital or value following the date of this Announcement. Intralot and evoke have agreed certain arrangements with regard to the payment of further dividends and returns of capital prior to the Effective Date. Further details are set out in paragraph 15 of this Announcement.

### **Timetable and Conditions**

- It is intended that the Acquisition will be implemented by way of a Court-approved scheme of arrangement between Intralot and evoke Shareholders under Part VIII of the Gibraltar Companies Act (although Intralot reserves the right to implement the Acquisition by way of an Offer, subject to the terms of the Co-operation Agreement).
- The Acquisition is conditional on, among other things: (i) the approval of evoke Shareholders of the Scheme at the Court Meeting; (ii) the approval of evoke Shareholders of the Resolution to be proposed at the General Meeting; (iii) the approval of Intralot Shareholders of the Intralot Resolution; (iv) confirmation of the approval of the listing of the New Intralot Shares on the Main Market of the Regulated Securities Market of Euronext Athens; (v) the receipt or waiver of any approval required under EU Regulation 2022/2560 on foreign subsidiaries as well as the relevant, regulatory antitrust approvals in Austria, Jersey and the UK and foreign direct investment approvals in Cyprus, Ireland, Malta, Romania, Spain and the UK; (vi) the receipt or waiver of gaming regulatory approvals in the UK, Portugal, Italy, Germany, Gibraltar, Malta, Canada, New Jersey, Nevada and Pennsylvania, in each case if and to the extent required. The Conditions to the Acquisition are set out in full in Appendix I to this Announcement along with certain other terms. The full terms and conditions will be set out in the Scheme Document.
- evoke Shareholders should be aware that evoke and Intralot have agreed that the Conditions contained in Conditions 1, 2, 3(a), 3(b)(iv), 3(c)(i), 3(c)(ii), 3(k), 3(l) and 3(m) are not subject to Rule 13.5 of the Code (as applied pursuant to the Co-operation Agreement) and if such Conditions are not satisfied, it would be Intralot's intention (subject to the terms of the Co-operation Agreement) to invoke such Condition(s) to cause the Acquisition to lapse.
- The Acquisition will be put to evoke Shareholders at the Court Meeting and the General Meeting. In order to become Effective, the Scheme must be approved by a majority in number of evoke Shareholders present and voting (and entitled to vote) at the Court Meeting, either in person or by proxy, representing 75 per cent. or more in value of the evoke Shares held and voted by those evoke Shareholders. In addition, the Resolution implementing the Scheme

must be passed by the requisite majority of evoke Shareholders representing at least 75 per cent. of votes cast at the General Meeting.

- It is expected that the Scheme Document, containing further information about the Acquisition and notices of the Court Meeting and General Meeting, together with the associated Forms of Proxy and Form of Election, will be dispatched to evoke Shareholders as soon as practicable and, in any event, within 28 days of this Announcement (or such later time as evoke and Intralot may agree). The Court Meeting and General Meeting are expected to be held as soon as reasonably practicable thereafter.
- Intralot will prepare and make available to Intralot Shareholders the Intralot General Meeting Invitation which will include a notice convening the Intralot General Meeting at which Intralot Shareholders will vote on the Intralot Resolution. It is expected that the Intralot General Meeting Invitation will be made available to Intralot Shareholders (together with a form of proxy) at the same time as the Scheme Document is dispatched to evoke Shareholders, with the Intralot General Meeting being held at or around the same time as the Court Meeting and General Meeting.
- The Scheme Document and Intralot General Meeting Invitation will also be made available on Intralot's website at <https://www.intralot.com/investor-relations/proposed-acquisition-of-evoke/> and evoke's website at <https://www.evokeplc.com/investors/corporate-transactions/proposed-acquisition-by-ballys-intralot>.
- The Acquisition is currently expected to complete during the final quarter of 2026, or first quarter of 2027, subject to the satisfaction or waiver (where applicable) of the Conditions. An expected timetable of key events relating to the Acquisition will be set out in the Scheme Document.

- Commenting on the Acquisition, Mark Summerfield, Chairman of evoke, said:

*“Following the announcement of the Strategic Review in December 2025, we have been resolutely focused on how best to maximise value for our shareholders in light of the significant UK duty changes and the constraints posed by the evoke Group's existing capital structure.*

*Having considered a range of options I am delighted to announce the Acquisition by Intralot and believe the agreed terms represent the most attractive and deliverable outcome for evoke shareholders.*

*The combination will create one of the world's leading online betting and gaming groups with superior scale, exceptional brands, increased diversification, and a platform for strong growth through enhanced capabilities.*

*I'm confident Intralot will be a strong and supportive owner of the business, and together with the more sustainable capital structure, the combination offers the best route to deliver long-term value for our shareholders and broader stakeholders”*

- Commenting on the Acquisition, Avi Shaked, on behalf of the Shaked family said:

*“When I founded evoke 30 years ago, I envisioned building a company that would stand among the world's leading gaming businesses - a global platform with exceptional people, iconic brands, and a reputation for excellence across every market in which it operates.*

*The transaction we are announcing today represents a significant milestone on that journey.*

*The Shaked family has provided an irrevocable undertaking in support of this transformational combination. As committed minority shareholders in the combined group, we look forward to remaining part of this business for many years to come and participating in the next chapter of growth, innovation, and value creation alongside our fellow shareholders.”*

- Commenting on the Acquisition, Soo Kim, Chairman of Bally’s, said:

*“We are excited about the opportunity to bring Intralot and evoke together to create a leading, diversified European gaming champion with greater scale, resilience and operational capability.*

*Underpinned by the combination of evoke’s iconic brands of incredible heritage, such as William Hill and 888, with Intralot’s best-in-class technology and data capabilities, highly executable synergies and the ability to invest our substantial free cash flow in growth markets – we are confident that the Enlarged Group will not just be stronger than before, but stronger than ever.*

*Intralot has a proven track-record of creating shareholder value through successful integration of acquired businesses whilst preserving their distinct strengths. We are confident that this transaction will deliver substantial benefits for both Intralot and evoke shareholders.”*

**This summary should be read in conjunction with, and is subject to, the full text of this Announcement and the Appendices. The Conditions to, and certain further terms of, the Acquisition are set out herein and in Appendix I to this Announcement and the full terms and conditions of the Acquisition will be set out in the Scheme Document. The bases of calculations and sources for certain financial information contained in this Announcement are set out in Appendix II to this Announcement. Details of the irrevocable undertakings and letters of intent received by Intralot in relation to the Acquisition are set out in Appendix III to this Announcement. Appendix IV to this Announcement contains details and bases of belief of the anticipated synergies arising out of the Acquisition. Certain definitions and terms used in this Announcement are set out in Appendix V to this Announcement.**

#### **Analyst and Investor Presentation**

Intralot will host a presentation and Q&A for analysts and investors via webcast at 9.00 a.m. (UK time) / 11.00 a.m. (Greek time) today (5 June 2026) to discuss the Transaction. To participate in this webcast, please use the following access details: [https://brrmedia.news/9IL\\_260605](https://brrmedia.news/9IL_260605)

#### **Enquiries:**

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The person responsible for arranging the release of this Announcement on behalf of Intralot is Dimitrios Kremmidas, Chief Legal Counsel of Intralot.

The person responsible for arranging the release of this Announcement on behalf of evoke is Fredrik Ekdahl, General Counsel of evoke.

Milbank LLP is retained as legal adviser to Intralot.

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***Important Notices***

*Jefferies International Limited (“Jefferies”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Intralot and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters in this Announcement and will not be responsible to anyone other than Intralot for providing the protections afforded to clients of Jefferies nor for providing advice in relation*

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### **The City Code on Takeovers and Mergers**

The City Code on Takeovers and Mergers (the "**Code**") does not apply to evoke as it is registered in Gibraltar. As a result, a takeover offer for evoke will not be regulated by the UK Panel on Takeovers and Mergers (the "**Panel**"). evoke's articles of association contain certain provisions requiring evoke to use its reasonable endeavours to apply the rules of the Code to a takeover offer for evoke (except where not in the best interest of evoke to do so), although these do not provide the full protections afforded by the Code and the enforcement of such provisions is not the responsibility of the Panel. Accordingly, evoke Shareholders are reminded that the Panel does not have responsibility, in relation to evoke, for ensuring compliance with the Code and is not able to answer any evoke Shareholders' questions in that regard.

### **Further Information**

This Announcement is for information purposes only. It does not constitute, and is not intended to constitute, or form part of, any offer, invitation or solicitation of an offer to purchase, otherwise acquire,

*subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote or decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).*

*evoke shall prepare the Scheme Document to be distributed to evoke Shareholders. evoke and Intralot urge evoke Shareholders to read the Scheme Document when it becomes available because it shall contain important information relating to the Acquisition, the New Intralot Shares and the Enlarged Group.*

*Intralot shall prepare the Intralot General Meeting Invitation to be distributed to Intralot Shareholders.*

*This Announcement does not constitute a prospectus or prospectus exemption document.*

*This Announcement has been prepared for the purpose of complying with the laws of England and Wales and Gibraltar and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales and Gibraltar.*

### **Overseas Shareholders**

*The release, publication or distribution of this Announcement in or into certain jurisdictions other than the United Kingdom or Gibraltar may be restricted by law. Persons who are not resident in the United Kingdom or Gibraltar or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such requirements by any person.*

*Unless otherwise determined by Intralot, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Acquisition to evoke Shareholders who are not resident in the United Kingdom or Gibraltar may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or Gibraltar should inform themselves of, and observe, any applicable legal and regulatory requirements.*

*evoke Shareholders should be aware that the transaction contemplated herein may have tax consequences and that such consequences, if any, are not described herein. evoke Shareholders are urged to consult with appropriate legal, tax and financial advisers in connection with the consequences of the Acquisition on them.*

### ***Additional information for US investors***

*The Acquisition relates to shares of a Gibraltar company which are admitted to trading on a UK regulated market, is subject to Gibraltar and UK procedural and disclosure requirements (which are different from those of the US) and is proposed to be implemented under a scheme of arrangement provided for under the company law of Gibraltar. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act.*

*Accordingly, the Scheme will be subject to Gibraltar procedural and disclosure requirements and practices, which are different from the procedural and disclosure requirements of United States tender offer and proxy solicitation rules.*

*The receipt of consideration by a US holder for the transfer of its Shares pursuant to the Scheme may have tax consequences in the United States. Each evoke Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state federal and local, as well as overseas and other, tax laws.*

*Financial information relating to evoke included in this Announcement and the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. If Intralot exercises its right to implement the acquisition of the evoke Shares by way of an Offer, such offer will be made in compliance with applicable US tender offer and securities laws and regulations.*

*To the extent permitted by applicable law, normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Intralot or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of evoke outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*It may be difficult for US evoke Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Intralot and evoke are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US evoke Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*The New Intralot Shares have not been, and will not be, registered under the US Securities Act, or applicable state securities laws. Accordingly, the New Intralot Shares may not be offered, sold, resold, taken up, transferred or delivered, directly or indirectly, in the United States absent registration or an available exemption or a transaction not subject to the registration requirements of the US Securities Act. Accordingly, the New Intralot Shares will not be issued to evoke Shareholders unless Intralot determines that they may be issued pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the US Securities Act as provided by Section 3(a)(10) of the US Securities Act or another available exemption.*

*The New Intralot Shares are expected to be issued in reliance on the exemption from the registration requirements of the US Securities Act set forth in Section 3(a)(10) thereof on the basis of the approval*

of the Court, and similar exemptions from registration under applicable state securities laws. Section 3(a)(10) of the US Securities Act exempts the issuance of any securities issued in exchange for one or more bona fide outstanding securities from the general requirement of registration under the US Securities Act where the terms and conditions of the issuance and exchange of such securities have been approved by a court of competent jurisdiction that is expressly authorised by law to grant such approval, after a hearing upon the substantive and procedural fairness of the terms and conditions of such issuance and exchange at which all persons to whom it is proposed to issue the securities have the right to appear and receive timely and adequate notice thereof. The Court is authorised to conduct a hearing at which the substantive and procedural fairness of the terms and conditions of the Scheme will be considered. For the purposes of qualifying for the exemption provided by Section 3(a)(10) of the US Securities Act, evoke will advise the Court before the hearing that the Court's approval of the Scheme will constitute the basis for an exemption from the registration requirements of the US Securities Act, pursuant to Section 3(a)(10).

**THE SCHEME AND THE NEW INTRALOT SHARES TO BE ISSUED IN CONNECTION THEREWITH HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, NOR HAS THE SEC OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR THE MERITS OF THIS TRANSACTION OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

#### **Forward-looking statements**

*This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by evoke or Intralot (or their respective group companies), contain statements which are, or may be deemed to be, "forward looking statements". Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Intralot and evoke shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.*

*The forward-looking statements contained in this Announcement relate to Intralot and evoke's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects", "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Intralot's, evoke's or any member of the evoke Group's or any member of the Intralot Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Intralot's, evoke's or any member of the evoke Group's or any member of the Intralot Group's business.*

*Although Intralot and evoke believe that the expectations reflected in such forward-looking statements are reasonable, neither Intralot nor evoke (nor any of their respective associates, directors, officers or advisers) can give any assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results*

*and developments to differ materially from those expressed or implied by such forward-looking statements.*

*These factors include, but are not limited to: (i) the ability to complete the Acquisition; (ii) the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; (iii) changes in the global, political, economic, business and competitive environments and in market and regulatory forces; (iv) changes in future exchange and interest rates; (v) changes in tax rates; (vi) future business combinations or disposals; (vii) changes in general economic and business conditions; (viii) changes in the behaviour of other market participants; (ix) changes in the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Intralot and evoke operate; (x) weak, volatile or illiquid capital and/or credit markets; (xi) changes in the degree of competition in the geographic and business areas in which Intralot and evoke operate; (xii) changes in laws or in supervisory expectations or requirements; and (xiii) any epidemic or pandemic or disease outbreak or global health crisis. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.*

*Neither evoke nor Intralot, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.*

*Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature involve, risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the evoke Group, there may be additional changes to the evoke Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.*

*The forward-looking statements speak only at the date of this Announcement. All pro forma figures in relation to the Enlarged Group are based solely on Intralot's own analysis and assumptions and reflect Intralot's views only. All subsequent oral or written forward-looking statements attributable to Intralot, evoke, any member of the Intralot Group or the evoke Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.*

*evoke and Intralot (and their respective associates, directors, officers or advisers) expressly disclaim any intention or obligation to update or revise any forward-looking statements, other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.*

*Any statements of estimated costs savings and synergies, including the Synergies Statement are based solely on Intralot's own analysis and assumptions and reflect Intralot's views only. evoke has provided certain operational and financial information to facilitate Intralot's evaluation of potential synergies available from the creation of the Enlarged Group. evoke has not otherwise been involved in the preparation of such statements and information and neither evoke nor its board of directors, officers, employees or agents have assisted Intralot in identifying or evaluating potential synergies from the creation of the Enlarged Group and do not endorse any analysis of such synergies or the Synergies Statement and take no responsibility for the contents of such statements and information.*

### **Disclosure requirements**

*The Code does not apply to evoke as it is registered in Gibraltar. Accordingly, neither evoke Shareholders, Intralot Shareholders nor any other person dealing in evoke Shares or Intralot Shares are required to disclose any of their dealings under the provisions of the Code. However, evoke Shareholders and persons considering the acquisition or disposal of any interest in evoke Shares are reminded that they are subject to the Disclosure Guidance and Transparency Rules made by the FCA under Part VI of FSMA and other applicable regulatory rules regarding transactions in evoke Shares.*

### **No profit forecasts or estimates**

*No statement in this Announcement is intended as a profit forecast or profit estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Intralot or evoke, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Intralot or evoke, as appropriate.*

### **Synergies Statement**

*Statements of estimated costs savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the costs savings and synergies referred to in the Synergies Statement may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. No statement in the Synergies Statement, or this Announcement generally, should be construed as a profit forecast or profit estimate or interpreted to mean that the Enlarged Group's earnings in the first full year following the Effective Date, or in any subsequent period, would necessarily match or be greater than or be less than those of evoke or Intralot for the relevant preceding financial period or any other period.*

### **Non-IFRS financial measures**

*This Announcement contains financial information regarding the businesses and assets of Intralot, evoke and the Enlarged Group. In particular, certain financial data included in this Announcement consists of "non-IFRS financial measures." These non-IFRS financial measures may not be comparable to similarly-titled measures as presented by other companies, nor should they be considered as an alternative to the historical financial results or other indicators of performance based on IFRS. Even as between Intralot and evoke, the calculation of non-IFRS financial measures may vary, and such measures may not be presented on a consistent or comparable basis across both entities.*

*Figures presented for the Enlarged Group are non-IFRS financial measures that represent the mathematical sum of such figure for the respective fiscal year or period, as applicable, for Intralot and evoke, after giving effect to the Acquisition. These aggregated figures are presented as a matter of convenience to recipients of this Announcement and are not derived from pro forma financial information prepared on the basis of IFRS, stock exchange rules and regulations or any other standard, and as such do not reflect all adjustments that would be reflected in pro forma financial information that gives effect to the Acquisition.*

*This Announcement also includes certain unaudited financial information prepared by Intralot and evoke. Neither Intralot nor evoke's respective independent auditors have audited, verified, reviewed, compiled or performed any procedures with respect to the non-IFRS financial measures or such unaudited financial information for the purpose of its inclusion herein and accordingly, they have not*

*expressed an opinion or provided any form of assurance with respect thereto. Actual results may vary from the information contained herein and such variations could be material.*

### **Publication on website and availability of hard copies**

*A copy of this Announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Intralot's and evoke's websites at <https://www.intralot.com/investor-relations/proposed-acquisition-of-evoke/> and <https://www.evokeplc.com/investors/corporate-transactions/proposed-acquisition-by-ballys-intralot>, respectively, by no later than 12 noon (London time) on 8 June 2026. For the avoidance of doubt, the contents of these websites or any other website accessible from hyperlinks are not incorporated into and do not form part of this Announcement.*

*You may request a hard copy of this Announcement by contacting evoke at [ir@evokeplc.com](mailto:ir@evokeplc.com) or by telephone on +44 (0)800 029 3050. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.*

### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by evoke Shareholders, persons with information rights and other relevant persons for the receipt of communications from evoke may be provided to Intralot during the Offer Period as would be required under Section 4 of Appendix 4 of the Code if Rule 2.11(c) of the Code applied to evoke.*

### **Rounding**

*Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

### **General**

*Intralot reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme, subject to the terms of the Co-operation Agreement. In such event, the Offer will be implemented on substantially the same terms and conditions, so far as is applicable, as those which would apply to the Scheme (subject to appropriate amendments to reflect the change in method of implementation and the terms of the Co-operation Agreement).*

*If the Acquisition is implemented by way of an Offer, and such an Offer becomes or is declared unconditional and sufficient acceptances are received, Intralot intends to exercise its rights to apply the provisions of section 352A of the Gibraltar Companies Act so as to acquire compulsorily the remaining evoke Shares in respect of which the Offer has not been accepted.*

*Investors should be aware that Intralot may purchase evoke Shares otherwise than under any Offer or the Scheme, including pursuant to privately negotiated purchases.*

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.*

### **Inside information**

*The information in this Announcement is deemed by Intralot and evoke to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 (as, in relation to evoke, it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018). On the publication of this Announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.*

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**THIS ANNOUNCEMENT IS AN ADVERTISEMENT AND NOT A PROSPECTUS, A PROSPECTUS EQUIVALENT DOCUMENT OR A PROSPECTUS EXEMPT DOCUMENT AND EVOKE SHAREHOLDERS SHOULD NOT MAKE ANY DECISION IN RELATION TO THE INTRALOT SECURITIES EXCEPT ON THE BASIS OF INFORMATION IN THE SCHEME DOCUMENT WHICH IS PROPOSED TO BE PUBLISHED IN DUE COURSE**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

5 June 2026

## **RECOMMENDED ALL-SHARE ACQUISITION**

of

**evoke plc**

by

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

**to be implemented by means of a scheme of arrangement under Part VIII of the Gibraltar Companies Act 2014**

### **1. Introduction**

The board of Bally's Intralot S.A. ("**Intralot**") and the board of evoke plc ("**evoke**") are pleased to announce that they have reached an agreement on the terms and conditions of a recommended all-share acquisition by Intralot of the entire issued, and to be issued, ordinary share capital of evoke.

It is intended that the Acquisition will be implemented by way of a Court-approved scheme of arrangement between evoke and evoke Shareholders under Part VIII of the Gibraltar Companies Act (although Intralot reserves the right to implement the Acquisition by way of an Offer, subject to the terms of the Co-operation Agreement). The Conditions to, and certain further terms of, the Acquisition are set out in full in Appendix I to this Announcement and the full terms and conditions of the Acquisition will be set out in the Scheme Document.

### **2. The Acquisition**

Under the terms of the Acquisition, which will be subject to the Conditions and further terms set out in Appendix I to this Announcement and the full terms and conditions to be set out in the Scheme Document, evoke Shareholders will be entitled to receive:

**for each evoke Share: 0.537 New Intralot Shares (the "Shares Offer")**

The above represents a value of approximately 52 pence per evoke Share based on Intralot's 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.

The Acquisition represents a premium of approximately:

- 138 per cent. premium to evoke's share price of 21.9 pence at the close of business on 9 December 2025 (being the last business day before the announcement of evoke's strategic review); and
- 77 per cent. premium to evoke's volume-weighted average share price of 29.4 pence over the last three months to 17 April 2026 (being the last business day before evoke's statement regarding media speculation in respect of the Acquisition).

Information in relation to the New Intralot Shares is set out in paragraph 19 below. Further information in relation to the New Intralot Shares will be included in the Scheme Document.

### **The Cash Alternative Offer**

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 Intralot Shares under the Shares Offer):

**for each evoke Share: 52 pence in cash (the "Cash Alternative Offer")**

evoke Shareholders who do not elect for the Cash Alternative Offer, and/or who do not make a valid election, will receive New Intralot Shares for the full amount of the consideration due to them pursuant to the Shares Offer in respect of their entire holding of evoke Shares.

The Cash Alternative Offer is subject to (amongst other things) the Cash Alternative Offer Cap and Scaling Back, further details of which are contained in paragraph 13.

Any evoke Shares that are sold under the Cash Alternative Offer, will be acquired by JerseyCo, a wholly-owned (indirect) subsidiary of Intralot.

The evoke Shares will be acquired pursuant to the Acquisition fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing thereto, including, without limitation, voting rights and the right to receive and retain in full all dividends, distributions and/or other return of capital or value authorised, declared, made or paid, or becomes payable with a record date in respect of the evoke Shares on or after the Effective Date.

Details of how evoke Shareholders resident in the UK and Gibraltar can hold, access and trade the New Intralot Shares will be set out in the Scheme Document. In any event, evoke Shareholders resident in the UK and Gibraltar will be able to hold their shares in any of the ways currently available to Intralot Shareholders, including through an intermediary of their own choice should they wish to do so.

### **3. Background to and reasons for the Acquisition**

Intralot is a global leader in iGaming and lottery solutions, created through the combination of Bally's and Intralot in October 2025. This combination established Intralot as a diversified, digitally led global betting, gaming and lottery operator with industry-leading EBITDA margins, proven proprietary technology and operations spanning a number of regulated markets, including the UK, Spain and certain US states. The successful completion and integration of that combination has provided Intralot with significant financial strength, operational scale and a demonstrated playbook for executing complex, transformational transactions.

On 26 November 2025, the UK Government announced significant increases to Remote Gaming Duty, with the headline rate increasing from 21 per cent., to 40 per cent. with effect from April 2026. These

changes represent a material shift in the UK operating environment and Intralot expects them to create meaningful dislocation across the competitive landscape.

Intralot continues to believe that the UK is a highly attractive geography and the current market dislocation presents a significant opportunity for consolidation. Intralot believes that the Acquisition has a compelling strategic and financial rationale for shareholders of both Intralot and evoke which is expected to result in the following benefits:

- 1. Creates a global gaming and lottery champion with scaled pan-European B2C, adding significant reach across locally regulated markets** - The Acquisition will create a geographically diversified gaming champion with operations across six core markets. The Enlarged Group will have significant scale and relevance in Europe's largest and most attractive gaming jurisdictions. Poised to compete across markets with an addressable TAM of EUR 36 billion, the Enlarged Group expects to benefit from exposure to structurally growing iGaming and online sports betting markets while maintaining a clear focus on regulated, sustainable revenues.
- 2. Leading position in the UK with sports offering strengthened through the addition of evoke's flagship brands** - The Acquisition will significantly enhance Intralot's UK position through the addition of evoke's leading brands, William Hill and 888, adding a scaled multi-brand platform across casino, sports, bingo and poker to Intralot's portfolio. The Enlarged Group will rank as the #2 player in UK iGaming and #4 in UK online sports betting (based on market share position by gross gaming revenue), supported by a strong retail presence.
- 3. Combining evoke's iconic brands with Intralot's leading data technology to optimise player journeys** - By pairing evoke's large, loyal customer base with Intralot's Vitruvian platform and advanced data capabilities, the Enlarged Group will be positioned to materially improve acquisition efficiency, player engagement and lifetime value. Intralot's technology will enable more precise customer segmentation, and personalised journeys, supporting materially lower marketing intensity, improved conversion and reduced churn.
- 4. Transaction unlocks highly executable synergy upside to drive value creation in the near-term** - The Acquisition will unlock approximately GBP 180 million of identified pre-tax cost and capex savings, which will be realised by the end of the second year following completion of the Acquisition. Synergies are expected to be realised primarily from the consolidation and optimisation of activities in three core areas, marketing spend optimisation, operational efficiencies and IT infrastructure.
- 5. Enhanced financial profile through increased scale and product diversification** - The Enlarged Group will benefit from enhanced scale with FY25 pro forma net revenue of EUR 3.2 billion and FY25 pro forma adjusted EBITDA of EUR 856 million adjusted for the estimated impact of UK tax changes, Intralot's announced mitigations and transaction related cost synergies. The Enlarged Group is expected to have a FY25 pro forma adjusted EBITDA margin of approximately 27 per cent. and cash conversion of approximately 79 per cent. (including capex synergies). Together with the potential synergies, and more diversified product and geographical mix, the Acquisition delivers a more robust and balanced financial profile, with improved visibility on both cash generation and deleveraging.

#### **4. Financial benefits of the Acquisition**

Intralot, having undertaken a review and analysis of the potential cost savings arising from the Acquisition, and taking into account those factors which Intralot management can reasonably influence, believes that the Enlarged Group could deliver significant shareholder value through the expected realisation of approximately GBP 180 million of gross annual pre-tax run-rate cost and capex synergies by the end of the 2<sup>nd</sup> year following completion of the Acquisition.

Intralot believes that the potential cost savings and synergies are expected to be realised primarily from the consolidation and optimisation of activities across the Enlarged Group:

- **Marketing spend optimisation**, including scale efficiencies, reduction in above-the-line investment, optimisation of the digital channel mix, renegotiation of legacy commercial and affiliate terms, and rationalisation of the combined sponsorship and partnership portfolio, which is expected to contribute a significant proportion of the gross annual pre-tax run-rate cost and capex synergies;
- **Operational efficiencies**, driven by simplification of organisational structure and consolidation of duplicative functions, improved efficiency and increased centralisation, which is expected to contribute a meaningful share of the gross annual pre-tax run-rate cost and capex synergies. Capex synergies reflect efficiencies within the technology teams that would have otherwise been capitalised as technology development costs; and
- **IT infrastructure**, renegotiation and consolidation of software and operational tooling vendors and contracts, along with data-centre rationalisation and consolidation, which is also expected to contribute towards the gross annual pre-tax run-rate cost and capex synergies.

Intralot expects that all synergies will be realised by the end of the second year following completion of the Acquisition, and the full run rate cost and capex savings are expected to be realised by the end of the third year following completion of the Acquisition. Intralot anticipates quick wins in marketing and corporate overheads which are expected to be realised within one year of Completion.

Intralot estimates that one-off implementation costs of approximately GBP 25 million would be required to achieve the synergies described above, which are expected to be incurred in the first 24 months following completion of the Acquisition.

Aside from the one-off costs referred to above, Intralot does not expect any material dis-synergies to arise as a direct result of the Acquisition.

The expected synergies will accrue as a direct result of the Acquisition and would not be achieved on a standalone basis.

Appendix IV to this Announcement includes a copy of these statements of anticipated cost synergies arising out of the Acquisition and provides underlying information and bases of calculation and belief.

### **Important notes**

The cost savings and synergies outlined above are predicated on targeted integration of respective technology solutions, principally leveraging Intralot's leading Vitruvian platform to enable data-driven enhancements to marketing efficiency and unit economics. Intralot also believes there is a longer-term opportunity around further technology integration and intends to appropriately explore and scope out the synergy potential, and associated timelines, in more detail in due course.

These statements of estimated cost savings and synergies relate to future actions or circumstances which, by their nature, involve risks, uncertainties and contingencies. As a consequence, the identified synergies and estimated savings referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

These statements are not intended as a profit forecast and should not be interpreted as such. No part of these statements, or this Announcement generally, should be construed or interpreted to mean that the Enlarged Group's earnings in the first year following the Effective Date, or in any subsequent period, would necessarily match or be greater than or be less than those of Intralot and/or evoke for the relevant preceding financial period or any other period.

## 5. Background to and reasons for the Recommendation

On 10 December 2025, the evoke Board announced that it had decided to undertake a review of the evoke Group's strategic options to maximise shareholder value, including, but not limited to, a potential sale of the evoke Group, or some of the evoke Group's assets and/or business units (the "Strategic Review").

In determining to undertake the Strategic Review, the evoke Board took into account the evolving regulatory and market environment in the evoke Group's core markets and, in particular, the UK Government's announcement on 26 November 2025 of significant increases to UK gambling duties, including (i) an increase in Remote Gaming Duty on online gaming from 21 per cent. to 40 per cent. from 1 April 2026 and (ii) an increase in duty rate on online betting (excluding horse racing) from the current 15 per cent. to 25 per cent. from 1 April 2027. The evoke Board considered that these changes represent a material shift in the UK operating environment and, given evoke's significant UK exposure, were expected to have a material adverse impact on the evoke Group's profitability and cash generation. On the evoke Group's initial estimates, prior to mitigating actions, these changes would increase duty costs by approximately GBP 125-135 million on an annualised basis once fully implemented representing 36 per cent. of evoke's FY2025 EBITDA (with approximately GBP 80 million of the pre-mitigation impact arising in FY26E).

Since the announcement of the Strategic Review, the evoke Board and management have continued to focus on improving underlying performance and executing the evoke Group's strategy in regulated markets. evoke's FY 2025 results demonstrated improved underlying profitability, with Adjusted EBITDA increasing by 14 per cent. to GBP 356 million and Adjusted EBITDA margin expanding by 220 basis points to 20.0 per cent., reflecting a continued focus on more efficient promotional and marketing investment and a more disciplined operating model. Notwithstanding this progress, the evoke Board has remained mindful that regulatory changes in the UK, together with the evoke Group's leveraged capital structure and refinancing profile, have continued to constrain strategic optionality, increase refinancing risk and weigh on the evoke Group's equity valuation.

Against that backdrop, and as part of the Strategic Review, the evoke Board (together with its financial advisers) has evaluated a range of potential counterparties and transaction structures, including consideration of: (i) a potential sale of the whole evoke Group; (ii) disposals of certain assets and/or business units (including Italy and the UK); and (iii) alternative capital structure solutions. In all cases these alternatives were considered in the context, and relative to the risks and merits, of maintaining the status quo. These discussions progressed to an advanced stage with multiple counterparties, including management engagement and due diligence. In assessing these options, the evoke Board has placed particular emphasis on maximising value for evoke Shareholders, deliverability, timing, implications on the evoke Group capital structure as well as the impact for the evoke Group's broader stakeholders.

Intralot was one of the parties engaged in the Strategic Review. Intralot submitted five earlier non-binding proposals with the first of such proposals being at 32 pence per share (received on 20 January 2026) which the evoke Board did not consider reflected adequately the value of evoke and its prospects. Following further engagement with Intralot, including reciprocal due diligence and continued negotiations focused on both value and deliverability, Intralot ultimately increased its proposal to 52 pence per share (an increase relative to its initial proposal of 63 per cent.) and indicated that the proposal was expected to comprise an all-share combination with a partial cash alternative, including the commitment of the EUR equivalent of GBP 889 million from the Private Lenders, led and underwritten by the SteerCo, in connection with the redemption of evoke's EUR 450,000,000 Senior Secured Floating Rate Notes due 2028 and the USD 575,000,000 USD-denominated Term Loan B due 2028.

On 20 April 2026, evoke confirmed that it was in discussions with Intralot regarding a possible offer for the entire issued and to be issued share capital of evoke at a price of 50 pence per share, expected to comprise an all-share combination with a partial cash alternative, this price was subsequently increased to 52 pence per share. Following a period of discussions with Intralot, including confirmatory

information sharing and detailed engagement on transaction structure, conditionality and deliverability, the evoke Board has concluded that the terms of the Acquisition represent the most attractive and deliverable proposal currently available to evoke and its shareholders.

In recommending the Acquisition, the evoke Directors have taken into account a number of factors, including the following:

*Strategic and financial rationale*

1. the Acquisition is expected to address key strategic and financial constraints facing evoke by combining evoke with a larger platform with a higher-margin profile, stronger cash generation and a proven operating model, and by providing a clearer pathway to a more sustainable capital structure for the Enlarged Group;
2. the evoke Board believes that the strategic and operational rationale for the combination provides a credible basis for meaningful value creation, while allowing evoke Shareholders to participate in that upside through ownership of New Intralot Shares; and
3. the evoke Board has had particular regard to the financing structure supporting the Acquisition and the resulting improvement in the evoke Group's capital structure. The proposed financing arrangements include a commitment of the EUR equivalent of GBP 889 million from the Private Lenders, led and underwritten by the SteerCo, which will be guaranteed and secured on all assets of the evoke Group which secure the evoke SSNs, but will be secured on a junior basis to the liens securing the evoke SSNs, that will be used to redeem evoke's 2028 senior secured maturities, together with binding consents from more than 50 per cent. of the holders of each class of the longer-dated maturities to consent to the envisaged change of control (further details of which are set out in the "Financing of the Acquisition" section of this Announcement). Total reported FY25A leverage for evoke was 5.2x, and net senior secured leverage was 5.0x on a standalone basis. The Group also faced near term refinancing risk with the upcoming 2028 maturities. The evoke Board believes that the proposed financing structure addresses balance sheet and refinancing risk, removing a key strategic constraint that has limited management's flexibility in recent years. This materially improves the financial profile of evoke and provides the most credible foundation for sustainable long-term value creation. Pro forma for the acquisition, including cost synergies and UK duty changes, as well as the refinancing of the 2028 maturities with the new Second Lien Term Facility, total pro forma leverage would fall from 5.2x to 4.6x, with senior secured leverage falling from 5.0x to 2.2x;

*Value and certainty for evoke Shareholders*

4. the Shares Offer provides evoke Shareholders with the opportunity to participate in the long-term strategic and financial benefits of the Enlarged Group, whilst the Cash Alternative Offer provides an option for evoke Shareholders who prefer to crystallise value in cash (subject to the Cash Alternative Offer Cap and Scaling Back);
5. the Offer Value represents a material premium of approximately 138 per cent. to evoke's share price immediately prior to the announcement of the Strategic Review and reflects, in the evoke Board's view, an attractive valuation in light of the evoke Group's standalone prospects, the prevailing regulatory and market backdrop and the constraints imposed by the evoke Group's existing capital structure;
6. in assessing the Shares Offer the evoke Board has had regard to: (i) Intralot's financial profile, business positioning and prospects (as further described in the section "Information on Intralot"); (ii) the basis on which the Offer Value has been determined, including the reference price of the Intralot Shares and the prevailing GBP/EUR exchange rate; (iii) the proportion of the issued share capital of the Enlarged Group that evoke Shareholders will hold in aggregate

following completion (approximately 11.5 per cent. assuming no elections for the Cash Alternative Offer); and (iv) the reciprocal due diligence undertaken by the evoke Board, on Intralot, and engagement with Intralot management on the Enlarged Group's strategy, capital structure and governance arrangements. The evoke Board believes that the New Intralot Shares provide evoke Shareholders with an attractive opportunity to participate in the strategic and financial benefits of the Enlarged Group;

7. the evoke Board has assessed the deliverability of the Acquisition, including the proposed transaction structure, the availability of financing for the cash consideration payable under the Cash Alternative Offer, the anticipated process to obtain relevant consents and approvals and the expected timetable, and believes the Acquisition offers a compelling combination of value and execution certainty relative to the alternatives considered as part of the Strategic Review; and
8. the evoke Board has also considered the implications of the Acquisition for the evoke Group's employees, customers, regulators and other stakeholders, and welcomes Intralot's stated intentions for the Enlarged Group following completion of the Acquisition, which are described elsewhere in this Announcement.

Following careful consideration of the terms of the Acquisition, including the value and certainty that the Acquisition provides to evoke Shareholders and the factors set out above, the evoke Directors intend unanimously to recommend that evoke Shareholders vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer).

Further details of the irrevocable undertakings received in relation to the Acquisition are set out in paragraph 7 and Appendix III to this Announcement.

## **6. Recommendation**

The evoke Directors, who have been so advised by Morgan Stanley and Rothschild & Co as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their advice to the evoke Directors, Morgan Stanley and Rothschild & Co have relied upon the commercial assessments of the evoke Directors.

Accordingly, the evoke Directors intend to unanimously recommend that evoke Shareholders vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer), as those evoke Directors who hold or are beneficially entitled to evoke Shares have each irrevocably undertaken to do in respect of all of their (and their connected persons') evoke Shares being, in aggregate, a total of 3,992,905 evoke Shares (representing approximately 0.89 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026, being the last Business Day before the date of this Announcement).

Further details of these irrevocable undertakings are set out in paragraph 7 and Appendix III to this Announcement.

In deciding whether to elect for the Cash Alternative Offer, evoke Shareholders should have regard to their own particular circumstances. In making this decision, the evoke Directors consider that evoke Shareholders should take into account whether they prefer the immediate liquidity of the Cash Alternative Offer as opposed to economic exposure to New Intralot Shares.

## **7. Irrevocable Undertakings and letters of intent**

In addition to the irrevocable undertakings from the evoke Directors who hold or are beneficially entitled to evoke Shares, as described above, Intralot has also received irrevocable undertakings as described below.

Dalia Shaked has undertaken to vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of a total of 86,283,534 evoke Shares (representing approximately 19.16 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026 (being the last Business Day before the date of this Announcement) and to further undertake to receive New Intralot Shares for their entire holding. These undertakings will remain binding in the event that a higher competing offer for evoke is made.

Artemis Investment Management LLP has provided a letter of intent supporting the Acquisition in respect of a total of 44,640,192 evoke Shares (representing approximately 9.91 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026 (being the last Business Day before the date of this Announcement).

Intralot has, therefore, received irrevocable undertakings and letters of intent to vote (or procure voting) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of a total of 130,923,726 evoke Shares (representing approximately 29.07 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026, being the last Business Day before the date of this Announcement).

## **8. Information relating to Intralot**

Intralot is a leading global iGaming, lottery and sports betting operator and technology provider, listed on the Athens Stock Exchange with the market capitalisation of c. EUR 2,213 million as at 4 June 2026, being the last Business Day before the date of this Announcement. It was formed following the combination of Intralot and Bally's International Interactive business in October 2025, following which Bally's Corp. became the majority shareholder of Intralot. This combination created an independent, scaled champion across regulated markets with a footprint in some of the most attractive markets in Europe and North America.

Intralot operates across 40 regulated jurisdictions worldwide and employed approximately 2,800 people as of 31 December 2025. The company is a B2C online gaming and sportsbook operator in the UK and Spain, and delivers end-to-end technology solutions across Lottery, iLottery, video lottery terminal monitoring and Sports Betting verticals, supporting operators in digital transformation initiatives and the funding of good causes.

Bally's International Interactive Business became part of Bally's in 2021 through the acquisition of Gamesys. Following the acquisition of Gamesys, Bally's made significant investments to strengthen the business and implemented other strategic actions under the guidance of a talented and well-coordinated global operations team. These investments focused on embedding the Vitruvian platform as a group-wide data and intelligence layer, enabling deep integration across player account management systems and third-party platforms while unifying real-time data ingestion. Vitruvian's AI and machine-learning capabilities underpin player personalisation, fraud and risk monitoring, responsible gaming interventions and automated, self-service customer engagement across digital channels. Other notable investments include the rollout of a debut sports offering across most of the UK brands, the acquisition of a land-based casino in the UK.

Currently, Bally's International Interactive Business is a leading online gaming operator focusing exclusively on regulated gaming markets, particularly the UK, where it is one of the largest operators,

and Spain, where it has a sizeable footprint. Through licensed entities in the UK, Gibraltar, Spain and Ireland, the business delivers a wide range of engaging online games and products, including real money online slots, casino, bingo, and instant win games and sports betting products to its approximately 700,000 active cash players via a premier portfolio of distinctive and recognisable brands such as Jackpotjoy, Virgin Games, Monopoly Casino, Double Bubble Bingo, Bally's Bet, Rainbow Riches Casino and Botemania.

For the twelve months ended 31 December 2025, Intralot delivered a resilient and well-diversified earnings profile across its core verticals, generating EUR 1,086 million of revenues and EUR 431 million of Adjusted EBITDA, reflecting the scalability of its technology-led operating model, stable long-term cash flows in the lottery segment and disciplined cost management across the platform.

## **9. Information relating to evoke**

evoke is one of the world's leading betting and gaming companies by revenue, with revenue of GBP 1,782 million in FY 2025, and the owner of a range of internationally renowned brands, including William Hill, William Hill Vegas, 888casino, 888sport, 888poker, winner.ro and Mr Green. evoke's vision is to make life more interesting and evoke's mission is to delight players with world-class betting and gaming experiences.

Under evoke's market-leading brands, evoke provides customers with betting services and gaming products across evoke's principal B2C product areas of casino, sports and poker, and had over 1.7 million average monthly players over the twelve-month period ended 31 December 2025. evoke's two key market categories are: (i) Core Markets, comprising the UK, Italy, Spain, Romania and Denmark, in which evoke enjoys in-country scale and market-leading positions and (ii) Optimise Markets, which comprise the rest of evoke's operations.

In FY 2025, 72 per cent. of evoke's revenue was generated from online, including casino and betting, and 28 per cent. from evoke's retail operations. Incorporated in Gibraltar and headquartered and listed in London, evoke operates from offices around the world. In FY 2025 evoke generated 89 per cent. of revenues from evoke's Core Markets, with 38 per cent. from evoke's UK&I Online sub-segment, 28 per cent. from evoke's UK Retail sub-segment, and 24 per cent. from Italy, Spain, Denmark and Romania. The remaining 11 per cent. was generated across evoke's Optimise Markets.

evoke focuses on growth in locally regulated and taxed markets, with 96 per cent. of revenue in FY 2025 coming from locally regulated markets.

## **10. Financing**

### ***Cash Confirmation***

The cash consideration payable under the Cash Alternative Offer will be funded by a bridge facility agreement entered into between Intralot as guarantor, Intralot Capital Luxembourg S.A. (a subsidiary of Intralot) as borrower and Deutsche Bank Aktiengesellschaft and Jefferies Finance LLC as lenders on 5 June 2026 (the "**Bridge Facility Agreement**"). The Bridge Facility Agreement allows a drawing up to an aggregate amount of EUR 200,000,000. The maturity date is 24 months from signing of the Bridge Facility Agreement.

Deutsche Bank and Jefferies International Limited, as joint financial advisers to Intralot, are satisfied that sufficient resources are available to Intralot to enable it to satisfy in full the cash consideration payable to evoke Shareholders under the terms of the Acquisition.

The statements made by Deutsche Bank and Jefferies International Limited in the paragraph above are given solely with regard to UK market practice followed by financial advisers when providing a cash

confirmation statement pursuant to Rules 2.7(d) and 24.8 of the Code for transactions that are governed by the Code and without regard to any other laws, rules or regulations of any jurisdiction.

### ***Refinancing of evoke***

#### *Second Lien Term Facility*

In connection with the financing of the Acquisition, the Private Lenders, led and underwritten by the SteerCo have committed to make available to 888 Acquisitions Limited as borrower a second lien term facility in an amount of up to the EUR equivalent of GBP 889 million (the “**Second Lien Term Facility**”). The Second Lien Term Facility will bear interest at fully cash-pay coupon of 11 per cent. and be guaranteed and secured on all assets of the evoke Group which secure the evoke SSNs, but will be secured on a junior basis to the liens securing the evoke SSNs. Intralot will not provide any guarantee or credit support to the Second Lien Term Facility but has agreed to support evoke in connection with a GBP 200 million mandatory prepayment under the Second Lien Term Facility required by 31 December 2027, and to fund synergy-related costs of up to GBP 50 million subject to the satisfaction of certain conditions.

The proceeds of the Second Lien Term Facility will be used to (a) refinance the aggregate principal amount of the 2028 USD-denominated term loan under the evoke SFA, and (b) redeem the aggregate principal amount of the Euro-denominated senior secured floating rate notes due 2028 issued by 888 Acquisitions Limited, together with any accrued and unpaid interest and other fees, costs and expenses payable.

The final maturity date of the Second Lien Term Facility is five years from the Effective Date.

#### *Amendments and waivers of certain requirements of the outstanding evoke Finance Documents*

evoke has (i) obtained a pre-emptive change of control waiver from the requisite majority of lenders in respect of the GBP 200 million multicurrency revolving credit facility of evoke (the “**evoke RCF**”) on 30 May 2026; and (ii) executed supplemental indentures (the “**Supplemental Indentures**”) on 5 June 2026 to the indentures governing two series of senior secured notes issued by 888 Acquisitions Limited (the “**Issuer**”) that remain outstanding as at the Business Day prior to the date of this Announcement, namely:

- GBP 400 million in aggregate principal amount of 10¾ per cent. notes due 2030 (the “**2030 Notes**”); and
- EUR 600 million of 8.000 per cent. notes due 2031 (the “**2031 Notes**”),

after receiving consents from the requisite majorities of holders of the evoke SSNs. The Supplemental Indentures: (i) amend of the definitions of “Change of Control” and “Permitted Holders,” each as defined in the evoke Continuing Notes Indentures to exempt the Acquisition from any requirement for the Issuer to make a change of control offer; (ii) pre-emptively waive any requirement by the Issuer to make a change of control offer in connection with the Acquisition; and (iii) increase the RCF credit facility basket to GBP 220 million.

Upon consummation of the Acquisition, there will be no change of control prepayment offers required under the evoke RCF or the evoke SSNs and the evoke RCF will become super senior.

The Issuer intends to launch a public consent solicitation in respect of the evoke SSNs on or around 8 June 2026, pursuant to which holders of the evoke SSNs will be invited to endorse the execution of the Supplemental Indentures. Holders who validly deliver their consent and do not validly revoke such consent prior to expiration will be eligible to receive a consent fee of £5 per £1,000 principal amount

of the 2030 Notes and €5 per €1,000 principal amount of the 2031 Notes, payable on the terms set out in the consent solicitation statement.

## **11. Directors, management, employees, pensions, research and development and locations**

### ***Intralot strategic plans for evoke***

As set out in paragraph 3 (*Background to and reasons for the Acquisition*) of this Announcement, Intralot has a clear strategic rationale for the combination, which is anticipated to create a leading international operator in the regulated gaming and betting sector with greater scale, more diversified revenues and a strengthened technology platform. The Enlarged Group will pursue a growth strategy focused on regulated markets and a technology-led customer proposition.

Prior to this Announcement, and consistent with market practice, Intralot has been granted access to evoke's senior management for the purposes of confirmatory due diligence. Following completion of the Offer, Intralot intends to conduct a detailed review of the Enlarged Group's operations, structure and strategy to ensure the benefits of the combination are fully realised and to enable the Enlarged Group to position itself as a global gaming powerhouse.

### ***Employees, management and directors***

Intralot attaches great importance to the skills and experience of evoke's management and employees, who will be integral to the future success of the Enlarged Group. Intralot and evoke believe that the Acquisition will result in opportunities for many employees in the Enlarged Group.

While no decisions have been taken in respect of any specific measures, the preliminary synergy analysis carried out by Intralot to date has confirmed a number of opportunities to align and streamline corporate and support functions across the Enlarged Group, reflecting areas of overlap between the two businesses. This preliminary analysis suggests that the Acquisition is expected to generate annual run-rate pre-tax cost and capex synergies of approximately GBP 180 million, which will be realised by the end of the second year following completion of the Acquisition. Synergies are expected to be realised primarily from the consolidation and optimisation of activities in three core areas (i) marketing spend optimisation; (ii) operational efficiencies; and (iii) IT infrastructure. Intralot intends to approach the integration of the two businesses with the aim of retaining and motivating talent from across the Enlarged Group to create a best-in-class organisation with any such headcount reduction emphasising a "combining the strengths of both teams" approach. The extent, timing and detailed implementation of any such changes is being assessed and will be subject to the post-completion review.

Intralot anticipates that, subject to completion of the Acquisition, all of the non-executive directors of evoke will resign as directors of evoke with effect from the Effective Date or such earlier time as may be agreed. Intralot nominees are expected to be appointed to the board of evoke with effect from the same date.

### ***Retention and bonus arrangements***

Prior to the announcement of the Acquisition, the Target has made cash retention awards to employees whose retention is considered critical for the business, with a total award value of up to GBP 8.3 million. In addition, bonus awards of up to GBP 14.9 million will be made to certain employees shortly following the date of this Announcement. The new bonus awards will be payable by the later of 30 April 2027 and the next payroll following the Effective Date, subject to achievement of certain performance conditions and continued employment, save in the case of certain qualifying terminations. The Executive Directors will not be eligible for any retention awards but will be eligible for an annual bonus award in accordance with the evoke directors' remuneration policy.

### ***Pension arrangements***

Intralot does not intend to make material changes to evoke's existing pension arrangements and will review this, following completion of the Offer, in compliance with its statutory obligations. Intralot confirms that, following completion, the existing contractual and statutory employment rights of all evoke employees, including in relation to pensions, will be fully safeguarded in accordance with applicable law. Intralot intends to engage with employee representatives as appropriate and in line with its legal obligations.

### *Corporate headquarters*

Intralot does not currently intend to undertake any material change in the locations of the places of business that evoke currently operates in, other than pursuant to internal reorganisations within the Enlarged Group or changes that may arise following the review described in this Announcement.

A limited number of headquarter functions associated with evoke's status as a listed company are likely to no longer be required or may be reduced in size following any cancellation of trading. Any such changes would reflect evoke ceasing to be a listed company and would be implemented in accordance with applicable legal requirements, including any employee information and consultation obligations.

### *Trading facilities*

evoke's ordinary shares are currently listed on the Equity Shares (Commercial Companies) category of the Official List and admitted to trading on the Main Market of the London Stock Exchange. Following the Effective Date, an application will be made to the FCA for the cancellation of i) the listing of evoke's shares on the Official List and ii) trading of the evoke Shares on the London Stock Exchange.

No statement in this paragraph 11 constitutes a post-offer undertaking for the purposes of the Code.

## **12. Offer-related arrangements**

### *Confidentiality Agreement*

Intralot Holdings UK Limited and William Hill Organization Limited have entered into a confidentiality agreement dated 8 December 2025 in relation to the Acquisition (the "**Confidentiality Agreement**") pursuant to which, among other things, Intralot Holdings UK Limited gave certain undertakings to: (i) subject to certain exceptions, keep information relating to the evoke Group and the Acquisition confidential and not to disclose it to third parties; and (ii) use such confidential information only in connection with the Acquisition.

Under the Confidentiality Agreement, Intralot Holdings UK Limited is also subject to customary non-solicitation obligations for a period of 12 months from the date of the Confidentiality Agreement. In addition, Intralot Holdings UK Limited agreed to certain standstill undertakings, all of which ceased to apply upon the release of this Announcement.

### *Clean Team Agreement*

Intralot Holdings UK Limited and William Hill Organization Limited have entered into an agreement for governing the exchange of competitively sensitive information through a clean team dated 12 March 2026 in relation to the Acquisition (the "**Clean Team Agreement**") pursuant to which, among other things, the parties agreed to limit access to certain information to an identified "Clean Team" at the Intralot Group and Intralot Holdings UK Limited provided undertakings to ensure that such information was not shared with individuals involved in commercial and strategic decision-making. As between the parties, these obligations will remain in force until the earlier of completion of the Acquisition and a period of 12 months from the date that the acquisition of the evoke Shares is abandoned.

### *Co-operation Agreement*

JerseyCo, Intralot and evoke have entered into a co-operation agreement dated 5 June 2026 (the “**Co-operation Agreement**”) in relation to the Acquisition and other related matters. The Co-operation Agreement contains certain undertakings, assurances and confirmations among the parties, including with respect to the co-operation of the parties relating to the implementation of the Acquisition.

As evoke is incorporated and has its registered office in Gibraltar, the Code does not apply to JerseyCo, Intralot or evoke in relation to the Acquisition. However, in accordance with the requirements of evoke’s articles of association and, subject to the terms of the Co-operation Agreement, the parties have agreed to observe and comply with the Code in relation to the conduct and execution of the Acquisition as though evoke were subject to the Code.

The parties have also agreed to dis-apply certain Rules of the Code in connection with the Acquisition, including, without limitation:

- (a) Rule 13.5 (invoking conditions and pre-conditions) to the extent it relates to invoking Conditions 1, 2, 3(a), 3(b)(iv), 3(c)(i), 3(c)(ii), 3(k), 3(l) or 3(m) set out in Appendix I to this Announcement;
- (b) Rule 21.1 (Restrictions on frustrating actions);
- (c) Rule 21.2 (offer-related arrangements) to the extent it relates to the terms of the Co-operation Agreement;
- (d) Rule 24.3(a)(vii) (financial and other information on the offeror, the offeree company and the offer);
- (e) Rule 24.16 (fees and expenses);
- (f) Rule 25.7(a) (other information);
- (g) Rule 25.8 (fees and expenses);
- (h) Rule 26.2(a) (documents relating to financing);
- (i) Rule 27.1(b) (material changes) to the extent it relates to requirements regarding the form of disclosure;
- (j) Rule 30.3 (right to receive copies of documents, announcements and information in hard copy form); and
- (k) Sections 8(a) and (b) (Switching) of Appendix 7 of the Code.

The parties have also agreed that the requirements of Rules 2.7(c)(viii), 19.6(b) and (c), 24.2, 26.3(e) and 28 of the Code shall, so far as they relate to the contents of this Announcement or the Scheme Document, be deemed to be complied with by the publication of this Announcement and, as applicable, the repetition of any relevant provisions of this Announcement in the Scheme Document, in the form as agreed by or on behalf of the parties.

Intralot and evoke have agreed to establish a code committee (the “**Code Committee**”) comprised of two directors of each of evoke and Intralot from time to time, which will be responsible for determining the application and interpretation of the Code as it applies to the parties in relation to the Acquisition, pursuant to the terms of the Co-operation Agreement. If the Code Committee is unable to resolve any question regarding the application and interpretation of the Code as applied pursuant to the terms of the

Co-operation Agreement, the Co-operation Agreement provides for referral of the matter to an independent code expert, whose rulings (absent fraud or manifest error) will be final and binding on the parties.

Pursuant to the Co-operation Agreement, each of JerseyCo and Intralot undertakes to evoke, and evoke undertakes to JerseyCo and Intralot, to use all reasonable endeavours to secure the relevant clearances and procure the satisfaction of the Regulatory Conditions (subject to certain exceptions) as soon as reasonably practicable and in any event in sufficient time to enable the Effective Date to occur by the Long-Stop Date. The parties have agreed to provide each other with such information and assistance as may be reasonably required to make any filings, notifications or submissions to the Relevant Authorities, and to consult with each other prior to any material communications with such authorities.

The Co-operation Agreement also records the parties' intention to implement the Acquisition by way of the Scheme, subject to the ability of Intralot to proceed by way of an Offer with evoke's prior written consent (such consent not to be unreasonably withheld, delayed or conditioned) in accordance with and subject to the terms of the Co-operation Agreement.

The Co-operation Agreement contains provisions relating to the preparation and publication of the Scheme Document and the Intralot General Meeting Invitation, including obligations on the relevant party to provide information reasonably required by the other party in preparing such documents.

Pursuant to the Co-operation Agreement, if the Acquisition is being implemented by way of the Scheme, Intralot has undertaken that by no later than 10.00 a.m. on the Business Day immediately preceding the Sanction Hearing, it shall deliver a notice in writing to evoke either confirming the satisfaction or waiver of all Conditions (other than Condition 2) or confirming its intention to invoke one or more Conditions in accordance with the terms of the Co-operation Agreement.

Under the Co-operation Agreement, the parties have agreed to certain restrictions which shall apply during the period between the date of the Co-operation Agreement and the earlier to occur of the Effective Date and the date of termination of the Co-operation Agreement (the "**Relevant Period**"). In the case of evoke, these include, among others, restrictions on certain employee matters, entry into material contracts, corporate actions, capital expenditure and investments and payment of dividends, subject in each case to certain exceptions. In the case of Intralot, these include, among others, restrictions on its ability to pay dividends, alter its capital structure or amend its constitutional documents, subject in each case to certain exceptions.

Pursuant to the Co-operation Agreement, evoke has agreed during the Relevant Period to use all reasonable endeavours to cooperate with JerseyCo and Intralot in relation to certain debt financings, including the Second Lien Term Facility, in order to provide input to the preparation of, and facilitate funding under, such debt financings, including providing customary financial information, participating in meetings and due diligence sessions, and facilitating the granting of security interests.

The Co-operation Agreement can be terminated in certain circumstances, including, among others (i) upon agreement in writing between the parties; (ii) if this Announcement is not released at or before 10:00 a.m. on the date of the Co-operation Agreement, or by such later time and date as evoke and Intralot may agree; (iii) upon service of written notice by Intralot to evoke, if the directors of evoke withdraw or adversely modify or qualify their recommendation to the evoke Shareholders (or make an announcement that they intend to do so) to vote in favour of the Scheme and the Resolution or accept the Offer (as applicable); (iv) upon service of written notice by evoke to Intralot, if the directors of Intralot withdraw, qualify or adversely modify their recommendation to the Intralot Shareholders to vote in favour of the Intralot Resolutions; (v) upon service of written notice by Intralot to evoke or evoke to Intralot, if a competing offer for evoke completes, becomes effective or is declared or becomes unconditional; (vi) upon service of written notice by Intralot to evoke or evoke to Intralot, if any Condition has been invoked by Intralot in accordance with the terms of the Co-operation Agreement; (vii) upon service of written notice by Intralot to evoke or evoke to Intralot, if the Scheme is not

approved at the Court Meeting, the Resolution is not passed at the General Meeting, or the Court refuses to sanction the Scheme; (viii) upon service of written notice by Intralot to evoke, if evoke unreasonably withholds or delays in providing prior written consent to Intralot exercising its right to implement the Acquisition by way of an Offer rather than the Scheme in accordance with the terms of the Co-operation Agreement; (ix) if the Acquisition is withdrawn or lapses in accordance with its terms prior to the Long-Stop Date (other than where such lapse or withdrawal is a result of the exercise by Intralot of its right to implement the Acquisition by way of an Offer rather than the Scheme in accordance with the terms of the Co-operation Agreement, or is otherwise to be followed within five Business Days by an announcement under Rule 2.7 of the Code by Intralot or a person acting in concert with it to implement the Acquisition by a different offer or scheme on substantially the same or improved terms); or (x) unless otherwise agreed by the parties in writing, if the Effective Date has not occurred on or before the Long-Stop Date.

The Co-operation Agreement also contains provisions that shall apply in respect of the evoke Shares Plans and certain other employee-related matters.

#### *Intralot irrevocable undertakings*

Intralot and evoke have received irrevocable undertakings dated 5 June 2026 (the “**Intralot Irrevocables**”) from the following Intralot Shareholders to support the Intralot Resolution:

- (a) CQ Lottery LLC has undertaken to vote (or procure voting) in favour of the Resolution at the Intralot General Meeting in respect of a total of 162,269,046 Intralot Shares (representing approximately 8.69 per cent. of the existing issued share capital of Intralot on 4 June 2026 (being the last Business Day before the date of this Announcement)).
- (b) Premier Entertainment Sub, LLC has undertaken to vote (or procure voting) in favour of the Resolution at the Intralot General Meeting in respect of a total of 280,999,792 Intralot Shares (representing approximately 15.04 per cent. of the existing issued share capital of Intralot on 4 June 2026 (being the last Business Day before the date of this Announcement)).
- (c) PE Sub Holdings, LLC has undertaken to vote (or procure voting) in favour of the Resolution at the Intralot General Meeting in respect of a total of 654,802,113 Intralot Shares (representing approximately 35.06% per cent. of the existing issued share capital of Intralot on 4 June 2026 (being the last Business Day before the date of this Announcement)).

#### *Shareholders’ Agreement*

Intralot, Dalia Shaked (as the “**Incoming Shareholder**”) and each of CQ Lottery LLC, Premier Entertainment Sub, LLC and PE Sub Holdings, LLC (as “**Existing Shareholders**”) have entered into a shareholders agreement dated 5 June 2026 (the “**Shareholders Agreement**”) in relation to the Acquisition under which certain arrangements have been agreed which will apply if and when the Acquisition becomes Effective and the Incoming Shareholder receives New Intralot Shares.

Pursuant to the Shareholders Agreement, Intralot and the Existing Shareholders undertake to update Intralot’s articles of association to provide that each “Material evoke Shareholder” has the right to appoint a director to the board of Intralot on the basis that a “Material evoke Shareholder” will be an evoke Shareholder who as at the date falling 10 days after the Court Meeting holds such number of evoke Shares, which would entitle the holder of such evoke Shares, if the Acquisition completed on that date, to receive more than 36,251,310 shares in Intralot (a “**Qualifying Holding**”) provided that:

- no more than two “Material evoke Shareholders” will be granted the right to appoint a director and, in the event that there are three or more evoke Shareholders satisfying the above test, the two evoke Shareholders with the largest holdings of evoke Shares will be named as the “Material evoke Shareholders”;

- each “Material evoke Shareholder” will also have to hold a Qualifying Holding at the Effective Date and, if not, Intralot may arrange for its articles to be amended to remove such party as a “Material evoke Shareholder”; and
- prior to being granted the right to appoint a director under Intralot’s articles, the relevant evoke Shareholder must enter into an agreement in favour of Intralot under which it will commit not to sell or transfer its shares (other than to certain permitted transferees) until after the first anniversary of the Effective Date.

The Shareholders Agreement also provides that Intralot will take all steps as are reasonably necessary and within its power under applicable law to:

- arrange for evoke Shareholders who have the ability to appoint a nominee director to the Intralot board (in accordance with the regime above), or any representative appointed by them, to meet with (i) the Chair of Intralot up to twice a year on request, with the timing of such meetings subject to the availability of the Chair; and (ii) senior management of Intralot from time to time, with the timing of such meetings subject to the availability of management and reasonable notice; and
- appoint the approved nominee director to the board of evoke as well as Intralot (provided that this obligation will not apply if Intralot has determined, in its sole discretion that the board of directors of evoke will be entirely independent).

In the event that evoke Shareholders, other than the Incoming Shareholder, satisfy the criteria of being a “Material evoke Shareholder”, they will be invited to enter into similar shareholder agreements under which they will be granted the rights set out in paragraphs (a) and (b) above on substantially the same terms.

### 13. The Cash Alternative Offer

As noted in paragraph 2, as an alternative to receipt of New Intralot Shares in connection with the Shares Offer, evoke Shareholders may elect to receive cash consideration under the Cash Alternative Offer for some or all of their evoke Shares. To do so, evoke Shareholders will need to duly complete and submit a Form of Election or make a valid election in CREST.

The maximum aggregate cash payment available to evoke Shareholders (represented by valid elections) under the Cash Alternative Offer will be capped at GBP 117,104,979 (the “**Cash Alternative Offer Cap**”).

If valid elections for the Cash Alternative Offer are received from evoke Shareholders in respect of a number of evoke Shares that would otherwise require the payment of an aggregate amount of cash under the Cash Alternative Offer in excess of the Cash Alternative Offer Cap, such elections will be unable to be satisfied in full. In these circumstances the amount of cash to be paid to each Electing evoke Shareholder will be scaled back down to equal the Cash Alternative Offer Cap on a pro-rata basis (being pro-rata to the number of evoke Shares in respect of which elections have been validly received) and the balance of the consideration for each such evoke Share will be satisfied by the issue of New Intralot Shares in accordance with the terms of the Shares Offer (“**Scaling Back**”). As a result, Electing evoke Shareholders will not know the exact number of New Intralot Shares or amount of cash they will receive until settlement of the consideration under the Acquisition.

The Cash Alternative Offer is conditional upon the Acquisition becoming Effective. Further details of the Cash Alternative Offer and how to complete a Form of Election or make an election in CREST will be included in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).

Without prejudice to the operation of the Cash Alternative Offer, if the Acquisition becomes Effective, Restricted Overseas Shareholders will receive a sum of cash based upon the net proceeds of the sale in the market of the number of New Intralot Shares that they would otherwise have been entitled to receive under the Shares Offer.

#### **14. Disclosure of interests in evoke securities**

Except for the irrevocable undertakings referred to in paragraph 7 and Appendix III to this Announcement, as at 4 June 2026, being the last Business Day before the date of this Announcement, neither Intralot, nor any of its directors, nor, so far as Intralot is aware, any person presumed to be acting in concert (within the meaning of the Code) with Intralot for the purposes of the Acquisition:

- had any interest in, or right to subscribe for, relevant securities of evoke;
- had any short positions in respect of relevant securities of evoke (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- has borrowed or lent any relevant securities of evoke (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 3 on Rule 4.6 of the Code) save for any borrowed shares which have been either on-lent or resold;
- procured an irrevocable commitment or letter of intent to accept the terms of the Acquisition in respect of relevant securities of evoke; or
- is a party to any dealing arrangement of the kind referred to in Note 11(a) on the definition of acting in concert in the Code in respect of relevant securities of evoke.

“**Interests in securities**” for these purposes arise, in summary, when a person has long economic exposure, whether absolute or conditional, to changes in the price of securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person will be treated as having an “interest” by virtue of the ownership, voting rights or control of securities, or by virtue of any agreement to purchase, option in respect of, or derivative referenced to securities.

#### **15. evoke Dividends**

The consideration payable under the terms of the Acquisition assumes that evoke Shareholders will not receive any dividend, distribution and/or any other return of capital or value following the date of this Announcement.

If, on or after the date of this Announcement and before the Effective Date, any dividend, distribution, and/or other return of capital or value is authorised, declared, made, or paid or becomes payable in respect of the evoke Shares, Intralot reserves the right to reduce the consideration payable under the terms of the Acquisition by the aggregate amount of such dividend, distribution, and/or other return of capital or value. In these circumstances, the relevant eligible evoke Shareholders will be entitled to receive and retain such dividend, distribution and/or return of capital or value that is authorised, declared, made, or paid or becomes payable, and any reference in this Announcement to the consideration payable under the Acquisition will be deemed to be a reference to the consideration as so reduced. If and to the extent that such a dividend, distribution, and/or other return of capital or value has been authorised, declared or announced, but not made or paid, or is not payable in respect of the evoke Shares before the Effective Date and is or will be: (i) transferred pursuant to the Acquisition on a basis which entitles Intralot to receive the dividend, distribution, and/or other return of capital or value and to retain it; or (ii) cancelled before payment, then the consideration payable shall not be subject to change in accordance with this paragraph. Any exercise by Intralot of its rights referred to in this

paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Scheme.

## **16. evoke Share Plans**

Participants in the evoke Share Plans will be contacted regarding the effect of the Acquisition on their rights under the evoke Share Plans and an appropriate proposal will be made to such participants in due course. The proposals will explain the impact of the Acquisition on the options and/or awards of participants in the evoke Share Plans and the actions such participants may take in respect of their options or awards. Such details and the terms of such proposals will be set out in the Scheme Document.

## **17. Transaction Structure and Conditions to the Acquisition**

### ***Transaction structure***

The Acquisition will be structured such that under the terms of:

- the Shares Offer, Intralot acquires the relevant evoke Shares and issues New Intralot Shares as consideration; and
- the Cash Alternative Offer, JerseyCo acquires the relevant evoke Shares and pays cash as consideration.

It is currently envisaged that once the Acquisition has become Effective, the evoke Shares acquired by Intralot will be transferred to JerseyCo such that evoke becomes a subsidiary of JerseyCo.

### ***Scheme of arrangement***

It is intended that the Acquisition will be implemented by way of a Court-approved scheme of arrangement between evoke and the evoke Shareholders under Part VIII of the Gibraltar Companies Act (although Intralot reserves the right to implement the Acquisition by way of an Offer, subject to the terms of the Co-operation Agreement).

The purpose of the Scheme is to provide for Intralot to become the holder of the entire issued, and to be issued, ordinary share capital of evoke. This is to be achieved by the transfer of the evoke Shares that are the subject of the Acquisition to Intralot in consideration for which the evoke Shareholders on the register of members at the Scheme Record Time will receive the consideration on the basis set out in paragraph 2 of this Announcement.

Full details of the Scheme, including expected times and dates for each of the Court Meeting, the General Meeting and the Sanction Hearing, together with notices of the Court Meeting and the General Meeting, will be set out in the Scheme Document, which will be published, together with the associated Forms of Proxy and Form of Election, as soon as reasonably practicable and, in any event, within 28 days of this Announcement (or such later time as evoke and Intralot may jointly agree). The Scheme will be governed by the laws of Gibraltar and will be subject to the jurisdiction of the Court in Gibraltar.

### ***Conditions to the Acquisition***

The Acquisition will be subject to the Conditions and further terms referred to in Appendix I to this Announcement and to the full terms and conditions to be set out in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) and will only become Effective if, among other things, the following events occur on or before 11.59 p.m. (London time) on the Long-Stop Date:

- the approval of the Scheme by a majority in number of evoke Shareholders present and voting (and entitled to vote) at the Court Meeting, either in person or by proxy, representing 75 per cent. or more in value of the evoke Shares held and voted by those evoke Shareholders;
- the Resolution being passed by at least 75 per cent. of votes cast at the General Meeting;
- following the Meetings and satisfaction and/or waiver (where applicable) of the other Conditions, the Scheme is sanctioned by the Court (without modification, or with modification on terms agreed by Intralot and evoke);
- following such sanction, a copy of the Court Order is delivered to the Registrar of Companies;
- the Intralot Resolution required to issue the New Intralot Shares, or, alternatively, to authorise the board of Intralot to issue the New Intralot Shares, having been passed by the requisite majority of Intralot Shareholders at the Intralot General Meeting;
- confirmation of the approval of the listing of the New Intralot Shares on the Main Market of the Regulated Securities Market of Euronext Athens;
- the receipt or waiver of any approval required under EU Regulation 2022/2560 on foreign subsidies as well as the relevant, regulatory antitrust approvals in Austria, Jersey and the UK and foreign direct investment approvals in Cyprus, Ireland, Malta, Romania, Spain and the UK;
- the receipt or waiver of gaming regulatory approvals in the UK, Portugal, Italy, Germany, Gibraltar, Malta, Canada, New Jersey, Nevada and Pennsylvania;
- the evoke Group continuing to hold the Material UK Gaming Licences;
- there being no enforcement of security granted under the evoke Facilities or any event of default that prevents the draw down of the Second Lien Term Facility; and
- evoke not breaching its obligations under the Co-operation Agreement relating to the implementation of the Second Lien Term Facility such that the Second Lien Term Facility cannot be drawn or committing a breach of its gap period undertakings under the Co-operation Agreement that results in a GBP 50 million net liability or loss.

The Scheme will lapse if:

- the Court Meeting and the General Meeting are not held by the 22<sup>nd</sup> day after the expected date of the Court Meeting and the General Meeting, such date to be set out in the Scheme Document in due course (or such later date as Intralot and evoke may agree, and, if required, the Court may allow), unless such Condition is waived by Intralot;
- the Sanction Hearing is not held by the 22<sup>nd</sup> day after the expected date of the Sanction Hearing to be set out in the Scheme Document in due course (or such later date as Intralot and evoke may agree, and, if required, the Court may allow), unless such Condition is waived by Intralot; or
- the Scheme does not become Effective on or by 11.59 p.m. on the Long-Stop Date (or such later date (if any) as Intralot and evoke may agree and, if required, the Court may allow).

Intralot may only invoke a Condition so as to cause the Acquisition not to proceed, lapse or to be withdrawn in accordance with the terms of the Co-operation Agreement. Further details are set out below and in Part B of Appendix I to this Announcement.

If any of Conditions 1, 2(a)(ii), 2(b)(ii), and 2(c)(ii) set out in Part A of Appendix I are not satisfied by the date specified therein, Intralot shall make an announcement through a Regulatory Information Service as soon as practicable and, in any event, by no later than 8.00 a.m. on the Business Day following the date so specified, confirming whether Intralot has invoked the relevant Condition, waived the relevant Condition (where applicable), or agreed with evoke to extend the relevant deadline by which that Condition must be satisfied.

evoke Shareholders should be aware that evoke and Intralot have agreed that the Conditions contained in Conditions 1, 2, 3(a), 3(b)(iv), 3(c)(i), 3(c)(ii), 3(k), 3(l) and 3(m) are not subject to Rule 13.5 of the Code (as applied pursuant to the Co-operation Agreement) and if such Conditions are not satisfied, it would be Intralot's intention (subject to the terms of the Co-operation Agreement) to invoke such Condition(s) to cause the Acquisition to lapse.

Once the necessary approvals from evoke Shareholders have been obtained by the requisite majority and the other Conditions have been satisfied or (where applicable) waived and the Scheme has been approved by the Court, the Scheme will become Effective upon delivery of a copy of the Court Order to the Registrar of Companies.

Subject to the satisfaction of the Conditions, the Scheme is expected to become Effective during the final quarter of 2026 or first quarter of 2027.

Upon the Scheme becoming Effective: (i) it will be binding on all evoke Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or General Meeting (and if they attended and voted, whether or not they voted in favour); and (ii) share certificates in respect of evoke Shares will cease to be valid and entitlements to evoke Shares held within the CREST system will be cancelled. The consideration for the transfer of the evoke Shares to Intralot will be dispatched within 14 days of the Effective Date.

Any evoke Shares issued before the Scheme Record Time will be subject to the terms of the Scheme. The Resolution to be proposed at the General Meeting will, among other matters, provide that the Articles be amended to incorporate provisions requiring any evoke Shares issued after the Scheme Record Time (other than to Intralot and/or its nominees) to be automatically transferred to Intralot on the same terms as the Acquisition (other than terms as to timings and formalities). The provisions of the Articles (as amended) will avoid any person (other than Intralot and/or its nominees) holding shares in the capital of evoke after the Effective Date.

## **18. Intralot Shareholder approval and Intralot General Meeting Invitation**

The Acquisition is conditional on, among other things, the Intralot Resolution being passed by the requisite majority of votes at the Intralot General Meeting.

As the Intralot Resolution increases Intralot's share capital, or grants authorisation to the board of directors to increase the share capital, a qualified majority of two-thirds of the votes represented at the meeting is required.

The quorum for the Intralot General Meeting will be shareholders representing at least 50 per cent. of paid-up share capital to be present or represented; for such matters, if a quorum is not achieved, a second meeting may be convened at which a quorum requires shareholders representing at least 20 per cent. of paid-up share capital to be present or represented.

Intralot will prepare and make available to Intralot Shareholders the Intralot General Meeting Invitation which will include a notice convening the Intralot General Meeting at which Intralot Shareholders will vote on the resolution to approve the issue of the New Intralot Shares or, alternatively, to authorise the board of Intralot to approve the issue of the New Intralot Shares. It is expected that the Intralot General Meeting Invitation will be made available to Intralot Shareholders (together with a form of proxy) following the date falling 10 days after the Court Meeting and General Meeting, with the Intralot General Meeting being held as soon as reasonably practicable following such date.

## **19. Settlement and listing of the New Intralot Shares**

Once the Scheme has become Effective, New Intralot Shares will be allotted to Scheme Shareholders.

The New Intralot Shares will be issued credited as fully paid and will rank pari passu in all aspects with the existing Intralot Shares in issue at that time, including the right to receive and retain in full all dividends and other distributions (if any) announced, declared, made or paid, or any form of capital return (whether by reduction of share capital or share premium account or otherwise) made, in each case by reference to a record date falling on or after the Effective Date.

Intralot will seek the approval of the listing of the New Intralot Shares on the Main Market of the Regulated Securities Market of Euronext Athens alongside the existing Intralot Shares under symbol "BYLOT". It is expected that such listing will become effective on or about the first Business Day after the Effective Date and that dealings for normal settlement in New Intralot Shares will commence on the next Business Day thereafter.

Further details on listing, dealing and settlement of the New Intralot Shares will be included in the Scheme Document.

Any fractional entitlements of each evoke Shareholder who is due to receive New Intralot Shares under the Shares Offer in respect of their evoke Shares will be rounded down to the nearest whole number of Intralot Shares per evoke Shareholder. Fractional entitlements to Intralot Shares will not be allotted or issued to such evoke Shareholder, but will be disregarded.

## **20. Delisting of evoke Shares and re-registration of evoke**

Prior to the Scheme becoming Effective, it is intended that evoke will make an applications to the FCA for the cancellation of the listing of the evoke Shares on the Official List and to the London Stock Exchange for the cancellation of the admission to trading of evoke Shares on the Main Market with effect on or shortly after the Effective Date.

It is expected that the last day of dealings in, and for registration of transfers of, evoke Shares will be the Business Day immediately prior to the Effective Date and no transfers will be registered after 6.00 p.m. on that date.

On the Effective Date, share certificates in respect of evoke Shares will cease to be valid and entitlements to evoke Shares held within the CREST system will be cancelled.

It is also intended that evoke will be re-registered as a private limited company as soon as practicable on or following the Effective Date.

## **21. Documents**

Copies of the following documents will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Intralot's and evoke's websites at <https://www.intralot.com/investor-relations/proposed-acquisition-of-evoke/> and <https://www.evokeplc.com/investors/corporate-transactions/proposed-acquisition-by-ballys-intralot>,

respectively, by no later than 12 noon (London time) on the Business Day following this Announcement until the end of the Offer Period:

- this Announcement;
- the Confidentiality Agreement;
- the Clean Team Agreement;
- the Co-operation Agreement;
- the Intralot Irrevocables;
- the irrevocable undertakings and letter of intent referred to in paragraph 7 and summarised in Appendix III to this Announcement;
- the Shareholders Agreement; and
- the consent letters from each of Deutsche Bank, Jefferies, Morgan Stanley and Rothschild & Co referred to in paragraph 22 below.

## 22. General

Intralot reserves the right to elect (subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of an Offer as an alternative to the Scheme. In such event, the Offer will be implemented on substantially the same terms and conditions, so far as is applicable, as those which would apply to the Scheme, subject to appropriate amendments (including replacing Conditions 2(a), 2(b) and 2(c) set out in Part A of Appendix I to this Announcement) and an acceptance condition set at 75 per cent. (or such lesser percentage as Intralot may decide, being in any case more than 50 per cent.) of evoke Shares to which the Offer relates.

If the Acquisition is implemented by way of an Offer, and such Offer becomes or is declared unconditional and sufficient acceptances are received, Intralot intends to: (i) make a request to the London Stock Exchange to cancel the admission to trading of evoke Shares; and (ii) exercise its rights to apply the provisions of Section 352A of the Gibraltar Companies Act so as to acquire compulsorily the remaining evoke Shares in respect of which the Offer has not been accepted. Investors should be aware that Intralot may purchase evoke Shares otherwise than under the Scheme or any Offer, including pursuant to privately negotiated purchases.

Deutsche Bank, Jefferies, Morgan Stanley and Rothschild & Co have each given and not withdrawn their consent to the publication of this Announcement with the inclusion of the references to their names in the form and context in which they appear.

**The Acquisition will be on the terms and subject to the Conditions set out herein and in Appendix I to this Announcement, and to the full terms and conditions set out in the Scheme Document. The bases and sources for certain financial information contained in this Announcement are set out in Appendix II to this Announcement. Details of the irrevocable undertakings and letters of intent received by Intralot are set out in Appendix III to this Announcement. Appendix IV to this Announcement contains details and bases of belief of the anticipated synergies arising out of the Acquisition. Certain definitions and terms used in this Announcement are set out in Appendix V to this Announcement.**

The Scheme Document, together with the associated Forms of Proxy and Form of Election, will be dispatched to evoke Shareholders as soon as practicable and, in any event, within 28 days of this Announcement (or such later time as evoke and Intralot may agree). A copy of the Scheme Document

is also expected to be sent or otherwise made available to (for information purposes only) to persons with information rights and participants in the evoke Share Plans at the same time it is dispatched to evoke Shareholders.

### **Analyst and Investor Presentation**

Intralot will host a presentation and Q&A for analysts and investors via webcast at 9.00 a.m. (UK time) / 11.00 a.m. (Greek time) today (5 June 2026) to discuss the Transaction. To participate in this webcast, please use the following access details: [https://brrmedia.news/9IL\\_260605](https://brrmedia.news/9IL_260605)

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The person responsible for arranging the release of this Announcement on behalf of Intralot is Dimitrios Kremmidas, Chief Legal Counsel of Intralot.

The person responsible for arranging the release of this Announcement on behalf of evoke is Fredrik Ekdahl, General Counsel of evoke.

Milbank LLP is retained as legal adviser to Intralot.

Latham & Watkins (London) LLP is retained as legal adviser to evoke.

### ***Important Notices***

*Jefferies International Limited (“Jefferies”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Intralot and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters in this Announcement and will not be responsible to anyone other than Intralot for providing the protections afforded to clients of Jefferies nor for providing advice in relation to any matter referred to in this Announcement. Neither Jefferies nor any of its affiliates (nor their respective directors, officers, employees or agents) 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 Jefferies in connection with this Announcement, any statement contained herein or otherwise.*

*Deutsche Bank AG is a stock corporation (Aktiengesellschaft) incorporated under the laws of the Federal Republic of Germany with its principal office in Frankfurt am Main. It is registered with the local district court (Amtsgericht) in Frankfurt am Main under No HRB 30000 and licensed to carry on banking business and to provide financial services. It is subject to supervision by the European Central Bank (ECB), Sonnemannstrasse 22, 60314 Frankfurt am Main, Germany, and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht or BaFin), Graurheindorfer Strasse 108, 53117 Bonn and Marie-Curie-Strasse 24-28, 60439 Frankfurt am Main, Germany.*

*Deutsche Bank AG is acting for Intralot and no other person in connection with the matters referred to in this Announcement and will not be responsible to any person other than Intralot for providing the protections offered to clients of Deutsche Bank AG nor for providing advice in relation to any matter referred to in this Announcement.*

*Morgan Stanley & Co. International plc (“Morgan Stanley”), which is authorised by the Prudential Regulation Authority (“PRA”) and regulated by the PRA and the Financial Conduct Authority (“FCA”) in the United Kingdom, is acting exclusively for evoke and for no one else in connection with the Acquisition and neither Morgan Stanley nor any of its affiliates, nor their respective directors, officers, employees or agents will be responsible to anyone other than evoke for providing the protections afforded to its clients or for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.*

*N. M. Rothschild & Sons Limited (“Rothschild & Co”), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser to evoke and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than evoke for*

*providing the protections afforded to clients of Rothschild & Co, or for providing advice in connection with the matters referred to herein. Neither Rothschild & Co nor any of its group undertakings or 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 Rothschild & Co in connection with this Announcement, any statement contained in this Announcement or any matter referred to herein. No representation or warranty, express or implied, is made by Rothschild & Co as to the contents of this Announcement.*

### **The City Code on Takeovers and Mergers**

*The City Code on Takeovers and Mergers (the “Code”) does not apply to evoke as it is registered in Gibraltar. As a result, a takeover offer for evoke will not be regulated by the UK Panel on Takeovers and Mergers (the “Panel”). evoke's articles of association contain certain provisions requiring evoke to use its reasonable endeavours to apply the rules of the Code to a takeover offer for evoke (except where not in the best interest of evoke to do so), although these do not provide the full protections afforded by the Code and the enforcement of such provisions is not the responsibility of the Panel. Accordingly, evoke Shareholders are reminded that the Panel does not have responsibility, in relation to evoke, for ensuring compliance with the Code and is not able to answer any evoke Shareholders' questions in that regard.*

### **Further Information**

*This Announcement is for information purposes only. It does not constitute, and is not intended to constitute, or form part of, any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote or decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).*

*evoke shall prepare the Scheme Document to be distributed to evoke Shareholders. evoke and Intralot urge evoke Shareholders to read the Scheme Document when it becomes available because it shall contain important information relating to the Acquisition, the New Intralot Shares and the Enlarged Group.*

*Intralot shall prepare the Intralot General Meeting Invitation to be distributed to Intralot Shareholders.*

*This Announcement does not constitute a prospectus or prospectus exemption document.*

*This Announcement has been prepared for the purpose of complying with the laws of England and Wales and Gibraltar and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales and Gibraltar.*

### **Overseas Shareholders**

*The release, publication or distribution of this Announcement in or into certain jurisdictions other than the United Kingdom or Gibraltar may be restricted by law. Persons who are not resident in the United Kingdom or Gibraltar or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such requirements by any person.*

*Unless otherwise determined by Intralot, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Acquisition to evoke Shareholders who are not resident in the United Kingdom or Gibraltar may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or Gibraltar should inform themselves of, and observe, any applicable legal and regulatory requirements.*

*evoke Shareholders should be aware that the transaction contemplated herein may have tax consequences and that such consequences, if any, are not described herein. evoke Shareholders are urged to consult with appropriate legal, tax and financial advisers in connection with the consequences of the Acquisition on them.*

#### ***Additional information for US investors***

*The Acquisition relates to shares of a Gibraltar company which are admitted to trading on a UK regulated market, is subject to Gibraltar and UK procedural and disclosure requirements (which are different from those of the US) and is proposed to be implemented under a scheme of arrangement provided for under the company law of Gibraltar. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act.*

*Accordingly, the Scheme will be subject to Gibraltar procedural and disclosure requirements and practices, which are different from the procedural and disclosure requirements of United States tender offer and proxy solicitation rules.*

*The receipt of consideration by a US holder for the transfer of its Shares pursuant to the Scheme may have tax consequences in the United States. Each evoke Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state federal and local, as well as overseas and other, tax laws.*

*Financial information relating to evoke included in this Announcement and the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. If Intralot exercises its right to implement the acquisition of the evoke Shares by way of an Offer, such offer will be made in compliance with applicable US tender offer and securities laws and regulations.*

*To the extent permitted by applicable law, normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Intralot or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of evoke outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such*

*purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*It may be difficult for US evoke Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Intralot and evoke are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US evoke Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*The New Intralot Shares have not been, and will not be, registered under the US Securities Act, or applicable state securities laws. Accordingly, the New Intralot Shares may not be offered, sold, resold, taken up, transferred or delivered, directly or indirectly, in the United States absent registration or an available exemption or a transaction not subject to the registration requirements of the US Securities Act. Accordingly, the New Intralot Shares will not be issued to evoke Shareholders unless Intralot determines that they may be issued pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the US Securities Act as provided by Section 3(a)(10) of the US Securities Act or another available exemption.*

*The New Intralot Shares are expected to be issued in reliance on the exemption from the registration requirements of the US Securities Act set forth in Section 3(a)(10) thereof on the basis of the approval of the Court, and similar exemptions from registration under applicable state securities laws. Section 3(a)(10) of the US Securities Act exempts the issuance of any securities issued in exchange for one or more bona fide outstanding securities from the general requirement of registration under the US Securities Act where the terms and conditions of the issuance and exchange of such securities have been approved by a court of competent jurisdiction that is expressly authorised by law to grant such approval, after a hearing upon the substantive and procedural fairness of the terms and conditions of such issuance and exchange at which all persons to whom it is proposed to issue the securities have the right to appear and receive timely and adequate notice thereof. The Court is authorised to conduct a hearing at which the substantive and procedural fairness of the terms and conditions of the Scheme will be considered. For the purposes of qualifying for the exemption provided by Section 3(a)(10) of the US Securities Act, evoke will advise the Court before the hearing that the Court's approval of the Scheme will constitute the basis for an exemption from the registration requirements of the US Securities Act, pursuant to Section 3(a)(10).*

**THE SCHEME AND THE NEW INTRALOT SHARES TO BE ISSUED IN CONNECTION THEREWITH HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, NOR HAS THE SEC OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR THE MERITS OF THIS TRANSACTION OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

#### ***Forward-looking statements***

*This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by evoke or Intralot (or their respective group companies), contain statements which are, or may be deemed to be, "forward looking statements". Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Intralot and evoke shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.*

*The forward-looking statements contained in this Announcement relate to Intralot and evoke's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects", "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Intralot's, evoke's or any member of the evoke Group's or any member of the Intralot Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Intralot's, evoke's or any member of the evoke Group's or any member of the Intralot Group's business.*

*Although Intralot and evoke believe that the expectations reflected in such forward-looking statements are reasonable, neither Intralot nor evoke (nor any of their respective associates, directors, officers or advisers) can give any assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.*

*These factors include, but are not limited to: (i) the ability to complete the Acquisition; (ii) the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; (iii) changes in the global, political, economic, business and competitive environments and in market and regulatory forces; (iv) changes in future exchange and interest rates; (v) changes in tax rates; (vi) future business combinations or disposals; (vii) changes in general economic and business conditions; (viii) changes in the behaviour of other market participants; (ix) changes in the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Intralot and evoke operate; (x) weak, volatile or illiquid capital and/or credit markets; (xi) changes in the degree of competition in the geographic and business areas in which Intralot and evoke operate; (xii) changes in laws or in supervisory expectations or requirements; and (xiii) any epidemic or pandemic or disease outbreak or global health crisis. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.*

*Neither evoke nor Intralot, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.*

*Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature involve, risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the evoke Group, there may be additional changes to the evoke Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.*

*The forward-looking statements speak only at the date of this Announcement. All pro forma figures in relation to the Enlarged Group are based solely on Intralot's own analysis and assumptions and reflect*

*Intralot's views only. All subsequent oral or written forward-looking statements attributable to Intralot, evoke, any member of the Intralot Group or the evoke Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.*

*evoke and Intralot (and their respective associates, directors, officers or advisers) expressly disclaim any intention or obligation to update or revise any forward-looking statements, other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.*

*Any statements of estimated costs savings and synergies, including the Synergies Statement are based solely on Intralot's own analysis and assumptions and reflect Intralot's views only. evoke has provided certain operational and financial information to facilitate Intralot's evaluation of potential synergies available from the creation of the Enlarged Group. evoke has not otherwise been involved in the preparation of such statements and information and neither evoke nor its board of directors, officers, employees or agents have assisted Intralot in identifying or evaluating potential synergies from the creation of the Enlarged Group and do not endorse any analysis of such synergies or the Synergies Statement and take no responsibility for the contents of such statements and information.*

### **Disclosure requirements**

*The Code does not apply to evoke as it is registered in Gibraltar. Accordingly, neither evoke Shareholders, Intralot Shareholders nor any other person dealing in evoke Shares or Intralot Shares are required to disclose any of their dealings under the provisions of the Code. However, evoke Shareholders and persons considering the acquisition or disposal of any interest in evoke Shares are reminded that they are subject to the Disclosure Guidance and Transparency Rules made by the FCA under Part VI of FSMA and other applicable regulatory rules regarding transactions in evoke Shares.*

Rule 2.7(c)(xiii)

### **No profit forecasts or estimates**

*No statement in this Announcement is intended as a profit forecast or profit estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Intralot or evoke, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Intralot or evoke, as appropriate.*

### **Synergies Statement**

*Statements of estimated costs savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the costs savings and synergies referred to in the Synergies Statement may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. No statement in the Synergies Statement, or this Announcement generally, should be construed as a profit forecast or profit estimate or interpreted to mean that the Enlarged Group's earnings in the first full year following the Effective Date, or in any subsequent period, would necessarily match or be greater than or be less than those of evoke or Intralot for the relevant preceding financial period or any other period.*

### **Non-IFRS financial measures**

*This Announcement contains financial information regarding the businesses and assets of Intralot, evoke and the Enlarged Group. In particular, certain financial data included in this Announcement consists of "non-IFRS financial measures." These non-IFRS financial measures may not be comparable to similarly-titled measures as presented by other companies, nor should they be considered as an alternative to the historical financial results or other indicators of performance based on IFRS. Even as between Intralot and evoke, the calculation of non-IFRS financial measures may vary, and such measures may not be presented on a consistent or comparable basis across both entities.*

*Figures presented for the Enlarged Group are non-IFRS financial measures that represent the mathematical sum of such figure for the respective fiscal year or period, as applicable, for Intralot and evoke, after giving effect to the Acquisition. These aggregated figures are presented as a matter of convenience to recipients of this Announcement and are not derived from pro forma financial information prepared on the basis of IFRS, stock exchange rules and regulations or any other standard, and as such do not reflect all adjustments that would be reflected in pro forma financial information that gives effect to the Acquisition.*

*This Announcement also includes certain unaudited financial information prepared by Intralot and evoke. Neither Intralot nor evoke's respective independent auditors have audited, verified, reviewed, compiled or performed any procedures with respect to the non-IFRS financial measures or such unaudited financial information for the purpose of its inclusion herein and accordingly, they have not expressed an opinion or provided any form of assurance with respect thereto. Actual results may vary from the information contained herein and such variations could be material.*

### **Publication on website and availability of hard copies**

*A copy of this Announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Intralot's and evoke's websites at <https://www.intralot.com/investor-relations/proposed-acquisition-of-evoke/> and <https://www.evokeplc.com/investors/corporate-transactions/proposed-acquisition-by-ballys-intralot>, respectively, by no later than 12 noon (London time) on 8 June 2026. For the avoidance of doubt, the contents of these websites or any other website accessible from hyperlinks are not incorporated into and do not form part of this Announcement.*

*You may request a hard copy of this Announcement by contacting evoke at [ir@evokeplc.com](mailto:ir@evokeplc.com) or by telephone on +44 (0)800 029 3050. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.*

### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by evoke Shareholders, persons with information rights and other relevant persons for the receipt of communications from evoke may be provided to Intralot during the Offer Period as would be required under Section 4 of Appendix 4 of the Code if Rule 2.11(c) of the Code applied to evoke.*

### **Rounding**

*Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

### **General**

*Intralot reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme, subject to the terms of the Co-operation Agreement. In such event, the Offer will be implemented on substantially the same terms and conditions, so far as is applicable, as those which would apply to the Scheme (subject to appropriate amendments to reflect the change in method of implementation and the terms of the Co-operation Agreement).*

*If the Acquisition is implemented by way of an Offer, and such an Offer becomes or is declared unconditional and sufficient acceptances are received, Intralot intends to exercise its rights to apply the provisions of section 352A of the Gibraltar Companies Act so as to acquire compulsorily the remaining evoke Shares in respect of which the Offer has not been accepted.*

*Investors should be aware that Intralot may purchase evoke Shares otherwise than under any Offer or the Scheme, including pursuant to privately negotiated purchases.*

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.*

***Inside information***

*The information in this Announcement is deemed by Intralot and evoke to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 (as, in relation to evoke, it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018). On the publication of this Announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.*

## APPENDIX I

### CONDITIONS AND FURTHER TERMS OF THE ACQUISITION

#### PART A: CONDITIONS TO THE SCHEME AND THE ACQUISITION

##### Long-Stop Date

1. The Acquisition is conditional upon the Scheme becoming unconditional and effective by no later than 11.59 p.m. on the Long-Stop Date or such later date (if any) as Intralot and evoke may agree and, if required, the Court may allow.

##### Scheme approval condition

2. The Scheme will be conditional upon:
  - (a)
    - (i) its approval by a majority in number of the evoke Shareholders who are present and voting (and entitled to vote), either in person or by proxy, at the Court Meeting (and at any separate class meeting which may be required by the Court (or any adjournment thereof), if applicable), and who represent not less than 75 per cent. in value of the evoke Shares voted by those evoke Shareholders; and
    - (ii) the Court Meeting (and at any separate class meeting which may be required by the Court (or any adjournment thereof), if applicable) being held on or before the 22<sup>nd</sup> day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date as Intralot and evoke may agree, and, if required, the Court may allow);
  - (b)
    - (i) the Resolution being duly passed by evoke Shareholders representing 75 per cent. or more of votes cast at the General Meeting; and
    - (ii) the General Meeting being held on or before the 22<sup>nd</sup> day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date as Intralot and evoke may agree, and, if required, the Court may allow);
  - (c)
    - (i) the sanction of the Scheme by the Court (with or without modification, but subject to any such modification being on terms acceptable to Intralot and evoke) and the delivery of a copy of the Court Order to the Registrar of Companies; and
    - (ii) the Sanction Hearing being held on or before the 22<sup>nd</sup> day after the expected date of the Sanction Hearing to be set out in the Scheme Document in due course (or such later date as Intralot and evoke may agree, and, if required, the Court may allow).
3. Subject to Part B of this Appendix I, the Acquisition will be conditional upon the following Conditions being satisfied or (where applicable) waived and accordingly the Court Order will

not be delivered to the Registrar of Companies unless such Conditions (as amended, if appropriate) have been satisfied or (where applicable) waived:

### **Approvals for Issue of New Intralot Shares**

- (a)
  - (i) the approval of two thirds of Intralot Shareholders attending such meetings to resolutions to issue the New Intralot Shares or, alternatively, to authorise the board of Intralot to issue the New Intralot Shares at (i) an initial meeting requiring a quorum of 50 per cent. of Intralot Shareholders; or (ii) a second meeting requiring a quorum of 20 per cent. of Intralot Shareholders;
  - (ii) relevant filing having been made with the General Commercial Registry in Greece in respect of the issue of the New Intralot Shares, and
  - (iii) confirmation of the approval of the listing of the New Intralot Shares by Euronext Athens;

### **FSR/Anti-trust/FDI conditions**

(b)

#### *EU (Foreign Subsidies Regulation)*

- (i) insofar as the Acquisition constitutes or is deemed to constitute a notifiable concentration under Regulation (EU) 2022/2560 of the European Parliament and of the Council on foreign subsidies distorting the internal market (the “**EU FSR**”), or the European Commission (the “**Commission**”) requests such notification under Article 21(5) of the EU FSR, any of the following having occurred:
  - (A) the Commission declaring that the Acquisition does not fall within the scope of the EU FSR; or
  - (B) the Commission either declaring that there are insufficient indications to initiate an in-depth investigation and closing a preliminary review pursuant to Article 10(4) of the EU FSR or not initiating an in-depth investigation within the relevant period provided for in Article 24 of the EU FSR; or
  - (C) the Commission not adopting a decision specified in Article 25(3) of the EU FSR within the time period specified in Article 25(4) of the EU FSR, following an in-depth investigation; or
  - (D) following an in-depth investigation, the Commission either issuing a no objection decision pursuant to Article 11(4) (in conjunction with Article 25(3)(b)); or a decision pursuant to Article 11(3) (in conjunction with Article 25(3)(a) of the EU FSR);

#### *Austria (merger control)*

- (ii) any of the following having occurred:

- (A) the expiry of the statutory four-week waiting period pursuant to Sec 11(1) Austrian Cartel Act (Kartellgesetz; “**KartG**”), or, if extended, the expiry of the six-week waiting period pursuant to Sec 11(1a) KartG, in each case without either of the statutory parties (i.e., Federal Competition Authority and Federal Cartel Prosecutor) having requested an in-depth investigation of the Acquisition; or
- (B) the waiver by the statutory parties to request an in-depth investigation of the Acquisition pursuant to Sec 11(4) KartG; or
- (C) any request for an in-depth investigation made by one or both statutory parties within the applicable waiting period has been withdrawn by each such statutory party, so that no request for an in-depth investigation remains pending; or
- (D) the Austrian Cartel Court has issued a final and binding decision pursuant to Sec 12 KartG (i) approving the Acquisition, (ii) declaring that it does not constitute a notifiable concentration, or (iii) terminating the proceedings due to expiry of the waiting period; or
- (E) the Austrian Supreme Cartel Court has issued a final and binding decision (i) approving the Acquisition, (ii) declaring that it does not constitute a notifiable concentration, or (iii) confirming termination of the proceedings due to expiry of the waiting period;

*Jersey (merger control)*

- (iii) either of the following having occurred:
  - (A) receipt of written approval on an unconditional basis from the Jersey Competition Regulatory Authority (“**JCRA**”) under Article 22 of the Competition (Jersey) Law 2005 (the “**CJL 2005**”), given (and not withdrawn in whole or part) without the JCRA having decided during its Phase 1 assessment (first detailed review) that the Acquisition raises any competition concerns meriting further assessment (second detailed review) pursuant to Guideline No. 8 (“Mergers and Acquisitions”) issued by the JCRA (“**Second Detailed Review**”); or
  - (B) receipt of written approval from the JCRA under Article 22 of the CJL 2005, given (and not withdrawn in whole or part) following the JCRA’s Second Detailed Review, provided that any pre-completion conditions or obligations imposed have been satisfied and/or complied with;

*UK (merger control)*

- (iv) either:
  - (A) confirmation that the Competition and Markets Authority in the United Kingdom (the “**CMA**”) has no further questions in relation to the Acquisition following the submission of a briefing paper to the CMA by Intralot and as at the date on which all other Conditions are satisfied or waived in relation to the Acquisition, the CMA not having:

- (1) requested submission of a merger notice (or draft merger notice);
  - (2) indicated to Intralot that it intends, or is considering whether, to commence an investigation to determine whether to make a reference within the meaning of section 33 of the Enterprise Act 2002 (the “EA”) (a “**Phase 1 Investigation**”) into the Acquisition; nor
  - (3) indicated that the statutory review period in which the CMA has to decide whether to make a reference under section 34ZA of the EA has begun;
- (B) if the CMA opens a Phase 1 Investigation into the Acquisition, either:
- (1) confirmation that the Acquisition will not be subject to a reference under section 33 or section 45 of the EA (a “**Phase 2 CMA Reference**”); or
  - (2) confirmation that the CMA has decided to accept undertakings in lieu of a Phase 2 CMA Reference under section 73 of the EA; or
  - (3) the period within which the CMA is required under Part 3 of the EA to decide whether the duty to make a Phase 2 CMA Reference applies with respect to the Acquisition or any matters arising therefrom has expired without such a decision being made; or
- (C) if the CMA has made a Phase 2 CMA Reference, either:
- (1) confirmation that the Acquisition will not result in the creation of a relevant merger situation that may be expected to result in a substantial lessening of competition (“**SLC**”); or
  - (2) confirmation that the Acquisition will result in an SLC, and that either no action should be taken to remedy, mitigate or prevent such outcome, or that the Acquisition is allowed to proceed subject to undertakings or orders under sections 82 and 84 of the EA;

*Cyprus (FDI)*

- (v) The Ministry of Finance of the Republic of Cyprus having notified Intralot in writing of its determination that either:
  - (A) the Acquisition will not be subject to screening pursuant to section 5(1)(a) of the Law on the Establishment of a Framework for the Screening of Foreign Direct Investments of 2025 (Law 194(I)/2025) (the “**Cypriot FDI Law**”); or
  - (B) implementation of the Acquisition has been approved pursuant to section 5(5) of the Cypriot FDI Law; or

- (C) implementation of the Acquisition has been approved subject to conditions pursuant to section 5(6) of the Cypriot FDI Law;

*Ireland (FDI)*

- (vi) any of the following having occurred:
  - (A) the Irish Minister of Enterprise, Tourism, and Employment (the “**Minister**”) issues a screening decision under Section 16(1) of the Screening of Third Country Transactions Act 2023 (the “**Irish FDI Act**”) to the effect that:
    - (1) the Acquisition does not, or would not be likely to, affect the security or public order of the Republic of Ireland, such that the Acquisition may be completed without conditions specified under Section 18(3) of the Irish FDI Act, or
    - (2) the Acquisition may be completed subject to the conditions specified by the Minister pursuant to Section 18(3) of the Irish FDI Act; or
  - (B) the Minister has not made a screening decision under Section 16(1) of the Irish FDI Act within the relevant review period application to the Transaction under Section 16(3) of the Irish FDI Act (subject to Section 20 of the Irish FDI Act); or
  - (C) confirmation from the Minister that mandatory screening under the Irish FDI Act does not apply in respect of the Acquisition;

*Malta (FDI)*

- (vii) having received foreign direct investment clearance in respect of, or no objection to the Acquisition from the National Foreign Direct Investment Screening Office in Malta (“**NFDISO**”) in accordance with the National Foreign Direct Investment Screening Office Act, 2020 (Chapter 620 of the Laws of Malta), or the NFDISO having determined in writing that the Acquisition is not subject to screening by the NFDISO;

*Romania (FDI)*

- (viii) any of the following having occurred:
  - (A) receipt of an approval order issued by the Prime Minister Chancellery (Cancelaria Prim Ministrului), pursuant to the provisions of Romanian Government Emergency Ordinance no. 46/2022, as further amended and supplemented (“**RGEO 46/2022**”), which attests that the Acquisition was cleared on the basis of the binding notice issued by the FDI Screening Commission (Comisia pentru Examinarea Investițiilor Străine Directe - CEISD), further to a screening which confirmed that the Acquisition does not give rise to any risks to the national security and/or public order of Romania, and/or to any projects or programmes of interest to the European Union; or
  - (B) receipt of a decision issued by the Romanian Government, on the basis of the binding notice issued by the FDI Screening Commission,

which concludes that the Acquisition can be implemented following certain structural or behavioural commitments of Intralot, which are further set out in the relevant Government decision; or

- (C) receipt of a written confirmation issued by the FDI Screening Commission, confirming that the Acquisition will not be referred for review under RGEO 46/2022;

*Spain (FDI)*

- (ix) any of the following having occurred:
  - (A) receipt of the express confirmation by the Directorate General for International Trade and Investments (Dirección General de Comercio Internacional e Inversiones) (the “**Spanish FDI Authority**”) that an authorisation of the Acquisition by the Spanish Council of Ministers is not required pursuant to Article 7 bis of Act 19/2003, of July 4 (the “**Spanish FDI Law**”); or
  - (B) the authorisation of the Acquisition by the Spanish FDI Authority pursuant to Article 7 bis of the Spanish FDI Law, without any conditions or commitments; or
  - (C) the authorisation of the Acquisition by the Spanish FDI Authority pursuant to Article 7 bis of the Spanish FDI Law, subject to conditions or commitments;

*UK (FDI)*

- (x) any of the following having occurred:
  - (A) the Secretary of State rejecting the notification pursuant to section 14(6)(a) of the National Security and Investment Act 2021 (“**NSI Act**”) on the basis that it does not meet the requirements of section 14 of the NSI Act insofar as it does not concern a “notifiable acquisition” as defined in section 6(2) of the NSI Act or otherwise confirming that the Acquisition is not subject to mandatory notification under the NSI Act;
  - (B) confirmation having been received in writing that the Secretary of State will not take any further action under section 14(8)(b)(ii) of the NSI Act in relation to the Acquisition; or
  - (C) in the event that a call-in notice is given in relation to the Transaction pursuant to section 14(8)(b)(i) of the NSI Act, the Secretary of State either:
    - (1) giving a final notification pursuant to section 26(1)(b) of the NSI Act confirming that no further action will be taken in relation to the Acquisition under the NSI Act; or
    - (2) making a final order pursuant to section 26(1)(a) of the NSI Act permitting the Acquisition to proceed subject to remedies or requirements;

## Gaming regulatory clearances

(c)

### *UK*

- (i) written notification from the Gambling Commission of Great Britain (“**GBGC**”), following applications pursuant to section 103(3) of the Gambling Act 2005 (the “**UK Gambling Act**”) for a determination that all operating licences (as such term is defined in the UK Gambling Act) held by members of the evoke Group shall continue to have effect following the Acquisition, that it is minded to grant those applications pursuant to section 102(4)(a) of the UK Gambling Act upon the Acquisition occurring;
- (ii) the Gambling Commission of Great Britain having not utilised its powers in the period between the date of this Announcement and the Effective Date :
  - (A) under section 118 of the Gambling Act 2005 to suspend any Material UK Gaming Licence except where such suspension:
    - (1) ceases, expires or is lifted prior to the Long Stop Date; and
    - (2) results in a reduction of the net gaming revenue of the evoke Group (as against the equivalent period in the preceding financial year) equivalent to less than 20 per cent. of the net gaming revenue of the evoke Group for the 12 months ended 31 December 2025; or
  - (B) under section 119 of the Gambling Act 2005 to revoke any Material UK Gaming Licence;

### *Portugal*

- (iii) the authorization by the Comissão de Jogos do Turismo de Portugal IP pursuant to article 21 of the Portuguese Online Gambling Act (Decree-Law 66/2015) made in respect of License n. 16 held by 888 Portugal, that such operating license may be assigned following the Acquisition; such authorization shall be obtained following application in respect of the same submitted by 888 Portugal to the SRIJ, or any appropriate waiting periods (including any extensions thereof) having expired, lapsed or been terminated (as appropriate);

### *Italy*

- (iv) if required in order to consummate the Acquisition, all necessary notifications, filings or applications having been made to, and all necessary approvals having been granted (in a form reasonably satisfactory to Intralot) by the Agenzia delle Dogane e dei Monopoli pursuant to article 21 of the ADM Licence Agreement;

### *Germany*

- (v) in connection with the Acquisition, all necessary notifications, filings or applications having made to, and all necessary approvals having been granted (in a form reasonably satisfactory to Intralot) by the Gemeinsame Glücksspielbehörde der Länder;

### ***Gibraltar***

- (vi) in connection with the Acquisition, all necessary notifications, filings or applications having made to, and all necessary approvals in writing having been granted (in a form reasonably satisfactory to Intralot) by the Licensing Authority (Gambling Division) of HM Government of Gibraltar in respect of the change of control of evoke following the Acquisition by Intralot or any appropriate waiting periods (including any extensions thereof) having expired, lapsed or been terminated (as appropriate);

### ***Malta***

- (vii) the necessary application or request having been made to the Malta Gaming Authority (“MGA”), and receipt of a non-binding in-principle approval letter by the MGA in respect of the acquisition by Intralot of a qualifying interest (as defined in the Gaming Definitions Regulations, S.L. 583.04, and applied in the Gaming Authorisations Regulations, S.L.583.05) in the MGA-licensed entity of the evoke;

### ***Canada***

- (viii) in connection with the Acquisition, all necessary notifications, filings or applications having been made to, and all necessary approvals having been granted (in a form reasonably satisfactory to Intralot) by the Alcohol and Gambling Commission of Ontario (AGCO) and iGaming Ontario (IGO) or any appropriate waiting periods (including any extensions thereof) having expired, lapsed or been terminated (as appropriate);

### ***US – New Jersey***

- (ix) the earlier of: (A) receipt of notification from the Division of Gaming Enforcement that all required entity and individual applications and waiver requests of Intralot in connection with the purchase have been deemed complete and approval of the required transactional waiver to continue the business currently being conducted, without interruption; or (B) surrender and withdrawal, as applicable, of current licenses and applications for licensure of evoke along with approval of any required wind-down plan and fulfilment of any requirements or conditions in connection therewith;

### ***US - Nevada***

- (x) in connection with the Acquisition, except in the event that evoke, VHL Financing Ltd, 888 US Limited and 888 Services Inc. shall each have previously surrendered their licences and the Nevada Gaming Commission (the “NGC”), shall have entered an order deregistering evoke and terminating its Sixth Revised Order of Registration effective September 21, 2023, or any amendment thereto (the “**Registration Order**”), the NGC shall have, upon the affirmative recommendation of the Nevada Gaming Control Board (the “NGCB”), granted the applications of Intralot (A) to acquire control of evoke pursuant to requirements of the Nevada Gaming Control Act (the “NGC Act”), and Nevada Gaming Commission Regulations (the “NGC Regulations”); (B) for registration of Intralot as a foreign publicly traded corporation in accordance with the NGC Act and NGC Regulations; (C) for registrations, findings of suitability and licensing of Intralot and any relevant Intralot subsidiaries as required by the NGC Act and NGC Regulations; (D) for findings of suitability or licensing of directors and officers of Intralot and any relevant Intralot subsidiaries in accordance with the NGC Act and NGC

Regulations; (E) for such other approvals as may be required by either or both of the NGC Act and NGC Regulations, subject to the satisfaction of any pre-closing compliance conditions imposed by such registrations, findings of suitability, licenses or approvals of the NGC;

#### ***US - Pennsylvania***

- (xi) all necessary notifications, filings or applications having made to, and all necessary approvals, licenses, and waivers having been granted (in a form reasonably satisfactory to Intralot) by, the Pennsylvania Gaming Control Board under the Pennsylvania Race Horse Development and Gaming Act (4 Pa. C.S. § 1101 et seq.), including (A) the withdrawal or surrender of the interactive gaming manufacturer license issued to 888 Atlantic Limited initially on 29 September 2020 and renewed on 20 May 2026, (B) if required, the approval of the change of control of 888 Atlantic Limited, and (C) the satisfaction of any conditions that require satisfaction prior to the consummation of the Acquisition as may be imposed by the Pennsylvania Gaming Control Board;

#### **Other Notifications, waiting periods and Authorisations**

- (d) other than in respect of Conditions 3(a) to (c) (inclusive), all material notifications, filings or applications which are necessary or are reasonably considered appropriate or desirable by Intralot having been made in connection with the Acquisition and all appropriate waiting periods (including any extensions thereof) under any applicable legislation or regulation of any relevant jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with in each case in respect of the Scheme and the Acquisition and all Authorisations which are necessary or are reasonably considered appropriate in any relevant jurisdiction for or in respect of the Scheme or the Acquisition and, except pursuant to Part VIII of the Gibraltar Companies Act, the acquisition or the proposed acquisition of any shares or other securities in, or control or management of, evoke or any other member of the Wider evoke Group by any member of the Wider Intralot Group having been obtained in terms and in a form reasonably satisfactory to Intralot from all appropriate Third Parties and (without prejudice to the generality of the foregoing) from any persons or bodies with whom any member of the Wider evoke Group or the Wider Intralot Group has entered into contractual arrangements in each case where the absence of such Authorisation would have a material adverse effect on the Wider evoke Group taken as a whole and all such Authorisations remaining in full force and effect at the time at which the Scheme becomes effective and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew any of such Authorisations;

#### **General antitrust and regulatory**

- (e) other than in respect of Conditions 3(a) to (c) (inclusive), no antitrust regulator or Third Party having announced or given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference (and in each case, not having withdrawn the same), or having required any action to be taken or otherwise having done anything, or having enacted, made or proposed any statute, regulation, decision, order or change to published practice (and in each case, not having withdrawn the same) and there not continuing to be outstanding any statute, regulation, decision or order which would or might reasonably be expected to:
  - (i) require, prevent or materially delay the divestiture or materially alter the terms envisaged for such divestiture by any member of the Wider Intralot

Group or by any member of the Wider evoke Group of all or any material part of its businesses, assets or property or impose any limitation on the ability of all or any of them to conduct their businesses (or any part thereof) or to own, control or manage any of their assets or properties (or any part thereof);

- (ii) except pursuant to Part VIII of the Gibraltar Companies Act, require any member of the Wider Intralot Group or the Wider evoke Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider evoke Group or any member of the Wider Intralot Group or any asset owned by any Third Party (other than in the implementation of the Acquisition);
- (iii) impose any material limitation on, or result in a material delay in, the ability of any member of the Wider Intralot Group directly or indirectly to acquire, hold or to exercise effectively all or any rights of ownership in respect of shares or other securities in evoke or on the ability of any member of the Wider evoke Group or any member of the Wider Intralot Group directly or indirectly to hold or exercise effectively all or any rights of ownership in respect of shares or other securities (or the equivalent) in, or to exercise voting or management control over, any member of the Wider evoke Group;
- (iv) otherwise adversely affect any or all of the business, assets, profits or prospects of any member of the Wider evoke Group or any member of the Wider Intralot Group;
- (v) result in any member of the Wider evoke Group or any member of the Wider Intralot Group ceasing to be able to carry on business under any name under which, or in any jurisdiction in which it presently carries on business;
- (vi) make the Acquisition, its implementation or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, evoke or any member of the Wider evoke Group by any member of the Wider Intralot Group void, unenforceable and/or illegal under the laws of any relevant jurisdiction, or otherwise, directly or indirectly, materially prevent or prohibit, restrict, restrain, or delay or otherwise materially interfere with the implementation of, or impose material additional conditions or obligations with respect to, or otherwise materially challenge, impede, interfere with or require material amendment of, the Acquisition or the acquisition or proposed acquisition of any shares or other securities in, or control or management of, evoke or any member of the Wider evoke Group by any member of the Wider Intralot Group;
- (vii) require, prevent or materially delay a divestiture, or materially alter the terms envisaged for such divestiture by any member of the Wider Intralot Group or any member of the Wider evoke Group of any shares or other securities (or the equivalent) in any member of the Wider evoke Group or any member of the Wider Intralot Group; or
- (viii) impose any material limitation on the ability of any member of the Wider Intralot Group or any member of the Wider evoke Group to conduct its business or to integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider Intralot Group and/or the Wider evoke Group,

and all applicable waiting and other time periods (including any extensions thereof) during which any such antitrust regulator or Third Party could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or take any other step under the laws of any jurisdiction in respect of, or otherwise intervene in the Scheme or Acquisition or the acquisition or proposed acquisition of any evoke Shares having expired, lapsed or been terminated;

**Certain matters arising as a result of any arrangement, agreement, etc.**

- (f) except as Disclosed, there being no provision of any arrangement, agreement, lease, licence, franchise, permit or other instrument to which any member of the Wider evoke Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject, or any event or circumstance which, as a consequence of the Acquisition or the acquisition (or the proposed acquisition) by any member of the Wider Intralot Group of any shares or other securities (or the equivalent) in evoke or because of a change in the control or management of any member of the Wider evoke Group or otherwise, could or might be expected to result in any of the following, in each case to an extent which is material in the context of the Wider Intralot Group, or the Wider evoke Group, in each case taken as a whole, or in the context of the Acquisition:
- (i) any monies borrowed by, or any other indebtedness or liabilities (actual or contingent) of, or any grant available to, any member of the Wider evoke Group, being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
  - (ii) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property, or assets or interests of any member of the Wider evoke Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;
  - (iii) any such arrangement, agreement, lease, licence, franchise, permit or other instrument or the rights, liabilities, obligations or interests of any member of the Wider evoke Group thereunder being terminated, or adversely modified or affected, or any obligation or liability arising, or any action being taken or arising thereunder;
  - (iv) any liability of any member of the Wider evoke Group to make any severance, termination, bonus or other payment to any of its directors, other officers or employees;
  - (v) the rights, liabilities, obligations, interests or business of any member of the Wider evoke Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider evoke Group in or with any other person or body or firm or company (or any arrangement or agreement relating to any such interests or business) being or becoming capable of being terminated, or adversely modified or affected, or any obligation or liability arising, or any action being taken or arising thereunder;

- (vi) any member of the Wider evoke Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (vii) the value of, or the financial or trading position or prospects of, any member of the Wider evoke Group being prejudiced or adversely affected;
- (viii) the creation or acceleration of any liability, actual or contingent, by any member of the Wider evoke Group (including any material tax liability) other than the creation of liabilities incurred in the ordinary course of business;
- (ix) any assets owned or used by any member of the Wider evoke Group or interests of any member of the Wider evoke Group in such assets, being or failing to be disposed of or charged or ceasing to be available to any such member or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any member of the Wider evoke Group; or
- (x) any requirement on any member of the Wider evoke Group to acquire, subscribe, pay up or repay any shares or other securities (other than as contemplated by the terms of the Acquisition),

and no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider evoke Group is a party or by or to which any such member or any of its assets are or may be bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in Conditions 3(f)(i) to (x);

#### **Certain events occurring since 31 December 2025**

- (g) except as Disclosed, no member of the Wider evoke Group having since 31 December 2025:
  - (i) save as between evoke and wholly-owned subsidiaries of evoke or between the wholly-owned subsidiaries of evoke and save for the issue of evoke Shares under or pursuant to the exercise of options or vesting of awards granted under the evoke Share Plan, issued or agreed to issue, authorised or proposed, or announced its intention to authorise or propose the issue of additional shares of any class, or securities or securities convertible into, or exchangeable for, shares of any class or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold or agreed to transfer or sell or authorised or proposed the transfer or sale of evoke Shares out of treasury;
  - (ii) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution or return of capital or value (whether payable in cash or otherwise) other than dividends (or other distributions whether payable in cash or otherwise) lawfully paid or made by any wholly-owned subsidiary of evoke to evoke or any of its wholly-owned subsidiaries;
  - (iii) other than pursuant to the Acquisition, implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or

the equivalent thereof) in any undertaking or undertakings or other transaction or arrangement otherwise than in the ordinary course of business;

- (iv) disposed of, or transferred, mortgaged or created any security interest over any material asset or any right, title or interest in any material asset or authorised, proposed or announced any intention to do so in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;
- (v) made, authorised, proposed or announced an intention to propose any change in its loan capital which is material in the context of the Wider evoke Group as a whole;
- (vi) merged or demerged with any body corporate or acquired or disposed of, or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised, proposed or announced any intention to do so, in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;
- (vii) issued, authorised or proposed or announced an intention to authorise or propose the issue of, or made any change in or to the terms of, any debentures or become subject to any contingent liability or incurred or increased any indebtedness or become subject to any contingent liability, in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;
- (viii) entered into any licence or other disposal of, or any encumbrance over, intellectual property of any member of the Wider evoke Group which is material in the context of the Wider evoke Group as a whole;
- (ix) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, unusual or onerous nature or magnitude or which is or which involves or could involve an obligation of such a nature or magnitude, in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;
- (x) entered into or varied or authorised, proposed or announced its intention to enter into or vary the terms of, or made any offer (which remains open for acceptance) to enter into or vary the terms of any contract, service agreement, commitment or arrangement with any director or senior executive of any member of the Wider evoke Group in any material way, except for salary increases or bonuses in the ordinary course of business or where agreed by Intralot;
- (xi) proposed, agreed to provide or modified the terms of any of the evoke Share Plan or any other benefit relating to the employment or termination of employment of any employee of the Wider evoke Group which is material in the context of the Wider evoke Group as a whole;
- (xii) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save for in respect of the matters mentioned in Condition 3(g)(i), made any other

change to any part of its share capital which is material in the context of the Wider evoke Group as a whole;

- (xiii) waived, compromised or settled any claim which is material in the context of the Wider evoke Group as a whole;
- (xiv) terminated or varied the terms of any agreement or arrangement between any member of the Wider evoke Group and any other person in a manner which would or might reasonably be expected to have a material adverse effect on the Wider evoke Group taken as a whole;
- (xv) made any alteration to its memorandum or articles of association or other incorporation documents;
- (xvi) made or agreed or consented to any change to:
  - (a) the terms of the trust deeds and rules constituting the pension scheme(s) established by any member of the Wider evoke Group for its directors or employees or their dependants;
  - (b) the contributions payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder;
  - (c) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
  - (d) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued, made, agreed or consented to, to an extent which is in any such case material in the context of the Wider evoke Group;
- (xvii) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;
- (xviii) (other than in respect of any member of the Wider evoke Group which is dormant and was solvent at the relevant time) taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of a receiver, administrator, manager, administrative receiver, trustee or similar officer of all or any of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;
- (xix) entered into, implemented or authorised the entry into, any contract, transaction or arrangement which would be restrictive on the business of any member of the Wider evoke Group or the Wider Intralot Group or any joint

venture, asset or profit sharing arrangement, partnership or merger of business or corporate entities in any such case to an extent which is material in the context of the Wider evoke Group taken as a whole;

- (xx) entered into any agreement, arrangement, commitment or contract or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition 3(g);

**No adverse change, litigation, regulatory enquiry or similar**

- (h) since 31 December 2025, and except as Disclosed, there having been:
  - (i) no adverse change or deterioration having occurred, and no circumstance having arisen which would or might be expected to result in any such adverse change or deterioration, in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider evoke Group;
  - (ii) no litigation, arbitration proceedings, prosecution or other legal or regulatory proceedings to which any member of the Wider evoke Group is or may become a party (whether as claimant, defendant or otherwise) and no enquiry, review or investigation by, or complaint or reference to, any Third Party or other investigative body against or in respect of any member of the Wider evoke Group having been announced, instituted, implemented or threatened by or against or remaining outstanding by, against or in respect of, any member of the Wider evoke Group;
  - (iii) no contingent or other liability of the Wider evoke Group having arisen, increased or become apparent to Intralot;
  - (iv) no enquiry, review or investigation by, or complaint or reference to, any Third Party having been announced, instituted, implemented or threatened by or remaining outstanding against or in respect of any member of the Wider evoke Group;
  - (v) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence or permit held by any member of the Wider evoke Group which is necessary for the proper carrying on of its business; and
  - (vi) no member of the Wider evoke Group having conducted its business in breach of any applicable laws and regulations,

in each case to an extent which is material in the context of the Wider Intralot Group taken as a whole;

**No discovery of certain matters regarding information, liabilities and environmental issues**

- (i) except as Disclosed, Intralot not having discovered:
  - (i) that any financial, business or other information concerning the Wider evoke Group publicly announced prior to the date of this Announcement or disclosed to any member of the Wider Intralot Group by or on behalf of any member of the Wider evoke Group is misleading, contains a misrepresentation of any fact, or omits to state a fact necessary to make that

information not misleading and which was not subsequently corrected prior to the date of this Announcement by disclosure either publicly or otherwise to Intralot or its professional advisers;

- (ii) that any member of the Wider evoke Group or any partnership, company or other entity in which any member of the Wider evoke Group has a significant economic interest and which is not a subsidiary undertaking of evoke is subject to any liability, contingent or otherwise;
- (iii) any information which affects the import of any information disclosed at any time by or on behalf of any member of the Wider evoke Group;
- (iv) that any past or present member of the Wider evoke Group has not complied with any and/or all applicable legislation, regulations or other requirements of any jurisdiction or any Authorisations relating to the use, treatment, handling, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human or animal health or otherwise relating to environmental matters or the health and safety of humans, which non-compliance would be likely to give rise to any liability including any penalty for non-compliance (whether actual or contingent) or cost on the part of any member of the Wider evoke Group;
- (v) that there has been a disposal, discharge, spillage, accumulation, release, leak, emission or the migration, production, supply, treatment, storage, transport or use of any waste or hazardous substance or any substance likely to impair the environment (including any property) or harm to human or animal health which (whether or not giving rise to non-compliance with any law or regulation or other requirements of any jurisdiction or any Authorisations, and wherever the same may have taken place), would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the Wider evoke Group;
- (vi) that there is or is likely to be, for any reason whatsoever, any obligation or liability (whether actual or contingent) or requirement to make good, remediate, repair, reinstate or clean up any property, asset or any controlled waters currently or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider evoke Group (or on its behalf), or by any person for which a member of the Wider evoke Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, common law, regulation, notice, circular, Authorisation or order of any Third Party in any jurisdiction or to contribute to the cost thereof or associated therewith or indemnify any person in relation thereto;
- (vii) that circumstances exist (whether as a result of the Acquisition or otherwise) which would be likely to lead to any Third Party instituting (or whereby any member of the Wider Intralot Group or any present or past member of the Wider evoke Group would be likely to be required to institute), an environmental audit or take any steps which would in any such case be likely to result in any actual or contingent liability to improve, modify existing or install new plant, machinery or equipment or carry out changes in the processes currently carried out or to make good, remediate, repair, reinstate or clean up any property of any description or any asset currently or previously owned, occupied or made use of by any past or present member of

the Wider evoke Group (or on its behalf) or by any person for which a member of the Wider evoke Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest,

in each case to an extent which is material in the context of the Wider Intralot Group taken as a whole;

### **Anti-corruption, sanctions and criminal property**

- (j) Intralot not having discovered:
  - (i) that any (A) past or present member, director, officer or employee of the Wider evoke Group; or (B) person that performs or has performed services for or on behalf of the Wider evoke Group, is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010 or any other applicable anti-corruption or anti-bribery law, rule or regulation;
  - (ii) that any asset of any member of the Wider evoke Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition) or proceeds of crime under any other applicable law, rule, or regulation concerning money laundering or proceeds of crime or any member of the Wider evoke Group is found to have engaged in activities constituting money laundering under any applicable law, rule, or regulation concerning money laundering;
  - (iii) that any past or present member, director, officer or employee of the Wider evoke Group, or any other person for whom any such person may be liable or responsible, is or has engaged in any conduct which would violate applicable economic sanctions or dealt with, made any investments in, made any funds or assets available to or received any funds or assets from:
    - (A) any government, entity or individual in respect of which US, UK or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US, UK or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, or HMRC; or
    - (B) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the United Kingdom, the European Union or any of its member states;
  - (iv) that any past or present member, director, officer or employee of the Wider evoke Group, or any other person for whom any such person may be liable or responsible:
    - (A) has engaged in conduct which would violate any relevant anti-terrorism laws, rules, or regulations, including but not limited to the U.S. Anti-Terrorism Act;
    - (B) has engaged in conduct which would violate any relevant anti-boycott law, rule, or regulation or any applicable export controls,

including but not limited to the Export Administration Regulations administered and enforced by the U.S. Department of Commerce or the International Traffic in Arms Regulations administered and enforced by the U.S. Department of State;

- (C) has engaged in conduct which would violate any relevant laws, rules, or regulations concerning human rights, including but not limited to any law, rule, or regulation concerning false imprisonment, torture or other cruel and unusual punishment, or child labour; or
- (D) is debarred or otherwise rendered ineligible to bid for or to perform contracts for or with any Relevant Authority or found to have violated any applicable law, rule, or regulation concerning government contracting or public procurement; or
- (v) that any member of the Wider evoke Group is or has been engaged in any transaction which would cause Intralot to be in breach of any law or regulation upon its acquisition of evoke, including but not limited to the economic sanctions of the United States Office of Foreign Assets Control, or HMRC, or any other relevant government authority or individual targeted by any of the economic sanctions of the United Nations, the US, the European Union or any other Relevant Authority,

in each case to an extent which is material in the context of the Wider Intralot Group taken as a whole;

#### **No Acceleration or Event of Default**

- (k) subject to JerseyCo having materially complied with its obligations under clause 5.14 of the Co-Operation Agreement, there being:
  - (i) no Acceleration Event (as defined in the evoke ICA) which has occurred and is continuing in respect of any of the evoke Facilities on the Effective Date;
  - (ii) none of the following having occurred in respect of the evoke Continuing Facilities which are continuing to subsist (after giving effect to any applicable grace periods) on the Effective Date:
    - (A) a Declared RCF Default (as defined in the evoke SFA) insofar as arising under paragraphs (a) or (b) (non-payment) with respect to the evoke RCF only, or paragraph (e) (insolvency or bankruptcy) of Schedule 17 of the evoke SFA; or
    - (B) an Event of Default described in Sections 6.01(a)(1), 6.01(a)(2) or Section 6.01(a)(5) of each of the evoke Continuing Notes Indentures; and
  - (iii) none of the following having occurred in respect of the evoke Facilities, in each case which results in the Second Lien Term Facility being incapable of being drawn (when required to be drawn) on or prior to the Effective Date:
    - (A) a continuing Declared Default or continuing Declared RCF Default under (and in each case as defined in) the evoke SFA; or
    - (B) an Event of Default under (and as defined in) the evoke Notes Indentures; and

## **Breach of the Co-operation Agreement**

- (l) evoke having not committed a breach of its obligations under clause 11.1 of the Co-operation Agreement where such breach (and except insofar as such breach is caused by a breach of the obligations of JerseyCo or Intralot under clause 11.2 of the Co-operation Agreement) is the predominant reason for the Second Lien Term Facility (i) not being drawn; or (ii) being incapable of being drawn (when required to be drawn), on or prior to the Effective Date; and
- (m) evoke having not committed a breach or breaches of its obligations under paragraph 2 of Schedule 2 of the Co-operation Agreement where such breach or breaches (individually or in aggregate) directly results in (i) the Wider evoke Group suffering a net liability or loss or losses of GBP 50 million or more; or (ii) an increase in the annual costs of the Wider evoke Group of GBP 50 million or more.

## **PART B: CERTAIN FURTHER TERMS OF THE ACQUISITION**

1. Subject to the terms of the Co-operation Agreement, Intralot reserves the right, in its sole discretion, to waive, in whole or in part, all or any of the Conditions set out in Part A of this Appendix I, except Conditions 2(a)(i), 2(b)(i), 2(c)(i) and (a) which cannot be waived. The deadlines in any of Conditions 2(a)(ii), 2(b)(ii) or 2(c)(ii) may be extended to such later date as may be agreed in writing by Intralot and evoke (with the approval of the Court, if required). If any of Conditions 1, 2(a)(ii), 2(b)(ii), and 2(c)(ii) are not satisfied by the relevant deadline specified in the relevant Condition, Intralot shall make an announcement by 8.00 a.m. on the Business Day following such deadline confirming whether it has invoked the relevant Condition, waived the relevant deadline, or agreed with evoke to extend the relevant deadline.
2. Intralot shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of the Conditions in Part A of this Appendix I that are capable of waiver by a date earlier than the latest date for the fulfilment of the relevant Condition, notwithstanding that the other Conditions to the Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
3. If, in accordance with the Co-operation Agreement, Intralot is required to make an offer for evoke Shares under the provisions of Rule 9 of the Code (as applied pursuant to the Co-operation Agreement), Intralot may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
4. In accordance with Rule 13.5 of the Code (as applied pursuant to the Co-operation Agreement), Intralot may not invoke a Condition to the Acquisition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the Condition are of material significance to Intralot in the context of the Acquisition. Whether, in each case, any such circumstances are of such material significance shall be determined in accordance with the relevant provisions of the Co-operation Agreement. The Conditions contained in Conditions 1, 2, 3(a), 3(b)(iv), 3(c)(i), 3(c)(ii), 3(k), 3(l) and 3(m) are not subject to this provision of the Code (as applied pursuant to the Co-operation Agreement) and evoke Shareholders should be aware that if such

Conditions are not satisfied, it would be Intralot's intention (subject to the terms of the Co-operation Agreement) to invoke such Condition(s) to cause the Acquisition to lapse.

5. Any Condition that is subject to Rule 13.5(a) of the Code (as applied pursuant to the Co-operation Agreement) may be waived by Intralot.
6. Intralot reserves the right to implement the Cash Alternative Offer through any other entity owned and/or controlled by Intralot from time to time.
7. The evoke Shares acquired under the Acquisition will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing thereto, including, without limitation, voting rights and the right to receive and retain in full all dividends, distributions and/or other return of capital or value authorised, declared, made or paid, or becomes payable with a record date in respect of the evoke Shares on or after the Effective Date.
8. If, on or after the date of this Announcement and before the Effective Date, any dividend, distribution, and/or other return of capital or value is authorised, declared, made, or paid or becomes payable in respect of the evoke Shares, Intralot reserves the right to reduce the consideration payable under the terms of the Acquisition by the aggregate amount of such dividend, distribution, and/or other return of capital or value. In these circumstances, the relevant eligible evoke Shareholders will be entitled to receive and retain such dividend, distribution and/or return of capital or value that is authorised, declared, made, or paid or becomes payable, and any reference in this Announcement to the consideration payable under the Acquisition will be deemed to be a reference to the consideration as so reduced. If and to the extent that such a dividend, distribution, and/or other return of capital or value has been authorised, declared or announced, but not made or paid, or is not payable in respect of the evoke Shares before the Effective Date and is or will be: (i) transferred pursuant to the Acquisition on a basis which entitles Intralot to receive the dividend, distribution, and/or other return of capital or value and to retain it; or (ii) cancelled before payment, then the consideration payable shall not be subject to change in accordance with this paragraph. Any exercise by Intralot of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Scheme.
9. Any fractional entitlements of each evoke Shareholder who is due to receive New Intralot Shares under the Shares Offer in respect of their evoke Shares will be rounded down to the nearest whole number of Intralot Shares per evoke Shareholder. Fractional entitlements to Intralot Shares will not be allotted or issued to such evoke Shareholder, but will be disregarded.
10. Intralot reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme (subject to the terms of the Co-operation Agreement). In such event, the Offer will be implemented by Intralot (or an entity owned and/or controlled by Intralot) on substantially the same terms and conditions, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments, including (without limitation and subject to the terms of the Co-operation Agreement) an acceptance condition set at 75 per cent. (or such lesser percentage as Intralot may decide, being in any case more than 50 per cent.) of evoke Shares to which the Offer relates. If the Acquisition is implemented by way of an Offer, and such an Offer becomes or is declared unconditional and sufficient acceptances are received, Intralot intends to exercise its rights under the Gibraltar Companies Act to

acquire compulsorily the remaining evoke Shares in respect of which the Offer has not been accepted.

11. The availability of the Acquisition to persons not resident in the United Kingdom or Gibraltar may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom or Gibraltar should inform themselves about and observe any applicable requirements.
12. The New Intralot Shares have not been, and will not be, registered under the US Securities Act or applicable state securities laws. Accordingly, the New Intralot Shares may not be offered, sold, resold, taken up, transferred or delivered, directly or indirectly, in the United States absent registration or an available exemption or a transaction not subject to the registration requirements of the US Securities Act. Accordingly, the New Intralot Shares will not be allotted or issued to evoke Shareholders unless Intralot determines that they may be issued pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the US Securities Act as provided by Section 3(a)(10) of the US Securities Act or another available exemption.
13. The Acquisition is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any jurisdiction where to do so would violate the laws of that jurisdiction.
14. Save as provided in the following sentence, the Acquisition will be governed by the laws of England and Wales and will be subject to the exclusive jurisdiction of the English courts and to the Conditions and further terms set out in this Appendix I and to be set out in the Scheme Document, the applicable requirements of the Listing Rules, the Code (as applied pursuant to the Co-operation Agreement), the London Stock Exchange and the FCA. The Scheme will be a Court-sanctioned scheme of arrangement between evoke and evoke Shareholders implemented under Part VIII of the Gibraltar Companies Act.
15. The New Intralot Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the existing Intralot Shares in issue at that time (including the right to receive and retain in full all dividends and other distributions (if any) announced, declared, made or paid, or any form of capital return (whether by reduction of share capital or share premium account or otherwise) made, in each case by reference to a record date falling after the Effective Date), save that they will not rank with existing Intralot Shares for any dividends of Intralot declared, made or paid on or prior to the Effective Date.
16. Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

## APPENDIX II

### SOURCES OF INFORMATION AND BASES OF CALCULATION

Unless otherwise stated in this Announcement

1. Issued share capital of Intralot is 1,867,802,694 ordinary shares of 0.30 cents, with no shares held in treasury.
2. Issued share capital of evoke is 450,403,766 ordinary shares of 0.50 pence each, with no shares held in treasury.
3. The value of GBP 243.1 million attributed to the fully diluted issued share capital of evoke has been calculated based on 52 pence per evoke share and:
  - a) 450,403,766 evoke Shares in issue; plus
  - b) 18,458,734 evoke Shares which may be issued on or after the date of this Announcement on the exercise of options granted in accordance with the Co-operation Agreement; less
  - c) 1,329,201 evoke Shares held by the employee benefit trusts operated by evoke that can be used to satisfy the exercise of options and vesting of awards granted under the evoke Share Plans.
4. The total addressable market (“TAM”) of EUR 36 billion is extracted from H2 Gambling Capital as at May 2026.
5. The pro forma adjusted EBITDA of EUR 856 million for the 12 months ended 31 December 2025 is calculated as follows:
  - a) Intralot’s reported adjusted EBITDA of EUR 431 million for the 12 months ended 31 December 2025; less
  - b) Intralot’s estimated impact of tax increases in Remote Gaming Duty and General Betting Duty announced in the UK Autumn 2025 Budget on 26 November 2025 of EUR 130 million; plus
  - c) Intralot’s mitigations announced on 27 November 2025 as a result of the increases in Remote Gaming Duty and General Betting Duty announced in the UK Autumn 2025 Budget on the 26 November 2025 of EUR 80 million; plus
  - d) evoke’s EBITDA of GBP 356 million for the 12 months ended 31 December 2025; less
  - e) evoke’s estimated annualised full-year EBITDA impact of increases in Remote Gaming Duty and General Betting Duty announced in the UK Autumn 2025 Budget on the 26 November 2025 of GBP 117 million; plus
  - f) GBP 168 million of cost synergies of the GBP 180 million identified pre-tax cost and capex savings.
6. The pro forma capital expenditure of EUR 175 million for the 12 months ended 31 December 2025 is calculated as follows:
  - a) Intralot’s capital expenditure of approximately EUR 64 million for the 12 months

- ended 31 December 2025; plus
- b) evoke's capital expenditure of approximately GBP 120 million for the 12 months ended 31 December 2025; less
  - c) evoke's capital expenditure allocated to Italian gaming license of approximately GBP 12 million for the 12 months ended 31 December 2025; plus
  - d) GBP 12 million of capex synergies of the GBP 180 million identified pre-tax cost and capex synergies.
7. The pro forma cash conversion of 79 per cent. is based on the pro forma EBITDA of EUR 856 million in accordance with paragraph 5 and the pro forma capital expenditure of EUR 175 million in accordance with paragraph 6.
  8. evoke's net leverage / EBITDA ratio of 5.2x for the 12 months ended 31 December 2025 is based on evoke's net debt of GBP 1,863 million for the 12 months ended 31 December 2025 and evoke's EBITDA of GBP 356 million for the 12 months ended 31 December 2025.
  9. evoke's senior secured net leverage of approximately GBP 1,768 million as of 31 December 2025 is calculated as follows:
    - a) evoke's total net debt of GBP 1,863 million for the 12 months ended 31 December 2025 in accordance with paragraph 8; less
    - b) evoke's lease liabilities of GBP 95 million for the 12 months ended 31 December 2025.
  10. evoke's senior secured net leverage / EBITDA ratio of 5.0x is based on the senior secured net leverage calculated in accordance with paragraph 9 and evoke's EBITDA of GBP 356 million for the 12 months ended 31 December 2025 in accordance with paragraph 5.
  11. evoke's pro forma senior secured net leverage of approximately GBP 907 million is calculated as follows:
    - a) evoke's Revolving Credit Facility of GBP 116 million for the 12 months ended 31 December 2025; plus
    - b) evoke's Senior Secured Notes due 2030 of GBP 400 million 12 months ended 31 December 2025; plus
    - c) evoke's Senior Secured Notes due 2031 of GBP 509 million 12 months ended 31 December 2025; less
    - d) evoke's cash and cash equivalents of approximately GBP 128 million for the 12 months ended 31 December 2025; plus
    - e) William Hill Notes of GBP 11 million repaid with cash at maturity on 30 April 2026.
  12. evoke's pro forma EBITDA of approximately GBP 407 million is calculated as follows:
    - a) evoke's EBITDA of GBP 356 million in accordance with paragraph 5; less
    - b) evoke's annualised full-year EBITDA impact of increases in Remote Gaming Duty and General Betting Duty announced in the UK Autumn 2025 Budget on the 26 November 2025 of GBP 117 million; plus

- c) GBP 168 million of cost synergies of the GBP 180 million identified pre-tax cost and capex savings.
- 13. evoke's senior secured pro forma net leverage / EBITDA ratio of 2.2x is based on the pro forma senior secured net leverage calculated in accordance with paragraph 11 and the pro forma EBITDA in accordance with paragraph 12.
- 14. evoke's pro forma net leverage (including the financing to be provided by the Private Lenders, led and underwritten by the SteerCo) of GBP 1,891 million is calculated as follows:
  - a) evoke's pro forma senior secured net leverage of approximately GBP 907 million in accordance with paragraph 11; plus
  - b) evoke's lease liabilities of GBP 95 million in accordance with paragraph 6; plus
  - c) the EUR equivalent GBP 889 million second lien commitments provided by the Private Lenders, led and underwritten by the SteerCo.
- 15. evoke's total pro forma net leverage / EBITDA ratio of 4.6x is based on evoke's pro forma net leverage (including the financing to be provided by the Private Lenders, led and underwritten by the SteerCo) of GBP 1,891 million in accordance with paragraph 14 and evoke's pro forma EBITDA of GBP 407 million calculated in accordance with paragraph 12.
- 16. Unless stated, the financial information relating to evoke is extracted from the financial results for the twelve months ended 31 December 2025.
- 17. Unless stated, the financial information relating to Intralot is extracted from the financial results for the twelve months ended 31 December 2025.
- 18. Share price and volume weighted average share price data is derived from Bloomberg.
- 19. The GBP/EUR exchange rate applied to the Enlarged Group financials is the average exchange rate for the 12 months ended 31 December 2025 derived from FactSet.
- 20. The GBP/EUR exchange rate applied elsewhere is as of 20 May 2026 derived from Bloomberg.
- 21. Certain figures included in this Announcement have been subject to rounding adjustments.

## APPENDIX III

### IRREVOCABLE UNDERTAKINGS

#### 1. evoke Directors' irrevocable undertakings

The following evoke Directors who hold or are beneficially entitled to evoke Shares have each given an irrevocable undertaking to vote (or procure the vote, as applicable) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of their own beneficial holdings (or those evoke Shares over which they have control):

<b>Name of evoke Director</b>	<b>Number of evoke Shares in respect of which undertaking is given</b>	<b>Percentage of evoke issued share capital</b>
Per Evald Widerström	3,035,493	0.67%
Sean Wilkins	133,311	0.03%
Mark Summerfield	32,412	0.01%
Ori Shaked	672,882	0.15%
Limor Ganot	87,536	0.02%
Andrea Gisle Joosen	31,271	0.01%
<b>TOTAL</b>	<b>3,992,905</b>	<b>0.89%</b>

#### *Summary of the evoke Directors' irrevocable undertakings*

The irrevocable undertakings given by evoke Directors prevent such evoke Directors from selling all or any part of their evoke Shares and restrict such evoke Directors from acquiring further evoke Shares (save in connection with the evoke Share Plans).

The irrevocable undertakings (or procure the vote, as applicable) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of their own beneficial holdings (or those evoke Shares over which they have control), given by evoke Directors will remain binding in the event of a higher competing offer is made for evoke.

The obligations of each of Per Evald Widerström, Sean Wilkins, Mark Summerfield, Ori Shaked, Limor Ganot and Andrea Gisle Joosen under the irrevocable undertakings will lapse and cease to have effect on and from the following occurrences:

- the Announcement is not released by 5.00 p.m. on 5 June 2026 (or such later date as evoke and Intralot may agree);
- Intralot announces, before the Offer Document or Scheme Document is published, that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme (or Offer, as applicable) is announced by Intralot within five Business Days of such announcement;

- the Scheme (or Offer, as applicable) does not become effective prior to the Long-Stop Date (or such later date as evoke and Intralot may agree), is withdrawn or lapses in accordance with its terms, provided that the irrevocable undertakings shall not lapse:
  - where the Acquisition is withdrawn or lapses as a result of Intralot exercising its right to implement the Acquisition by way of an Offer rather than a Scheme; or
  - if the lapse or withdrawal occurs prior to the Court Meeting or General Meeting and is followed within five Business Days by an announcement under Rule 2.7 of the Code (as applied pursuant to the Co-operation Agreement) by Intralot (or a person acting in concert with Intralot) to implement the Acquisition either by a new, revised or replacement scheme of arrangement pursuant to Part VIII of the Gibraltar Companies Act 2014 or takeover offer (to which the compulsory acquisition provisions in Part XA (including s.352A) of the Gibraltar Companies Act 2014 apply); or
- any competing offer for the issued and to be issued ordinary share capital of evoke is made which is declared wholly unconditional (if implemented by way of a takeover offer) or otherwise becomes effective (if implemented by way of a scheme of arrangement).

## 2. Non-director evoke Shareholders' irrevocable undertakings and letters of intent

In addition to the evoke Directors, Dalia Shaked, has given an irrevocable undertaking to vote (or procure the vote, as applicable) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer):

<b>Name of evoke Shareholder giving undertaking</b>	<b>Number of evoke Shares in respect of which undertaking is given</b>	<b>Percentage of evoke issued share capital</b>
Dalia Shaked	86,283,534	19.2%

Dalia Shaked has also irrevocably undertaken to elect to receive the Shares Offer in respect of their entire beneficial holding of evoke Shares (representing approximately 19.2 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026, being the last Business Day before the date of this Announcement).

Artemis Investment Management LLP has provided a letter of intent supporting the Acquisition in respect of a total of 44,640,192 evoke Shares (representing approximately 9.91 per cent. of the existing issued ordinary share capital of evoke on 4 June 2026, being the last Business Day before the date of this Announcement).

### ***Summary of non-director evoke Shareholder irrevocable undertakings***

The irrevocable undertakings given by evoke Shareholders prevent such evoke Shareholders from selling all or any part of their evoke Shares and restrict such evoke Shareholders from acquiring further evoke Shares.

The irrevocable undertakings to vote (or procure the vote, as applicable) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of their own

beneficial holdings (or those evoke Shares over which they have control), given by evoke Shareholders will remain binding in the event of a higher competing offer is made for evoke.

The obligations of Dalia Shaked under the irrevocable undertaking will lapse and cease to have effect on and from the following occurrences:

- the occurrence of the Effective Date;
- this Announcement is not released by 5.00 p.m. (London time) on 5 June 2026 (or such later date as Intralot and evoke may agree);
- following the release of the Announcement, Intralot announces that it does not intend to make or proceed with the Acquisition and no new, revised or replacement Scheme (or Offer, as applicable) is announced by Intralot within five Business Days;
- the Scheme does not become effective prior to the Long-Stop Date (or such later date as Intralot and evoke may agree), is withdrawn or lapses in accordance with its terms, provided that the irrevocable undertakings shall not lapse:
  - where the Acquisition is withdrawn or lapses as a result of Intralot exercising its right to implement the Acquisition by way of an Offer rather than a Scheme; or
  - if the lapse or withdrawal occurs prior to the Court Meeting or General Meeting and is followed within five Business Days by an announcement under Rule 2.7 of the Code (as applied pursuant to the Co-operation Agreement) by Intralot (or a person acting in concert with Intralot) to implement the Acquisition either by a new, revised or replacement scheme of arrangement pursuant to Part VIII of the Gibraltar Companies Act or takeover offer (to which the compulsory acquisition provisions in Part XA (including s.352A) of the Gibraltar Companies Act apply); or
- any competing offer for the entire issued and to be issued share capital of evoke is made which is declared wholly unconditional (if implemented by way of a takeover offer) or otherwise becomes effective (if implemented by way of a scheme of arrangement).

### ***Summary of letter of intent***

The letter of intent from Artemis Investment Management LLP confirms that it is their intent to vote (or procure the vote, as applicable) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of the 44,640,192 evoke Shares in which they are entitled to exercise voting control.

Such declaration of intent is not legally binding and does not restrict their ability to change their intention with respect to such shares in any matter in the absolute discretion of Artemis Investment Management LLP.

## APPENDIX IV STATEMENT ON SYNERGIES

Paragraph 4 of this Announcement includes statements of estimated cost savings and synergies arising from the Acquisition (the "**Synergies Statement**"). A copy of the Synergies Statement is set out below:

*Intralot, having undertaken a review and analysis of the potential cost savings arising from the Acquisition, and taking into account those factors which Intralot management can reasonably influence, believes that the Enlarged Group could deliver significant shareholder value through the expected realisation of approximately GBP 180 million of gross annual pre-tax run-rate cost and capex synergies by the end of the 2<sup>nd</sup> year following completion of the Acquisition.*

*Intralot believes that the potential cost savings and synergies are expected to be realised primarily from the consolidation and optimisation of activities across the Enlarged Group:*

- ***Marketing spend optimisation**, including scale efficiencies, reduction in above-the-line investment, optimisation of the digital channel mix, renegotiation of legacy commercial and affiliate terms, and rationalisation of the combined sponsorship and partnership portfolio, which is expected to contribute a significant proportion of the gross annual pre-tax run-rate cost and capex synergies;*
- ***Operational efficiencies**, driven by simplification of organisational structure and consolidation of duplicative functions, improved efficiency and increased centralisation, which is expected to contribute a meaningful share of the gross annual pre-tax run-rate cost and capex synergies; and*
- ***IT infrastructure**, renegotiation and consolidation of software and operational tooling vendors and contracts, along with data-centre rationalisation and consolidation, which is also expected to contribute towards the gross annual pre-tax run-rate cost and capex synergies.*

*Intralot expects that 100 per cent. of the gross annual pre-tax run-rate cost and capex synergies will be realised by the end of the second year following completion of the Acquisition, and the full run rate cost and capex savings are expected to be realised by the end of the third year following completion of the Acquisition. Intralot anticipates quick wins in marketing and corporate overheads which are expected to be realised within one year of Completion.*

*Intralot estimates that one-off implementation costs of approximately GBP 25 million would be required to achieve the synergies described above, which are expected to be incurred in the first 24 months following completion of the Acquisition.*

*Aside from the one-off costs referred to above, Intralot does not expect any material dis-synergies to arise as a direct result of the Acquisition.*

*The expected synergies will accrue as a direct result of the Acquisition and would not be achieved on a standalone basis.*

Further information on the bases of belief supporting the Synergies Statement, including the principal assumptions and sources of information, is set out below.

### **Bases of Calculation and Belief**

Following initial discussion regarding the Acquisition, senior Intralot personnel have worked to identify, challenge, and quantify potential synergies as well as the potential costs to achieve and timing

of such synergies. The assessment and quantification of potential synergies have been informed by Intralot's management's industry expertise and knowledge.

Any statements of estimated costs savings and synergies, including the Synergies Statement are based solely on Intralot's own analysis and assumptions and reflect Intralot's views only. evoke has provided certain operational and financial information to facilitate Intralot's evaluation of potential synergies available from the creation of the Combined Group. evoke has not otherwise been involved in the preparation of such statements and information and neither evoke nor its board of directors, officers, employees or agents have assisted Intralot in identifying or evaluating potential synergies from the creation of the Combined Group and do not endorse any analysis of such synergies or the Synergies Statement and take no responsibility for the contents of such statements and information.

The Intralot team has performed a bottom-up analysis, where possible, of the costs included in the evoke financial information and has sought to include in the synergy analysis those costs which it believes will be either reduced or eliminated as part of the Enlarged Group.

The assessment and quantification of the potential synergies have, in turn, been informed by Intralot management's industry experience as well as their experience of executing relevant cost saving programmes and integrating acquisitions in the past. Where appropriate, assumptions were used to estimate the costs of implementing the new structures, systems and processes required to realise the synergies.

In general, the synergy assumptions have been risk-adjusted, exercising a degree of prudence in the calculation of the estimated synergy benefits set out above.

The cost bases used as the basis for the quantification of the synergies exercise are the Intralot full year expenses for the financial year ended 31 December 2025 and the evoke full year expenses for the year ended 31 December 2025.

## **Assumptions**

In arriving at the Synergies Statement, the Intralot directors have made the following assumptions:

### **Assumptions within Intralot's control or influence:**

- there will be no material impact on the underlying operations of either Intralot or evoke's business as a result of the Acquisition, including as a result of, or in connection with, the integration of evoke by Intralot.

### **Assumptions outside of Intralot's control or influence:**

- there will be no material adverse changes to existing relationships with third parties such as customers, suppliers and other key stakeholders;
- no material change to current prevailing global macroeconomic, political, fiscal/inflationary, international trade or legal/social conditions or stability in the markets or regions in which Intralot and evoke operate;
- no material change in current foreign exchange rates or interest rates;
- no change in tax legislation or tax rates or other legislation that could materially impact the ability to achieve any benefits;
- there will be no business disruptions that materially affect either company, including natural disasters, acts of terrorism, cyber-attacks and/or technological issues or supply chain disruptions; and

- no material change in accounting standards applied by either business.

***Important notes***

These statements of estimated cost savings and synergies relate to future actions or circumstances which, by their nature, involve risks, uncertainties and contingencies. As a consequence, the identified synergies and estimated savings referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

These statements are not intended as a profit forecast and should not be interpreted as such. No part of these statements, or this Announcement generally, should be construed or interpreted to mean that the Enlarged Group's earnings in the first year following the Effective Date, or in any subsequent period, would necessarily match or be greater than or be less than those of Intralot and/or evoke for the relevant preceding financial period or any other period.

## **APPENDIX V DEFINITIONS**

The following definitions apply throughout this Announcement unless the context requires otherwise:

<b>“Acquisition”</b>	the proposed acquisition by Intralot of the entire issued, and to be issued, ordinary share capital of evoke, by means of the Scheme, or should Intralot so elect (subject to the terms of the Co-operation Agreement) by means of an Offer and, where the context admits, any subsequent revision, variation, extension or renewal thereof;
<b>“Announcement”</b>	this announcement;
<b>“Articles”</b>	the articles of association of evoke from time to time;
<b>“Authorisations”</b>	regulatory authorisations, orders, recognitions, grants, consents, clearances, confirmations, certificates, licences, permissions or approvals;
<b>“Business Day”</b>	a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are open for business in London, Gibraltar and Athens;
<b>“Business Plan”</b>	evoke’s business plan for FY2026 as Disclosed to Intralot prior to the date of this Announcement;
<b>“Cash Alternative Offer”</b>	has the meaning given to it in paragraph 2 of this Announcement;
<b>“Cash Alternative Offer Cap”</b>	has the meaning given to it in paragraph 13 of this Announcement;
<b>“Clean Team Agreement”</b>	the clean team agreement dated 12 March 2026 between Intralot Holdings UK Limited and William Hill Organization Limited relating to the Acquisition, as described in paragraph 12;
<b>“Code”</b>	the City Code on Takeovers and Mergers;
<b>“Conditions”</b>	the conditions to the implementation of the Acquisition, as set out in Appendix I to this Announcement and to be set out in the Scheme Document;
<b>“Confidentiality Agreement”</b>	the confidentiality agreement dated 8 December 2025 between Intralot Holdings UK Limited and William Hill Organization Limited relating to the Acquisition, as described in paragraph 12;
<b>“Co-operation Agreement”</b>	the co-operation agreement dated 5 June 2026 between JerseyCo, Intralot and evoke relating to, among other things, the implementation of the Acquisition, as described in paragraph 12;
<b>“Court”</b>	the Supreme Court of Gibraltar;
<b>“Court Meeting”</b>	the meeting of evoke Shareholders to be convened pursuant to an order of the Court under the Gibraltar Companies Act, notice of which will be set out in the Scheme Document, for the purpose of

	considering and, if thought fit, approving the Scheme (with or without amendment), including any adjournment thereof;
<b>“Court Order”</b>	the order of the Court sanctioning the Scheme;
<b>“CREST”</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear;
<b>“Dealing Disclosure”</b>	has the same meaning as in Rule 8 of the Code;
<b>“Disclosed”</b>	the information fairly disclosed by or on behalf of evoke: (i) in the consolidated annual report and accounts of the evoke Group for the financial year ended 31 December 2025; (ii) in any other announcement to a Regulatory Information Service prior to the date of this Announcement; (iii) in this Announcement; or (iv) in the virtual data room operated by or on behalf of evoke for the purposes of the Acquisition prior to 5.00 p.m. on 4 June 2026;
<b>“Effective”</b>	in the context of the Acquisition: <ul style="list-style-type: none"> <li>(a) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or</li> <li>(b) if the Acquisition is implemented by way of an Offer, such Offer having been declared and become unconditional in accordance with the Code (as applied pursuant to the Co-operation Agreement);</li> </ul>
<b>“Effective Date”</b>	the date on which either: (i) the Scheme becomes effective in accordance with its terms; or (ii) if Intralot elects (subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of an Offer, the date on which such Offer becomes or is declared unconditional;
<b>“Electing evoke Shareholder”</b>	an evoke Shareholder who has made a valid election for the Cash Alternative Offer;
<b>“Election Return Time”</b>	the date and time to be detailed in the Scheme Document as the deadline for returning elections for the Cash Alternative Offer;
<b>“Enlarged Group”</b>	the Intralot Group as enlarged by the evoke Group following completion of the Acquisition;
<b>“Euroclear”</b>	Euroclear UK & Ireland International Limited;
<b>“evoke”</b>	evoke plc
<b>“evoke Continuing Facilities”</b>	together the evoke RCF and the evoke Continuing Notes Indentures;
<b>“evoke Continuing Notes Indentures”</b>	together (a) the indenture, dated 9 May 2024 providing for the issuance of 10¾ per cent. Senior Secured Notes due 2030; and (b)

	the indenture, dated 24 September 2025 providing for the issuance of 8.000 per cent. Senior Secured Notes due 2031;
<b>“evoke Directors”</b>	the directors of evoke at the time of this Announcement or, where the context so requires, the directors of evoke from time to time;
<b>“evoke Facilities”</b>	together the evoke Continuing Facilities and the evoke Refinance Facilities;
<b>“evoke Group”</b>	evoke and its subsidiary undertakings and, where the context permits, each of them;
<b>“evoke ICA”</b>	the intercreditor agreement originally dated 22 June 2022 (as amended, restated and/or amended and restated from time to time);
<b>“evoke Notes Indentures”</b>	together the evoke Continuing Notes Indentures and the evoke Refinance Notes Indentures;
<b>“evoke RCF”</b>	the revolving facility made available pursuant to the additional facility notice originally dated 10 September 2025 from evoke as the company and each Additional Revolving Facility Lender (as defined therein) under the evoke SFA;
<b>“evoke Refinance Facilities”</b>	together the evoke Term Loan and the evoke Refinance Notes Indentures;
<b>“evoke Refinance Notes Indentures”</b>	the indenture, dated 19 July 2022 providing for the issuance of 8.000 per cent. euro-denominated Senior Secured Floating Rate Notes due 2028 issued by 888 Acquisitions Limited;
<b>“evoke SFA”</b>	the senior facilities agreement originally dated 29 June 2022 (as amended and restated pursuant to an amendment and restatement agreement dated 18 July 2022 and as otherwise further amended, restated and/or amended and restated from time to time) entered into among others 888 Acquisitions Limited and 888 Acquisitions LLC as borrowers, J.P. Morgan SE as agent and GLAS Trust Corporation Limited as security agent;
<b>“evoke Share Plan”</b>	the 888 Long Term Incentive Plan 2015, (b) the 888 Holdings plc Long Term Incentive Plan, (c) the 888 Holdings plc 2023 International Saye Option Plan, (d) the 888 Holdings plc 2023 International Saye Phantom Option Plan and (e) the 888 Deferred Share Bonus Plan;
<b>“evoke Shareholders”</b>	the holders of evoke Shares;
<b>“evoke Shares”</b>	the existing unconditionally allotted or issued and fully paid ordinary shares of GBP 0.005 each in the capital of evoke and any further shares which are unconditionally allotted or issued before the Effective Date;
<b>“evoke SSNs”</b>	together the:

	(a) GBP 400 million in aggregate principal amount of 10¾ per cent. notes due 2030; and
	(b) EUR 600 million of 8.000 per cent. notes due 2031;
<b>“evoked Term Loan”</b>	the outstanding Facility B (USD) term loan made available pursuant to the evoked SFA;
<b>“FCA”</b>	the Financial Conduct Authority acting in its capacity as the Authority competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000;
<b>“Form of Election”</b>	the form of election for use by eligible evoked Shareholders to request payment of cash consideration under the Cash Alternative Offer;
<b>“Forms of Proxy”</b>	the forms of proxy in connection with each of the Court Meeting and the General Meeting, which shall accompany (or be made available with) the Scheme Document;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended);
<b>“General Meeting”</b>	the general meeting of evoked Shareholders (including any adjournment thereof) to be convened in connection with the Scheme;
<b>“Gibraltar Companies Act”</b>	the Gibraltar Companies Act 2014 (as amended from time to time);
<b>“Intralot”</b>	Bally’s Intralot S.A.;
<b>“Intralot General Meeting Invitation”</b>	the document to be made available to Intralot Shareholders containing, amongst other things, the notice convening the Intralot General Meeting and the draft of the Intralot Resolution;
<b>“Intralot General Meeting”</b>	the general meeting of Intralot Shareholders (including any adjournment thereof) to be convened to approve the Intralot Resolution and such other resolutions as are considered necessary in connection with the Acquisition;
<b>“Intralot Group”</b>	Intralot and its subsidiary undertakings and where the context permits, each of them;
<b>“Intralot Irrevocables”</b>	the irrevocable undertakings, each dated 5 June 2026 from certain Intralot Shareholders, as described in paragraph 12;
<b>“Intralot Resolution”</b>	the shareholder resolution of Intralot to authorise the issue of the New Intralot Shares or, alternatively, to authorise the board of Intralot to approve the issue of the New Intralot Shares;
<b>“Intralot Shareholders”</b>	holders of Intralot Shares;
<b>“Intralot Shares”</b>	shares of EUR 0.30 nominal value each in the share capital of Intralot;

<b>“JerseyCo”</b>	Bally’s Intralot Jersey Securities Limited;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“Long-Stop Date”</b>	5 September 2027, or such later date as may be agreed in writing by Intralot and evoke and as the Court may approve (if such approval is required);
<b>“Material UK Gaming Licences”</b>	means each of the following licences issued by the GBGC: <ul style="list-style-type: none"> <li>(a) licence 000-039225-R-319373-014 held by WHG (International) Limited;</li> <li>(b) licence 000-039028-R-319297-013 held by 888 UK Limited;</li> <li>(c) licence 002752-N-102413-017 held by William Hill Organization Limited; and</li> <li>(d) licence 002752-R-102415-014 held by William Hill Organization Limited;</li> </ul>
<b>“Meetings”</b>	the Court Meeting and General Meeting;
<b>“Morgan Stanley”</b>	Morgan Stanley & Co. International plc;
<b>“New Intralot Shares”</b>	the new Intralot Shares proposed to be issued to evoke Shareholders in connection with the Acquisition;
<b>“Oaktree”</b>	funds managed by Oaktree Capital Management, L.P.;
<b>“Offer”</b>	should the Acquisition be implemented by way of a takeover offer to which the compulsory acquisition provisions in Part XA (including s.352A) of the Gibraltar Companies Act apply, the offer to be made by or on behalf of Intralot to acquire the entire issued, and to be issued, ordinary share capital of evoke on the terms and conditions to be set out in the related Offer Document (and, where the context admits, any subsequent revision, variation, extension or renewal of such takeover offer);
<b>“Offer Document”</b>	should the Acquisition be implemented by way of an Offer, the document to be sent to evoke Shareholders which will contain, amongst other things, the terms and conditions of the Offer;
<b>“Offer Period”</b>	the offer period (as defined by the Code) relating to evoke, which commenced on 20 April 2026;
<b>“OHA”</b>	OHA (UK) LLP and its affiliates;
<b>“Opening Position Disclosure”</b>	has the same meaning as in Rule 8 of the Code;
<b>“Overseas Shareholders”</b>	evoke Shareholders (or nominees of, or custodians or trustees for evoke Shareholders) not resident in, or nationals or citizens of the United Kingdom or Gibraltar;
<b>“Panel”</b>	the Panel on Takeovers and Mergers;

<b>“Registrar of Companies”</b>	the Gibraltar Registrar of Companies;
<b>“Regulatory Conditions”</b>	the Conditions set out in paragraph 3 of Part A of Appendix I to this Announcement;
<b>“Regulatory Information Service”</b>	any information service authorised from time to time by the FCA and/or, as regards Greece, by the Hellenic Capital Market Commission and Euronext Athens for the purpose of disseminating regulatory announcements;
<b>“Relevant Authority”</b>	any central bank, ministry, governmental, quasi-governmental, national, supranational (including the European Union), statutory, regulatory, environmental, administrative, supervisory, fiscal or investigative body or authority (including any national or supranational antitrust, competition, merger control or regulatory (including financial regulatory) authority, any sectoral ministry or regulator and any foreign direct investment review body), municipal or local government (including any subdivision, court, administrative agency or commission or other authority thereof) or any entity owned or controlled by them, tribunal, court, private body exercising any regulatory, taxing, importing, foreign investment or other authority or trade agency, association, institution, employee representative body or any other body (including any professional or environmental body) or person whatsoever in any relevant jurisdiction, including the Panel and the London Stock Exchange;
<b>“Resolution”</b>	the resolution to be proposed at the General Meeting in connection with the implementation of the Acquisition;
<b>“Restricted Jurisdiction”</b>	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to evoke Shareholders;
<b>“Restricted Overseas Shareholders”</b>	a holder of evoke Shares whose registered address is in any Restricted Jurisdiction or who is resident in any Restricted Jurisdiction and who has not, prior to the Election Return Time been able to satisfy evoke and Intralot in their absolute discretion, that the making of an election by that holder is exempt from or not subject to the registration or other legal or regulatory requirements of the relevant Restricted Jurisdiction;
<b>“Rothschild &amp; Co”</b>	N. M. Rothschild & Sons Limited;
<b>“Sanction Hearing”</b>	the hearing by the Court of the application to sanction the Scheme under Part VIII of the Gibraltar Companies Act;
<b>“Scaling Back”</b>	has the meaning given to it in paragraph 13 of this Announcement;
<b>“Scheme”</b>	the proposed scheme of arrangement under Part VIII of the Gibraltar Companies Act between Intralot and the evoke Shareholders in connection with the Acquisition, with or subject to

	any modification, addition or condition approved or imposed by the Court and agreed by evoke and Intralot;
<b>“Scheme Document”</b>	the document to be sent to evoke Shareholders containing, amongst other things, the Scheme and the notices convening the Court Meeting and the General Meeting;
<b>“Scheme Record Time”</b>	the time and date to be specified as such in the Scheme Document, expected to be 6.00 p.m. (London time) on the day of the Sanction Hearing, or such other time as Intralot and evoke may agree;
<b>“SEC”</b>	the United States Securities and Exchange Commission;
<b>“Second Lien Term Facility”</b>	the second lien term facility to be entered into between, among others, 888 Acquisitions Limited as borrower, evoke as guarantor and the lenders named therein, in accordance with (and subject to) the terms and conditions specified in the debt commitment letter dated 19 May 2026 between Intralot (amongst others) and each of the Commitment Parties as defined therein;
<b>“Shareholders Agreement”</b>	the agreement amongst Intralot, Dalia Shaked, CQ Lottery LLC, Premier Entertainment Sub, LLC and PE Sub Holdings, LLC dated 5 June 2026, as described in paragraph 12;
<b>“Shares Offer”</b>	has the meaning given to it in paragraph 2 of this Announcement;
<b>“Significant Interest”</b>	in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the United Kingdom Companies Act 2006 (as amended)) of such undertaking;
<b>“Synergies Statement”</b>	has the meaning given to it in Appendix IV;
<b>“TAM”</b>	total addressable market;
<b>“Third Party”</b>	each of a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body or any other body or person whatsoever in any jurisdiction;
<b>“TPG Credit”</b>	TPG BD Finance, L.P.;
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“United States” or “US”</b>	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political subdivision thereof;
<b>“US Exchange Act”</b>	the United States Securities Exchange Act 1934 (as amended);
<b>“US Securities Act”</b>	the United States Securities Act of 1933 (as amended);

<b>“Voting Record Time”</b>	the time and date to be specified as such in the Scheme Document, expected to be 6.00 p.m. (London time) on the day which is two Business Days before the Court Meeting (including any adjournment thereof);
<b>“Wider evoke Group”</b>	evoke and associated undertakings and any other body corporate, partnership, joint venture or person in which evoke and such undertakings (aggregating their interests) have a Significant Interest; and
<b>“Wider Intralot Group”</b>	Intralot and its associated undertakings and any other body corporate, partnership, joint venture or person in which Intralot and all such undertakings (aggregating their interests) have a Significant Interest.

For the purposes of this Announcement, “**subsidiary**”, “**subsidiary undertaking**”, “**undertaking**” and “**associated undertaking**” have the respective meanings given thereto by the United Kingdom Companies Act 2006.

All references to “**sterling**”, “**£**”, “**pence**”, “**GBP**” and “**p**” are to the lawful currency of the United Kingdom.

All references to “**euro**”, “**€**” or “**EUR**” are to the lawful currency of the member states of the European Union participating in the economic monetary union.

All the times referred to in this Announcement are London times unless otherwise stated.

References to the singular include the plural and vice versa.