

Scientific Games Acquires Securities of NYX Gaming Group



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Scientific Games Corporation →
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LAS VEGAS, Nov. 24, 2017 /PRNewswire/ -- Scientific Games Corporation (Nasdaq: SGMS) ("Scientific Games") today announced that it acquired ownership of (i) 27,376,036 ordinary shares (the "Shares") of NYX Gaming Group Limited (TSXV: NYX) ("NYX"), (ii) 3,535,178 warrants to acquire ordinary shares of NYX (the "Warrants") and (iii) 40,000 Class A exchangeable preferred shares of NYX Digital Gaming (Canada) ULC, a subsidiary of NYX (the "Exchangeable Preferred Shares", and together with the Shares and the Warrants, the "Acquired Securities"). The Exchangeable Preferred Shares are exchangeable for an aggregate of 9,174,364 ordinary shares of NYX (the "Ordinary Shares"). The Acquired Securities were purchased pursuant to securities purchase agreements with four shareholders of NYX at a price of CAD\$2.40 per Share and CAD\$2.40 per Ordinary Share into which an Exchangeable Preferred Share is exchangeable, representing an aggregate purchase price of CAD\$87,720,960. No additional consideration was paid for the Warrants.

Prior to the transactions, Scientific Games owned 11,600,000 Ordinary Shares, representing approximately 10.72% of the issued and outstanding Ordinary Shares. As a result of the transactions, Scientific Games owns 38,976,036 Ordinary Shares, representing approximately



36.01% of the issued and outstanding Ordinary Shares. If all of the Warrants acquired by Scientific Games were exercised, Scientific Games would own 42,511,214 Ordinary Shares, representing approximately 38.04% of the issued and outstanding Ordinary Shares. If all of the Exchangeable Preferred Shares acquired by Scientific Games were exchanged, Scientific Games would own 48,150,400 Ordinary Shares, representing approximately 41.01% of the issued and outstanding Ordinary Shares. If all of such Warrants and Exchangeable Preferred Shares were exercised and exchanged, Scientific Games would own 51,685,578 Ordinary Shares, representing 42.74% of the issued and outstanding Ordinary Shares.

In the future, Scientific Games may acquire additional Ordinary Shares or securities convertible into Ordinary Shares or dispose of such securities.

This press release is being issued pursuant to the requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* of the Canadian Securities Administrators. An early warning report with additional information in respect of the foregoing matters will be filed and available on the SEDAR profile of NYX at www.sedar.com.

For further information or to obtain a copy of the early warning report, you may contact:

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About Scientific Games

Scientific Games Corporation (NASDAQ: SGMS) is a global leader in technology-based gaming systems, table games, table products and instant games and a leader in products, services and content for gaming, lottery and interactive gaming markets. Scientific Games delivers what

customers and players value most: trusted security, creative content, operating efficiencies and innovative technology. Today, Scientific Games offers customers a fully integrated portfolio of technology platforms, robust systems, engaging content and unrivaled professional services. For more information, please visit www.scientificgames.com.

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Forward-Looking Statements

This document includes "forward-looking statements" and "forward-looking information" (collectively "forward-looking statements") within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws. Forward-looking statements describe future expectations, plans, results or strategies and can often be identified by the use of terminology such as "may," "will," "estimate," "intend," "plan," "continue," "believe," "expect," "anticipate," "estimate," "should," "could," "potential," "opportunity," or similar terminology. These statements are based upon management's current expectations, beliefs, assumptions and estimates and are not guarantees of timing, future results or performance. Similarly, statements herein that describe the proposed transaction, including its financial impact, and other statements of management's expectations, beliefs, assumptions, estimates and goals regarding the proposed transaction are forward-looking statements. It is uncertain whether any of the events or results anticipated by the forward-looking statements (including consummation of the proposed transaction) will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of the combined company or the price of Scientific Games' stock. These forward-looking statements involve certain risks and uncertainties and other factors that could cause actual results to differ materially from those indicated in such forward-looking statements, including but not limited to: uncertainties as to the timing of the consummation of the proposed transaction and the ability of the parties to consummate the proposed transaction; the satisfaction of the conditions precedent to consummation of the proposed transaction, including the approval of NYX's shareholders and the approval of the Royal Court of Guernsey; the ability to obtain required regulatory and gaming approvals at all or in a timely manner; the ability to obtain the debt financing necessary to consummate the proposed transaction; potential litigation related to the proposed transaction; disruption of NYX's or Scientific Games' current plans and operations as a result of the proposed transaction; the ability of NYX or Scientific Games to retain and hire key personnel; competitive responses to the proposed transaction; unexpected

costs, charges or expenses resulting from the proposed transaction; the ability of Scientific Games to successfully integrate NYX's operations, product lines and technology; the diversion of management's attention from Scientific Games' and NYX's ongoing business operations; the ability of Scientific Games to implement its plans, forecasts and other expectations with respect to NYX's business after the completion of the transaction and realize additional opportunities for growth and innovation; potential adverse effects due to foregoing opportunities that Scientific Games might otherwise pursue absent the pendency of the proposed transaction; the ability of Scientific Games to realize the anticipated synergies from the proposed transaction in the anticipated amounts or within the anticipated timeframes or costs expectations or at all; the ability to maintain relationships with Scientific Games' and NYX's respective employees, customers, other business partners and governmental authorities; and the other risks, uncertainties and important factors contained and identified (including under the heading "Risk Factors") in Scientific Games' filings with the SEC, such as its Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K, and NYX's filings with Canadian securities regulators, any of which could cause actual results to differ materially from the forward-looking statements. The forward-looking statements included in this document are made only as of the date hereof and Scientific Games does not undertake any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as may be required by applicable law. To the maximum extent permitted by law, none of Scientific Games, its directors, employees or agents accepts any liability for any loss arising from the use of NYX information contained in this document. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

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