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Intralot, Inc. Announces Exchange Offer and Consent Solicitation For Certain of Intralot Capital Luxembourg S.A.’s Euro-Denominated Notes due 2021

1 July 2021

Intralot, Inc. (the “**Issuer**”) announced today the commencement of an offer (the “**Exchange Offer**”) to acquire any and all of the outstanding notes listed in the table below (collectively, the “**2021 Notes**”) issued by Intralot Capital Luxembourg S.A. (“**Intralot Capital**”) in exchange for up to \$244,585,500 in aggregate principal amount of its new Senior Secured PIK Toggle Notes (the “**New Notes**”). In conjunction with the Exchange Offer, Intralot Capital is soliciting consents (the “**Consent Solicitation**”) from holders of the 2021 Notes to amend certain provisions of the 2021 Notes and the indenture governing the 2021 Notes (the “**2021 Notes Indenture**”).

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	140576921 (144A)	XS1405769214 (144A)			
6.750% Senior	140577472 (Reg S)	XS1405774727 (Reg S)	€250,000,000	90%	82.00%
Notes due 15	234336576 (144A)	XS2343365768 (144A)			
September 2021	234336550 (Reg S)	XS2343365503 (Reg S)			

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Events

Times and Dates

Commencement of the Exchange Offer and Consent Solicitation

Exchange Offer and Consent Solicitation announced. Solicitation Memorandum available from the Exchange Agent.

1 July 2021.

Effective Time, promptly after which Intralot Capital and the Trustee intend to implement the Proposed Amendments by executing the Supplemental Indenture. The Issuer will make a public announcement of the Effective Time at or prior to 9:00 a.m., New York time, on the next business day after the Effective Time.

11:59 p.m., New York time, on the date of receipt of the Requisite Consents, once the Exchange Agent certifies that the Requisite Consents have been received.

Expiration Deadline

Final deadline for receipt of valid Exchange Instructions (including in relation to Consents to the Proposed Amendments) by the Exchange Agent in order for Holders to participate in the Exchange Offer and the Consent Solicitation.

11:59 p.m., New York time, on 29 July 2021.

Announcement of Results

The Issuer will announce whether the Offer Conditions have been satisfied in order to consummate the Exchange Offer, and, if so satisfied, the (i) aggregate nominal amount of 2021 Notes accepted for exchange, (ii) aggregate nominal amount of New Notes to be issued on the Settlement Date; and (iii) aggregate nominal amount of 2021 Notes which will be outstanding following the Settlement Date.

As soon as reasonably practicable after the Expiration Deadline.

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Indenture. The tender of the 2021 Notes for exchange will automatically constitute the delivery of a Consent to the Proposed Amendments (irrespective of whether the Offer Conditions are ultimately met or whether the Exchange Offer is otherwise not consummated). Pursuant to the Lock-up Agreement, Holders of more than 90% of the 2021 Notes outstanding as of the date of this press release have agreed to tender their 2021 Notes and to consent to the Proposed Amendments.

Rationale for the Exchange Offer and Consent Solicitation

The purpose of the Exchange Offer and the Consent Solicitation is to refinance the 2021 Notes.

The Minimum Acceptance Condition and the Concurrent Offer Condition

Concurrently with the Exchange Offer, Intralot Global Holdings B.V. is making an offer to holders of outstanding 2024 Notes to exchange their 2024 Notes for shares in one of its subsidiaries on the terms and subject to the conditions set out in the exchange offer memorandum published by Intralot Global Holdings B.V. and dated 1 July 2021. The Issuer will only accept tenders of 2021 Notes for exchange if (i) the Minimum Acceptance Condition (i.e., at least 90% of the aggregate principal amount of 2021 Notes outstanding (excluding any 2021 Notes held by Intralot Capital and its affiliates) are validly tendered by Holders in the Exchange Offer) and (ii) the Concurrent Offer Condition (i.e., the concurrent exchange offer being made by Intralot Global Holdings B.V. to holders of outstanding 2024 Notes is consummated in satisfaction of the conditions placed thereon) are met, which conditions are not waivable by the Issuer. If such Offer Conditions are not met, the 2021 Notes will not be accepted for exchange.

Investing in New Notes

Any decision to invest in any New Notes should be made solely on the basis of the information contained in the Solicitation Memorandum and the annexes thereto, and no reliance is to be placed on any representations other than those contained in the Solicitation Memorandum and the annexes thereto.

The New Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws, and are being offered only outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and within the United States to qualified institutional buyers (as defined in Rule 144A under the Securities Act (“**Rule 144A**”) in reliance on Rule 144A and, in each case, in compliance with all applicable securities laws.

The Solicitation Memorandum may be obtained by Holders from the Exchange Agent at the following address:

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London
WC1H 8HA
United Kingdom
Tel: + 44 20 7704 0880
intralot@lucid-is.com
Attention: Jacek Kusion / Illia Vyshenskyi

Market Abuse Regulation

This announcement is released by Intralot, Inc. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“MAR”), encompassing information relating to the Exchange Offer and Consent Solicitation described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Mr. Byron Boothe, the CEO of the Issuer.

Disclaimer

This announcement must be read in conjunction with the Solicitation Memorandum. This announcement and the Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to the Exchange Offer and Consent Solicitation. If any Holder is in any doubt as to the contents of the Solicitation Memorandum or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose 2021 Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such 2021 Notes pursuant to the Exchange Offer. None of the Issuer or the Exchange Agent or any of their respective directors, employees or affiliates makes any recommendation whether Holders should tender 2021 Notes pursuant to the Exchange Offer.

Offer and Distribution Restrictions

The distribution of this announcement and/or the Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Solicitation Memorandum come(s) are required by the Issuer and the Exchange Agent to inform themselves about, and to observe, any such restrictions. Nothing in this announcement nor the Solicitation Memorandum constitutes an offer to

defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Solicitation Memorandum has been prepared on the basis that all offers of the New Notes will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of the New Notes. In relation to each Relevant State of the EEA (a “**Relevant State**”), no offer of New Notes to the public in that Relevant State may be made other than at any time to fewer than 150 natural or legal persons or to qualified investors as defined in the Prospectus Regulation; provided that no such offer of New Notes shall require us to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. In the EEA, the Solicitation Memorandum and the Exchange Offer and Consent Solicitation are addressed only to the first 149 natural or legal persons (other than qualified investors) per EEA member state who validly submit an Exchange Instruction. After the first 149 natural or legal persons (other than qualified investors) in an EEA member state validly submit an Exchange Instruction, any subsequent Exchange Instructions submitted by natural or legal persons (other than qualified investors) in that member state will be invalid. In the UK, the Solicitation Memorandum and the Exchange Offer and Consent Solicitation are addressed only to the first 149 natural or legal persons (other than qualified investors) who validly submit an Exchange Instruction. After the first 149 natural or legal persons (other than qualified investors) in the UK validly submit an Exchange Instruction, any subsequent Exchange Instructions submitted by natural or legal persons (other than qualified investors) in the UK will be invalid.

For the purposes of this provision, the expression an “offering of securities to the public” shall have the meaning ascribed in the Prospectus Regulation.

United Kingdom

The communication of the Solicitation Memorandum and any other documents or materials relating to the Exchange Offer are not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, the Solicitation Memorandum and such other documents are not being offered or sold in the United Kingdom.

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décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Notice to Investors in Hong Kong

The Solicitation Memorandum has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. The New Notes to be sold under this Information Memorandum may not be offered or sold by means of any document other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**Ordinance**”) and any rules made under that Ordinance; or (b) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong); or (c) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies Ordinance (Cap. 32, Laws of Hong Kong), and no advertisement, invitation or document relating to the New Notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitt

pursuant to the Exchange Offer but not accepted for purchase) through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, in each case on terms that may be more or less favorable than those contemplated by the Exchange Offer. In addition, the Issuer also reserves the right to issue new debt securities from time to time, including during the term of the Exchange Offer.