

17 January 2020

**Veltyco Group plc**  
("Veltyco", the "Company" and, together with its subsidiaries, the "Group")

**Completion of acquisition**  
**Proposed change of name**  
**Issue of equity**

Further to the Company's announcement of 19 December 2019, Veltyco is pleased to announce that it has acquired the 49% of Quasar Holdings Ltd ("Quasar") not owned by the Company (the "Acquisition") from Binbar GmbH ("Binbar"). Quasar wholly owns Bet90 Sports Limited ("Bet90"), an online sportsbook and casino gaming company.

The Board of Veltyco (the "Board") believes that the Acquisition is an important step in the Group being able to deliver its new strategy, which is focused on regulated online sportsbook and casino operations and, subject to funding, expanding these operations in additional territories. The Company is aiming to partner with external experts and expand its online operations, with a view to increasing marketing efforts in order to increase brand recognition and drive additional traffic to Bet90.

The consideration payable to Binbar is as follows:

- the issue of 5,000,000 new ordinary shares of no par value in the Company ("Ordinary Shares") (the "Consideration Shares");
- an initial cash consideration of €200,000 (the "Cash Consideration"); and
- ten monthly cash instalments of €30,000 (the "Monthly Instalments").

The Cash Consideration will be satisfied from the proceeds of the £500,000 convertible loan announced on 19 December 2019 and the Board intends, subject to continued management of the Group's creditor balance as previously announced, that the Monthly Instalments will be paid out of the Group's operating cash flow, with the first Monthly Instalment due on 1 March 2020. The Consideration Shares, once issued, will represent approximately 5.2% of the Company's enlarged issued share capital. Binbar is wholly owned by Mr. N. Bingöl.

In the event that any amounts owing pursuant to the Monthly Instalments are outstanding as at 1 January 2021 ("Outstanding Balance"), Binbar has the option, in its sole discretion, by serving written notice on the Company, to require that Veltyco, at any time prior to 10 January 2021, satisfies the Outstanding Balance in full by the issue of new Ordinary Shares at a price equal to 50% of the average mid-market closing price of the Ordinary Shares on AIM on the ten trading days prior to such notice.

As previously announced, the Company confirms that all of Bet90's terminal operations have now been terminated, allowing Bet90 to focus on the continued expansion and growth of its online casino and sportsbook operations.

Bet90 is already consolidated into the Group's accounts and for the year ended 31 December 2018, Bet90 had revenues of €2.2 million and a loss of €3.1 million. In the six months ended 30 June 2019, Bet90 had revenues of €1.6 million and a loss of €0.6 million and, as at 30 June 2019, had net liabilities, excluding amounts due to the Company which are netted off on consolidation, of €1.0 million, reflecting Bet90's accumulated losses.

The Company has entered into a licence agreement with Binbar pursuant to which, for payment of a nominal consideration, Binbar will use the Bet90 brand name in Belgium for an operation which is separate to Bet90. The Group does not have a licence to operate in Belgium and it does not intend to apply for one.

**Proposed change of name**

The Board is pleased to announce that, in recognition of the Company's shift in strategic focus to regulated online sportsbook and casino operations, it intends to resolve to change the Company's name to B90 Holdings plc.

A further announcement in this regard will be made in due course.

### **Admission and total voting rights**

Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM ("Admission"). It is expected that Admission will become effective and that dealings in the Consideration Shares will commence at 8.00 a.m. on 22 January 2020.

Following Admission, the Company's total issued share capital will consist of 95,889,492 Ordinary Shares with voting rights. The Company does not hold any Ordinary Shares in treasury and accordingly there are no voting rights in respect of any treasury shares. The Consideration Shares will be fully paid and will rank *pari passu* in all respects with the Company's existing Ordinary Shares.

With effect from Admission, the abovementioned figure of 95,889,492 Ordinary Shares may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Veltco under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

### **Paul Duffen, Executive Chairman of the Company, commented:**

*"Having 100% ownership of Bet90 represents significant progress towards our stated objective to refocus the business on the core activity of online sportsbook and casino operations. Subject to additional funding, the next phase will be to expand the geographic footprint and invest in marketing to drive revenue. We will also be seeking to form strategic relationships with other brands in the same vertical to expand our online offer. The proposed change of company name to B90 Holdings plc, along with the change of ticker symbol to B90, will reflect this new focus and strategy."*

*This announcement contains inside information for the purposes of Article 7 of Regulation (EU) 596/2014.*

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### **About Veltco**

Veltco is a group of companies focused on the operation of its own online Sportsbook and Casino product as well as marketing activities for other online gaming companies.

Website: [www.veltco.com](http://www.veltco.com)