

Creation of a European gaming champion

◆ *FDJ launches a recommended tender offer for Kindred*

Investor Presentation - January 22nd, 2024

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Today's speakers



Stéphane Pallez



Chairwoman & CEO



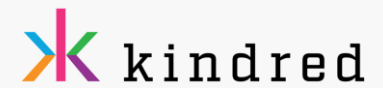
Pascal Chaffard



Executive Vice President & Group CFO



Nils Andén



Chief Executive Officer

FDJ to launch a recommended offer to the shareholders of Kindred

FDJ is committed to becoming a leading operator in Lottery and Online Betting & Gaming, with an expanding international footprint



FDJ recently acquired PLI (Irish Lottery) and ZEturf (competitive Online Betting & Gaming player mostly in France)

Today, FDJ launches an all-cash recommended offer for Kindred, one of the leading European Online Betting & Gaming operators with strong capabilities, iconic brands and best-in-class technology platforms



FDJ's offer for Kindred unanimously recommended by Kindred's Board of Directors

Irrevocable commitments from 5 key shareholders cumulatively representing 27.9% of Kindred's share capital¹

¹ Based on shares outstanding (excluding treasury shares). Corvex Management LP 16.6%; Premier Investissement SAS 4.0%; Eminence Capital 3.5%; Veralda Investment 2.3%; Nordea 1.5%.

Transaction rationale



Creation of a European gaming champion with increased scale, technology capabilities and greater diversification



Combined 2023 Gross Gaming Revenues¹: ~€8bn
% of International GGR: 20%
% of Online GGR: 29%



Consistent with best-in-class sustainability and responsible gaming approach



Combined Group to operate exclusively in locally regulated markets



Combined Group to benefit from significantly stronger revenue and earnings growth as well as increased operating leverage



>50bps GGR¹ yearly growth acceleration
>50bps yearly EBITDA² margin³ accretion
EBITDA to FCF⁴ conversion rate maintained >80%



Value creating transaction leading to significant increase in shareholder returns



Optimized capital structure
More than 10% accretion in DPS

¹ **Across the presentation:** "Gross Gaming Revenue (GGR)" refers to **Total Revenue as reported by Kindred** (= Gross Winning Revenue from B2C + Other revenue from B2B activities) and to **Gross Gaming Revenue as reported by FDJ**. Gross Winning Revenue (GWR) as reported by Kindred defined as the net gain or loss from bets placed after the cost of promotional bonuses within the financial period, which is consistent with the Gross Gaming Revenue (GGR) as reported by FDJ.

² **Across the presentation:** "EBITDA" refers to **Underlying EBITDA as reported by Kindred** and to **Recurring EBITDA as reported by FDJ**.

³ As % of Revenue as per FDJ definition: Net Gaming Revenue (Gross Gaming Revenue – betting duties) + Revenue from B2B activities.

⁴ FCF defined as (EBITDA – Capex – Change in Working Capital). EBITDA to FCF conversion defined as FCF / EBITDA.

Transaction highlights

Recommended Transaction

- Unanimous recommendation from Kindred's Board of Directors
- Irrevocable commitment by existing shareholders representing 27.9% of Kindred's share capital¹
- Following strategic review initiated on April 26th, 2023

Offer Price

Offer price of SEK 130, representing a premium of 24% vs. latest Kindred's closing price as of January 19th, 2024; a premium of 35% vs. 30-day VWAP and a premium of 36% vs. 90-day VWAP

- Total consideration of €2.5bn Equity Value² and €2.6bn Enterprise Value³, representing a multiple of 10.9x Kindred's 2023 Underlying EBITDA⁴
- Fairness opinion issued by Jefferies to the Board of Directors of Kindred

Financing Package

- Transaction financed via cash-on-hand and acquisition bridge loan
- Aiming for mid-term Net Debt / EBITDA ≤ 2.0x
- Targeted Investment Grade rating profile of combined Group

Main Offer Conditions

- Receipt of regulatory approvals
- Minimum acceptance by more than 90% of Kindred's shareholders, corresponding to squeeze-out threshold
- Change of Kindred's articles of association to allow squeeze-out at 90% ownership

Execution Timeline

- Publication of the offer document: February 19th, 2024
- **Expected closing of the offer in Q4 2024**

¹ Based on shares outstanding (excluding treasury shares). Corvex Management LP 16.6%; Premier Investissement SAS 4.0%; Eminence Capital 3.5%; Veralda Investment 2.3%; Nordea 1.5%.

² Based on Basic NOSH of 215,008,190 (corresponding to shares outstanding of 230,126,136 as of 31-Dec-2023, excluding treasury shares of 15,117,946 as of 31-Dec-2023).

³ On the basis of an Equity Value to Enterprise Value bridge of €154m in line with Kindred's net cash position and liabilities associated with dilutive equity instruments as at 31-Dec-23 and other debt like items including IFRS-16 lease liabilities and other balance sheet liabilities based on latest available financials as at 30-Sep-23. Converted at spot EUR/GBP FX rate of 1.16568 as of 19-Jan-2024.

⁴ Kindred's reported 2023A underlying EBITDA of £205m (corresponding to €238m converted at spot EUR/GBP FX rate of 1.16568 as of 19-Jan-2024).

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Our strategic vision

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Kindred, a major Online Betting & Gaming player

3

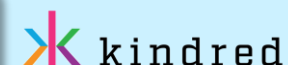
A value creative combination

Transaction fully aligned with FDJ's strategy

1

International expansion as an Online Betting & Gaming (OB&G) operator

Kindred is among the top 5 players in Western Europe, active in 7 out of the top 10 markets¹



2

Develop our activities in the French Online Betting & Gaming markets opened to competition

Creating the #3 player in France with 3 existing brands

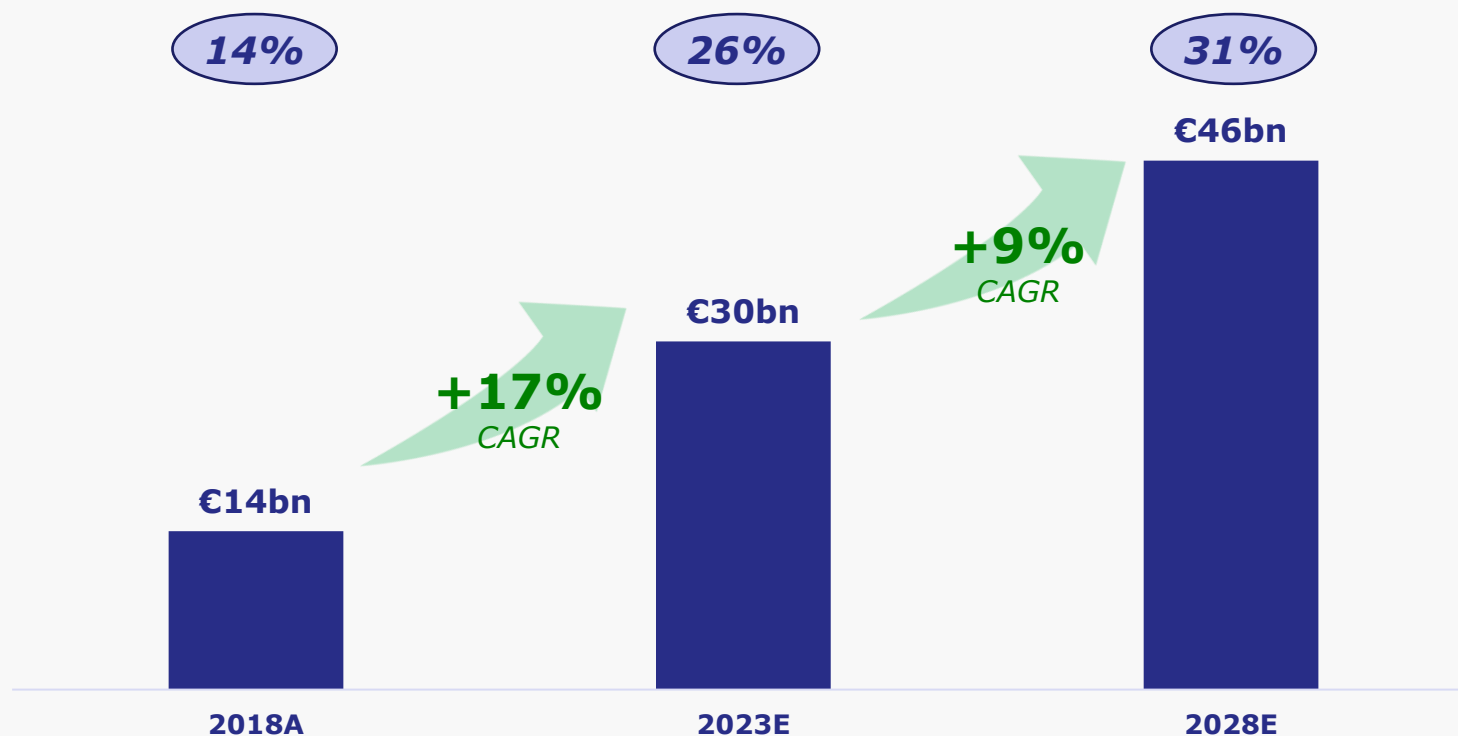


¹ Encompassing UK, Italy, France, Netherlands, Sweden, Spain, Belgium, Finland, Germany, Greece.

The European OB&G market offers attractive fundamentals

Significant underlying growth and increasing share of gaming markets

Market size (Gross Gaming Revenue)



% Share of OB&G in total European gaming market (GGR)

A rapidly consolidating sector

High profitability market

Shift towards locally regulated markets

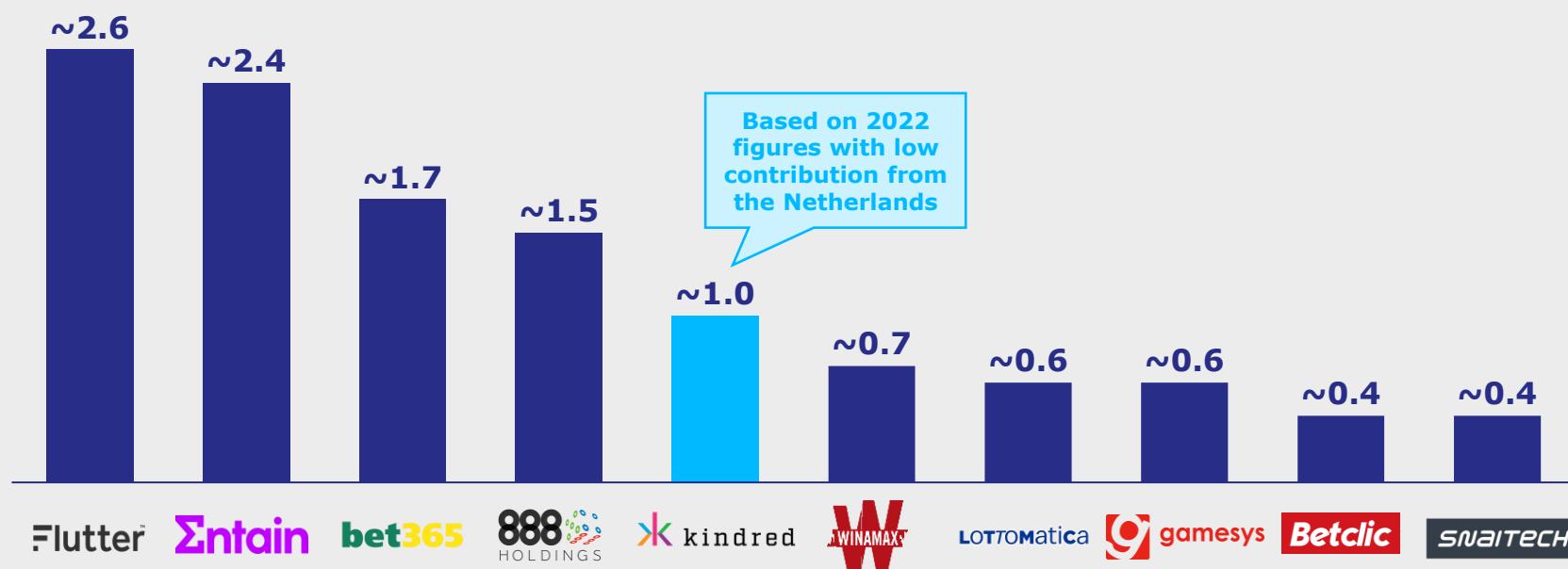
Scaled platforms and markets

Source: H2GC.

Acquisition of a scaled OB&G European platform

Kindred is a top 5 player in Western Europe²,
active in 7 out of the top 10 markets³...

European leaders in Online Betting & Gaming (in GGR¹, €bn, 2022, Western Europe²)



...and benefits of scale



Invest in brands



Proprietary technology



Unified B2C online
platforms driving
efficiency and profits

Source: Company public disclosure, H2GC.

¹ GGR online betting and gaming, excluding revenue from retail operations.

² Western Europe encompassing UK, Italy, France, Netherlands, Sweden, Spain, Belgium, Finland.

³ Top 10 markets encompassing UK, Italy, France, Netherlands, Sweden, Spain, Belgium, Finland, Germany, Greece.

Kindred has a clear growth strategy focused on European locally regulated markets

Further market share gain by being a trusted source of entertainment in core markets in Europe

Established or targeted podium positions in all key geographies



Controlled exit of operations in North America by mid-2024

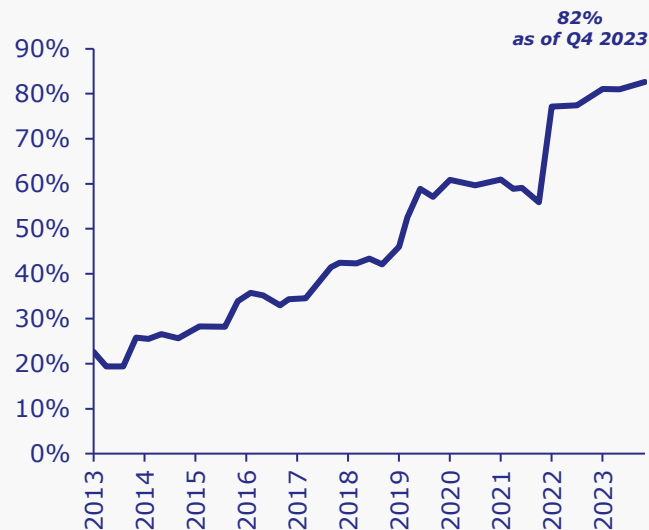
Sports betting platform KSP roadmap delivery

Streamlined cost base and focused resource allocation on core markets

Transaction to accelerate Kindred's exit from non-locally regulated markets

Kindred is already committed to increasing its exposure to locally regulated markets...

Evolution of Kindred % of locally regulated GWR overtime



...and has a proven track-record of transitioning successfully into regulated market environment



Netherlands case study

Ceased activity in Netherlands in Oct-2021 while being #1 on the market

Re-entered the market in July-2022 after securing gaming license

Rapidly re-gained #1 position in 2023

Combined entity to have 100% exposure to locally regulated markets

Path to 100% locally regulated markets

Exit of all the markets where Kindred operates on a non-locally regulated basis, unless opportunity for local license

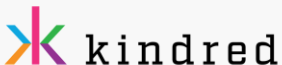





Finland is in the process of transitioning to a locally regulated licencing model and Finnish government is communicating on a 2026 target

FDJ to actively support Kindred in the shift towards license-based model post-transaction

Consistent with FDJ's responsible gaming and sustainability approach

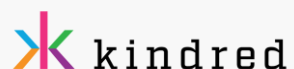
Transaction further accelerating convergence of Kindred's and FDJ's approach to locally regulated markets and sustainable gaming

	Locally regulated markets	Responsible Gaming	Environment	Diversity & Inclusion
 	<p>Shift from 22% of GWR to 82% over the past 10 years</p> <p>Commitment to move to 100%¹</p>	<p>Journey towards Zero: 3.3% of GWR from high-risk players in Q3'23</p>	<p>Reduce by 90% Scope 1 & 2 emissions and by 35% Scope 3 by 2027</p>	<p>Increase the proportion of senior leadership positions held by women to 50%, by 2025</p>
 	<p>100% of GGR</p>	<p><2% of online lottery GGR from high-risk players in 2025</p>	<p>Reduce by 50% global carbon intensity by 2030 (all scopes)</p>	<p>Equivalent % of women executive managers than in the Group total workforce by 2023 (~39%)</p>

Note: Gross Winning Revenue (GWR) as reported by Kindred defined as the net gain or loss from bets placed after the cost of promotional bonuses within the financial period, which is consistent with the Gross Gaming Revenue (GGR) as reported by FDJ.

¹ With the planned exit of Norway and other .com, unless there is a clear opportunity for a local license (e.g. Finland). Finland is in the process of transitioning to a locally regulated licencing model and Finnish government is communicating on a 2026 target for regulation.

Consistency of Kindred's growth and earnings profile with FDJ's



~9%
CAGR 23A-25E
GGR consensus

**GGR¹
growth +**

~24%
23E EBITDA margin
% of Revenue^{3,4}

**EBITDA²
margin =**

~6%
23A capex
% of Revenue³

**Capital
intensity =**

~85%
average 21A-23E
FCF conversion

**FCF
conversion⁵ =**



5%+
CAGR 23A-25E
GGR

~25%
23A EBITDA margin
% of Revenue³

~5%
23A capex
% of Revenue³

>90%
average 21A-23A
FCF conversion

¹ "Gross Gaming Revenue (GGR)" refers to **Total Revenue as reported by Kindred** (= Gross Winning Revenue from B2C + Other revenue from B2B activities) and to **Gross Gaming Revenue as reported by FDJ**. Gross Winning Revenue (GWR) as reported by Kindred defined as the net gain or loss from bets placed after the cost of promotional bonuses within the financial period, which is consistent with the Gross Gaming Revenue (GGR) as reported by FDJ.

² "EBITDA" refers to **Underlying EBITDA as reported by Kindred** and to **Recurring EBITDA as reported by FDJ**.

³ Revenue as per FDJ definition: NGR + revenue of other activities.

⁴ FDJ illustrative 2023 EBITDA estimate for Kindred pro-forma for the exit of North America, Norway and other .com (i.e. perimeter taken forward) of £170-180m .

⁵ Defined as (EBITDA – Capex – Change In Working Capital) / EBITDA.

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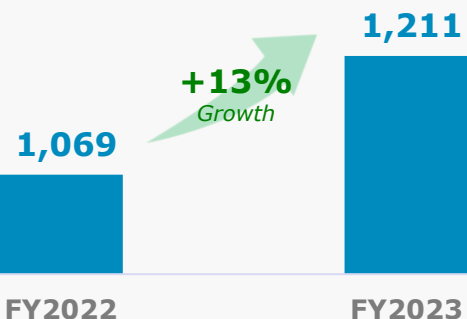
A value creative combination

Kindred at a glance

Robust performance in FY2023 underpinned by regained leadership position in the Netherlands

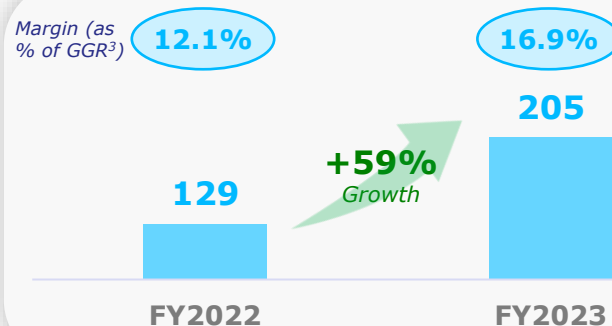
Gross Gaming Revenue¹

£m



EBITDA²

£m



Key Figures

24%

2023E EBITDA margin^{4,5}

FDJ estimate pro-forma for the exit of the US, Norway and .com⁶

>2,400

of Employees

6

of top 5 market positions

13

Number of licensed jurisdictions (B2C)⁷

1.6m

of active customers

¹ "Gross Gaming Revenue (GGR)" refers to Total Revenue as reported by Kindred (= Gross Winning Revenue from B2C + Other revenue from B2B activities)

² "EBITDA" refers to Underlying EBITDA as reported by Kindred

³ EBITDA margins defined as % of Revenue as per FDJ definition (see note 4 below) would be as follows: 16.2% in FY2022 and 22.9% in FY2023.

⁴ As % of Revenue as per FDJ definition: Net Gaming Revenue (Gross Gaming Revenue – betting duties) + Revenue from B2B activities.

⁵ FDJ illustrative 2023 EBITDA estimate for Kindred pro-forma for the exit of North America, Norway and other .com (i.e. perimeter taken forward) of £170-180m.

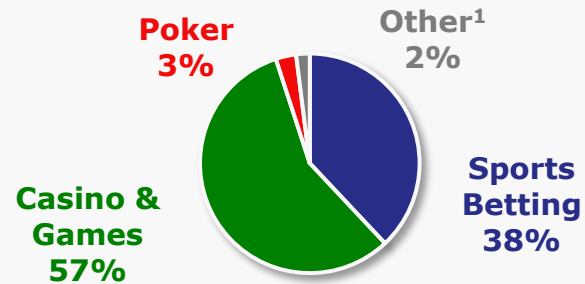
⁶ .com excludes Finland as Finland is in the process of transitioning to a locally regulated licencing model with Finnish government communicating on a 2026 target for regulation.

⁷ Excluding North America.

A leading OB&G operator with a portfolio of iconic brands...

A diversified portfolio across betting, casino and poker...

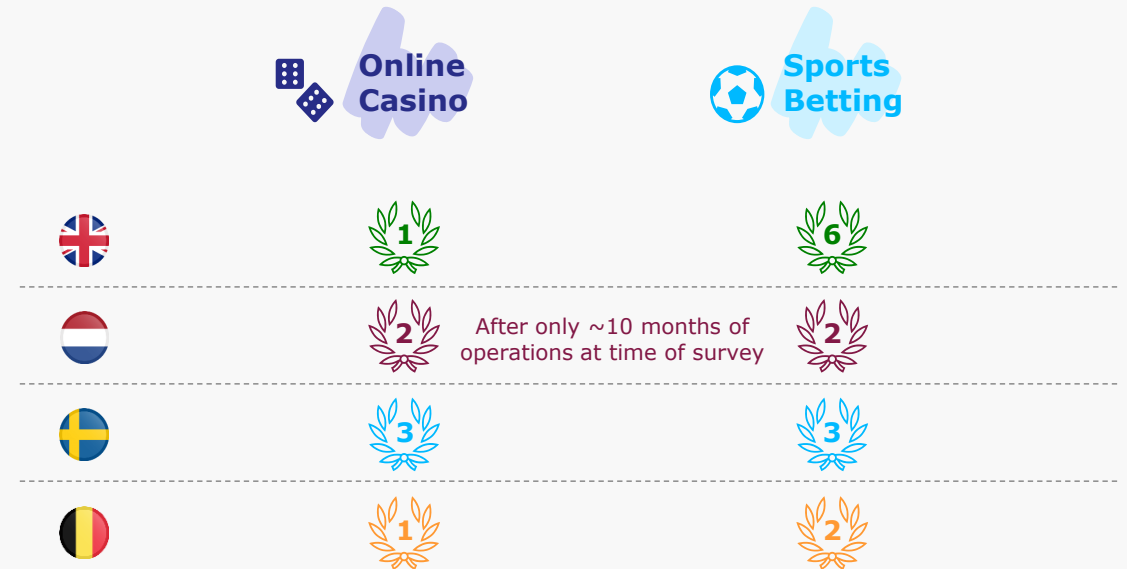
Gross winning revenue by product (9M 2023)



Iconic brands



...and best-in-class customer rating & brand awareness in core markets² (2023)



Unibet has the #1 brand awareness across digital-only operators in 3 of its 5 core markets



¹ Other includes revenues from bingo and other products.

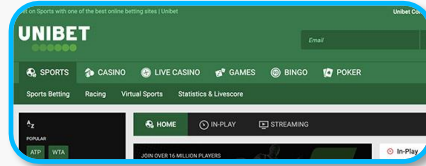
² Source: FDJ consumer survey conducted in May 2023 (Number by country UK=1,501; SE=1,000; BE=500), Consumer survey NL (N=902). KPC performance for FDJ survey data calculated 50%/50% over online betting and online casino.

...covering all gaming verticals with strong technology platform

Pan-European online platforms



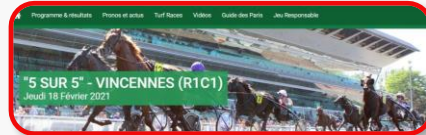
Sports betting



Casino



Horse-race betting



Poker



Coverage of all 4 Online Betting & Gaming verticals, **enabling cross-selling and cost synergies**

Proprietary technology assets

Kindred player platform
PAM¹ / CRM² / Wallet & Regulatory

✓
Since 2011

In-house /
proprietary

Online platforms
Casino-Bingo-Poker

✓
Since 2007

In-house /
proprietary

KRP-Horse-race betting

✓
Since 2015

In-house /
proprietary

Relax: Fast growing B2B
business offering proprietary
casino content

✓
Since 2021

In-house /
proprietary

KSP-Sports betting & trading
tools

⚙️ ⏳
*Roll-out over
2024-2026*

On track to
being in-
house /
proprietary

Proprietary tech stack ensuring resiliency of platforms, product differentiation and cost benefits

¹ Player Account Management.
² Customer Relationship Management.

A diversified European footprint...

Gross winning revenue by geography (FY2023)

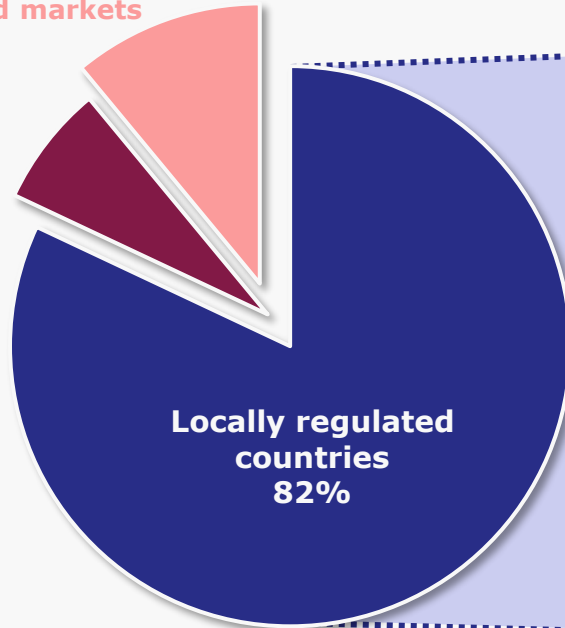
82% of GWR from locally regulated markets as of FY2023






FDJ to exit all markets where Kindred operates on a non-locally regulated basis

Non-locally regulated markets

Clear path to regulation

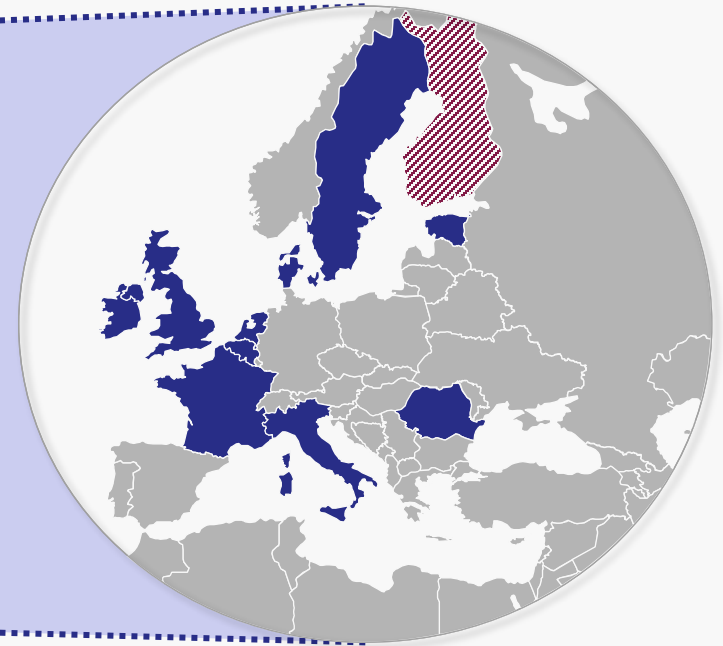
Finland



	Netherlands	20%+
	UK	~20%
	France	~15%
	Sweden	~10%
	Belgium	~5%
	Others ¹	~10%

Combined group to operate only in locally regulated markets

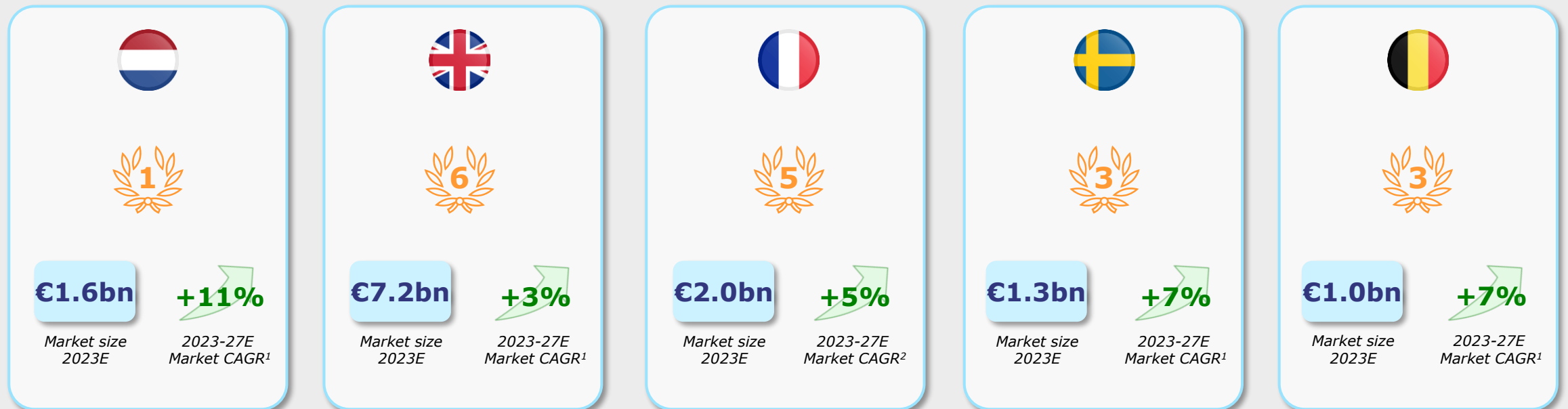
Locally regulated footprint includes in particular: Netherlands, UK, France, Sweden, Belgium, Denmark, Romania, Italy, Estonia, Australia



¹ Includes mainly Denmark, Romania, Italy, Estonia, Australia, United States.

...with strong local positions across fast-growing and scaled markets

Kindred's position in its key European markets



Source: H2GC for market sizes (in GGR) and market growth forecasts (except France based on FDJ forecasts).

¹ Market forecasts reflect the latest regulatory outlook.

² Based on FDJ forecasts.

Kindred's journey to strengthen its leadership



¹ Kindred Sportsbook Platform: Kindred's proprietary sportsbook technology platform.

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A value creative combination

Kindred to become the cornerstone of FDJ's Online Betting & Gaming activities on markets opened to competition

FDJ group operating model post Kindred integration



%

% of projected 2024 Revenue¹

¹ Revenue as per FDJ definition: Net Gaming Revenue (Gross Gaming Revenue – betting duties) + Revenue from B2B activities.

Impact on Kindred financials of exiting non-locally regulated markets

EBITDA (£m)

2023

2024

Full Perimeter

£205m
*Reported
Full perimeter*

>£250m¹
*Full perimeter
reiterated guidance*

FDJ Estimate

~£170-180m²
*FDJ estimate based on Kindred
reported and restated to exclude
North America, Norway and .com³*

>£200m²
*FDJ estimate based on Kindred
guidance restated to exclude North
America, Norway and .com³*

Note: "EBITDA" refers to Underlying EBITDA as per Kindred definition.

¹ Includes contribution of North America's H1 2024 EBITDA as exit expected by mid-2024.

² FDJ illustrative EBITDA estimate for Kindred pro-forma for the exit of North America, Norway and other .com (i.e. perimeter taken forward).

³ .com excludes Finland as Finland is in the process of transitioning to a locally regulated licencing model with Finnish government communicating on a 2026 target for regulation.

Combined entity pro-forma financial profile

	 Unaudited figures	 Perimeter as reported⁶	 Illustrative FDJ estimates Pro forma for exit of North America, Norway and .com⁷	 +  Pro forma
FY2023 GGR¹	€6.7bn	€1.4bn	€1.2bn	€7.9bn
FY2023 Revenue²	€2.6bn	€1.0bn	€0.9bn	€3.5bn
FY2023 EBITDA³ % Margin ⁴	€657m 25% Margin	€238m 23% Margin	€200-210m 23-24% Margin	~€860m 25% Margin
FY2023 FCF⁵ % Conversion	€584m 89% Conversion	~€180m ~75% Conversion	~€155m ~75% Conversion	~€740m ~85% Conversion

¹ "Gross Gaming Revenue (GGR)" refers to **Total Revenue as reported by Kindred** (= Gross Winning Revenue from B2C + Other revenue from B2B activities) and to **Gross Gaming Revenue as reported by FDJ**. Gross Winning Revenue (GWR) as reported by Kindred defined as the net gain or loss from bets placed after the cost of promotional bonuses within the financial period, which is consistent with the Gross Gaming Revenue (GGR) as reported by FDJ.

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³ "EBITDA" refers to **Underlying EBITDA as reported by Kindred** and to **Recurring EBITDA as reported by FDJ**.

⁴ As % of Revenue as per FDJ definition.

⁵ Defined as EBITDA – Capex – Change In Working Capital and % conversion defined as (EBITDA – Capex – Change In Working Capital) / EBITDA.

⁶ Figures converted using spot EUR/GBP FX rate of 1.16568 as of 19-Jan-2024.

⁷ .com excludes Finland as Finland is in the process of transitioning to a locally regulated licencing model with Finnish government communicating on a 2026 target for regulation.

Enhanced diversification across geographies, verticals and channels



kindred

An international group¹...

(20% of GGR)

International
6%



France
94%

International
~20%



France
~80%

... with diversified verticals ...

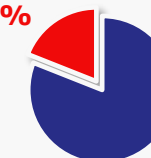
(Online Betting & Gaming: 19% of GGR)

Markets opened to competition
2%



Markets under exclusive rights
98%

Markets opened to competition
19%



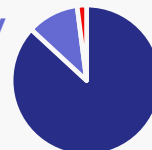
Markets under exclusive rights
81%

... and increased online presence

(29% of GGR)

Online Betting & Gaming
3%

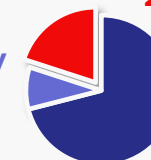
Online Lottery
11%



PoS
86%

Online Betting & Gaming
20%

Online Lottery
9%

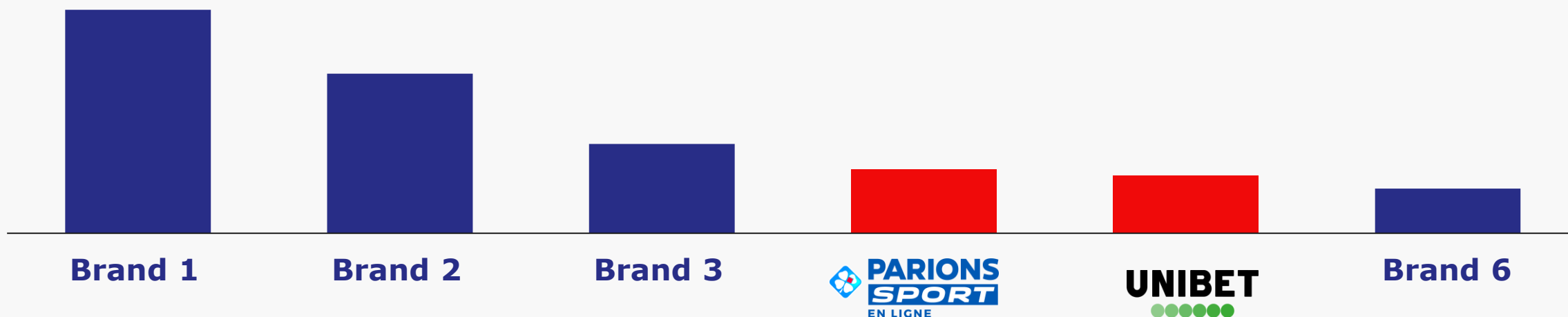


PoS
71%

In France: a stronger challenger on OB&G markets opened to competition



Online Betting & Gaming market shares in France on markets opened to competition (Sports betting, Horse-race betting, Poker)



Acceleration of online gaming momentum



Synergies from technology and performances initiatives

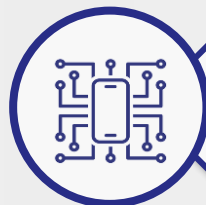


Best-in-class technology and customer proposition

Clear set of operational levers to drive value creation



Strengthen attractive customer proposition across all Online Betting & Gaming segments



Leverage Kindred's cutting-edge digital expertise and technology platform to accelerate FDJ digitalization



Increase scale in competing markets



A scalable Online Betting & Gaming platform to seize opportunities across Europe and enter new locally regulated and dynamic markets

Significantly stronger growth and earnings generation profile



Accretive impact on growth

Enhanced GGR growth, EBITDA growth and FCF growth

>50bps GGR yearly growth acceleration



Accretive impact on margin profile

Higher pro forma EBITDA margin and FCF conversion maintained >80%

>50bps yearly EBITDA margin¹ accretion



Accretive impact on earnings per share

Starting from year 1 post integration

>10% EPS accretion



Solid pro forma balance sheet

Aiming for mid-term Net Debt / EBITDA $\leq 2.0x$



Group to seek public credit rating as part of bridge refinancing

Combined group targeting Investment Grade rating profile

¹ As % of Revenue as per FDJ definition: Net Gaming Revenue (Gross Gaming Revenue – betting duties) + Revenue from B2B activities.

Strong value creation for shareholders

**Dividend policy
post-acquisition**



**75% of
Adjusted Net Income**

(excl. Purchase Price Allocation amortization)

**Value-creating acquisition
for FDJ shareholders**



**More than 10% accretion
in dividend per share**

*(starting from FY 2025 dividend
to be paid in 2026)*

Creating a European gaming champion



Creation of a European gaming champion with increased scale, technology capabilities and greater diversification



Combined 2023 Gross Gaming Revenues¹: ~€8bn
% of International GGR: 20%
% of Online GGR: 29%



Consistent with best-in-class sustainability and responsible gaming approach



Combined Group to operate exclusively in locally regulated markets



Combined Group to benefit from significantly stronger revenue and earnings growth as well as increased operating leverage



>50bps GGR¹ yearly growth acceleration
>50bps yearly EBITDA² margin³ accretion
EBITDA to FCF⁴ conversion rate maintained >80%



Value creating transaction leading to significant increase in shareholder returns



Optimized capital structure
More than 10% accretion in DPS driven by continued high pay-out ratio commitment set at 75% of adjusted net income

¹ **Across the presentation:** "Gross Gaming Revenue (GGR)" refers to **Total Revenue as reported by Kindred** (= Gross Winning Revenue from B2C + Other revenue from B2B activities) and to **Gross Gaming Revenue as reported by FDJ**. Gross Winning Revenue (GWR) as reported by Kindred defined as the net gain or loss from bets placed after the cost of promotional bonuses within the financial period, which is consistent with the Gross Gaming Revenue (GGR) as reported by FDJ.

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Q&A

Investor Presentation - January 22nd, 2024