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## DISTRIBUTION IN KIND OF NACON SHARES

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**BIGBEN INTERACTIVE ("BBI" or the "Company") informs its shareholders of the technical details of the exceptional distribution in kind of NACON shares ("Nacon").**

**The Board of Directors of BBI will propose to its shareholders, at the annual general meeting convened for 22 July 2022 (the "General Meeting"), to approve – in addition to a standard distribution of a cash dividend of EUR 0.30 per share - a distribution in kind in the form of Nacon shares at the rate of one (1) Nacon share for every four (4) BBI shares held, the terms and conditions of which are described below.**

**This distribution in kind of Nacon shares will be paid on 29 July 2022.**

**The Nacon shares so distributed would represent approximately 5.4% of the capital and voting rights of Nacon.**

**Following this transaction, BBI will retain 56,575,050<sup>1</sup> Nacon shares, representing approximately 65.54% of the share capital and 75.12% of the voting rights<sup>2</sup>.**

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BBI shareholders are invited to refer to the 2021 universal registration document filed with the Autorité des Marchés Financiers on July 6, 2021 under number R. 21-0037 and to the press releases published by Nacon since that date for all information relating to Nacon. These documents are available on Nacon's website (<https://corporate.nacongaming.com/espace-investisseurs/>).

This press release does not constitute (i) an offer to sell or subscribe for, or the solicitation of an offer to acquire or subscribe for, any shares of Nacon, or (ii) a solicitation to obtain consent or a favourable vote to approve the distribution described in this press release, including in any jurisdiction where such solicitation is not permitted under the laws of that country or territory.

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### ***United States of America***

No shares, securities or other instruments may be offered, sold or transferred in the United States of America unless they are registered or exempt from registration under the U.S. Securities Act of 1933, as amended. The Nacon shares that are the subject of the In-Kind Distribution have not been and will not be registered in the United States of America under the U.S. Securities Act of 1933, as amended, and the In-Kind Distribution has not been approved or disapproved by the U.S. Securities and Exchange Commission (SEC) or any other state securities commission in the United States of America, and neither such commissions nor the SEC has reviewed the accuracy or adequacy of this report. Any representation to the contrary may be a criminal offense in the United States of America.

### ***Member States of the European Economic Area***

This report does not constitute a prospectus or any other offering document within the meaning of Regulation (EU) 2017/1129 (as amended) and should not be relied upon as containing all the information necessary for a potential investor to evaluate the suitability of an investment in BBI or Nacon or to be included in a prospectus prepared in accordance with the provisions of Regulation (EU) 2017/1129 (as amended).

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<sup>1</sup> of which 3,555,937 Nacon shares were loaned to BNP Paribas for hedging purposes in connection with the bond issued by Bigben Interactive (please refer to note 2.2.4 of the notes to the consolidated financial statements in the universal registration document filed by Bigben Interactive on 6 July 2021 with the Autorité des Marchés Financiers under number D.21-0687).

<sup>2</sup> based on the number of shares and voting rights making up Nacon's capital at 31 May 2022.

## 1. TERMS AND CONDITIONS OF THE DISTRIBUTION IN KIND

### 1.1 Features of the Distribution in Kind

BBI holds 61,244,666<sup>1</sup> Nacon shares, representing, based on the number of shares and voting rights comprising Nacon's share capital as at 31 May 2022, 70.97% of the share capital and 79.12% of the voting rights. The shares making up the share capital of Nacon are ordinary shares, all of the same class, fully paid up, and admitted to trading on the Euronext Paris regulated market under ISIN code FR0013482791.

In addition to the distribution of an annual ordinary dividend of €0.30 per share in cash (the "**Ordinary Dividend**"), At the General Meeting, BBI shareholders will be asked at the Annual General Meeting to vote on a distribution in kind represented by Nacon shares up to a maximum of one (1) Nacon share for every four (4) BBI shares held, subject to the Ceiling (as defined below) (the "**Distribution in Kind**").

Based on the information available as at 31 May 2022, the Distribution in Kind would therefore relate to approximately 4,669,616 Nacon shares (out of the 61,244,666 Nacon shares held by BBI as at that date, representing 7.6% of the Nacon shares held by BBI). Upon completion of the Distribution in Kind, assuming no adjustment of the exchange ratio of one (1) Nacon share for every four (4) BBI shares held, BBI will retain 56,575,050 Nacon shares, representing 65.54%<sup>2</sup> of the share capital and 75.12% of the voting rights.

The Distribution in Kind is scheduled to be paid on 29 July 2022 (the "**Payment Day**"), with ex-date on 27 July 2022.

The Distribution in Kind will benefit all BBI shareholders whose shares have been registered in their name at the end of the trading day preceding the Payment Day i.e. on 28 July 2022 ("**the Persons Entitled to the Distribution in Kind**"). Purchases of BBI shares made on Euronext until and including 26 July 2022 will be eligible for the Distribution in Kind (the "**Record Date**").

In the event of a division of the ownership of Nacon shares, the beneficiary of the Distribution in Kind will be the bare owner (nu-propritaire), unless otherwise agreed. Shareholders are advised to consult their usual advisor on these matters.

BBI shares held in treasury by the Company on the Position Determination Date will not be entitled to the Distribution in Kind.

The amount corresponding to the Distribution in Kind

- (i) will be determined by multiplying the number of Nacon shares distributed (whether delivered to BBI shareholders or sold as fractional shares) by the opening price of Nacon shares on the Payment Date;
- (ii) will be charged in priority to "Other Available Reserves" and, for any surplus, to "Additional paid-in capital" and "Share premium", it being specified that it will be proposed to the General Meeting to allocate all "Retained Earnings", less the sums deducted from this account to pay the Ordinary Dividend, to "Other Available Reserves" prior to the payment of the Distribution in Kind, and
- (iii) may not exceed the amount of the net income for the financial year ended 31 March 2022 and retained earnings, increased by the amount of distributable reserves and premiums, in accordance with applicable laws and regulations, and decreased by the total amount of the Ordinary Dividend, which will be deducted in priority from the net income for the financial year ended 31 March 2022 and retained earnings, i.e. a total net amount estimated at EUR 50,786,949 (the "**Ceiling**").

In the event that the amount of the Distribution in Kind exceeds the Ceiling, the Board of Directors of BBI shall have full powers to adjust the above-mentioned parity so that the amount distributed does not exceed the Ceiling; this would be the case, on the basis of a maximum distributable amount of EUR 50,786,949 and assuming that approximately 4,669,616 Nacon shares would be distributed, if the opening price of the Nacon share on the Payment Date exceeds EUR 10.88.

<sup>3</sup> of which 3,555,937 Nacon shares were loaned on 12 February 2021 to BNP Paribas for hedging purposes in connection with the bond issued by BBI (see Note 2.2.4 of the notes to the consolidated financial statements in the universal registration document filed by BBI on 6 July 2021 with the Autorité des Marchés Financiers under number D21-0687).

<sup>4</sup> This number is obtained by multiplying the number of BBI shares entitled to the Distribution in Kind, i.e. 18,678,467 BBI shares (18,699,733 shares making up BBI's share capital, less 21,266 treasury shares), by the distribution ratio, i.e. 1 Nacon share for every 4 BBI shares, and assuming the theoretical absence of fractional shares.

<sup>5</sup> on the basis of the number of shares and voting rights making up Nacon's capital at 31 May 2022

BBI will issue a press release on the morning of the Payment Date, once the opening price of the Nacon shares is ascertained, to confirm the parity chosen for the Distribution in Kind and, in the event of an adjustment of the parity, to inform shareholders of any potential changes to the timing of the Distribution in Kind.

Rights forming fractional shares shall not be tradable or assignable. Accordingly, if the allocation to which a shareholder is entitled by application of the parity retained is not a whole number of Nacon shares (i.e. a holding of BBI shares of less than four (4) or not corresponding to a multiple of four (4)), the shareholder shall receive the number of Nacon shares immediately below this amount, together with a cash payment for the balance, the amount of which will be calculated on the basis of the price at which the Nacon shares corresponding to the fractional shares will have been sold. Shareholders holding less than four (4) BBI shares on the evening of the Record Date will therefore solely receive a cash payment.

For illustrative purposes only and assuming a theoretical opening price of the Nacon share of EUR 5.74<sup>1</sup>:

- a shareholder holding 3 BBI shares would not receive any Nacon shares but only a balancing payment, the amount of which will depend on the date on which the Centralising Bank or its financial institution, as the case may be, sells the fractional shares to which it is entitled, and

- a shareholder holding 5 BBI shares would receive one (1) Nacon share and, for the balance, a balancing payment, the amount of which will depend on the date on which the Centralising Bank or its financial institution, as the case may be, sells the fractional shares to which it is entitled.

## 1.2 Timetable for the Distribution in Kind

The indicative timetable for the Distribution in Kind is as follows:

|                     |  |
|---------------------|--|
| <b>17 June 2022</b> | Publication of the first notice ( <i>avis de reunion</i> ) in the BALO (French official bulletin of legal notices) convening the Combined Shareholders' Meeting of BBI |
| <b>6 July 2022</b>  | Publication in BALO of the second notice ( <i>avis de convocation</i> ) in the BALO convening the Combined Shareholders' Meeting of BBI                                |
| <b>20 July 2022</b> | Start of the suspension period of the liquidity agreement  |
| <b>22 July 2022</b> | Combined Shareholders' Meeting of BBI  |
| <b>27 July 2022</b> | Ex-date of the distribution in kind  |
| <b>28 July 2022</b> | Record date of the distribution in kind  |
| <b>29 July 2022</b> | Pay date of the distribution in kind<br>End of the suspension period of the liquidity agreement  |

## 2. PAYMENT OF THE DISTRIBUTION IN KIND

The payment of the Distribution in Kind will take place as from the Payment Date, i.e. 29 July 2022, under the conditions specified below.

The bank responsible for the centralizing the transactions in connection with the Distribution in Kind (the "**Centralising Bank**") is BNP Paribas Securities Services, 9 rue du Débarcadère - 93761 Pantin Cedex.

For the Beneficiaries entitled to the Distribution in Kind who hold BBI shares in bearer or administered registered form:

- the Centralising Bank will credit, via Euroclear France, each financial institution holding an account (i) on the Payment Date, the whole number of Nacon shares corresponding to its position in BBI shares duly registered with Euroclear France at the end of the Record Date, by applying the parity of one (1) Nacon share for every four (4) BBI shares registered in the account of the financial institution holding the relevant account and (ii) the amount of the cash balance payment due to this financial institution holding the account, as from the sale of the Nacon shares corresponding to the fractional shares after the distribution between the financial institutions holding the Nacon shares corresponding to multiples of four (4) BBI shares;

<sup>6</sup> The theoretical share price used for the above examples (i.e. EUR 5.74 per Nacon share) is the closing price of Nacon shares on 31 May 2022.

- Following which, each of the account-holding financial institutions will credit each of its clients first with (i) the whole number of Nacon shares corresponding to multiples of four (4) BBI shares registered in its books in the name of the client concerned and then (ii) the amount of the cash balance due to this client, the amount of which will be based on the sale price of the shares corresponding to the fractional shares after the distribution of Nacon shares corresponding to multiples of four (4) BBI shares between its clients.

For the Beneficiaries of the Distribution in Kind holding their BBI shares in the issuer registered form:

- the Centralising Bank, acting as financial institution in charge of keeping the register of issuer registered shareholders, will (i) credit, as from the Payment Date, the account of each of the Beneficiaries of the Distribution in Kind holding issuer registered BBI shares with the Nacon shares corresponding to multiples of four (4) BBI shares held in issuer registered form by the Beneficiary concerned and (ii) credit the account of the Beneficiary with the Nacon shares corresponding to multiples of four (4) BBI shares, as from the sale of the shares corresponding to the fractional shares, the account of each of the concerned Beneficial Owners of the Distribution in Kind of the net amount of the balancing payment due to him/her, if any, the amount of which will be based on the sale price of the shares corresponding to the fractional shares after the distribution between the Beneficial Owners of the Nacon shares corresponding to multiples of four (4) BBI shares.

The Beneficiaries of the Distribution in Kind, regardless of whether the BBI shares are held in bearer or administered registered form, must pay, as the case may be, to their authorised financial intermediary or to BBI, through BNP Paribas Securities Services, the social security deductions and/or the non-dischargeable deduction or withholding tax payable in respect of the Distribution in Kind. Where applicable, the authorised financial intermediary responsible for maintaining the bearer or administered registered share accounts or BBI, through BNP Paribas Securities Services, responsible for maintaining the issuer registered share accounts, may sell the number of Nacon shares necessary to pay the social security contributions and/or the withholding tax due in respect of the Distribution in Kind.

Shareholders who wish to sell the Nacon shares received under the Distribution in Kind should contact their usual financial advisor and/or their financial institution holding the account.

### **3. TAX TREATMENT OF THE DISTRIBUTION IN KIND<sup>1</sup>**

The following discussion summarizes the French tax consequences that may apply to BBI's shareholders as a result of the Distribution in Kind, based on the legislation in force at this time. The rules described below are subject to change and new laws or regulations could be retroactive or apply to the current calendar or fiscal year.

BBI's shareholders are advised that the tax information contained in this Section 3 is only a summary of the tax provisions applicable under current legislation and is provided for general information purposes only. Accordingly, the tax information below does not constitute a comprehensive description of all tax impacts that may apply to BBI's shareholders as a result of the Distribution in Kind.

BBI's shareholders are advised to consult their usual tax advisor on the tax consequences in light of their particular circumstances.

In addition, persons who are not French tax residents must refer to (i) the provisions of the applicable tax treaty concluded between their own State of residence and France; (ii) the provisions of French tax legislation; and (iii) the legislation of their State of residence and/or nationality that may apply to them so that they may determine their applicable tax regime. These persons should seek advice from their usual tax advisor regarding the applicable tax treatment for the Distribution in Kind.

A portion of the Distribution in Kind will correspond, from a tax point of view, to a reimbursement of a contribution. In light of the provisions of Article 112 of the French General Tax Code ("CGI"), using the closing price of the Nacon share on May 31, 2022, i.e. EUR 5.74, as a basis for calculation, and in light of the analysis of the composition of BBI's shareholders' equity as of the date of the Distribution in Kind, this portion should be approximately 23.88% of the value of the Distribution in Kind.

Thus, BBI will indicate, in a press release to be published on the Payment Date, the allocation of the Distribution in Kind from a tax point of view between, on the one hand, a distribution of income from transferable securities (a priori the share of the Distribution in Kind charged to the "Other reserves" and "Merger premiums" items) and, on the other hand a reimbursement of a contribution (a priori the share of the Distribution in Kind charged to the items "Contribution Premiums" and "Share Premiums"), which reimbursement will not be considered as a distribution of income and will therefore not be subject to French withholding tax by the paying institution of the Distribution in Kind or to French withholding tax.

<sup>1</sup> Share fractions will be subject to the same tax regime as specified here

### 3.1. Shareholders with a tax residence in France

#### 3.1.1. Natural persons holding BBI shares as part of their private assets and not carrying out stock market transactions under conditions similar to those characterizing an activity carried out by a person professionally engaged in such transactions

##### 3.1.1.1. 12.8% withholding tax

Pursuant to Article 117-quater of the CGI, subject to the exceptions mentioned below, natural persons domiciled in France are subject to a mandatory 12.8% **PFNL** non-final withholding tax on the gross amount of distributed income.

This withholding is made by the paying agent of the income if it is located in France.

When the paying agent of the income is established outside of France, the income is declared and the corresponding withholding tax is paid within the first 15 days of the month following the month of the payment of the income, either by the taxpayer him/herself or by the paying agent, when that entity is established in a Member State of the European

Union or in another Member State of the European Economic Area Agreement that has entered into an administrative assistance agreement with France to combat tax evasion and tax fraud and has received instructions to this effect by the taxpayer. BBI shareholders who find themselves in this situation should contact their financial intermediary to find out what processes they will put into place in this respect.

Natural persons belonging to a tax household whose reference taxable income (revenu fiscal de référence) for the second-to-last tax year, as defined in 1° of IV of Article 1417 of the CGI, is lower than EUR 50,000 for taxpayers who are single, divorced or widowed, or EUR 75,000 for couples filing jointly, may request an exemption from this withholding under the terms and conditions of Article 242-quater of the CGI by providing to the paying agent no later than November 30 of the year preceding the year of the payment of the distributed income a sworn statement that the reference taxable income shown on the tax notice issued in respect of the second-to-last year preceding the year of payment was below the above-mentioned taxable income thresholds.

When the paying agent is established outside France, only natural persons belonging to a tax household whose reference taxable income for the penultimate year, as defined in 1° of IV of Article 1417 of the CGI, is equal to or greater than the amounts mentioned in the previous paragraph are subject to this tax.

The withholding tax does not apply to income related to securities held in French share savings plans (Plan d'Épargne en Actions, "**PEA**").

##### 3.1.1.2. Income tax

The final taxation of dividends is determined based on the information reported in the income tax return filed the year following the year in which the dividend income is received.

Pursuant to 1 of the Article 200 A of the CGI, dividends are, in principle, subject to the 12.8% single flat rate withholding tax (prélèvement forfaitaire unique, "**PFU**").

Pursuant to Article 193 of the CGI, the 12.8% PFNL non-final withholding tax may be credited against the income tax due in respect of the year in which it was paid. Where it exceeds the income tax due, the surplus is refunded.

In practice, the alignment of the current PFU and PFNL rates at 12.8% is equivalent to paying withholding tax at source.

Pursuant to Article 200 A2. of the CGI, by way of derogation from the application of the PFU, taxpayers wishing to do so, may, upon express, global and irrevocable election be subject to the progressive scale of income tax.

Under Article 158 of the CGI, dividends must be included in the shareholder's global taxable income as portfolio income (revenu de capitaux mobiliers) in respect of the year during which they are received. The election is exercised each year when filing the tax return and no later than the filing deadline. The dividends are then subject to income tax under the progressive scale and benefit from an unlimited tax allowance of 40% on the amount of distributed income ("**40% Allowance**"). The option for the progressive income tax scale applies on an annual basis to all income from portfolio income and capital gains subject to the aforementioned flat-rate tax of 12.8% and realised in respect of the same year.

If the BBI shares are held in a French share savings plan (PEA), dividends and similar distributed income are exempt from income tax, subject to compliance with the terms and conditions applicable to the PEA.

### 3.1.1.3. *Social contributions*

Regardless of whether or not the 12.8% PFNL is applicable, the gross amount of income distributed by BBI (before application of the 40% Allowance when the shareholder has opted for taxation under the progressive scale) will also be subject to social contributions at a global rate of 17.2%, broken down as follows :

- ✓ general social contribution (contribution sociale généralisée, "CSG") at the rate 9.2%;
- ✓ social debt repayment contribution (contribution pour le remboursement de la dette sociale, "CRDS") at the rate of 0.5%; and
- ✓ solidarity levy at a rate of 7.5%.

These social contributions are not deductible from income subject to PFU. When income is subject to the progressive tax scale upon election, the 9.2% CSG is deductible up to 6.8% from the taxable income of the year of its payment.

Shareholders should consult their usual tax advisor to determine the tax reporting obligations and payment rules that may apply to them in respect of the PFNL and social contributions.

### 3.1.1.4. *Payment of the PFNL withholding tax and social contributions*

The Beneficiaries of the Distribution in Kind shall pay, as the case may be, to their authorized financial intermediary or to BBI, through BNP Paribas Securities Services, the social security contributions and/or the withholding tax or the withholding tax due in respect of the Distribution in Kind. Where applicable, the authorized financial intermediary responsible for maintaining the bearer or administered registered share accounts or BBI, through BNP Paribas Securities Services, responsible for maintaining the bearer share accounts, may sell the number of Nacon shares required to pay the social contributions and/or the PFNL withholding tax due in respect of the Distribution in Kind.

### 3.1.1.5. *Exceptional contribution on high-income earners*

Pursuant to Article 223-sexies of the CGI, taxpayers subject to personal income tax are liable for a contribution based on the amount of the tax household's reference taxable income as defined in 1° of IV of Article 1417 of the CGI, without any application of the quotient rules defined in Article 163-0 A of the CGI. The defined reference income includes the distributed income and dividends received by the relevant taxpayers (before the 40% Allowance when the shareholder has opted for taxation under the progressive scale). This contribution is calculated by applying the following rates:

- ✓ 3% of the portion of reference taxable income between EUR 250,000 and EUR 500,000 for single, widowed, separated or divorced taxpayers, and the portion of taxable income between EUR 500,000 and EUR 1,000,000 for couples filing jointly;
- ✓ 4% of the portion of reference taxable income above EUR 500,000 for single, widowed, separated or divorced taxpayers, and the portion of taxable income above EUR 1,000,000 for couples filing jointly.

### 3.1.1.6. *Portion of the Distribution in Kind having the nature of a reimbursement of a contribution for tax purposes*

Pursuant to the provisions of 1° of Article 112 of the CGI, distributions made by a company to its members or shareholders who are natural persons and who, for tax purposes, have the nature of a reimbursement of a contribution or share premiums in the sense of the latter, are not considered as distributed income and, as such, are not subject to income tax and are therefore not subject to the levies and taxes set out in paragraphs 3.1.1.1 to 3.1.1.5.

In accordance with the provisions of 1° of Article 112 of the CGI, this absence of taxation only applies insofar as all the distributable results and reserves of the distributing company have been allocated, which will be the case for a fraction of the Distribution in Kind since this will be charged in priority to the "Other Reserves" item in the accounts and, for any surplus, to the "Other Reserves" item in the accounts, for any surplus, to "Additional paid-in capital" and "Share premium", it being recalled that a proposal will be made to the General Meeting to allocate all "Retained earnings", less the sums deducted from this account in order to pay the Ordinary Dividend, to "Other reserves" prior to the payment of the Distribution in Kind.

BBI will indicate, in a press release to be published on the Payment Date, the allocation of the Distribution in Kind from a tax point of view between, on the one hand, a distribution of securities portfolio income corresponding to the share of the Distribution in Kind allocated to the "Other reserves" item and, on the other hand, a repayment of contribution corresponding to the share of the Distribution in Kind allocated to the "Additional paid-in capital" and/or "Share premium" items.)

Pursuant to the doctrine published by the tax authorities (BOI-RPPM-PVBMI-20-10-20-40-20141014 No. 240 in its version dated December 20, 2019), in the event of a subsequent sale of their shares by these partners or individual shareholders, the amount of these distributions is deducted from the acquisition or subscription price of the shares as determined under the conditions of Article 150-0 D of the CGI. Shareholders whose cost price for tax purposes of the BBI share is lower than the amount of the reimbursement of the contribution, as well as shareholders who have benefited from a deferral or suspension of taxation on the occasion of the acquisition of their BBI shares, are invited to contact their usual tax advisor in order to determine the tax treatment applicable to them.

### 3.1.2. Legal entities subject to corporate income tax (under standard rules)

#### 3.1.2.1. *Legal entities without the status of a parent company (société mère) in France*

Legal entities, other than those having parent company (société mère) status within the meaning of Article 145 of the CGI, should include the dividends and distributed income received in their taxable income subject to the ordinary corporate tax rate. An additional 3.3% social contribution may also apply, based on the corporate income tax charge, after a deduction of up to EUR 763,000 for each twelve-month period (Article 235- ter ZC of the CGI).

However, pursuant to Article 219 I-b of the CGI, for legal entities with annual revenue of less than EUR 7,630,000 (excluding taxes), and whose share capital is fully paid up and at least 75% continuously held throughout the relevant fiscal year by natural persons or by a company satisfying all these conditions, the corporate income tax rate is set at 15% for the first EUR 38,120 of taxable income for each twelve-month period. In addition, these legal entities are exempted from the aforementioned 3.3% social contribution.

#### 3.1.2.2. *Legal entities qualifying as a parent company (société mère) in France*

Legal entities holding at least 5% of BBI's share capital and voting rights and which meet the conditions set out in Articles 145 and 216 of the CGI may benefit, upon election, from a dividend and distributed income exemption under the parent-subsidiary regime.

Subsection I of Article 216 of the CGI provides, however, for the inclusion, in the taxable income subject to corporate income tax at the standard rate of the beneficiary, of a charge for costs and expenses set, under the current legislation, at 5% of total proceeds from shareholdings, tax credits included.

#### 3.1.2.3. *Other shareholders*

BBI shareholders subject to a tax system other than those referred to above, in particular taxpayers whose transactions in securities goes beyond simple portfolio management or who have recorded their shares as assets on their business balance sheet, should consult their own tax advisors to determine the provisions that apply to their particular circumstances.

#### 3.1.2.4. *Fraction of the Distribution in Kind having the nature of a reimbursement of a contribution for tax purposes*

Legal entities are invited to consult their usual tax advisor in order to determine the tax treatment applicable to them, in the light of their particular situation, as a result of receiving the portion of the Distribution in Kind that is in the nature of a reimbursement of a contribution.

## 3.2. Shareholders with a tax residence located outside France

Under French law as it currently stands and subject to the possible application of international tax treaties, the following discussion summarizes certain French tax consequences that may apply to investors (i) who are not French tax residents within the meaning of Article 4 B of the French Tax Code or whose registered office is located outside France and (ii) whose ownership of shares cannot be traced back to a fixed base or permanent establishment subject to taxation in France. Such persons should consult their usual tax advisor regarding the taxation applicable to their particular circumstances and comply with the tax legislation in force in their State of residence and/or nationality.

The Beneficiaries to the Distribution in Kind will have to pay to their paying agent, the withholding tax, subject to the provisions of the international tax treaties that may be applicable and to the exceptions mentioned hereafter, when the tax residence or the registered office of the beneficial owner is located outside France.

Consequently, the amount of the withholding tax shall be made available to the paying agent prior to the delivery of the shares.

If necessary, the paying agent may sell the number of Nacon shares necessary to pay the applicable withholding taxes.

BBI shareholders should contact their financial intermediary to find out the processes that will be put in place by the latter for this purpose.

Subject to what is set forth below and to the completion of the formalities necessary for the elimination or limitation of the rate of withholding at source that may be payable, the rate of this withholding tax is set in particular at:

- ✓ 12.8% by the 2° of the Article 187 (1) of the CGI where the beneficiary is a natural person; and
- ✓ 15% where the beneficiary is a non-profit organization that has its registered office in a Member State of the European Union or in another Member State of the European Economic Area Agreement that has entered into an administrative assistance agreement with France for the purpose of combating tax evasion and tax fraud, that would be taxed according to the treatment referred to in Article 206-5 of the CGI if it had its registered office in France and meets the criteria provided for by paragraphs 580 et seq. of the administrative guidelines BOI-IS-CHAMP-1050-10- 40 ass of 23 March 2022.

This withholding tax is also applicable to any payment made for the benefit of a non-resident in the context of a temporary assignment or a similar transaction giving the right or obligation to return or resell the shares or other rights relating to these shares. In accordance with the new Article 119 bis A, 1 of the CGI, the temporary or similar transaction must be carried out for a period of less than forty-five days, including the date on which the right to the distribution of the proceeds of the shares is acquired. If the beneficiary of the payment provides proof that it corresponds to a transaction that has primarily a purpose and effect other than avoiding the application of a withholding tax or obtaining the granting of a tax benefit, then they will be able to obtain the reimbursement of the withholding tax which will be definitely deducted from the tax department of his or her domicile or head office.

Regardless of the location of the beneficiary's tax residence or registered office, the income distributed by BBI outside France to a "non-cooperative" State or territory within the meaning of Article 238-0 A of the French Tax Code is subject to withholding tax at a rate of 75%. The list of non-cooperative states and territories is published by ministerial order and updated annually.

The list was updated by the ministerial order dated 2 March 2022 (published in the Official Journal of the French Republic (JORF) dated 16 March 2022) and includes the following States and territories: British Virgin Islands, Anguilla, Panama, Seychelles, Vanuatu, Dominica, Fiji, Guam, US Virgin Islands, Palau, American Samoa, Samoa, Trinidad and Tobago.

If States or territories were to be blacklisted by the European Union because they facilitate the creation of offshore structures or devices, they would also be affected by the application of the 75% withholding tax from the day the Ministerial Decree is amended accordingly, in accordance with Article 238-0 A 2 bis 1° of the CGI.

Investors that may be impacted by such measure and those who are domiciled or established in a non-cooperative State or territory should seek the advice of their usual tax advisor to determine the tax treatment applicable to them. Shareholders that are legal entities having their place of effective management in a Member State of the European Union may benefit from a withholding tax exemption if they hold at least 10% of BBI's share capital and otherwise meet all the conditions of Article 119-ter of the CGI. In addition, subject to meeting the conditions specified in administrative guidelines BOI-RPPM-RCM-30-30-20-40-20160607, legal entities that hold at least 5% of BBI's share capital may, under certain conditions, benefit from a withholding tax exemption if their place of effective management is located either in another Member State of the European Union or in another Member State of the European Economic Area Agreement that has entered an agreement with France to avoid double taxation which includes an administrative assistance clause to combat tax fraud and evasion. Legal entity shareholders who may be affected by this measure should consult their usual tax advisor to determine the tax treatment applicable to them.

Furthermore, and subject to the payment in a non-cooperative State or territory as defined in Article 238-0 A of the CGI, the withholding tax is not applicable pursuant to Article 119 bis (2) of the CGI to dividends distributed to collective investment undertakings governed by foreign law, located in a Member State of the European Union or another State which has entered into an administrative assistance agreement with France for the purpose of combating tax evasion and tax fraud, and which satisfy the following two conditions:

- ✓ raising capital from a certain number of investors with the purpose of investing it in a fiduciary capacity on behalf of such investors, pursuant to a defined investment policy; and
- ✓ having features similar to those required of collective undertakings governed by French law under section 1, paragraphs 1, 2, 3, 5 and 6 of sub-section 2, sub-section 3, or sub-section 4 of section 2 of Chapter IV of the 1st Title of Book II of the French Monetary and Financial Code (Code monétaire et financier).

The conditions of this exemption are set forth in detail in the official bulletin of public finances (bulletin officiel des finances publiques) dated 12 August 2020 (administrative guidelines BOI-RPPM-RCM-30-30-20-70).

Finally, the withholding tax may be reduced or even eliminated pursuant to tax treaties signed by France.

Accordingly, it is the responsibility of BBI shareholders to consult their usual tax advisors to determine whether they are likely to qualify for a reduction to or exemption from the withholding tax by virtue of the preceding principles or provisions of international tax treaties and to determine the formalities to be complied with to benefit from these treaties, including those provided for by administrative guidelines BOI-INT-DG-20-20-20-20 of 12 September 2012 relating to the "standard" or "simplified" procedure for the reduction of or exemption from the withholding tax.



#### 4. IMPACT OF THE DISTRIBUTION IN KIND ON CONSOLIDATED SHAREHOLDERS' FUNDS, NET RESULT AND NET DEBT OF THE BBI GROUP

##### 4.1. Impact of the Distribution in Kind on the consolidated shareholders' funds of the BBI Group

Following the Distribution in Kind, BBI will retain sole control over Nacon. Therefore, in accordance with the IFRS standards under which the Bigben Group's consolidated financial statements are prepared, the Distribution in Kind will be treated as a disposal of minority assets with no impact on the control of Nacon and will be treated for accounting purposes as a transaction between shareholders and thus recognised as equity.

The Distribution in Kind will result in a decrease in BBI's consolidated shareholders' funds on the payment date equal to (i) the number of Nacon shares distributed multiplied by the opening price of the Nacon share on the payment date of the Distribution in Kind, minus (ii) the gain on disposal of shares net of tax with no "Income Statement" impact resulting from the difference between the Distribution in Kind and the share of the net assets of the Nacon shares transferred to the Minority Shareholders, net of the taxes recorded at the time of the Distribution in Kind.

The impact of this transaction and of the change in Nacon's share price, on BBI's consolidated shareholders' funds group share, compared to the consolidated balance sheet at 31 March 2022, can therefore be summarized as follows:

|   | Number of outstanding BBI shares | Shareholders' funds (group share) of BBI (in EUR millions) | Shareholders' funds (group share) of BBI per share (In EUR per share) |
|---|----------------------------------|--|---|
| <b>Situation at 31 March 2022<sup>81</sup></b>  |                                  | 233,4  | 12,3  |
| <b>Impact of Distribution in Kind</b>   |                                  |  |   |
| <i>Distribution in Kind</i>   | 18 906 000 <sup>9</sup>          | -26,7  | -1,4  |
| <i>Capital gain on share disposal net of tax without any impact on Income Statement</i> |                                  | 13,6   | 0,7   |
| <b>Situation post Distribution in Kind</b>  |                                  | 220,3  | 11,7  |

##### 4.2. Impact of the Distribution in Kind on the consolidated net result of the BBI Group (group share)

Given the absence of a loss of control of Nacon by BBI, the Distribution in Kind will not have a material impact on the consolidated net result of the BBI Group.

##### 4.3. Impact of the Distribution in Kind on the consolidated debt of the BBI Group

The Distribution in Kind has no impact on the consolidated net debt of BBI, except for the taxes due in respect thereof.

The distribution of a cash balance to shareholders who do not hold a number of BBI shares entitling them to a whole number of Nacon shares will have an insignificant impact on the consolidated net debt of BBI.

#### 5. RISK FACTORS

These risk factors should be carefully considered.

##### 5.1. Specific risk factors related to the Distribution in Kind

The main risk factors related to the Distribution in Kind are set forth below. BBI's shareholders should be aware that the list of risks presented below is not exhaustive and that other additional risks that are unknown or whose realization as of the date hereof is not considered likely to have an adverse effect on the Distribution in Kind, may exist:

- in the event that the Distribution in Kind exceeds the Ceiling, the Board of Directors will have to make the necessary adjustment to the parity so that the amount distributed does not exceed such Ceiling; this would be the case if the opening price of the Nacon share on the Payment Date exceeded EUR 10.88, based on a distributable amount of EUR 50,786,949 and assuming that all 4,669,616 Nacon shares would be distributed, it being specified that in the event of an adjustment of the parity, the timing of the Distribution in Kind may change.

- BBI shareholders could sell the Nacon shares they receive in connection with the Distribution in Kind, which could lead to downward pressure on the market price of Nacon shares,

<sup>8</sup> on the basis of BBI consolidated annual disclosed at 31 March 2022 approved by the Board on 31 May 2022.

<sup>9</sup> number of shares making up the capital of BBI minus the number of treasury shares held by BBI as at 31 March 2022.

- the market price of Nacon shares could decline after the Distribution in Kind, and
- tax laws and regulations may change unfavorably compared to the current tax system.

## 5.2. Risk factors relating to Nacon and its business

The main risk factors relating to Nacon and its business are described in Nacon's universal registration document filed with the Autorité des Marchés Financiers on July 6, 2021 under number R. 21-0037.\*

## Next events:

**Annual General Meeting: 22 July 2022**

**Q1 2022-23 sales: 25 July 2022,**

*Press release after close of the Euronext Paris stock exchange*

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### ABOUT BIGBEN INTERACTIVE

#### SALES 2021-22

275.7 M€

#### HEADCOUNT

Over 1200 employees

#### INTERNATIONAL

31 subsidiaries and a distribution network  
in more than 100 countries

[www.bigben-group.com](http://www.bigben-group.com)

Bigben Interactive is a European player in video game development and publishing, in design and distribution of smartphone and gaming accessories as well as in audio products. The Group, which is recognized for its capacities in terms of innovation and creativity, intends to become one of Europe's leaders in each of its markets

Company listed on Euronext Paris, compartment B – Index : CAC Mid & Small – Eligible SRD long

ISIN : FR0000074072 ; Reuters : BIGPA ; Bloomberg : BIGFP

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