

# The Intertain Group Limited Executes Share Purchase Agreement to Acquire Leading Online Casino Provider Vera&John

**TORONTO, Dec. 12, 2014 /CNW/** - The Intertain Group Limited ("**Intertain**" or the "**Company**") (TSX: IT) is pleased to announce that, further to the news release announcing the signing of a non-binding letter of intent (the "**LOI**") on October 9, 2014, the Company has entered into a share purchase agreement to acquire (the "**Acquisition**") the entire issued share capital of Dumarca Holdings Limited, the Malta-based parent company of the Vera&John group ("**Vera&John**"). The Acquisition will require an initial payment ("**Initial Payment**") of €44.5 million in cash and approximately 5.0 million common shares ("**Common Shares**") of Intertain. The Initial Payment is subject to certain net cash and working capital adjustments. Furthermore, Intertain may be required to make a further cash payment (the "**Earn Out**") in the event Vera&John generates earnings before interest, taxes, depreciation and amortization ("**EBITDA**")<sup>1</sup> over certain thresholds in 2015 and 2016. The cumulative Earn Out payment over 2015 and 2016 is subject to a cap of €8.1 million.

The Acquisition is subject to regulatory approvals and is expected to be completed within 30 days.

Canaccord Genuity Corp. is acting as exclusive financial advisor for Intertain with respect to the acquisition and provided an opinion that as of the date of the opinion and subject to the assumptions and limitations stated therein, the consideration proposed to be paid by Intertain is fair from a financial point of view.

## About The Intertain Group Limited

Intertain is an online gaming company that provides entertainment to a global consumer base. Intertain currently offers casino, bingo and poker games to its customers using the InterCasino, InterPoker, Costa and other brands. The InterCasino and InterPoker gaming platform is supplied by NYX Gaming Group Limited and its bingo offering operates off of the Dragonfish platform, a leading bingo software service provided by 888 Holdings plc.

## Forward-Looking Statements

This press release contains forward looking information within the meaning of Canadian securities laws concerning the business, operations and financial performance of Vera&John. Forward looking information includes but is not limited to statements with respect to the future financial performance of Vera&John, expected EBITDA and statements with respect to the anticipated timing, mechanics, completion and settlement of the Acquisition. In particular, there can be no assurance that the Acquisition will close. This forward looking information is based on certain assumptions regarding expected growth, results of operations, performance, and business prospects and opportunities. While the Company considers these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Forward-

looking information is subject to a number of risks, uncertainties and other factors that could cause actual results to differ materially from what the Company currently expects. These risks, uncertainties and other factors include, but are not limited to: credit, market, currency, operational, liquidity and funding risks, including changes in economic conditions, interest rates or tax rates, limited operating history, the fact that on-line gaming is a heavily regulated industry and that such regulation is subject to change, competition from other providers of online gaming services, the possibility that the Company be unable to integrate Vera&John's business successfully, the risks associated with international and foreign operations and the risks discussed under the heading "Risk Factors" in Intertain's annual information form for the year ended October 31, 2013, Although the Company believes its expectations are based upon reasonable assumptions and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

The foregoing factors are not intended to represent a complete list of the factors that could affect the Company and the Acquisition. The Company does not intend or undertake to publically update any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

<sup>1</sup> Non-GAAP measure. The term "EBITDA" does not have a standardized meaning in accordance with International Financial Reporting Standards ("IFRS") and is therefore unlikely to be comparable to similar measures presented by other companies. Rather, this measure is used to provide management and investors with additional measures of performance. EBITDA, as used in this press release, represents net earnings before financing expenses, taxes, and amortization. The most comparable IFRS measure to EBITDA is net revenue from gaming operations.

## **SOURCE The Intertain Group Limited**

For further information: Rob Chalmers, [rchalmers@intertain.com](mailto:rchalmers@intertain.com), 1.647.402.7552