

Scientific Games and NYX Gaming Group Announce Shareholder Approval for Acquisition of NYX



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Scientific Games Corporation →
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Scheme Achieves Broad Shareholder Support with 99 Percent of Votes Cast Approving the Scheme

Acquisition Scheduled to Close in Early January



LAS VEGAS, Dec. 20, 2017 /PRNewswire/ -- Scientific Games Corporation (NASDAQ: SGMS) ("**Scientific Games**") and NYX Gaming Group Limited (TSXV: NYX) ("**NYX**") today announced that the previously announced acquisition of NYX by Scientific Games (the "**Acquisition**") by way of a court-sanctioned scheme of arrangement under Part VIII of the Companies (Guernsey) Law, 2008 (the "**Scheme**") was approved by an overwhelming vote of NYX shareholders. With this shareholder approval, the Acquisition remains scheduled to close in early January.

"We are thrilled by the strong support from NYX shareholders and we are very excited about our combined companies' future growth potential. By bringing together Scientific Games and NYX, we will create a world leader in digital gaming and sports betting, a company with an unrivaled, end-to-end product portfolio and an innovative driving force in the industry," said Scientific Games CEO and President Kevin Sheehan.

"The Acquisition will be a win-win for both companies and our collective shareholders. By joining Scientific Games, we will become part of a company with unmatched global reach, resources and industry leading content. The leaders of both NYX and Scientific Games are committed to delivering significant value for our customers across the full spectrum of digital gaming," said NYX CEO Matt Davey.

- Eligible NYX shareholders (the "**Scheme Shareholders**") voted at the court meeting (the "**Court Meeting**") to pass a resolution approving the Scheme by the requisite majority; and
- NYX shareholders voted at the extraordinary general meeting (the "**Extraordinary General Meeting**") to pass a special resolution authorizing the directors of NYX to take steps to give effect to the Scheme as well as making certain amendments to the articles of incorporation of NYX for purposes of implementing the Scheme.

Details of the resolutions passed are set out in the Notice of Court Meeting and the Notice of General Meeting contained in the scheme circular dated November 15, 2017 (the "**Scheme Circular**") in relation to the Acquisition.

Voting Results of the Court Meeting

The resolution proposed at the Court Meeting was decided on a vote by ballot. The resolution was duly passed by:

- (i) the requisite majority in number of Scheme Shareholders who were present and voting, either in person or by proxy, representing at least 75% in value of the shares voted; and
- (ii) the requisite majority of Scheme Shareholders who were present and voting, either in person or by proxy, excluding the votes cast by persons considered to be "interested parties" (as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* of the Canadian Securities Administrators).

The voting of Scheme Shareholders at the Court Meeting was as follows:

	Number of Scheme Shares Voted	Percentage of Scheme Shares Voted	Number of Scheme Shareholders Who Voted	Percentage of Scheme Shareholders Who Voted	Percentage of Scheme Shareholders Who Voted Excluding Interested Parties
FOR	49,812,631	99.57%	9	90.0%	99.42%
AGAINST	214,395	0.43%	1	10.0%	0.58%
TOTAL	50,027,026	100.0%	10	100.0%	100.0%

Voting Results of the Extraordinary General Meeting

At the Extraordinary General Meeting, the special resolution was decided on a vote by ballot. The special resolution was duly passed by NYX shareholders representing at least 75% of the votes cast by NYX shareholders present and voting, either in person or by proxy.

The voting of NYX shareholders at the Extraordinary General Meeting was as follows:

	Number of Votes	Percentage of Votes
FOR	88,925,014	99.83%
AGAINST	155,730	0.17%
TOTAL	89,080,744	100.0%

Next Steps

Completion of the Acquisition remains subject to certain closing conditions, including the sanctioning of the Scheme by the Royal Court of Guernsey at a court hearing, which is scheduled to be held on January 5, 2018 at 10.00 a.m. (Guernsey time). The Scheme is scheduled to become effective, and the Acquisition scheduled to close, on or around January 5, 2018.

The above dates are indicative only and will depend, among other things, on the date upon which the remaining closing conditions are satisfied, including the sanction of the Scheme by the Royal Court of Guernsey.

About NYX

NYX Gaming Group Limited (TSXV: NYX) is a leading digital gaming provider, headquartered in Las Vegas, USA, with a staff of more than 1,000 employees globally, including more than 600 engineers.

NYX delivers value by adhering to the highest standards of customer service, probity and responsibility. It has one of the broadest distribution bases in the industry, with more than 200 unique customers.

The award-winning NYX OGS™ (Open Gaming System), which allows licensees to leverage the best-of-breed, multi-vendor casino content from around the world, is acknowledged to be the industry's market-leading gaming offering. From its own studios and a broad partner network of the most innovative third party suppliers, NYX offers customers the widest portfolio of content available, with access to more than 2,000 game titles, via OGS™.

In addition, NYX's award winning sports betting division OpenBet is utilized and trusted by leading sports book operators, with its scale and performance world-renowned. In 2016, the OpenBet Sportsbook processed more than two billion bets and broke new records at the 2017 Grand National, where it processed 68,000 peak bets-per-minute.

NYX Gaming Group Limited is listed on the TSX Venture Exchange under the symbol TSXV: NYX.

About Scientific Games

Scientific Games Corporation (NASDAQ: SGMS) is a global leader in technology-based gaming systems, table games, table products and instant games, and a leader in products, services and content for gaming, lottery and interactive gaming markets. Scientific Games delivers what customers and players value most: trusted security, creative content, operating efficiencies and innovative technology. Today, Scientific Games offers customers a fully integrated portfolio of technology platforms, robust systems, engaging content and unrivaled professional services. For more information, please visit www.scientificgames.com

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Forward-Looking Statements

This press release includes "forward-looking statements" and "forward-looking information" (collectively "forward-looking statements") within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws. Forward-looking statements describe future expectations, plans, results or strategies and can often be identified by the use of terminology such as "may," "will," "estimate," "intend," "plan," "continue," "believe," "expect," "anticipate," "estimate," "should," "could," "potential," "opportunity," or similar terminology. These statements are based upon management's current expectations, beliefs, assumptions and estimates and are not guarantees of timing, future results or performance. Similarly, statements herein that describe the proposed transaction, including its financial impact, and other statements of management's expectations, beliefs, assumptions, estimates and goals regarding the proposed transaction are forward-looking statements. It is uncertain whether any of the events or results anticipated by the forward-looking statements (including consummation of the proposed transaction) will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of the combined company or the price of Scientific Games' stock. These forward-looking statements involve certain risks and uncertainties and other factors that could cause actual results to differ materially from those indicated in such forward-looking statements, including but not limited to: uncertainties as to the timing of the consummation of the proposed transaction and the ability of the parties to consummate the proposed transaction; the satisfaction of the conditions precedent to consummation of the proposed transaction, including the approval of the Royal Court of Guernsey; the ability to obtain required regulatory and gaming approvals at all or in a timely manner; the ability to obtain the debt financing necessary to consummate the proposed transaction; potential litigation related to the proposed transaction; disruption of NYX's or Scientific Games' current plans and operations as a result of the proposed transaction; the ability of NYX or Scientific Games to retain and hire key personnel; competitive responses to the proposed transaction; unexpected costs, charges or expenses resulting from the proposed transaction; the ability of Scientific Games to successfully integrate NYX's operations, product lines and technology; the diversion of management's attention from Scientific Games' and NYX's ongoing business operations; the ability of Scientific Games to implement its plans, forecasts and other expectations with respect to NYX's business after the completion of the transaction and realize additional opportunities for growth and innovation; potential adverse effects due to foregoing opportunities that Scientific Games might otherwise pursue absent the pendency of the proposed transaction; the ability of Scientific Games to realize the anticipated synergies from the proposed transaction in the anticipated amounts or within the anticipated timeframes or costs expectations or at all; the ability to maintain relationships with Scientific Games' and NYX's respective employees, customers, other business partners and

governmental authorities; and the other risks, uncertainties and important factors contained and identified (including under the heading "Risk Factors") in Scientific Games' filings with the SEC, such as its Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K, and NYX's filings with Canadian securities regulators, any of which could cause actual results to differ materially from the forward-looking statements. The forward-looking statements included in this press release are made only as of the date hereof and neither Scientific Games nor NYX undertakes any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as may be required by applicable law. NYX is responsible for the information in this press release concerning NYX and Scientific Games is responsible for the information in this release concerning Scientific Games. To the maximum extent permitted by law, none of Scientific Games, its directors, employees or agents accepts any liability for any loss arising from the use of NYX information contained in this communication. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

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