

Date: January 31, 2025

To,
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.
Scrip Symbol: NAZARA

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) - Acquisition of Starladder Ltd, by NODWIN Gaming International Pte Ltd, a step-down subsidiary of Nazara Technologies Limited:

Dear Sir/Madam,

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform you that the NODWIN Gaming International Pte Ltd (“Nodwin Singapore”), a wholly owned subsidiary of Nodwin Gaming Private Limited (“Nodwin”), a material subsidiary of the Company, has on January 30, 2025 executed a Share Purchase Agreement (“Agreement”) with Roman Romanstov (“Founder”/“Seller”) for 100% acquisition of share capital of Starladder Ltd (“Starladder”) from the Seller for an aggregate consideration of upto USD 5.50 million (~INR 47.59 crores) payable by the Nodwin Singapore, a) partly by way of cash consideration upto USD 2.00 million (~INR 17.31 crores); and b) balance USD 3.50 million (~INR 30.28 crores) by way of swap of equity shares of Nodwin Singapore, subject to compliance with the applicable laws. In addition to the aforesaid, a consideration in cash and swap of equity shares of Nodwin Singapore will be payable to the Founder based on meeting of the earn-out targets, as per the terms mentioned in the Earn-Out Agreement.

The proposed transaction is subject to fulfilment of certain customary condition precedents and other terms and conditions as set forth in the definitive agreements. Upon completion of the said acquisition, Starladder will become the wholly owned subsidiary of Nodwin Singapore and a step-down subsidiary of Nodwin and Company.

The details in relation to the above, as required under the SEBI Master Circular no. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure A**.

You are requested to take the above intimation on your records.

Thanking you,
Yours faithfully,
For Nazara Technologies Limited

Arun Bhandari
Company Secretary & Compliance Officer

Encl.: As above

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Annexure A

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) read with Chapter V and Annexure 18 the SEBI Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated November 11, 2024 is as under:

Sr. No.	Particulars	Details
1.	Name of the Target Entity details in brief such as size, turnover, etc.	Starladder Ltd (“Starladder”) Paid up share capital: EURO 1,000 (~INR 90,000) CY 24 turnover of USD 2.80 million (~INR 24.23 Crores) (Based on the unaudited Financial Statements)
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The proposed acquisition of Starladder does not fall within the purview of related party transactions and the promoter / promoter group / group companies of the Company do not have any interest in Starladder.
3.	Industry to which the entity being acquired belongs	Gaming & Sports Entertainment
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	With this acquisition, NODWIN Gaming strengthens it’s AAA world class event production and IP capabilities. This will expand NODWIN into top level PC esports worldwide. NODWIN will also offer a curated data stack to media partners.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No such approval required.
6.	Indicative time period for completion of acquisition	Within 60 Days.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The consideration of USD 5.5 million (~INR 47.59 crores) will be discharged in the following manner: a. USD 3.50 million (~INR 30.28 crores) by way of swap of 16187 equity shares of Nodwin Singapore in exchange of equity shares of Starladder and b. Cash consideration of USD 2.00 million (~INR 17.31 crores), to be paid within 60 days from the date of agreement. Additional consideration in cash and swap of equity shares of Nodwin Singapore will be payable based on the earn-out targets.

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Sr. No.	Particulars	Details
8.	Cost of Acquisition or the price at which shares are acquired	<p>USD 5.50 million (~INR 47.59 crores)</p> <p>Additional consideration in cash and swap of equity shares of Nodwin Singapore will be payable based on the earn-out targets.</p>
9.	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Post completion of the aforesaid acquisition, the Nodwin Singapore will hold 100% stake in Starladder and accordingly, Starladder shall become a wholly owned subsidiary of Nodwin Singapore and a step-down subsidiary of Nodwin and the Company.</p>
10.	Brief background about the entity proposed to be acquired in terms of product/ line of business acquired, date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information	<p>Starladder is a Company incorporated in Cyprus on 3rd December 2018 and is engaged in the Gaming & Sports Entertainment business.</p> <p>Starladder, known for producing Valve CSGO Majors and the iconic Star Series IP, excels in top-tier live event production. Publishers and brands rely on its AAA expertise for large-scale events.</p> <p>Last 3 years' turnover:</p> <p>*CY24 USD 2.80 million (~INR 24.23 Crores) *CY23 USD 1.40 million (~INR 12.15 Crores) CY22 USD 5.30 million (~INR 45.87 Crores)</p> <p>*Note: Based on the unaudited Financial Statements</p> <p>Country of Operation: Cyprus, Ukraine, Middle East, Europe</p>