



June 28, 2024

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

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) –Agreement for Acquisition of 100% stake of Freaks 4U Gaming GmbH, Germany by Nodwin Gaming Private Limited, a material subsidiary, through its wholly owned subsidiary “Nodwin Gaming International Pte. Ltd.”

With reference to the above and further to our earlier intimation dated January 31, 2024 and in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform you that Nodwin Gaming International Pte. Ltd. (“Nodwin Singapore”), a wholly owned subsidiary of Nodwin Gaming Private Limited (“Nodwin”), a material subsidiary of the Company, on June, 27, 2024 has signed agreements for acquiring the balance 86.49% stake of Freaks 4U Gaming GmbH (“Freaks 4U”), for a value of EUR 30,360,000/- (Thirty Million Three Hundred Sixty Thousand Euros Only) (equivalent to approx. INR 271.48 Crores) by share swap. Nodwin Singapore, which currently holds 13.51% stake of Freaks 4U, on completion of the transaction will hold 57% stake and will have an exclusive right to acquire the balance 43% stake from the Freaks 4U founders, at its discretion.

Freaks 4U Gaming GmbH domiciled in Germany, is a gaming & esports-focused company, delivering its services to brands & publishers across the world. This acquisition is set to bolster Nodwin’s access to developed markets, in addition to execution and planning capabilities in PC gaming and games publishing support services. The integration of Freaks 4U’s capabilities, along with its presence in key developed markets, will serve as substantial revenue drivers. This strategic alignment will complement Nodwin’s strong execution capabilities in emerging markets, enabling the establishment of a global delivery model – a pioneering achievement in the esports sector.

The proposed transaction is subject to fulfilment of certain customary conditions precedent and other terms and conditions as set forth in the agreements.

The details in this regard, pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as Annexure-A.

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

Thanking you,

Yours faithfully,

For Nazara Technologies Limited

Varsha Vyas

Company Secretary and 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 read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details
1	Name of the Target Entity details in brief such as size, turnover, etc	Freaks 4U Gaming GmbH (“Freaks 4U Gaming”) is a Company incorporated in Germany. Annual Turnover as on December 31, 2023 (Unaudited): EUR 26,905,956/- Paid up capital as on December 31, 2023: EUR 104,764/-
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 Freaks 4U Gaming by Nodwin Gaming International Pte. Ltd. (“Nodwin Singapore”), a wholly owned subsidiary of Nodwin Gaming Private Limited (“Nodwin”), a material subsidiary of the Company, does not fall under the purview of related party transactions and the promoter/ promoter group / group companies of the Company do not have any interest in Freaks 4U Gaming.
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 investment in target entity if the business is outside the main line of business of the listed entity).	This acquisition is set to bolster Nodwin’s access to developed markets, in addition to planning and execution in PC gaming and publishing support services. The integration of Freaks 4U Gaming’s capabilities, along with its presence in key developed markets, will serve as substantial revenue drivers. This strategic alignment will complement NODWIN Gaming's strong execution capabilities in emerging markets, enabling the establishment of a global delivery model – a pioneering achievement in the esports sector.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	No such approval required

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6	Indicative time for completion of acquisition	By July 15, 2024.
7	Nature of consideration - whether cash consideration or share swap and details of the same;	<p>Shares Swap.</p> <p>Total of 104,764 shares of Freaks 4U Gaming will be swapped with a total of 171,458 Class A Preference shares of Nodwin Singapore.</p> <p>At present on completion, 52,683 shares of Freaks 4U Gaming valued at EUR 23,452,144/- will be swapped with 132,446 Class A Preference shares of Nodwin Singapore of equal value.</p>
8	Cost of acquisition or the price at which shares are acquired	EUR 30,360,000 is the total consideration payable to purchase 86.49% of Freaks 4U Gaming, of which EUR 23,452,144/- is payable on transaction completion in share swap, and the balance EUR 6,907,856/- in due course at Nodwin's discretion.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	<p>52,863 shares representing 43.49% share capital of Freaks 4U Gaming.</p> <p>Post the said acquisition, Nodwin Singapore shall hold 57% of the share capital of Freaks 4U Gaming.</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>Date of Formation: February 07, 2011</p> <p>Freaks 4U Gaming GmbH is a Company incorporated in Germany engaged in the Gaming & Sports Entertainment business.</p> <p>Turnover:</p> <p>December 2023 (Unaudited): EUR 26,905,956/-</p> <p>December 2022 (Audited): EUR 38,251,774/-</p> <p>December 2021 (Audited): EUR 28,785,490/-</p> <p>Countries of Operations: Germany, USA, Taiwan, Serbia, France</p>

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