

April 17, 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

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") - Investment by Nazara Technologies FZ LLC, a wholly-owned subsidiary of the Company in Class A1 Preferred Shares of COG Holdings Global Limited

Dear Sir/Madam,

With reference to the above and in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we hereby inform that Nazara Technologies FZ LLC ("Nazara Dubai"), a wholly-owned subsidiary of the Company has entered into Class A1 Preferred Share Purchase Agreement ("the Agreement") on April 16, 2024 for making strategic investment in COG Holdings Global Limited ("COG / Target Company"), a company incorporated under the British Virgin Islands (BVI), by way of primary infusion in the share capital by subscription of 1273 Class A1 Preferred Shares of COG for an aggregate consideration of upto USD 500,000/- (US Dollar Five Hundred Thousand Only) in cash, in one or more tranches, in accordance with the Agreement and applicable laws and such other regulatory/ statutory approvals, as may be required. Further, pursuant to the said Agreement, Nazara Dubai will also receive 891 Class A1 Preferred Shares by COG as Advisory Shares.

The proposed transaction is subject to fulfilment of certain customary condition precedents and other terms and conditions as set forth in the Agreement. Post the completion of the aforesaid transaction, Nazara Dubai will hold a total of 2,164 Class A1 Preferred Shares, representing 8.5% share capital of COG.

Further, the details in this regards pursuant to the Listing Regulations 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, is enclosed herewith as **Annexure-A**.

You are requested to please take the above intimation on record.

Thanking you,
Yours faithfully,
For Nazara Technologies Limited

Varsha Vyas
Company Secretary and Compliance Officer

Encl.: As above

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 | COG Holdings Global Limited ("COG") The Paid-up share capital as on date is USD 21,116/- |
| 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 would 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 COG. |
| 3 | Industry to which the entity being acquired belongs | Web3 Multi-Game Platform/Studio |
| 4 | Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | Games development, Team and Global market Expansion in web3 / blockchain gaming & to participate in emerging / latest gaming technologies. |
| 5 | Brief details of any governmental or regulatory approvals required for the acquisition | No such approvals are required for the acquisition. |
| 6 | Indicative time for completion of acquisition | On or before March 31, 2025 |
| 7 | Nature of consideration - whether cash consideration or share swap or any other form and details of the same | Cash Consideration |
| 8 | Cost of acquisition and/or the price at which the shares are acquired | The total cash consideration of upto USD 500,000/- (US Dollar Five Hundred Thousand Only) will be discharged, in one or more tranches, by Nazara Dubai. |
| 9 | Percentage of shareholding / control acquired and / or number of shares acquired | Nazara Dubai will invest upto US\$ 500,000/- (US Dollar Five Hundred Thousand Only), payable in cash, one or more tranches, by way of primary infusion in 1,273 Class A1 Preferred Shares (representing 5% share capital) of COG. In addition, Nazara Dubai will also receive of 891 Class A1 Preferred Shares (representing 3.5% share capital) of COG as Advisory Shares, resulting in the acquisition of a total of 2,164 Class A1 Preferred Shares (representing 8.5% share capital) of COG. |



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| 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 (in brief) | <p>COG Holdings Global Limited is engaged in the business of casual, hyper casual and skilled base games development and offering these games through its Multi-Gaming Platform to global users, integrating the blockchain technology.</p> <p>Date of Incorporation: November 14, 2023</p> <p>Country in which acquired entity has presence: British Virgin Islands and India</p> <p>Turnover as on March 31, 2024 (Based on unaudited financials): Nil</p> |
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