

## **SCOUT GAMING GROUP ENTERS INTO CONDITIONAL AGREEMENT TO SELL ITS SUBSIDIARY SCOUT HOLDING LTD AND SUBSEQUENTLY APPLY FOR DELISTING AND VOLUNTARY LIQUIDATION**

Scout Gaming Group AB ("Scout" or the "Company") has today entered into a conditional share transfer agreement with ImpactWin Group AB (publ), org. no. 559065-2037 ("ImpactWin"), regarding the sale of all shares in its wholly owned subsidiary Scout Holding Ltd, Maltese org. no. C 64898 (the "Subsidiary"), including all shares in the subsidiaries Scout Ltd, Scout & Co and Scout Fantasy LLC, which are held by the Subsidiary (together with the Subsidiary referred to as the "Business"). The purchase price amounts to SEK twenty-five million (25,000,000) and shall be paid by ImpactWin issuing a promissory note to the Company in connection with the transfer of ownership (the "Set-off Promissory Note"), which shall be interest-free and payable on demand. The Company undertakes to set off the Set-off Promissory Note as payment for 10,591,102 newly issued shares in ImpactWin (the "Consideration Shares"). The agreement is conditional upon, among other things, approval by an extraordinary general meeting of the Company. The transaction is expected to be completed in April 2026 as soon as the closing conditions have been met.

The Board of Directors has been evaluating the Company's strategic position and future opportunities for some time. In light of the significant costs associated with maintaining a listing on Nasdaq First North Growth Market (the "Marketplace"), including costs for regulatory compliance, auditing, legal advice and market surveillance, the Board of Directors has concluded that the Company, in its current structure, does not have the conditions necessary to create long-term shareholder value. In light of this, the Board has explored a number of strategic alternatives, including potential mergers, acquisitions and divestments. After careful evaluation, the Board has concluded that a divestment of the Business to ImpactWin on the terms described above is the most advantageous alternative for the Company's shareholders. ImpactWin has been valued at SEK one hundred and forty million (140,000,000) (pre-money) in the transaction, based on an independent valuation performed by an external valuer. At the time of the share transfer agreement, the total number of shares in ImpactWin amounts to 59,310,646, which means a subscription price of approximately SEK 2.36 per Consideration Share. Based on this valuation, the Consideration Shares will correspond to approximately 15.2 per cent of the total number of shares and votes in ImpactWin after the completion of the offset issue.

ImpactWin is the parent company of a group that is building a modern and scalable digital platform for associations and NGOs. The group combines technology, gaming licences, payment flows and association relationships in a cohesive ecosystem that enables professional, data-driven fundraising and sales activities. Among other things, ImpactWin has developed a lottery betting product where each association gets its own landing page tailored for the sale of lottery subscriptions, which generates recurring revenue for the associations. The Group's business

concept is to build the leading modern platform for association financing, with Sweden as its home market and with the ambition to expand into selected European markets. ImpactWin has established partnerships with, among others the associations, Djurgården IF, Sundsvall Hockey, Hammarby Ishockey and Hjärtebarnsfonden. The Group's turnover amounted to approximately SEK 28.8 million with EBITDA of approximately SEK 2.3 million according to pro forma for the period January-December 2025.

The Board of Directors will shortly publish a notice of an extraordinary general meeting in the Company, which is planned to be held on 30 March 2026. Among other things, it is proposed that the meeting resolve to approve the sale of the Subsidiary. It is the Board's intention, after the transaction has been completed, to convene a further extraordinary general meeting to resolve on the distribution of the Consideration Shares to the Company's shareholders in proportion to their respective shareholdings in the Company. The distribution of shares is intended to be carried out in accordance with the provisions of Chapter 18 of the Swedish Companies Act (2005:551) and is conditional upon there being sufficient distributable funds in the Company at the time of the distribution decision and the distribution otherwise being deemed reasonable. Complete proposals for resolutions will be set out in the notice of meeting.

Provided that the general meeting resolves to approve the sale of the Subsidiary and the sale is carried out in accordance with the share transfer agreement, the Company will no longer have any operating activities. After completion of the transaction, the Company's main asset will consist of the Consideration Shares in ImpactWin. It is the Board's intention, after completion of the distribution in kind and in the event that there are no other strategic alternatives for the Company at that time, to apply for delisting of the Company's shares from the Marketplace and to work towards a voluntary liquidation of the Company. The last day of trading in the Company's shares on the Marketplace will in that case be announced after the Company has received confirmation from the Marketplace.

**For further information, please contact:**

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**About Scout Gaming Group**

Scout Gaming Group is a licensed and regulated provider of B2B Daily Fantasy Sports, Sportsbook, Fantasy betting and other sports betting products. The company offers a flexible and customizable network-based platform with support for most sports and leagues through an in-house StatCenter which also provides real-time information to players. The Group is headquartered in Stockholm, Sweden with development and operations in Lviv, Ukraine. Scout Gaming is listed on Nasdaq First North Growth Market and the Certified Adviser is Corpura Fondkommission AB.



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*This information is information that Scout Gaming Group (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2026-03-10 22:15 CET.*

**Attachments**

**Scout Gaming Group enters into conditional agreement to sell its subsidiary Scout Holding Ltd and subsequently apply for delisting and voluntary liquidation**