

EMB Mission Bound Signs Agreement to Acquire 51% of MegaBet Plus, Expanding European Gaming Operations

EMB Mission Bound AB (publ) ("EMB Mission Bound" or the "Company") announces that it has today signed an agreement to acquire fifty-one percent (51%) of the shares of Cleverpath Holdings Limited, a company incorporated in Cyprus operating under the trade name "MegaBet Plus" (the "Target"), from the existing majority shareholder Dennis Ang (the "Transaction" and the "Seller", respectively). The terms of the Transaction are mainly in accordance with the terms of the non-binding letter of intent disclosed by EMB Mission Bound in a press release dated January 20, 2026. The closing of the Transaction is subject to the receipt of relevant approvals from the Cyprus National Betting Authority and is expected to occur during the first quarter of 2027. The preliminary purchase price amounts to EUR 4,100,000 (approximately MSEK 45.6) and is subject to customary adjustments. The consideration will be settled entirely through the issuance of a promissory note to be set off against newly issued shares in the Company (the "Consideration Shares").

Founded in 2007, MegaBet Plus operates a nationwide retail network across more than 200 locations in Cyprus and holds Class A (Retail/Land-based) and Class B (Online/Remote) sports betting licences issued by the National Betting Authority. The acquisition would strengthen EMB Mission Bound's operational presence in a regulated European market through a majority interest in MegaBet Plus, an established Cyprus business with licensed retail and online sports betting operations and a nationwide network of more than 200 locations.

EMB intends to combine its software and product-development capabilities with MegaBet Plus's local operating experience and distribution network. Bringing technology development closer to day-to-day operations would support closer integration across the value chain and provide opportunities to develop the retail and online customer offering over time.

The transaction reflects EMB's strategy of combining technology capabilities with established operating businesses and is expected to expand the Group's revenue base. EMB intends to explore opportunities to improve operational efficiency and optimise costs through shared group resources and support functions. The Group's focus will be on developing the acquired business and translating this combination into long-term shareholder value.

For the year ended 31 December 2024, Cleverpath Holdings Limited, operating as MegaBet Plus, recorded EBITDA of approximately EUR 1,770,000 and net profit of approximately EUR 330,000. The financial statements for the year ended 31 December 2025 are currently under audit. EMB will disclose the audited 2025 financial results following completion of both the audit and the acquisition. Following completion, the business is expected to be consolidated into EMB's financial statements. Its contribution to the Group's earnings will depend on the timing of completion, subsequent operating performance and acquisition-accounting adjustments.

The agreed amount of EUR 4,100,000 comprises EUR 3,000,000 for the acquisition of a controlling 51% equity interest in the Target and EUR 1,100,000 for the acquisition of all rights, title and interest in both the Class A and Class B NBA Bonds held by the Target.

The final purchase price is subject to customary adjustments and will be paid by way of a promissory note issued by the Company to the Seller. The promissory note allows for set-off against newly issued shares in EMB Mission Bound, at a subscription price corresponding to the 30-day volume-weighted average price of such shares. The amount of the promissory note, and consequently the number of Consideration Shares to be issued, will be calculated based on the final purchase price and therefore cannot be determined at this time. EMB Mission Bound will announce the final terms of the purchase price, promissory note, and set-off issue, including the number of Consideration Shares and the resulting dilution, once the final purchase price has been determined.

The agreement includes a put option entitling the Seller to require EMB Mission Bound to acquire an additional 39% of the shares in the Target for an aggregate consideration of EUR 2,668,422 (approximately MSEK 30), exercisable during the period commencing twelve (12) months and ending fifteen (15) months after the closing date. Completion of any such exercise is conditional upon EMB Mission Bound having the legal and regulatory capacity to satisfy the put price in cash, newly issued EMB Mission Bound shares, or a combination thereof. Upon the completion of such exercise, EMB Mission Bound would control 90% of the shares in the Target. The parties have also entered into a shareholders' agreement regarding the governance in respect of the Target.

In connection with the Transaction, EMB Mission Bound has entered into a loan agreement with the Target pursuant to which EMB Mission Bound has made available to the Target an initial loan amount of EUR 150,000 (approximately MSEK 1.70), with an additional amount of up to EUR 150,000 (approximately MSEK 1.70) available upon the Target's request and subject to EMB Mission Bound's approval at its sole discretion. The loan falls due for payment on 21 April 2027 and may be extended by the Company.

Calvin Lim, Executive Chairman of EMB Mission Bound, commented:

"MegaBet Plus brings an established local presence and operating experience that complement EMB's software capabilities. We see an opportunity to connect product development more closely with how the business operates and serves its customers. Our focus is on building on these strengths over time and creating sustainable value for shareholders."

Dominique Laconico, CEO of MegaBet Plus, commented:

"From the beginning of our discussions with EMB, we saw an opportunity to combine the strengths of two complementary organisations."

MegaBet Plus has spent many years building a trusted retail presence and strong local market position. Working with EMB gives us access to broader technology, digital expertise and operational capabilities that can support our ambition to grow online while continuing to strengthen the retail business.

This is about building on what already works and creating a stronger, more connected MegaBet Plus for the future."

For more information

EMB Mission Bound AB (publ)
Chi-Ho Li
CEO
michael@embplc.com

The Company's Certified Advisor

Corpora Fondkommission AB

About the Company

Founded in 2019 and formerly known as LL Lucky Games, EMB Mission Bound is pioneering a new era of connected entertainment. Focused on the gaming industry, we aim to connect businesses, their customers, and the excitement of play in innovative and transformative ways. The company is listed on the Nasdaq First North Growth Market under the ticker symbol EMB. For more information, please visit: www.embplc.com

Attachments

[EMB Mission Bound Signs Agreement to Acquire 51% of MegaBet Plus, Expanding European Gaming Operations](#)