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LHMC Topco S.à r.l.

Consolidated Financial Statements for the year ended December 31, 2023 prepared in accordance with International Financial Reporting Standards as adopted by the European Union

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Independent auditor's report

To the Board of Managers of
LHMC Topco S.à r.l.
2-4, rue Eugène Ruppert,
2453 Luxembourg

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of LHMC Topco S.à r.l. and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "responsibilities of the "réviseur d'entreprises agréé" for the audit of the consolidated financial statements" section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Other information

The Board of Managers is responsible for the other information. The other information comprises the information included in the consolidated management report but does not include the consolidated financial statements and our report of the "réviseur d'entreprises agréé" thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Managers for the consolidated financial statements

The Board of Managers is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS as adopted by the European Union and regulatory requirements relating to the preparation and presentation of the consolidated financial statements, and for such internal control as the Board of Managers determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Managers is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Managers either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the "réviseur d'entreprises agréé" for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Managers.
- Conclude on the appropriateness of Board of Managers' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "réviseur d'entreprises agréé" to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "réviseur d'entreprises agréé". However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other legal and regulatory requirements

The consolidated management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

Ernst & Young
Société anonyme
Cabinet de révision agréé

Laurent Capolaghi

Luxembourg, 27 June 2024

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MANAGEMENT REPORT

1. FORWARD-LOOKING STATEMENTS

This consolidated management report includes forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in this annual report, including, without limitation, those regarding our intentions, beliefs or current expectations concerning, among other things, our future financial conditions and performance, results of operations and liquidity; our strategy, plans, objectives, prospects, growth, goals and targets; future developments in the markets in which we participate or are seeking to participate; and anticipated regulatory changes in the industry in which we operate. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "*aim*," "*anticipate*," "*believe*," "*continue*," "*could*," "*estimate*," "*expect*," "*forecast*," "*guidance*," "*intend*," "*may*," "*plan*," "*project*," "*probability*," "*target*," "*goal*," "*objective*," "*should*" or "*will*" or, in each case, their negative, or other variations or comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual financial condition, results of operations and cash flows, and the development of the industry in which we operate, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this annual report. In addition, even if our financial condition, results of operations and cash flows, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this annual report, those results or developments may not be indicative of results or developments in subsequent periods. Factors that could cause such differences in actual results include:

- the impact of public health outbreaks, epidemics or pandemics, such as the coronavirus, on our operations and the markets in which we are active;
- the impact of the effects of the economic downturn or political change in Spain and other markets in which we operate;
- risks associated with our other operations outside of Spain;
- we do not control certain of our businesses and are dependent on the actions of our counter-parties in our strategic partnerships, joint ventures and alliances;
- impact of individual events or betting outcomes and the failure to determine accurately the odds at which we will accept bets in relation to any particular event or any failure of our risk management processes;
- our inability to block access to our online services by players in certain jurisdictions;
- our ability to comply with the current gaming regulatory framework and to adapt to any regulatory changes and increases in the taxation of gaming;
- our ability to maintain our gaming licenses and comply with online gaming rules and regulations;
- our failure to keep up with technological developments in the online gaming market;
- our failure to comply with regulations regarding the use of personal data;
- risks associated with hacker intrusion, distributed denial of service attack, malicious viruses and other cybercrime attacks;
- our ability to manage growth in our business;
- our ability to provide secure gaming products and services and to maintain the integrity of our employees in order to attract customers;

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- competition from other companies in our industry and our ability to retain our market share and business position;
- changes in consumer preferences in relation to our gaming offerings;
- our dependence on maintaining and enhancing our brand;
- risks associated with a failure to detect money laundering or fraudulent activities of our customers or third parties;
- risks associated with a disruption of operations at our manufacturing facilities;
- risks relating to taxes;
- risks relating to exchange of information requirements on reportable cross-border arrangements;
- risks associated with security issues in the countries in which we operate;
- risks associated with fluctuations in foreign currency exchange rates;
- risks associated with terrorist attacks and other acts of violence or war;
- risks associated with negative perceptions and negative publicity surrounding the industry in which we operate;
- risks associated with the Notes, the guarantees thereof, the collateral and our structure.

The foregoing factors and others described under "*Risk Factors*" should not be construed as exhaustive. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as at the date hereof.

We disclose important factors that could cause our actual results to differ materially from our expectations in "*Risk Factors*" and "*Operating and Financial Review and Prospects*." Other sections of this annual report describe additional factors that could adversely affect our business, financial condition or results of operations. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors. We cannot assess the impact of all risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, you should not place undue reliance on forward-looking statements as a prediction of actual results.

Any forward-looking statements are only made as at the date of this annual report and, except as required by law or the rules and regulations of any stock exchange on which the Notes are listed, we undertake no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this annual report, including those set forth under "*Risk Factors*."

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2. GENERAL INFORMATION

LHMC TopCo S.à r.l. (hereinafter the "Parent Company" or "LHMC TopCo") has been incorporated on April 5, 2018 for an unlimited period of time. for the purpose of facilitating the acquisition of the Cirsa Group. On July 3, 2018 the Parent Company acquired via its indirect subsidiary Cirsa Enterprises, S.L.U 100% of the shares of Cirsa Gaming Corporation, S.A. Prior to the acquisition it had no material assets or liabilities, and had not engaged in any material activities, other than those in preparation for the acquisition and its financing. The Parent Company is a Luxembourgish holding company that owns indirectly the entire share capital of Cirsa Finance and the Cirsa Group. The Parent Company and its direct and indirect subsidiaries (together "we", "the Group" or "the Cirsa Group") consist of a set of companies operating in the gaming and leisure sector, carrying out the following activities:

- the design, manufacture and marketing of slot machines that are sold to both group companies and third parties, and the development of interactive gaming mechanisms and systems;

- operation of slot machines, bingo halls and casinos, in both Spain and abroad.

3. BUSINESS

a) Overview

We are one of the leading gaming companies in Spain and Italy, as well as in a number of countries in Latin America (with a focus on Panama, Colombia, Mexico, Peru, Costa Rica and the Dominican Republic), engaged in the operation of slot machines, casinos and bingo halls. We also manufacture slot machines for the Spanish market. As of December 31, 2023, we operated 82,207 gaming machines, 439 casinos andbingo halls, 648 gaming tables, 2,445 betting points.

The following table shows a breakdown of our consolidated EBITDA for the year ended December 31, 2023, by country in which we operated:

EBITDA MIX BY COUNTRY

Country	For the year ended December 31, 2023
Spain	48.9%
Panama	14.1%
Colombia	10.7%
Mexico	8.9%
Italy	7.2%
Dominican Republic	4.1%
Morocco	3.0%
Peru	1.6%
Costa Rica	1.5%
	100.0%

b) Our Strengths

We believe a number of key factors give us a strong competitive advantage, including:

- Reinforced market leadership in Spain and Latin America with a well-diversified business portfolio in terms of geographies and business segments. We are a leader in Spanish slot machine operations and manufacturing, as well as casino and gaming hall operations. We are also a leader in gaming operations in Panama, Colombia,Costa Rica, the Dominican Republic and Peru. We believe that this leadership position enables us to identify and manage trends in the private gaming industry in Spain and Latin America. The Spanish slot machine operations and bingo segments are highly fragmented, as are the Latin American gaming markets, and we are substantially larger than our competitors. We believe that our size allows us to benefit from economies of scale in many of our businesses. For example, in our slot machine operations, we can spread the cost of providing coin collection services and rapid response to repair calls (minimizing

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machine downtime) over our 40,368 slot machines in Spain as of December 31, 2023, which helps us to realize a lower operational cost per machine and to have a more developed internal control system as compared to our competitors. We also believe that due to our size and resources, we are well-positioned to acquire attractive gaming operations as consolidation opportunities arise in the markets in which we operate. We believe that we are larger in terms of size and have more resources compared to the majority of our competitors. From a business division perspective, we are a well-diversified gaming company with four distinct and complementary business units within the industry (Casinos, Slots Spain, Slots Italy and On-line Gaming & Betting) and operations in eight countries outside of Spain. We believe that the diversity of our revenue streams helps us improve the stability of our cash flow profile by reducing our dependence on any single geographic market, economy or business segment in the gaming industry. While we focus our international expansion in markets with growth potential, we favor markets with a relatively stable economic and regulatory environment, and, in particular, for the year ended December 31, 2023, 91.4% of our EBITDA was generated in countries that currently have an investment grade rating from S&P and Moody's. Within Spain, there are 17 different autonomous regions with separate regulatory regimes as laid out in the Spanish constitution, reinforcing the geographical and regulatory diversification of our business. Since 2010, our expansion in Latin America has concentrated in Colombia, Costa Rica, Peru, the Dominican Republic and Mexico and we have also made substantial investments in our Panama business.

- **The multichannel and local gaming model ensures a resilient, wide and loyal customer base, detached from international travel.** By running a multichannel operating and local gaming business model, we have been able to create a resilient, wide, local and loyal customer base . We operate through three main channels: (i) our own points of sale ("PoS"), (ii) third party PoS and (iii) online gaming. Our own PoS are mainly casinos, bingos and arcades and we generally rent the facilities from third party landlords. Third party PoS correspond mainly to bars and in some cases gaming halls where we place our slot machines and sports betting terminals. In both our own PoS as well as third party PoS, we typically enter into long term contracts under which we pay rent or share a portion of the revenue of the operation. We also own the gaming license and fully run the operation. We have achieved significant online growth, primarily through online sports betting, casino and poker. Our multichannel business model provides resilience to our earnings, as was demonstrated during the COVID-19 pandemic, as our online business unit demonstrated strong performance despite the closure of physical points of sales. Unlike other gaming operators, our customer base is not dependent on tourism as our typical customer lives within a few kilometers of our PoS and visits us on a regular basis for leisure. Our typical client is a recurrent customer who plays various times per month. Therefore, the recovery of our business after the COVID-19 pandemic was primarily driven by the opening hours and capacity allowed by local regulatory bodies rather than by the international travel restrictions imposed by the different governments.

- **High barriers to entry in a highly regulated industry.** We believe that there are significant barriers to entry in our principal business divisions, including regulatory, financial and technological barriers, the need for operational expertise and the need for a proven track record in order to obtain the trust and confidence of regulators, customers, partners, site owners and gaming machine and other suppliers. For our casinos in Panama, casino licenses are granted in relation to a geographic area and for long periods of time. In our Slots Spain Division, we typically enter into five-year agreements to place our slot machines in a given location, and many of these agreements have been consistently renewed for the past twenty years. Additionally, in the B2B business and in our Slots Spain Division, we believe a new competitor would need significant financial resources, operating expertise and a qualified workforce to build profitable operations. We believe that barriers to entry in our principal business divisions, including advertising bans in Spain, as well as the need for a strong retail business in order to gain a significant foothold in those countries' gaming markets, help protect our leading market position and profitability by limiting the number of new competitors in our core business segments. A key strategic focus of our business is to continue to increase our market position through our multichannel model, including our online business and our well-established physical footprint.

- **Developing a strong online business by leveraging our established physical footprint.** We benefit from a multichannel business model that enables us to cross-sell gaming and betting products between retail and online customers, and increases brand awareness in geographies with restricted gaming advertising. Since the start of the COVID-19 pandemic, we have successfully grown and strengthened our online operations. In Spain, our largest market in terms of revenues and EBITDA, the EBITDA for our On-line Gaming and Betting division grew by 30.1% from the year ended December 31, 2022 to the year ended December 31, 2023 from €42.0 million to €54.7 million, representing 7.5% and 8.5% of our EBITDA for the year ended December 31, 2022 and the year ended December 31, 2023, respectively. Our online footprint has been increasingly reinforced with the acquisition of online gaming platforms such as E-Play24 and GanaBet, both in the third quarter of 2022. Our multichannel approach, which includes growing the online channel in a financially responsible manner, has proven accretive and is expected to be a core part of our strategy in the coming years.

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- **Significant positive free cash flow generation with a lower cost base.** The adverse effects of the COVID-19 pandemic required us to sharpen our cost and capital expenditure controls, as our primary financial focus turned to free cash flow generation. We reduced our cost base and capital expenditures with a clear focus on fixed operating expenses and we have been able to maintain such cost reduction measures after returning to pre-pandemic levels of activity. We expect that over €50 million of annual savings will be sustained in the long-term. Our cost reduction plan is mainly driven by (i) optimizing our fixed taxes through an optimization of the slot machines pool by discontinuing approximately 10% of our slots which were less productive, and the consequent increase in revenue per machine as compared to pre-pandemic levels for the year ended December 31, 2019; (ii) an improvement in personnel cost efficiency in Latin America and the optimization of our commercial and technical services routes and (iii) a renegotiation of our lease agreements that resulted in a reduction in our operational leases. We believe that the implementation of these cost-efficiency measures will enhance profitability going forward and improve our EBITDA margins. Free cash flow generation remains a key priority for our management team and they aim to ensure that capital expenditure plans allow for significant cash flow generation and that investments are approved based on a short payback period hurdle.

- **Seasoned Management Team.** We are led by an experienced and professional management team with a track record of managing complex operations, developing new products inside and outside the gaming industry, delivering upon its commitments and managing through challenging business environments. The key members of the senior management team, including our chairman, managing directors, chief executive officer, general manager and legal director, along with our most recent additions to the management team who have a very strong track record, have been in place since our core strategy was implemented in 2006. In April 2022, Mr. Antonio Hostench was appointed as chief executive officer after the board decided to split the duties of the chief executive officer and the chairman. Mr. Joaquim Agut had served since 2018 as both our chief executive officer and chairman. Mr. Joaquim Agut now solely acts as executive chairman, directing the Group's corporate governance, leadership remuneration, and appointment committees and Mr. Antonio Hostench oversees our global growth strategy as well as manages our executive leadership team. Further, in July 2022, Mr. Moisés Sanjuan was appointed as Manager of the Casinos Division replacing Mr. Carles Font who was commissioned to develop various corporate projects and continued to support the Casinos Division until December 2022. Besides their success in managing the business during the severe economic downturn in Spain and Italy that started in 2008 and more recently during the COVID-19 pandemic our management team has extensive experience in the Latin American gaming industry, and has developed expertise in addressing the challenges that may arise in those markets. In response to the COVID-19 pandemic our management team implemented a fixed cost reduction program resulting in the reduction of headcount and personnel expenses and reduction in total fixed cost base. A portion of the compensation of our senior management team in the past had been based on achieving financial targets and certain senior managers have reinvested a substantial portion of their transaction one-off compensation in connection with the Original Acquisition in the Group at a parent company level showing their commitment to the business.

- **We are committed to reducing the environmental impact of our business, investing in local people and communities and upholding the highest responsible gaming standards**. Social responsibility is an integrated strategy of our company, which we believe allows us to become an engine of change and generate value for all our stakeholders. We have implemented an industry leading and well-established environmental social and governance ("ESG") framework. We are committed to improving safer gambling, reducing the environmental impact of our business, increasing employee diversity, investing in local people and communities and upholding the highest corporate governance standards. The first pillar of our ESG framework is promoting responsible gaming by helping customers prevent gaming addictions through assistance and guidance rendered by our customer service platforms and establishing artificially intelligent tools to predict, identify and prevent pathological gambling. We have trained 100% of our employees in responsible gaming by the end of 2023. More than 16,000 of our third-party operations facilities were certified in responsible gaming during 2023 and 95% of our slot route operations facilities were certified in responsible gaming in 2023. The second pillar of our ESG strategy is minimizing our impact on the environment and supporting climate change initiatives. Our climate resiliency actions pivot around transforming our gaming halls into low impact and highly efficient buildings, while also reducing our energy and materials consumption. We achieved a 32% reduction in our Scope 2 emissions during 2015-2023 and 64% of renewable energy consumption in 2023. Our aim is to reduce our greenhouse gas emissions by 64% by 2030 compared to 2022 levels and to have 95% renewable energy consumption by 2030. In addition, we have a firm commitment to equal opportunities, non-discrimination and respect for diversity, and in 2022, 50% of our employees who hold key management positions in our casinos are women and our goal is to increase this percentage to over 50% by 2030. Externally, we support local communities and local initiatives in the countries where we operate, and we work towards creating strong ties with local businesses and stakeholders. We are also involved in providing financial support to social initiatives in each country of operation. We have committed to operating in online regulated markets through local companies, thus ensuring a financial contribution to public resources in the countries in which those companies operate and in 2023 we contributed approximately €795 million to such public resources by payment of corporate gaming taxes in the countries in which we operate. Lastly, as part of the corporate governance pillar of our ESG framework, we believe

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in transparency, good governance and integrity as hallmarks of our organization and we recognize the importance that must be granted to ethics and compliance and the conduct of our employees both internally and externally. Our business activities are designed to ensure that each employee strictly complies with the current legislation in every location where we operate and by the end of 2023, all of our employees were trained in anti-corruption, money laundering and other regulatory compliance policies and corporate guidelines in accordance with our annual training plans.

c) Our Divisions

Prior to January 1, 2023, our business divisions were categorized as follows: Casinos, Slots, Bingo, Business-to-Business ("B2B") and On-line Gaming & Betting. From January 1, 2023, in an effort to reduce the number of business divisions, make them homogeneous and ease the comparability of our results and financial information, we changed the segmentation of our business divisions in our financial statements. From January 1, 2023, our business divisions are as follows:

- Casinos Division: which includes our entire retail gaming offering, comprised of our own managed halls that contain a wide variety of slot machines, electronic roulettes and other electronic games, as well as gaming tables set up on an ad hoc basis at food and beverage shows;

- Slots Spain Division: which includes the slot machines offered in Spain through third-party bars, together with the B2B business (which was formerly included in our B2B Division) which focuses on the design, manufacturing and sale of slot machines for the Spanish bars channel;

- Slots Italy Division: which includes the slot machines that we offer in Italy through third-party bars and gaming halls;

- On-line Gaming & Betting Division: which remains unchanged and includes our sports betting products through outlets and betting machines; and Structure: which aggregates all segments representing less than 10% of total external and internal revenue, less than 10% of the combined result of all segments with aggregated benefits and less than 10% of total assets (all of have been considered individually irrelevant). Thus, no specific information thereon is provided and they have been grouped together under this generic caption. This segment also includes the Group's administrative and management structure. We believe that the Structure segment includes items that are not material to our key metrics and therefore, we do not describe or discuss in detail the results of this segment in this annual report.

- ***Slots Division***

Our Slots Spain Division owns and manages slot machines in bars and cafes in Spain. Additionally, our B2B operations are included in the Slots Spain Division.

The following table presents the number of slot machines that we operated in our Slots Spain Divisions, as of December 31, 2022 and 2023. Slot machines operated in other divisions are not presented in the following table.

	As of December 31,	
Slot Machines, Spain	**2022**	**2023**
Total	**25,700**	**25,250**

The Slots Italy Division operates a network system for slot machines and VLTs in Italy.

The following table presents the number of slot machines and VLTs that we operated in our Slots Italy Divisions, as of December 31, 2022 and 2023. Slot machines and VLTs operated in other divisions are not presented in the following table.

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Slot Machines, Italy	As of December 31, 2022	2023
Slot Machines, Italy	7,204	10,986
VLTs, Italy	2,355	2,477
Total	**9,559**	**13,463**

- ***Casinos Division***

As of December 31, 2023, we operated a total of 433 casinos, inclusing 266 casinos in Spain and 167 casinos internationally. Our casinos offer a variety of gaming options, from gaming tables to casino-style slot machines. Our casinos also generate revenues from restaurant and bar services, admission ticket sales and tips (which employees share with us pursuant to collective bargaining agreements).

The following table sets forth the number of casinos, slot machines and tables operated by our Casinos Division as of December 31, 2023 and 2022.

	As of December 31,					
	2022			2023		
Casino Operations by Country	Casinos	Slots	Tables	Casinos	Slots	Tables
Panama	32	8,005	14	34	8,028	11
Mexico	28	7,164	136	28	7,244	147
Colombia	71	7,193	246	70	7,280	252
Peru	20	2,963	35	19	2,828	41
Costa Rica	7	836	17	7	843	19
Spain[1]	263	6,909	41	266	7,214	52
Dominican Republic	6	797	74	6	876	73
Morocco	3	404	49	3	427	53
Total	**430**	**34,271**	**612**	**433**	**34,740**	**648**

(1) Includes four casinos and 259 gaming halls in the year ended December 31, 2022 and four casinos and 262 gaming halls in the year ended December 31, 2023.

- ***On-line Gaming & Betting***

Through *Sportium*, our On-line Gaming & Betting offers sport betting products through outlets and betting machines in Spain as well as some betting operations in Colombia and Panama. *Sportium* also includes our Spanish online gaming operations.

On October 14, 2019, we completed the acquisition of Ladbrokes B&G's 50% ownership interest in *Sportium* following which we hold 100% of *Sportium*. As of December 31, 2021, *Sportium* operated a sports betting business with a wide multichannel network of 2,384 points of sale in Spain in casinos, bingo halls, gambling halls, betting ventures and bars, complemented with an online presence as well as some betting operations in Colombia and Panama. *Sportium* is the only player present with leading positions in both the online and retail sports betting markets. *Sportium* began its international expansion in Panama in 2016 and further expanded in 2018 opening operations in Colombia.

During the COVID-19 pandemic in 2020, our On-line Gaming & Betting Division business remained strong. In April 2021, we expanded this division further by acquiring a 100% interest in Bet on Red Digital, S.A. (which owns the online portal Marca Apuestas and which had a GGR of €8.7 million during the year 2020). GGR represents gross revenue from gaming and also includes revenue from any offers and promotions made to customers, such as revenue from additional free bets offered to customers.

Furthermore, in August 2022 we continued expanding our On-line Gaming & Betting Division by acquiring a 60% interest in the Italian online gaming operator E-Play24, which is one of the leading Italian online betting and gaming operator. E-Play24's business is also based on an omnichannel strategy, combining a retail network of 2,600 PoS with a wide range of product offering in its online and mobile platform. E-Play24's business has grown substantially over the past years.

EBITDA of €54.6 million for the year ended December 31, 2023, representing 8.5% of the EBITDA for the year

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ended December 31, 2023: We acquired Sportium in 2019. Through Sportium, we launched our On-line Gaming & Betting Division, offering our online gaming operations and sports betting products through outlets and betting machines in Spain, as well as some betting operations in Colombia, Panama, Peru, Italy (with the acquisitions of E-Play24 in 2022, Egaming Solutions S.r.l. in September 2023) and in Mexico (with the acquisition of GanaBet in 2022). Sportium is the only player present with leading positions in both the online and retail sports betting markets and we believe that we are the #1 sports betting operator in Spain, with betting machines installed in 2,152 slot arcades, gaming halls, bars and casinos in Spain as of December 31, 2023.

4. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

In the discussion and analysis below, where we discuss the results of operations, cash flows and working capital requirements for the year ended December 31, 2023 compared to the year ended December 31, 2022, we have derived the financial information for these periods from the Company's consolidated financial statements as of and for the year ended December 31, 2023.

You should read the following discussion together with the sections entitled "Forward-Looking Statements," "Selected Financial and Other Information," "Risk Factors" and "Presentation of Financial Information."

a) Overview

We believe we are one of the leading gaming companies in Spain, Italy, as well as in several countries in Latin America (with a focus on Panama, Colombia, Mexico, Costa Rica and Peru), engaged in the operation of slot machines, casinos and bingo halls. We also manufacture slot machines for the Spanish market. As of December 31, 2023, we operated 82,207 gaming machines, 439 casinos, 648 gaming tables, 2,445 betting points.

b) Recent Developments

Segment Reporting

Prior to January 1, 2023, we were organized into five business divisions: Slots, Casinos, Bingo, B2B and On-line Gaming & Betting. In January 2023, in an effort to reduce the number of business divisions, make them homogenous and ease the comparability of our results and financial information, we changed the segmentation of our business divisions in our financial statements. Accordingly, from January 1, 2023, we have five business divisions which are as follows: Casinos, Slots Spain, Slots Italy, On-line Gaming & Betting and Structure. See also "*Presentation of Financial Information*," "*—Factors Affecting Comparability—Changes to Segment Reporting*" and "*Business—Overview—Our Divisions*." We believe that the Structure segment includes items that are not material to our key metrics and therefore, we do not describe or discuss in detail the results of this segment in this annual report.

Our primary basis of segment reporting is by business division, which reflects the management structure of our business, our system of internal financial reporting and what we believe to be the predominant source of the risks and returns in our business. We report net operating revenues, EBIT, EBITDA and profit/(loss) after tax for each of our business divisions. See note 3.1 to our consolidated financial statements as of and for the year ended December 31, 2023.

Our secondary basis of segment reporting is geographic, and we report operating revenues and total assets for Spain (which includes our Moroccan operations), Latin America and Italy. See note 3.2 to our consolidated financial statements as of and for the year ended December 31, 2023.

In this operating and financial review, one of the key measures that we utilize to assess and analyze our performance and the performance of our divisions is EBITDA, which on a consolidated basis we define as profit before tax, depreciation, amortization and impairment, financial results, foreign exchange results and loss on sale of non-current assets. We view EBITDA as providing a more useful tool to assess and analyze the performance of the Group and our business divisions and our overall liquidity than operating profit or net result.

Factors Affecting Comparability

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Changes to Segment Reporting

Effective January 1, 2023, our business was reorganized into the following five business divisions: Casinos, Slots Spain, Slots Italy, On-line Gaming & Betting and Structure. For prior periods, our business was organized into five business divisions, being Slots, Casinos, Bingo, B2B and On-line Gaming & Betting. In implementing these changes, our audited consolidated financial statements as of and for the year ended December 31, 2023 have been prepared on the basis of the new business divisions and comparative results for December 31, 2022 have been restated. Our audited consolidated financial statements for previous years have been prepared on the basis of the previous classification of business divisions and have not been restated. Due to these changes, the consolidated financial statements and the historical financial and operating data derived from such financial statements may not be comparable.

See also "*—Recent Developments—Segment Reporting*" and "*Business—Overview—Our Divisions*" for further information.

c) Historical Results of Operations

Year ended December 31, 2023 compared to the year ended December 31, 2022

The following table sets forth, by business division, operating revenues and net operating revenues for the years ended December 31, 2023 and 2022:

(in € millions)	For the year ended December 31, 2022	2023 (audited)	Change
Operating Revenues:			
Casinos	859.5	948.6	89.1
Slots Spain	596.6	644.9	48.3
Slots Italy	369.2	446.0	76.8
On-line Gaming & Betting	233.6	378.8	145.2
Structure/Other[1]	(20.0)	(21.5)	(1.5)
Total	**2,038.9**	**2,396.7**	**357.8**

(in € millions)	For the year ended December 31, 2022	2023 (audited)	Change
Net Operating Revenues:			
Casinos	845.0	930.8	85.8
Slots Spain	362.6	395.0	32.4
Slots Italy	299.1	362.3	63.2
On-line Gaming & Betting	213.9	325.5	111.6
Structure/Other[1]	(19.4)	(22.7)	(3.3)
Total	**1,701.1**	**1,991.0**	**289.8**

Net Operating Revenues

Net operating revenues increased by €289.8 million, or 17.0%, to €1,991 million in 2023 from €1,701.1million in 2022. The increase in net operating revenues was primarily due to the strong performance of all our divisions, in particular, our Slots and Casinos Divisions.

Financial Results

Financial results were negative €212 million (an increase of 18.4%) in 2023 compared to negative €179.3 million in 2022, primarily due to higher EURIBOR rates that have been negatively impacting coupons of new bond issues.

Foreign Exchange Results

Foreign exchange results were €1.6 million in 2023 compared to ; €2.2 million in 2022.

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Income Tax Expense

Income tax expense increased to negative €27. million in 2023 from €29.6 million in 2022.

Net Profit

As a result of the foregoing, net profit, after minority interests, was €73.6 million in 2023 compared to €39.9million in 2022.

5. RISK FACTORS

You should carefully consider the risk factors described below and all other information contained in this annual report. These risks and uncertainties are not the only ones we face. We also face additional risks and uncertainties that are not currently known to us or that we currently consider immaterial. The occurrence of the risks described below or such additional risks could have a material adverse impact on our business, financial condition and results of operations. This annual report contains "forward-looking" statements that involve risks and uncertainties. Our actual results may differ significantly from the results discussed in the forward looking statements. Factors that might cause such differences are discussed below and elsewhere in this annual report. See "Forward Looking Statements."

a) Risks Relating to the Gaming Industry and Our Business

We have identified a number of risks which may have a significant adverse impact on business, financial position, results of operations and cash flow:

- Our business may be negatively impacted by the economic volatility and political conditions in Spain and other markets in which we operate, including the recent conflict in Israel and the Gaza Strip, Russia's actions in Ukraine, higher energy costs and commodity prices, disruption of logistic chains, heightened inflation and other geopolitical and macroeconomic factors.

- Public health outbreaks, epidemics or pandemics, such as the coronavirus, could have a material adverse effect on our business, financial position, results of operations and cash flows.

- There are risks associated with our operations outside of Spain.

- We do not control certain of our joint venture businesses.

- We may experience significant losses with respect to individual events or betting outcomes and the failure to determine accurately the odds at which we will accept bets in relation to any particular event or any failure of our risk management processes may adversely affect our results.

- The technological solutions we have in place to block access to our online services by players in certain jurisdictions may prove inadequate, which may harm our business and expose us to liability.

- The gaming industry is subject to extensive regulation (including applicable anti-corruption and economic sanctions laws) and licensing requirements and our business may be adversely affected by our inability to comply with these extensive regulation and licensing requirements, regulatory changes and increases in the taxation of gaming, which could result in litigation.

- Failure to maintain our online gaming licenses or comply with online gaming rules and regulations could adversely affect our business.

- Our failure to keep up with technological developments in the online gaming market could negatively impact our business, results of operations and financial condition.

- Our failure to comply with regulations regarding the use of personal customer data could subject us to lawsuits, administrative fines or result in the loss of goodwill of our customers.

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- Our systems may be vulnerable to hacker intrusion, distributed denial of service attack, malicious viruses and other cybercrime attacks.
- We may not be able to manage growth in our business.
- We are dependent upon our ability to provide secure gaming products and maintain the integrity of our employees in order to attract customers, and any event damaging our reputation could adversely affect our business.
- We are in a competitive business environment and, as a result, our market share and business position may be adversely affected by factors beyond our control.
- Changes in consumer preferences could also harm our business.
- Our success is dependent on maintaining and enhancing our brand.
- We may fail to detect money laundering or fraudulent activities of our customers or third parties.
- Our results of operations could be adversely affected by a disruption of operations at our manufacturing facilities.
- Certain countries in which we operate have been subject to significant security issues in the past several years, and if such issues continue or worsen, our operations could be materially adversely affected.

b) Risks Related to our Structure

The Group's significant leverage and debt service obligations could materially adversely affect its business.

The Group currently has a significant amount of outstanding debt and debt service requirements. As of December 31, 2023 the Group's total financial debt was € 2,981 million, which reflects the Notes, bank borrowings and financial lease liabilities.

The Group's significant leverage could have important consequences for its business and for holders of the Notes, including, but not limited to:

- making it difficult to satisfy its obligations with respect to its debts and liabilities;
- increasing vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;
- requiring the dedication of a substantial portion of its cash flow from operations to the payment of principal of, and interest on, indebtedness, thereby reducing the availability of such cash flow to fund working capital, capital expenditures (including the development of the Group's renewables businesses), acquisitions, joint ventures, product research and development or other general corporate purposes;
- limiting its flexibility in planning for, or reacting to, changes in its business and the competitive environment and the industry in which the Group operates;
- placing the Group at a disadvantage to its competitors, to the extent that they are not as highly leveraged;
- restricting us from pursuing strategic acquisitions or exploiting certain business opportunities; and
- limiting its ability to borrow additional funds and increasing the cost of any such borrowing.

Any of the foregoing or other consequences or events could have a material adverse effect on the Group's ability to satisfy its debt obligations. The Group's ability to make payments on and refinance its debt and to fund acquisitions, working capital, capital expenditures and other expenses will depend on its future operating performance and ability to generate cash

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from operations. The Group's ability to generate cash from operations is subject, in large part, to general economic, competitive, legislative, regulatory factors and other factors that are beyond its control. Therefore, the Group may not be able to generate sufficient cash flow from operations or obtain enough capital to service its debt, or to fund its working capital needs, or capital expenditure.

We are subject to restrictive covenants under our Revolving Credit Facility Agreement, the Term Loan Facility, Indentures and the PIK Indenture, which may limit our ability to operate our business, finance our future operations and capital needs and to pursue business opportunities and activities.

Restrictive covenants under the Revolving Credit Facility Agreement, the Term Loan Facility Agreement, the Indentures and the PIK Indenture may restrict our ability to operate our business. Our failure to comply with these covenants, including as a result of events beyond our control, could result in an event of default that could materially adversely affect our financial condition and results of operations.

The Revolving Credit Facility Agreement, the Term Loan Facility Agreement, the Indentures and the PIK Indenture contain negative covenants restricting, among other things, our ability to:

- make certain loans or investments;
- incur indebtedness or issue guarantees;
- sell, lease, transfer or dispose of assets and subsidiary stock;
- merge or consolidate with other companies;
- transfer all or substantially all of our assets;
- pay dividends and make other restricted payments;
- create or incur liens;
- agree to limitations on the ability of our subsidiaries to pay dividends or make other distributions; and
- enter into transactions with affiliates.

The restrictions contained in the Revolving Credit Facility Agreement, the Term Loan Facility Agreement, the Indentures and the PIK Indenture could affect our ability to operate our business and may limit our ability to react to market conditions or take advantage of potential business opportunities as they arise. For example, such restrictions could adversely affect our ability to finance our operations, make strategic acquisitions, investments or alliances, restructure our organization or finance our capital needs. Additionally, our ability to comply with these covenants and restrictions may be affected by events beyond our control. These include prevailing economic, financial and industry conditions. If we breach any of these covenants or restrictions, we could be in default under the Revolving Credit Facility Agreement, the Term Loan Facility Agreement, the Indentures or the PIK Indenture.

If there were an event of default under any of our debt instruments that is not cured or waived, the holders of the defaulted debt could terminate their commitments thereunder and cause all amounts outstanding with respect to such indebtedness to be due and payable immediately, which in turn could result in cross defaults under our other debt instruments, including the Notes. Any such actions could force us into bankruptcy or liquidation, and we may not be able to repay our obligations under the Notes in such an event.

In addition to the risk factors set out above, we are also subject to the following risks:

- Our failure to comply with regulations regarding the use of personal customer data could subject us to lawsuits, administrative fines or result in the loss of goodwill of our customers.
- Our systems may be vulnerable to hacker intrusion, distributed denial of service attack, malicious viruses and other cybercrime attacks.

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- We are subject to taxation which is complex and often requires us to make subjective determinations.
- We are subject to exchange of information requirements on reportable cross-border arrangements.
- Our results of operations are impacted by fluctuations in foreign currency exchange rates.
- Terrorist attacks and other acts of violence or war may affect our business and results of operations.
- Negative perceptions and negative publicity surrounding the gaming industry could damage our reputation or lead to increased regulation or taxation, which could adversely affect our business.

6. SUBSEQUENT EVENTS

No other subsequent events have occurred after the reporting date, other than those already mentioned in the sections above that may condition the information included in the 2023 consolidated financial statements of LHMC Topco Group.

Signatories to the management report of LHMC Topco S.à r.l.

Luxembourg,

Mr. Romain Jay

Manager

Mr. John Sutherland

Manage

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LHMC Topco S.à r.l.

Consolidated statement of financial position at December 31, 2023

ASSETS

(Thousands of euros)	Notes	31/12/2023	31/12/2022
Non-current assets		**3.023.745**	**2.892.270**
Goodwill	5	1.291.749	1.273.457
Other intangible assets	6	1.008.559	955.227
Property, plant and equipment	7	286.770	261.320
Right-of-use assets	19	240.335	231.489
Investments accounted for using the equity method	8	27.670	31.847
Financial assets	9	53.751	49.292
Deferred tax assets	18.4	114.911	89.638
Current assets		**439.193**	**378.610**
Inventories	11	16.651	21.608
Trade and other receivables	9	137.260	107.243
Other financial assets	9	19.424	23.804
Other current assets		14.536	12.371
Cash and cash equivalents	12	251.322	213.584
Total assets		**3.462.938**	**3.270.880**

EQUITY AND LIABILITIES

(Thousands of euros)	Notes	31/12/2023	31/12/2022
Equity		**(197.369)**	**(276.395)**
Issued capital	13.1	28.737	28.737
Share premium	13.1	345.674	345.674
Retained earnings	13.2	(735.127)	(751.814)
Currency translation differences		17.294	(31.747)
Profit/(loss) for the year attributable to the Parent		41.688	16.946
Non-controlling interests	13.3	104.365	115.809
Non-current liabilities		**3.164.860**	**2.905.717**
Corporate bonds	14	2.599.642	2.374.534
Bank borrowings	15	36.582	28.213
Other non-trade payables	16	61.317	40.288
Provisions	17	17.225	23.628
Finance lease liabilities	19	219.650	216.211
Deferred tax liabilities	18.4	230.444	222.843
Current liabilities		**495.447**	**641.558**
Corporate bonds	14	47.839	192.862
Bank borrowings	15	23.938	96.396
Trade payables		50.821	49.740
Other non-trade payables	16	277.724	221.429
Finance lease liabilities	19	54.993	51.852
Current income tax payable	18.2	40.132	29.279
Total equity and liabilities		**3.462.938**	**3.270.880**

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LHMC Topco S.à r.l.

Consolidated statement of comprehensive income for the year ended December 31, 2023

(Thousands of euros)	Notes	01.01.2023 to 31.12.2023	01.01.2022 to 31.12.2022
CONTINUING OPERATIONS			
Income from gaming activities		2.194.560	1.995.446
Other operating income		427.808	253.323
Bingo prizes		(225.708)	(209.860)
Total operating income		2.396.660	2.038.909
Variable rent		(405.678)	(297.680)
Total operating income net of variable rent	**3.1**	1.990.982	1.741.229
Cost of sales	20.2	(57.722)	(64.325)
Employee benefits expense	20.3	(317.678)	(278.831)
Utilities and external services	20.4	(386.466)	(341.274)
Gaming taxes and other similar taxes		(599.229)	(504.578)
Charge to depreciation and amortization and impairment of assets	6. 7 & 19	(322.133)	(299.477)
Impairment charges	6. 7 & 19	6.217	1.686
Change in operating provisions		(2.611)	(4.823)
Finance income	20.5	6.463	1.629
Finance costs	20.5	(199.332)	(166.424)
Finance lease expense	20.5	(14.973)	(14.223)
Change in financial provisions	20.5	(5.061)	(324)
Gains/(losses) on investments in associates	8	4.949	2.119
Exchange gains / (losses), net	20.6	1.639	2.241
Gains/(losses) on disposal/derecognition of non-current assets		(4.299)	(5.025)
Profit before tax		100.746	69.600
Income tax	18.2	(27.092)	(29.628)
Net profit/(loss) for the year		73.654	39.972
Profit/(loss) for the year/period attributable to non-controlling interests	13.3	31.966	23.026
Profit/(loss) for the year attributable to the Parent		**41.688**	**16.946**

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LHMC Topco S.à r.l

Consolidated statement of comprehensive income for the year ended December 31, 2023

(Thousands of euros)	Notes	01.01.2023 to 31.12.2023	01.01.2022 to 31.12.2022
Net profit/(loss) for the year		**73.654**	**39.972**
Exchange gains (losses)		46.266	33.759
Tax effect		-	-
Total other comprehensive income that will be reclassified to profit or loss in subsequent years		46.266	33.759
Total other comprehensive income that will not be reclassified to profit or loss in subsequent years		-	-
Total comprehensive income for the year/period, net of tax		**119.920**	**73.731**
Total comprehensive income attributable to:			
Parent Company		90.730	47.631
Non-controlling interests		29.190	26.100
Total comprehensive income for the year/period, net of tax		**119.920**	**73.731**

Consolidated statement of changes in equity for the year ended December 31, 2023

(Thousands of euros)	Issued capital (Note 13.1)	Share premium	Retained earnings (Note 13.2)	Currency translation differences	Non-Controlling interests Note(13.3)	Total
At January1, 2022	**28.737**	**345.674**	**(747.583)**	**(62.432)**	**97.399**	**(338.205)**
Net profit/(loss)	-	-	16.946	-	23.026	39.972
Other comprehensive income	-	-	-	30.685	3.074	33.759
Total comprehensive income	-	-	**16.946**	**30.685**	**26.100**	**73.731**
Capital increase LHMC Topco S.à r.l.	-	-	-	-	-	-
Other movements:						
• Dividends paid to non-controlling interests	-	-	-	-	(24.556)	(24.556)
• Other movements	-	-	(4.231)	-	16.866	12.635
At December 31, 2022	**28.737**	**345.674**	**(734.868)**	**(31.747)**	**115.809**	**(276.395)**
Net profit/(loss)	-	-	41.688	-	31.966	73.654
Other comprehensive income	-	-	-	49.041	(2.777)	46.264
Total comprehensive income	-	-	41.688	49.041	29.189	119.918
Other movements:						
• Dividends paid to non-controlling interests	-	-	-	-	(41.481)	(41.481)
• Other movements	-	-	(259)	-	848	589
At December 31, 2023	**28.737**	**345.674**	**(693.439)**	**17.294**	**104.365**	**(197.369)**

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LHMC Topco S.à r.l.

Consolidated cash flow statement for the year ended December 31, 2023

(Thousands of euros)	Notes	01.01.2023 to 31.12.2023	01.01.2022 to 31.12.2022
Cash flows from operating activities			
Profit/(loss) for the year/period before tax		100.746	69.600
Adjustments to profit/(loss) due to:			
Change in operating provisions		2.611	4.823
Depreciation and amortization and impairment losses on non-current assets	6, 7 & 19	315.916	297.791
Gains/(loss) on disposals/derecognition of non-current assets		4.298	5.021
Finance (income) costs		207.953	177.227
Exchange gains / (losses), net	20.6	(1.639)	(2.241)
Other		2.299	(1.198)
Change in:			
Inventories		5.727	(1.404)
Trade and other receivables		(10.068)	(9.570)
Suppliers and other accounts payable		4.556	7.778
Other operating assets and liabilities, net		2.542	946
Income tax paid		(90.769)	(35.354)
Net cash from continuing operations		**544.172**	**513.419**
Cash flows from/(used in) investing activities			
Acquisition of property, plant, and equipment		(64.234)	(76.273)
Acquisition of intangible assets		(102.518)	(71.479)
Proceeds from disposal of property, plant and equipment		7.184	3.276
Acquisition of investments in other companies		(40.455)	(65.732)
Payments on financial investments		(8.306)	(10.699)
Interest received and income from financial investments		2.819	1.628
Net cash used in investing activities		**(205.510)**	**(219.279)**
Cash flows from/(used in) financing activities			
Proceeds from share capital increase and share premium increase		(94)	-
Repayment of share capital and share premium		-	-
Proceeds from the issue of bonds		-	
Cash inflows in bank accounts		-	-
Cash outflows in bank accounts		-	-
Inflows / outflows of cash in bank accounts		(61.269)	(160.564)
Bond issues	14	693.500	416.946
Cancelation of bonds	14	(668.350)	(403.000)
Lease liabilities principal payments	19	(68.124)	(63.807)
Interest paid		(142.929)	(122.475)
Deferred gaming taxes		(2.121)	(4.967)
Dividends paid and other payments		(52.709)	(23.754)
Net cash from/used in financing activities		**(302.096)**	**(361.621)**
Net increase/(decrease) in cash and cash equivalents		**36.566**	**(67.481)**
Net effect of exchange gains/(losses) on cash		1.172	374
Cash and cash equivalents at the beginning of the year		213.584	280.691
Cash and cash equivalents at December 31 2023	**12**	**251.322**	**213.584**

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1. GROUP INFORMATION

1.1 Group activity

LHMC Topco S.à r.l. (hereinafter the Company or the Parent Company) and its subsidiaries (hereinafter the Group or the Cirsa Group) consist of a set of companies operating in the gaming and leisure sector, carrying out the following activities:

- the design, manufacture and marketing of slot machines that are sold to both group companies and third parties, and the development of interactive gaming mechanisms and systems.
- Operation of slot machines, bingo halls and casinos, in both Spain and abroad.
- Marketing and operation of bets in own and third-party premises, as well as operation of on-line sports betting in both Spain and abroad.

The Company has been incorporated on April 5, 2018 for an unlimited period of time. On July 3, 2018 the Company acquired via its indirect subsidiary Cirsa Enterprises, S.L. 100% of the shares of Cirsa Gaming Corporation, S.A. from the former shareholders. Cirsa Enterprises, S.L. formerly LHMC Bidco, S.L. was incorporated on November 15, 2017.

Therefore, the new consolidated group was born on July 3, 2018 (except for the Parent Company having been incorporated on April 5, 2018) with the inclusion of the Cirsa Gaming Corporation, S.A. subgroup and the bond-issuing company, Cirsa Finance International S.à r.l., which was incorporated on May 22, 2018. These consolidated accounts will be filed with the company register in Luxembourg.

As a result of the foregoing, the accompanying consolidated financial statements cannot be considered consolidated financial statements under Spanish GAAP, but voluntary consolidated financial statements, issued by the Board of Directors.

1.2 Going concern

At December 31, 2023, the Group shows negative working capital amounting to 56.3 million euros (262.9 million euros negative at December 31, 2022), as a result of the Group's own activity.

However, the Group has a revolving credit facility (RCF) with a limit of 275 million euros, fully available at December 31, 2023 that can be renewed at the Group's request for periods of up to 6 months until maturity (December 2026). Additional drawdowns of this facility are subject to the fulfillment of some leverage, which is widely met at the date these consolidated financial statements are authorized for issue.

During 2023 the Group has generated a consistently positive free cash flow, has kept an appropriate level of liquidity throughout the year and shows a record of conservative financial policies, including prudent management of financial debt maturities.

This situation, together with the most recent estimates and a robust cash position (251.3 million euros at December 31, 2023), has allowed the Board of Directors of the Group's Parent Company to prepare these financial statements under the going concern principle. Therefore, the Group will be able to meet its financial obligations, particularly during the 12 months following the issuance of these consolidated financial statements.

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1.3 Group structure

The Parent Company, has its registered office and domicile at 2-4 rue Eugène Ruppert in L-2453 Luxembourg. It is owned by funds managed by the Blackstone Group which are the ultimate shareholders.

The details of the Company's subsidiaries at December 31, 2023 and 2022 are shown on the Appendix, classified into the following categories:

- Subsidiaries: Subsidiaries are companies controlled either directly or indirectly by the Company so that it can manage the financial and operating policies in order to obtain profit from the investment.
- Associates: Associates are companies over which significant influence is exercised, in which there is an ownership interest on a long-term basis that favors their activity, but with limited influence over their management and control.

(NOTE: The 'Ownership percentage' column in the Appendix is obtained by multiplying the successive percentages over the ownership chain and, therefore, shows the final ownership at Company level).

1.4 Changes in the scope of consolidation

The changes in the scope of consolidation are summarized as follows:

2023

- Acquisition of companies

(Thousands of euros)	% voting rights	Consolidation method	Total Assets in the consolidated statement of financial position at December 31, 2023	Operating revenue in the 2023 consolidated statement of comprehensive income
Modena Giochi Giuliani, Srl	100%	Full	14,741	85,485
Perselli Videogiochi, Srl	100%	Full	9,922	4,135
Operadora De Juegos Y Sorteos Paseo Central, S.A. De C.V	60%	Full	6,160	6
Micri Communication, S.R.L	80%	Full	4,903	5,476
New Retail, Srl	100%	Full	1,387	399
Automaticos Galvez, S.L	76%	Full	0	0
Mepe, S.L.	100%	Full	2,742	2,982
Recreativos Perseo, S.L.	100%	Full	319	400
Bingo Vic, S.A.	100%	Full	917	1,538
Isi Bet Pro, Srl	55%	Full	2,252	6,321
Servinet, S.L.	100%	Full	855	798
Diamonds Games, S.L.	76%	Full	78	324
Star Games Balear, S.L	76%	Full	284	369
Blanes Slots, S.L.	100%	Full	1,077	621
Jamaica 2001, S.L	100%	Full	1,704	1,077
Recreativos Valle De Aran, S.L.	100%	Full	887	737
Art Joc, S.L.	100%	Full	2,241	1,473
Font Mar, S.L.	100%	Full	396	714
Corporacion Turistica David, S.A.	60%	Full	1,357	0
Egaming Solutions, S.R.L	100%	Full	1,459	3,798

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The acquisitions shown in the table above have given rise to a business combination.

The information on the business combinations carried out during the year is shown in Note 4.

- Winding-up of companies

(Thousands of euros)	% voting rights	Consolidation method
Red De Interconexion De Andalucía, S.L.	100%	Full
Lightmoon International 21, S.L.	100%	Full
Sant Cugat Desarrollo De Tecnologías, S.L.U.	100%	Full

- Changes in the ownership percentage

The changes in the ownership percentage during 2023 are as follows:

	Consolidation method		Percentage	
	2023	2022	At December 31, 2023	At December 31, 2022
Sportium Puerto Rico Llc	Full	Full	100%	55%

- Other changes in equity

During 2023 the following changes in the scope due to mergers between group companies have occurred, without them affecting consolidated figures.

Acquired Group company	Acquiring Group company
Automaticos Galvez, S.L	Apple Games 2000
Illa Valles Hosteleria, S.L.	Barnacenter, S.A.
Grael, S.L.	Barnacenter, S.A.
Badamatic, S.A.	Radiamon, S.L.
Automaticos Felcarras, S.L.	Felix Jimenez Morante, S.A.
Candan, S.A.	Miky, Sl
Social Games Online, S,L,	Space Go Game Studio, S.L.
Cotecnic 2000, S.L.	Uniplay, S.L.
Garrido Player, S.L.	Uniplay, S.

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2022

- Acquisition of companies

(Thousands of euros)	% voting rights	Consolidation method	Total Assets in the consolidated statement of financial position at December 31, 2022	Operating revenue in the 2022 consolidated statement of comprehensive income
Santbar, S.L.	100%	Full	856	1,507
Sportium Puerto Rico, LLC	55%	Full	476	—
Automáticos Felcarras, S.L.	50%	Equity	104	—
Thousand and one nights, AB	75%	Full	336	—
Casino Management, S.A.R.L.	75%	Full	6,616	14,617
Sportium Dominicana, S.R.L.	100%	Full	83	—
E-Play 24 subgroup (*)	60%	Full	99,148	77,600
Operadora General de Entretenimiento, S.A. de C.V. (**)	100%	Full	25,724	4,883

(*) On July 27, 2022, the subgroup E-Play 24 was acquired as a result of gaining control over 60% of the company Yellow City, Limited, the parent of the subgroup comprised by E-Play 24 ITA, Limited, Reactive Games Software Solutions, Limited, E-Play 24 Retail, S.R.L., E-Play 24 Italia, S.R.L. and Gogoal, S.R.L.

(**) Operadora General de Entretenimiento, S.A. de C.V. is the owner of GANABET, an online sports betting and casino business in Mexico.

The acquisitions shown in the table above have given rise to a business combination.

The information on the business combination carried out during the year is shown in Note 4.

- Incorporation of companies

(Thousands of euros)	% voting rights	Consolidation method
Sport Tech Perú, S.A.C.	100%	Full
Global Management Tangier, S.R.L.	100%	Full
Atlantic Pecunia, S.R.L.	100%	Full
Sportium Portugal, S.A.	100%	Full

- Changes in the ownership percentage

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The changes in the ownership percentage during 2022 are as follows:

	Consolidation method		Percentage	
	2022	2021	At December 31, 2022	At December 31, 2021
Alfematic, S.A.	Full	Full	75%	50%
Maquiter, S.A.	Full	Full	100%	51%
Garbimatic, S.L.	Full	Full	75%	50%
Automáticos Quintana, S.L.	Full	Equity	50%	50%
Recreativos Galicia-Sanabria, S.L.	Full	—	100%	14%
Operadora de Entretenimiento Manzanillo, S.A. de C.V.	Full	Full	100%	60%

- Other changes in equity

During 2022 the following changes in the scope due to mergers between group companies have occurred, without them affecting consolidated figures.

Acquired Group company	Acquiring Group company
La Selva Inversiones, S.A.C.	Gaming and Services, S.A.C.

2. BASIS OF PRESENTATION AND ACCOUNTING STANDARDS

2.1 Basis of presentation

The Group prepares consolidated financial statements in accordance with the International Financial Reporting Standards adopted by the European (IFRS-EU) Union published by the International Accounting Standards Board (IASB) and further interpretations. These consolidated financial statements were authorized for issue by the Board of Managers on June, 26th 2024.

These financial statements are presented in thousands of euros unless otherwise indicated and are therefore susceptible to being rounded off.

The Directors of the Parent Company have issued these financial statements under the going concern principle as they consider that there is no uncertainty regarding the continuity of the Group's operations.

The accounting policies used in the preparation of these consolidated financial statements comply with each of the prevailing standards at the date of their issuance. The International Financial Reporting Standards as adopted by the European Union establish application alternatives in some cases. The options applied by the Group are described in the several accounting policies detailed in these Notes.

2.2 Estimates and judgments

The preparation of the consolidated financial statements requires Group Management to exercise judgment and to make estimates and assumptions that affect the application of the accounting policies and the recorded assets, liabilities, income and expenses. The estimates and assumptions taken into account have been based upon historical experience and other factors which were considered to be reasonable in the light of the circumstances. Consequently, the results obtained could differ from those assumptions

The estimates and assumptions are continuously reviewed. Any changes to accounting estimates are recognized in the period they are made if they apply solely to that period, or for that period and subsequent periods if they affect both. The key estimates and judgments are as follows:

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- Business combinations and goodwill

The Group assesses for each business combination, the fair value of assets, liabilities and acquired contingent liabilities, allocating the cost of the business combination to the identified elements. Likewise, goodwill arising from the acquisition is assigned to its corresponding cash-generating unit, based on expected synergies, for subsequent impairment tests (Notes 4 and 10).

- Impairment of assets

The Group assesses for impairment at year end for all non-financial assets which carrying amount could be unrecoverable. Goodwill and intangible assets with an indefinite useful life are tested for impairment annually, or when there is evidence of impairment, based on financial projections and estimates of future operating cash flows. In 2023 and 2022 the Group did not record any impairment losses on goodwill. During 2023 the Group has recognized impairment losses on intangible assets amounting to 5,641 thousand euros (2022: zero thousand euros) (Note 10).

- Determination of the lease term

In determining the lease term, the Group considers all relevant events and circumstances that create a significant economic incentive for the lessee to exercise the option to renew the lease or not to exercise the option to terminate the lease. The options to renew or terminate the lease are only included in the determination of the lease term if it is reasonably true that the lease will be extended or will not be terminated. In the event that there is a significant event or change in the circumstances that may affect the determination of the lease term, the Group revises the estimates made when determining the lease term.

- Recoverability of deferred tax assets

When the Group, or any of the companies included in it, recognizes deferred tax assets, the estimated taxable profit that will be generated in the next 10 years is reviewed at year end in order to assess their recoverability and, where appropriate, derecognize them if realization is not reasonably guaranteed. At December 31, 2023, the Group has recorded deferred tax assets amounting to 114,911 thousand euros (89,638 thousand euros at December 31, 2022), as indicated in Note 18.4.

- Consolidation methods

The assessment of whether control is exercised when the Group does not have absolute majority of voting rights, but agreements with the other shareholders have been reached, requires the Group to make estimates and judgments to determine whether it has unilateral rights to manage relevant activities in accordance with IFRS 10. Additionally, in order to establish the consolidation method of certain entities over which control is not exercised also requires Group Management to make judgments and estimates to determine whether they are considered jointly controlled companies, joint operations or associates for the purposes of preparing these consolidated financial statements.

2.3 Standards and interpretations approved by the European Union applied for the first time in the current year

The accounting standards used to prepare the accompanying consolidated financial statements are the same as those used to prepare the consolidated financial statements for the year ended December 31, 2022, except for the following standards, interpretations and amendments which have been applied for the first time this year:

Amendments to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

These amendments narrowed the scope of the recognition exemption for deferred tax assets so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

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These amendments have had no significant effect on the Group's consolidated financial statements.

Amendments to IAS 12 International Tax Reform Pillar Two Model Rules

The amendments introduce a temporary exception from the recognition of deferred taxes arising from jurisdictions implementing the OECD's international tax reform, as well as new disclosure requirements to help investors better understand the Group's exposure to income taxes arising from the tax reform, particularly before local legislation implementing the rules is in effect.

At the date these consolidated financial statements were authorized for issue, the legislation implementing the Pillar Two Model rules have not yet come into effect in Spain. The Group has applied this exemption from the recognition and disclosure of deferred tax assets and liabilities related to the ongoing tax reform. Additionally, in the preparation of the annual consolidated reporting, disclosures of the potential impacts arising from the adoption of Pillar Two Model rules have been considered and are presented in Note 18.

2.4 Standards and interpretations published by the IASB, but not applicable in the current year

The Group intends to adopt the standards, interpretations and amendments issued by the IASB, whose application is not mandatory in the European Union as at the date of authorizing the accompanying consolidated financial statements for issue, when they are effective, to the extent applicable to the Group.

Standard, interpretation or amendment	Date of adoption by the EU	Date of application in the EU	Date of application (IASB)
Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)	December 19, 2023	January 1, 2024	January 1, 2024
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	November 20, 2023	January 1, 2024	January 1, 2024
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	Outstanding	Outstanding	January 1, 2024
Lack of Exchangeability (Amendments to IAS 21)	Outstanding	Outstanding	January 1, 2025

2.5 Consolidation methodology

The consolidated financial statements include the financial statements of the Parent Company and its subsidiaries at December 31, 2023. Control is gained when the Group has rights to variable returns from its investment in the associate and has the ability to influence these returns through its power over the associate. Specifically, the Group has control over an associate if, and only if, it:

- has power over the associate (rights that give it the capacity to direct the associate's relevant activities)
- has exposure to, or rights to, the variable returns arising from its involvement with the associate
- can influence said returns by exercising its power over the associate

In the event that the Group does not have most voting rights, or similar rights, in the associate, it considers all relevant events and circumstances to assess whether it has control over the associate, including the following:

- Contractual agreements with the other shareholders with voting rights in the associate
- Rights arising out of other contractual agreements
- The Group's voting rights and potential voting rights

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- Control over the relevant activities of the associate

The Group reassesses whether it has control over an associate when events and circumstances indicate changes in one or more of the items determining control over it.

Subsidiaries are consolidated from the date of acquisition, which is the date that the Group obtains control, and continue to be consolidated until the date when such control ceases. In the event of the Group losing control of a subsidiary, the consolidated financial statements include the results of the portion of the year during which the Group held control.

Consolidation methodology is described in the following sections:
Consolidation methods

The methods applied to obtain these consolidated financial statements were as follows:

- Full consolidation method for subsidiaries
- Equity method for associates and jointly controlled companies

Harmonization

The financial year of the companies within the consolidation perimeter ends on December 31. For consolidation purposes the corresponding 2023 financial statements of each company have been used.

The accounting principles applied by the companies comply with Group policies and, accordingly, no harmonization adjustments were necessary.

Elimination of internal transactions

The intercompany balances arising from financial operations, rental agreements, payment of dividends, financial assets and liabilities, purchase and sale of inventories and non-current assets and rendering of services have been eliminated. In regard with purchase and sale transactions, the unrealized margin on assets, as well as depreciation, has been adjusted in order to show the assets at their original cost to the Group.

Translation of financial statements in foreign currency

The financial statements of foreign companies have been translated into euros prior to their consolidation following the year-end rate method. Accordingly, the assets and liabilities are translated at the exchange rate prevailing at December 31, capital and reserves are translated at the historical exchange rate, and income and expenses at the average exchange rate of the year. The gains or losses arisen in this process have been directly recorded under "Currency translation differences" in equity.

2.6 Business combinations

Business combinations are accounted for using the acquisition method. Acquisition cost is the sum of the consideration transferred, which is measured at fair value at acquisition date, and any amount recognized for non-controlling interests in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree at either fair value or the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are accounted for as expenses when incurred and are included in administrative costs.

The Group considers that a business has been acquired when the set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create output. The process acquired is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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Goodwill is initially measured at cost (which is the excess of the aggregate of the consideration transferred and the amount of any non-controlling interest in the acquiree and any previously held equity interest in the net identifiable assets acquired and the liabilities assumed). If the fair value of the net assets acquired exceeds the aggregate of the consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be transferred. If the reassessment still results in an excess of the fair value of the net assets acquired over the aggregate consideration transferred, the difference is recognized as income directly in the consolidated statement of comprehensive income.
After initial recognition, goodwill is measured at cost less any accumulated impairment loss. For impairment testing, goodwill acquired in a business combination is allocated, from the acquisition date, to each cash-generating unit of the Group expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are allocated to these units.

2.7 Intangible assets

Intangible assets are initially measured at acquisition cost less accumulated amortization and any impairment loss.

Goodwill is not amortized as it is considered to have an indefinite useful life. Instead, it is tested for impairment at least annually as well as intangible assets with indefinite useful lives. Likewise, the net carrying amount of intangible assets having finite useful life is tested for impairment when there is evidence or changes of not recovering the carrying amount, similar to the criteria established for property, plant and equipment.

Research expenses are charged to expenses when incurred, while development costs related to an individual project are capitalized when the Group can demonstrate the technical feasibility and profitability, the availability of financing resources, and incurred costs can be measured reliably. Development expenses to be capitalized, including the cost of materials, personnel expenses directly attributable and a fair proportion of overheads, are amortized using a declining method (50% the first year) over the period for which they expect to obtain profits or revenue from such project, which generally comprises three years.

Amounts paid to the owners of the sites where the slot machines are located on an exclusivity basis are capitalized as installation rights. They are amortized on a straight-line basis over the contract term.

Installation rights arising mainly from the business combinations of the acquisitions of the Cirsa Group by The Blackstone Group (2018), the acquisitions of the Sportium subgroup and Giga (2019), the acquisitions of the E-Play 24 subgroup and Ganabet (2022), and the acquisition of Micri Srl (2023) are amortized on a straight-line basis over their useful lives (ranging between 2.5 years and 20 years) based on the average maturity of exclusivity agreements in Spain and the term of the administrative concession for the rest of activities, with the following breakdown:

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	Method	Rate
Bingos Spain	Straight-line	6-7%
Casinos Spain	Straight-line	6-7%
Casinos Costa Rica	Straight-line	6%
Casinos Peru	Straight-line	10%
Casinos Dominican Republic	Straight-line	13%
Casinos Panama	Straight-line	6%
Casinos Morocco	Straight-line	13%
Bingos Mexico	Straight-line	8%
Casinos Colombia	Straight-line	13%
Operators Spain	Straight-line	10-29%
Operators Italy	Straight-line	29%
Online customers Spain	Straight-line	11%
Ganabet brand	Straight-line	20%
E-Play 24 brand	Straight-line	5%
E-Play 24 customers	Straight-line	13%
Micri customers	Straight-line	42%
Micri brand	Straight-line	10%

These criteria arose as a result of the Purchase Price Allocation carried out by the independent expert.

Administrative concessions are amortized on a straight-line basis, according to the concession term, as well as transfer rights of leased premise.

Software is amortized on a straight-line basis over three years.

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2.8 Property, plant and equipment

Property, plant and equipment are measured at acquisition cost less accumulated depreciation and any recognized impairment loss.

The Group assesses whether there is an indication that the net carrying amount of property, plant and equipment may be impaired. If any indication exists, assets or cash-generating units are recorded at their recoverable amount.

Expenses for repairs which do not prolong the useful life of the assets, as well as maintenance expenses, are taken to the income statement in the year incurred. Expenses incurred for expansion or improvements which prolong the useful life of the asset are capitalized. Future expenses for restoring and retirement are recognized, at present value, as a cost component, with a liability provision as counterpart.

Depreciation charges are calculated over the estimated useful lives of the assets. Property, plant and equipment are generally depreciated on a straight-line basis over their estimated useful life. A declining basis is used alternatively for some assets, basically slot machines, since it better follows the actual pattern of revenue related to these assets.

	Method	Rate
Commercial buildings (new/used) and plant	Straight-line	2-4%
Production facilities (new/used)	Straight-line	8-16%
Other facilities	Straight-line	8-12%
Production machinery	Straight-line	10%
Other production equipment	Straight-line	20%
New slot machines	Declining(*)/Straight line	20%
Used slot machines	Straight-line	40%
Furniture (new/used)	Straight-line	10-20%
Vehicles (new/used)	Declining/Straight line	10-32%
Tools and furniture (new/used)	Straight-line	30-60%
Data processing equipment (new/used)	Declining/Straight line	25-50%
Molds and dices	Straight-line	25%
Other PP&E items	Straight-line	16%

(*) The declining method for new slot machines corresponds to the sum-of-the-years' digits method over 5 years.

The finite useful life of slot machines is necessarily subject to exogenous factors (mainly market and competence) of difficult forecast. In the event that such equipment completes its useful life before the base period used for depreciation, the net balance of the related good at the removal date is charged as depreciation for the year, given its recurrent and typical features, as well as its corrective nature of systematic depreciation performed on related goods.

2.9 Investments in associates

Investments are accounted for under the proportional consolidation method or the equity method, that is, they are accounted initially at cost and its carrying amount is increased or decreased in order to recognize the part of the result of the invested company attributed to the Group from the acquisition date.

Part of the profit (loss) for the year of the invested company is recorded in the Group consolidated statement of comprehensive income. Dividends received reduce the amount of the investment.

Changes in the investee's equity, as a result of changes that have had no effect on profit/(loss), are directly recorded as changes in the Group's equity.

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2.10 Fair value

Fair value is the price that would be received to sell an asset or paid to transfer or cancel a liability in an orderly transaction between market participants at the measurement date. Fair value shall be determined without deducting any transaction costs that may be incurred as a result of derecognition or disposal. The amount a company would receive or pay in a forced transaction, distress sale or involuntary liquidation shall not be considered as fair value.

Fair value is estimated for a certain date and, since market conditions may change over time, fair value may not be appropriate for another date. Additionally, when estimating fair value, the Group considers the conditions of the asset or liability that market participants would consider when establishing the price of the asset or liability at the measurement date.

Fair value shall generally be calculated by reference to a reliable market value. Where there is an active market for an item, fair value shall be calculated using models and valuation techniques. For example, by reference to recent arm's length transactions between knowledgeable, willing parties where available, reference to the fair value of other assets that are substantially the same, or through the use of discounted estimated future cash flow methods or models generally used to measure options.

Valuation techniques are consistent with accepted pricing methodologies used in the market. Where possible, the valuation technique used should be that proven to obtain the most realistic price estimates. They must also take into account the use of observable market data and other factors that its participants would consider when setting prices, and limit as far as possible the use of subjective considerations and non-observable or non-verifiable data.

The Group shall periodically evaluate the effectiveness of the valuation techniques used, by reference to observable prices of recent transactions involving the same asset as that being measured, or using prices based on any available and applicable observable market data or indices.

Thus, a hierarchy in the inputs used in determining fair value is deducted and a fair value hierarchy is established in order to classify estimates into three levels:

- Level 1: estimates that use unadjusted quoted prices in active markets for identical assets or liabilities that the company can access at the measurement date.
- Level 2: estimates that use quoted prices in active markets for similar instruments or other valuation methods for which the relevant inputs are based on directly or indirectly observable market data.
- Level 3: estimates in which significant inputs are not based on observable market data.

The fair values of current and non-current financial assets and liabilities do not differ significantly from their respective carrying amounts.

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2.11 Financial assets

Financial assets are initially recorded at fair value. For investments not measured at fair value with changes in results, directly attributable transaction costs are added. The Group establishes the classification of financial assets at the initial recognition, and, when appropriate and allowed, the classification is assessed again at each year end.

Financial assets are classified as follows:

Financial assets at amortized cost:

This category includes the financial assets that meet the following two conditions:

- The asset is held within a business model with the objective to hold assets in order to collect contractual cash flows, and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through equity

They are subsequently measured at fair value without deducting any transaction costs that may be incurred upon disposal. Changes in fair value are recognized directly in equity until the investment is derecognized or determined to be impaired at which time the cumulative gain or loss previously recorded in equity is recognized in the income statement.

Impairment losses and foreign exchange gains and losses on monetary assets are recognized in the income statement rather than in equity. Interest earned is also recognized in the income statement, calculated using the effective interest method, as well as any dividends.

Financial assets at fair value through profit or loss

These assets are subsequently measured at fair value and the changes thereto are recorded directly in the income statement for the year.

2.12 Financial liabilities

At initial recognition, financial liabilities are recognized at fair value, net of transaction costs, except for financial liabilities at fair value through consolidated comprehensive income. Subsequently, borrowings are measured at amortized cost, which is the difference between cost and the recognized redemption amount, using the effective interest method.

Liabilities maturing in less than 12 months from the date of the consolidated statement of financial position are classified as current, while those with longer maturity periods are classified as non-current.

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2.13 Cancelation of financial assets and liabilities

Financial assets (or, when applicable, part of a financial asset or part of a group of similar financial assets) are derecognized when:

- Rights to related cash flows have expired;
- The Group has retained the right to receive related cash flows, but has assumed the liability of fully paying them within the established terms to a third party under a transfer agreement;
- The Group has transferred the rights to receive related cash flows and (a) has substantially transferred the risks and rewards incidental to the ownership of the financial asset, or (b) has not transferred or retained the asset's risks and rewards, but has transferred the control over the asset.

Financial liabilities are derecognized when the related liability is settled, cancelled or expired. When an existing financial liability is replaced by other from the same borrower but with substantially different terms, or the conditions of the existing liability are substantially modified, such change or modification is recorded as a disposal of the original liability and an addition of a new liability. Difference of related carrying amounts is recognized in the consolidated statement of comprehensive income.

2.14 Inventories

Inventories are accounted for at the lower of the acquisition cost and the recoverable amount.

The recoverable amount of raw materials is the replacement cost. Nevertheless, no provision is set aside for raw materials and other consumables used in production, if the finished products in which they are to be incorporated will be sold above cost. The recoverable value of finished products corresponds to the estimated sales price less related selling expenses.

The cost value of finished products includes materials measured at the weighted average acquisition price, third-party work, labor and production overhead.

2.15 Cash and cash equivalents

This caption includes cash, current accounts, bank deposits and other financial investments maturing within less than three months from the acquisition date, provided that risks of the substantial alteration of their value are immaterial. This caption also includes the money necessary for the development of gaming activities.

In terms of the consolidated statement of cash flows, cash and cash equivalents include the abovementioned concepts, net of bank overdrafts, if applicable.

2.16 Impairment of assets

Non-financial assets

The Group assesses at each year end whether there is an indication that a non-current asset may be impaired. If any indication exists, and when an annual impairment test is required, the Group estimates the asset's recoverable amount. The recoverable amount is the higher of the cash-generating unit (CGU) fair value less cost to sell and value in use, and it is established for each separate asset, unless for assets that do not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and its carrying amount is reduced to the recoverable amount. To assess value in use, expected cash flows are discounted to their present value using risk free market rates, adjusted by the risks specific to the asset. Impairment losses from continuing activities are recognized in the consolidated statement of comprehensive income.

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The Group assesses at year end indicators of impairment losses previously recorded in order to verify whether they have disappeared or decreased. If there are indicators, the Group estimates a new recoverable amount. A previously recognized impairment loss is reversed only if the circumstances giving rise to it have disappeared, since the last loss for depreciation was recognized. In this regard, the asset's carrying amount increases to their recoverable amount. The reversal is limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset.

The reversal is recognized in the consolidated statement of comprehensive income. Upon such reversal, the depreciation expense is adjusted in the following periods to amortize the asset's revised book value, net of its residual value, systematically over the asset's useful life.

Financial assets

The Group assesses at year end if financial assets or group of financial assets are impaired. To assess the impairment of financial assets, the following criteria are applied:

- Assets measured at amortized cost

If there is objective evidence that there is an impairment loss of loans and other receivables recorded at amortized cost, the loss is measured as the difference between the book value and the present value of estimated cash flows, discounted at the current market rate upon initial recognition. The book value is reduced by an allowance, and the loss is recorded in the consolidated statement of comprehensive income.

Impairment loss is reversed only if the circumstances giving rise to it have ceased to exist. Such reversal is limited to the carrying amount of the financial asset that would have been recognized on the reversal date had no impairment loss been recognized.

In regard with trade and other receivables, when there is objective evidence of not collecting them, an adjustment is made based on identified bad debts risk.

2.17 Provisions

Provisions are recognized when:

- the Group has a present obligation either legal, contractual or constructive as a result of past events;
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount of the obligation can be reliably measured.

When the effect of the cash temporary value is significant, the provision is estimated as the present value of the future cash flows required to settle the obligation.

The discount rate applied in the assessment of the obligation's present value only corresponds to the temporary value of money and does not include the risks related to the estimated future cash flows related to the provision. The increase of the provision derived from the aforementioned discount is recorded as a financial expense.

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2.18 Interest yield loans and credits

Loans and credits are initially measured at cost value, which is the fair value of the contribution received, net of issuance costs related to the debt.

Upon initial recognition, interest yield loans and credits are recognized at amortized cost using the effective interest rate method, including any issuance cost and discount or settlement premium.

2.19 Translation of balances in foreign currency

Transactions in foreign currency are translated at the spot rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the spot rate prevailing at the closing date. Unrealized exchange gains or losses are recognized in the consolidated statement of comprehensive income. As an exception, exchange gains or losses arising from monetary assets and liabilities that reflect investments in foreign subsidiaries are recorded in *Currency translation differences* in equity, with no impact on the consolidated statement of comprehensive income.

2.20 Leases

At inception of a contract, the Group assess whether the contract is, or contains, a lease, that is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as lessee

The Group applies a single recognition and measurement approach for all leases, except for leases of low-value assets and short-term leases. The Group recognizes the lease liabilities representing its obligation to make lease payments and the assets representing the right to use the underlying leased asset.

i) Right-of-use assets

The Group recognizes the right-of-use assets at the commencement of the lease (that is, the date on which the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciated and impairment losses, and adjusted for any remeasurement of the lease liabilities. The cost of the right-of-use asset comprises the amount of recognized lease liabilities, initial direct costs incurred and lease payments made at or before the commencement of the lease, less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shortest lease term and the useful lives of the assets.

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost shows the exercise of a purchase option, depreciation is calculated using the estimated useful live of the asset. Right-of-use assets are also subject to impairment. Accounting policies are described in Note 2.16.

ii) Lease liabilities

At the commencement of the lease, the Group recognizes a lease liability at the present value of the lease payments to be made over the lease term. Lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Lease payments also include the exercise price of a purchase option if the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease. Variable lease payments that depend on an index or a rate are recognized as expenses in the period in which the event or condition that triggers those payments occurs.

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To calculate the present value of the lease payments, the Group uses its incremental borrowing rate at the commencement of the lease because the interest rate implicit in the lease cannot be readily determined. Subsequent to the commencement of the lease, the carrying amount of lease liabilities is increased to reflect interest thereon and reduced to reflect the lease payments made. Additionally, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (i.e. changes in future lease payments resulting from a change in an index or rate used to determine those payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the recognition exemption for short-term leases to its short-term leases on machinery and equipment (that is, leases that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to office equipment leases that are considered of low value. Lease payments associated with short-term leases or leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

2.21 Recognition of revenue from contracts with customers

The Group adopted IFRS 15 - Revenue from Contracts with Customers for years beginning on or after January 1, 2018, which resulted in the adaptation of some accounting policies:

Revenue from gaming activities (excluding sports betting)

Revenue from exploiting slot machines is measured at the collected amount. The percentage of the amount collected from slot machines attributable to the owner of the premises where the machine is located is included as operating expense under *Variable rent*.

Revenue from bingo cards is recognized for the total amount of sold cards, based on their face value, while recognizing the prizes granted to players as a decrease in operating revenues. The card cost is recorded in *Consumptions*, and the gaming tax rate over purchased bingo cards is included under *Gaming taxes*.

Revenue from casinos and sports betting is recorded for the net amount from the game ("win"), after deducting prizes removed by players.

Sports betting

Revenue from sports betting activities is the net gain or loss from betting activities for the period plus the gain or loss from the revaluation of open positions at year end (immaterial to the Group), and is shown net of the cost of special offers or discounts to customers incurred in the year. Revenue from sports betting activities is initially measured at fair value of the consideration received or receivable from customers. It is subsequently measured at fair value through profit or loss in the revenue heading as it is one of the main activities of the Group. Special offers to customers, including free bets, and discounts are deducted from the revenue from sports betting.

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Revenue from sales of finished products

Revenue from the sale of finished products is measured when risks and significant benefits incidental to the ownership of the assets have been transferred to the buyer and the outcome can be estimated reliably, circumstance that generally arises with the effective goods delivery.

An account receivable is recognized when the goods are delivered, as this is the time when the consideration is unconditional as only the passage of time is required before payment of that consideration is due.

When customers have the right to return the product within a certain period of time, the entity shall refund them the purchase price. Revenue is adjusted at the expected value of returns and the cost of sales is adjusted for the value of the goods expected to be returned. In accordance with IFRS 15, a refund liability is recognized for the expected refunds to customers as an adjustment to revenue in trade and other payables. At the same time, the Group has the right to recover the product from the customer when the customer exercises their right of refund, and an asset is recognized adjusted for the cost of sales. The asset is measured by reference to the old book value of the product.

Interest income

Interest income is recorded based on the time passed, including the asset's effective yield.

2.22 Restructuring expenses

Expenses incurred in restructuring processes, mainly indemnities to personnel, are recognized when a formal and detailed plan exists to perform such process by identifying the main parameters (i.e. main locations, functions and approximate number of affected employees, estimated payments and the implementation schedule) and creating a real and valid expectation among affected employees in regard with the process.

2.23 Income tax

Deferred income tax is recognized on all temporary differences at the closing date between the tax bases of assets and liabilities and their carrying amounts in the statement of financial position.

Deferred tax liabilities are recognized for all temporary differences, except for taxable temporary differences arisen from an acquired goodwill, which amortization is not tax deductible and those arisen upon the initial recognition of an asset or liability in a transaction, other than a business combination, and that at the transaction date did not affect the accounting or the tax result.

Likewise, a deferred tax liability is recognized for all taxable temporary differences from investments in subsidiaries, associates or jointly controlled companies, except when both the following conditions are met: (a) the Group is able to manage the reversal date of the temporary difference and (b) the temporary difference will not be reversed in the future. In this regard, when the results are generated in subsidiaries in countries where there is not an agreement to avoid double taxation and the Group's policy is the repatriation of dividends, the Group records a deferred tax related to the effective amount that would be filed when profits are repatriated.

Deferred tax assets are recognized for all deductible temporary differences, tax credits related to unused tax loss carryforwards and unused deductions, to the extent that it is probable that future taxable profit will be available against which these assets may be utilized, except for deductible temporary differences arisen upon the initial recognition of an asset or liability in a transaction, other than a business combination, and that at the transaction date did not affect the accounting or the tax result.

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Furthermore, only a deferred tax asset is recognized for all deductible temporary differences from investments in subsidiaries, associates or jointly controlled companies when both the following conditions met: (a) the temporary difference will be reversed in the future, and (b) it is probable that future taxable profit will be available against which these temporary differences may be utilized.

The recovery of deferred tax assets is reviewed at year end, reducing the amount in assets to the extent that it is probable that future taxable benefits will not be available and consequently these assets could not be utilized.

Deferred taxes are measured based on the tax legislation and charge rates enacted or to be enacted, at the date of consolidated statement of financial position.

Deferred tax assets and liabilities are not discounted and are classified as non-current assets or non-current liabilities, respectively.

2.24 Contingencies

When unfavorable outcome of a situation that leads to a potential loss is likely to occur (i.e. more than 50% of possibilities), the Group establishes a provision which is recorded based on the best estimate of present value of expected future disbursement. On the other hand, if expectations of favorable resolution are more likely, no provision is recorded, which is reported in the notes of existing risks, unless the possibility of a negative outcome is clearly considered remote.

2.25 Classification of current and non-current assets and liabilities

Assets and liabilities are classified in the consolidated statement of financial position as current and non-current according to their maturity date. Current assets mature within one year from the closing date, and non-current assets mature in more than such period.

3. FINANCIAL INFORMATION BY OPERATING SEGMENT

The Group's activities are organized and managed separately based on the nature of the services and products provided. Each segment represents one strategic business unit that provides different services and offers products to different markets whose operating profit or loss are examined on a regular basis by the Group's ultimate operating decision-making body in order to decide on the resources to be allocated to the segment and assess its performance.

An operating segment has been considered to be an identifiable unit of the Group responsible for supplying a unique product or service, or alternatively a set of these which are inter-related, and which is characterized by being subject to risks and yields of a different nature from those which correspond to other operating segments within the Group.

Assets, liabilities, income and expenses by segment include those directly attributable, together with those which may be reasonably attributed. Unallocated captions by the Group correspond to deferred tax assets and liabilities balances.

Transfer prices between segments are determined based on the actual costs incurred increased by a reasonable trade margin.

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3.1 Operating segments

Effective from January 1, 2023 operating segments have been modified to align them with how management is currently organized, thus consolidating common markets and customer bases portfolios within each segment. For better comparability purposes, the figures for 2022 and 2023 are shown based on the new operating segments. The operating segments defined by the Group are as follows:

Casinos:

It comprises the entire retail gaming offering through own halls that includes in all cases a wide range of slot machines and e-roulettes together with other e-games and A&B / shows, plus game tables (and in a few cases traditional bingo) hall by hall.

Slots Spain:

It comprises the slot machine offering in Spain through third-party bars and similar premises, together with the B2B business related to the design, manufacture and sale of slot machines for the Spanish bar channel.

Slots Italy:

It comprises the slot machine offering in Italy through third-party bars and gaming halls.

On-line gaming & Betting:

It comprises the marketing and operating of bets in own and third-party premises and the development of related activities. Additionally, the Group operates online bets and games in Spain and abroad.

Structure:

Segments that aggregately represent less than 10% of total external and internal revenue, less than 10% of the combined result of all segments with aggregated benefits, and less than 10% of total assets have been considered as irrelevant. Thus, no specific information thereon is provided and they have been grouped together under this generic caption.

"Structure" also includes the Group's administrative and management structure.

The table below shows information on revenue and results, certain information on assets and liabilities, and other information regarding business segments, including balances and transactions between segments, at December 31, 2023, 2022 and 2021.

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2023

(Thousands of euros)	Casinos	Slots Spain	Slots Italy	Online games & bets	Structure	Eliminations	Total
Assets by segment							
Allocated non-current assets	1.433.684	932.067	99.535	264.237	1.384.761	(1.205.451)	2.908.833
Unallocated non-current assets	-	-	-	-	114.911	-	114.911
Allocated current assets	152.208	100.793	45.265	72.273	81.704	(13.049)	439.194
Total Assets	**1.585.892**	**1.032.860**	**144.800**	**336.510**	**1.581.376**	**(1.218.500)**	**3.462.938**
Liabilities by segment							
Allocated liabilities	(460.642)	(162.528)	(122.041)	(133.157)	(2.572.605)	541.938	(2.909.035)
Unallocated liabilities					(751.272)		(751.272)
Total Liabilities	**(460.642)**	**(162.528)**	**(122.041)**	**(133.157)**	**(3.323.877)**	**541.938**	**(3.660.307)**
Operating income net of variable rent							
Sales to external customers	927.535	384.703	362.284	320.548	1.165	(5.253)	1.990.982
Intragroup revenue	3.304	10.317	-	4.968	42.807	(61.396)	-
Total operating income net of variable rent	**930.839**	**395.020**	**362.284**	**325.516**	**43.972**	**(66.649)**	**1.990.982**
Profit/(loss)							
EBITDA (*)	391.138	169.145	27.349	54.636	(11.466)	(915)	629.887
Finance income	14.627	8.093	224	6.169	42.657	(65.307)	6.463
Finance costs	(9.883)	(34.282)	(3.076)	(2.020)	(215.537)	65.466	(199.332)
Profit/(loss) before tax	156.577	69.366	8.017	20.751	(199.159)	45.194	100.746
Income tax	(26.334)	(17.139)	(661)	(1.652)	18.789	-95	(27.092)
Profit/(loss) after tax	130.243	52.227	7.356	19.099	(180.370)	45.099	73.654
Non-monetary expenses							
Charge to depreciation and amortization and impairment of assets	(194.851)	(71.619)	(16.007)	(34.239)	806	(006)	(315.916)
Change in operating provisions	1.371	(2.848)	(132)	(1.002)	-	-	(2.611)
Other significant expenses							
Employee benefits expense	(177.707)	(63.662)	(17.154)	(26.208)	(32.186)	(761)	(317.678)
Utilities and external services	(199.161)	(37.259)	(23.533)	(168.180)	(22.903)	64.570	(386.466)
Gaming taxes	(134.623)	(103.211)	(287.263)	(73.793)	-339	-	(599.229)
Other segment information							
Investment in non-current assets (cash flow)	79.265	67.297	(17.154)	(26.208)	(32.150)	(761)	70.289
Investments in associates (balance sheet):	20.688	-	6.982	-	-	-	27.670
Non-controlling interests (profit and loss)	14.815	10.923	940	5.288	-	-	31.966

(*) EBITDA is defined for financial reporting purposes, as profit or loss before income tax, finance income or costs, profit or loss from investments
in associates, profit or loss from sale/derecognition of non-current assets, change in operating provisions and depreciation and amortization charges and impairment.

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2022

(Thousands of euros)	Slots	B2B	Casinos	Bingos	Bets	Structure	Eliminations	Total
Assets by segment								
Allocated non-current assets	1,002,765	33,258	952,004	311,602	208,220	1,413,659	(1,118,876)	2,802,632
Unallocated non-current assets	-	-	-	-	-	89,638	-	89,638
Allocated current assets	153,153	45,702	84,023	37,253	69,676	34,512	(45,709)	378,610
Total Assets	**1,155,918**	**78,960**	**1,036,027**	**348,855**	**277,896**	**1,537,809**	**(1,164,585)**	**3,270,880**
Liabilities by segment								
Allocated liabilities	(872,514)	(43,775)	(315,540)	(186,388)	(108,625)	(2,389,085)	1,092,584	(2,823,343)
Unallocated liabilities	-	-	-	-	-	(723,932)	-	(723,932)
Total Liabilities	**(872,514)**	**(43,775)**	**(315,540)**	**(186,388)**	**(108,625)**	**(3,113,017)**	**1,092,584**	**(3,547,275)**
Operating income net of variable rent								
Sales to external customers	736,000	42,623	533,380	215,684	228,541	641	(15,640)	1,741,229
Intragroup revenue	9,419	36,594	2,842	3,909	4,937	40,005	(97,706)	-
Total operating income net of variable rent	**745,419**	**79,217**	**536,222**	**219,593**	**233,478**	**40,646**	**(113,346)**	**1,741,229**
Profit/(loss)								
EBITDA (*)	203,185	10,403	245,909	70,044	41,988	(9,982)	(9,326)	552,221
Finance income	3,821	132	3,452	1,732	2,847	47,328	(57,683)	1,629
Finance costs	(37,955)	(1,468)	(8,097)	(5,145)	(1,764)	(169,733)	57,738	(166,424)
Profit/(loss) before tax	62,205	4,275	104,524	13,504	16,169	(108,383)	(22,694)	69,600
Income tax	(11,645)	(441)	(26,386)	(3,258)	(2,319)	14,355	66	(29,628)
Profit/(loss) after tax	50,560	3,834	78,138	10,247	13,849	(94,028)	(22,628)	39,972
Non-monetary expenses								
Charge to depreciation and amortization and impairment of assets	(106,418)	(4,617)	(124,997)	(50,316)	(23,845)	(1,372)	13,774	(297,791)
Change in operating provisions	(1,908)	355	(2,544)	(606)	(720)	-		(4,823)
Other significant expenses								
Employee benefits expense	(83,083)	(20,060)	(90,135)	(48,501)	(20,021)	(30,442)	13,411	(278,831)
Utilities and external services	(75,169)	(7,429)	(111,892)	(57,936)	(129,828)	(20,000)	60,980	(341,274)
Gaming taxes	(350,881)	(158)	(80,228)	(32,840)	(40,394)	-77		(504,578)
Other segment information								
Investment in non-current assets (cash flow)	77,663	3,691	39,845	13,514	12,865	174	-	147,752
Investments in associates (balance sheet):	24,630	-	-	7,217	-	-	-	31,847
Non-controlling interests (profit and loss)	9,374	-	12,955	(131)	828	-	-	23,026

(*) EBITDA is defined for financial reporting purposes, as profit or loss before income tax, finance income or costs, profit or loss from investments
in associates, profit or loss from sale/derecognition of non-current assets, change in operating provisions and depreciation and amortization charges and impairment.

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3.2 Information on geographical segments

In the presentation of information by geographic segments, sales are based on the destination country and the assets on their location. The table below shows this information at December 31, 2023 and 2022:

2023

(Thousands of euros)	Sales to external customers	Inter-segment sales	Total revenue geographical segment	Assets by geographical area	Investment in non-current assets
Spain	816,928	37,356	854,284	1,441,256	94,494
Latin America and Africa	660,369	377	660,746	1,418,517	64,808
Italy	513,684	—	513,684	228,719	7,450
Eliminations and other	—	(37,733)	(37,733)	373,962	—
	1,990,981	**—**	**1,990,981**	**3,462,454**	**166,752**

2022

(Thousands of euros)	Sales to external customers	Inter-segment sales	Total revenue by segment	Assets by segment	Investments in non-current assets
Spain	778.704	90.216	868.920	1.266.545	92.152
Latin America	590.365	326	590.691	1.434.697	52.198
Italy	372.160	-	372.160	221.370	3.402
Eliminations and other	0	(90.542)	(90.542)	348.268	-
	1.741.229	**-**	**1.741.229**	**3.270.880**	**147.752**

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4. BUSINESS COMBINATIONS AND ACQUISITIONS OF ASSOCIATES

4.1 Acquisitions in 2023

The breakdown of the amounts related to acquisitions in 2023 is as follows:

Name and description of the entities and businesses	Acquisition date	(Thousands of euros) Consideration price	Fair value of the net assets acquired	Installation rights	Goodwill
Automaticos Galvez, S.L	January 2023	896	282	614	—
Modena Giochi Giuliani, Srl and Perselli Videogiochi, Srl	April 2023	25,043	1,683	23,360	—
Operadora De Juegos Y Sorteos Paseo Central, S.A. De C.V	April 2023	—	(1,257)	1,257	—
Micri Communication, S.R.L	April 2023	29,762	5,947	8,982	14,832
Servinet, S.L.	May 2023	799	144	655	—
Mepe, S.L. and Recreativos Perseo, S.L.	July 2023	3,276	152	3,124	—
Bingo Vic, S.A. and Isi Bet Pro, Srl	July 2023	4,235	63	4,172	—
Egaming Solutions, S.R.L	September 2023	1,300	(328)	1,628	—
Diamonds Games, S.L.	November 2023	429	(1)	430	—
Star Games Balear, S.L	November 2023	546	209	337	—
Happy (Blanes Slots, S.L., Jamaica 2001, S.L, Recreativos Valle De Aran, S.L., Art Joc, S.L., Font Mar, S.L.)	November 2023	13,104	3,053	10,051	—
Corporacion Turística David, S.A.	November 2023	868	—	868	—
New Retail, Srl	December 2023	8,546	62	8,484	—
		88,805	**10,010**	**63,962**	**14,832**

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Assets acquired and liabilities assumed

The amounts recorded in the consolidated financial statements at the acquisition date of the assets and liabilities acquired in the business combinations for the year ended December 31, 2023, by heading, are as follows:

(Thousands of euros)	Recognized fair value of the acquisition		
	Modena Giochi Giuliani, Srl and Perselli Videogiochi, Srl	Micri Communication, S.R.L	Other acquisitions
Intangible assets	4,025	—	1,470
Property, plant and equipment	1,296	—	1,864
Right-of-use assets	—	—	—
Non-current financial assets	451	—	591
Deferred tax assets	229	—	406
Inventories	—	—	3
Receivables	3,457	1,112	1,021
Other current assets	879	—	1,055
Cash and cash equivalents	930	7,196	2,305
Total assets	**11,267**	**8,309**	**8,715**
Provisions	(866)	(1,280)	(91)
Bank borrowings	(1,275)	—	(1,209)
Trade payables	(4,980)	(267)	(2,825)
Other non-trade payables	(1,151)	(815)	(1,682)
Deferred tax liabilities	(1,312)	—	(528)
Total liabilities	**(9,584)**	**(2,361)**	**(6,335)**
Total net identifiable assets at fair value	**1,683**	**5,947**	**2,380**
Net intangible assets arisen from the acquisition	23,360	23,814	31,620
Consideration from the purchase	**25,043**	**29,762**	**34,000**

Had the acquisition taken place at the beginning of the year, consolidated operating revenue in 2023 would have increased by 34,368 thousand euros and consolidated profit/(loss) for the year 2023 would have increased by 1,300 thousand euros. Additionally, since their acquisition date these companies have contributed profit to the Group amounting to 5,543 thousand euros.

Net cash flows related to acquisitions at December 31, 2023 are as follows:

(Thousands of euros)	Modena Giochi Giuliani, Srl and Perselli Videogiochi, Srl	Micri Communication, S.R.L	Other acquisitions
Consideration paid at December 31, 2023 (*)	(13,624)	(25,887)	(27,769)
Cash and cash equivalents at acquisition date	2,979	7,196	2,441
Cash flows paid for the acquisitions at December 31, 2023	**(10,645)**	**(18,690)**	**(25,328)**

(*) The rest of the amounts of the consideration are considered deferred components of the purchase price and will be paid at the maturity dates agreed on in the contract.

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4.2 Acquisitions in 2022

The breakdown of the amounts related to acquisitions in 2022 is as follows:

Name and description of the entities and businesses	Acquisition date	(Thousands of euros) Consideration price	Fair value of the net assets acquired	Installation rights	Goodwill
Santbar, S.L.	January 2022	2,269	318	1,951	—
Sportium Puerto Rico, LLC	January 2022	—	—	—	—
Automáticos Felcarras, S.L.	May 2022	137	137	—	—
Thousand and one nights, AB/ Casino Management, S.A.R.L.	May 2022	4,815	1,314	3,501	—
Sportium Dominicana, S.R.L.	May 2022	2	2	—	—
E-Play 24 subgroup (*)	July 2022	53,953	199	27,213	26,541
Operadora General de Entretenimiento, S.A. de C.V. (**)	July 2022	20,473	(2,229)	5,754	16,948
Gogoal, S.R.L.	December 2022	2,736	29	2,707	—
		84,385	**(230)**	**41,126**	**43,489**

(*) On July 27, 2022, the subgroup E-Play 24 was acquired as a result of gaining control over 60% of the company Yellow City, Limited, the parent of the subgroup comprised by E-Play 24 ITA, Limited, Reactive Games Software Solutions, Limited, E-Play 24 Retail, S.R.L., E-Play 24 Italia, S.R.L. The acquisition cost includes the amount contributed by Cirsa for the acquisition of E-Play plus the contribution by non-controlling interests in the holding company Yellow City Limited amounting to 19,946 thousand euros.
(**) Operadora General de Entretenimiento, S.A. de C.V. is the owner of GANABET, an online sports betting and casino business in Mexico.

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Assets acquired and liabilities assumed

The amounts recorded in the consolidated financial statements at the acquisition date of the assets and liabilities acquired in the business combinations for the year ended December 31, 2022, by heading, are as follows:

(Thousands of euros)	Recognized fair value of the acquisition			
	E-Play 24 subgroup (*)	Ganabet	Casino Management/TON	Other acquisitions
Intangible assets	136	33	33	43
Property, plant and equipment	301	82	331	55
Right-of-use assets	397	—	—	278
Non-current financial assets	2	4	32	—
Inventories	—	—	380	—
Receivables	8,073	2,104	1,052	25
Other current assets	829	71	—	300
Cash and cash equivalents	16,156	2,467	1,262	61
Total assets	**25,894**	**4,761**	**3,090**	**762**
Provisions	—	(875)	—	—
Bank borrowings	(398)	—	—	—
Trade payables	(10,221)	(5,754)	(968)	(11)
Other non-trade payables	(12,681)	(361)	(808)	—
Deferred tax liabilities	(2,395)	—	—	(265)
Total liabilities	**(25,695)**	**(6,990)**	**(1,776)**	**(276)**
Total net identifiable assets at fair value	**199**	**(2,229)**	**1,314**	**486**
Net intangible assets arisen from the acquisition	53,754	22,702	3,501	4,658
Consideration from the purchase	**53,953**	**20,473**	**4,815**	**5,144**

Had the acquisition taken place at the beginning of the year, consolidated operating revenue in 2022 would have increased by 91,896 thousand euros and consolidated profit/(loss) for the year 2022 would have decreased by 2,439 thousand euros. Additionally, since their acquisition date these companies have contributed profit to the Group amounting to 4,680 thousand euros.

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Net cash flows related to acquisitions at December 31, 2022 are as follows:

(Thousands of euros)	E-Play 24 subgroup (*)	Ganabet	Casino Management/TON	Other acquisitions
Consideration paid at December 31, 2023 (*)	(35,208)	(11,775)	(4,526)	(2,271)
Cash and cash equivalents at acquisition date	16,155	2,467	1,262	61
Cash flows paid for the acquisitions at December 31, 2023	**(19,053)**	**(9,308)**	**(3,264)**	**(2,210)**

(*) The rest of the amounts of the consideration are considered deferred components of the purchase price and will be paid at the maturity dates agreed on in the contract.

5. GOODWILL

The breakdown of and movements in goodwill by operating segment is as follows:

2023

(Thousands of euros)	2022	Additions	Other	2023
Slots Italy	54,441	—	—	54,441
Slots Spain	487,257	—	—	487,257
Casinos	648,655	—	359	649,014
On-line gaming & Betting	83,104	18,308	(375)	101,037
	1,273,457	**18,308**	**(16)**	**1,291,749**

2022

(Thousands of euros)	2021	Additions	Other	2022
Slots Italy	54,441	—	—	54,441
Slots Spain	486,912	345	—	487,257
Casinos	648,885	—	(230)	648,655
On-line gaming & Betting	38,237	44,867	—	83,104
	1,228,475	**45,212**	**(230)**	**1,273,457**

Goodwill arose mainly due to the acquisition in 2018 of Grupo Cirsa Gaming Corporation, S.A. and subsidiaries and significant acquisitions carried out in 2019 (Sportium subgroup and Giga).

There have been additions in goodwill in 2023, mainly as a result of the acquisition of Micri Communication, S.r.l. in April 2023 (Note 4.1)

There were additions in goodwill in 2022, mainly as a result of the acquisition of the E-Play 24 subgroup and Ganabet in July 2022 (Note 4.2) and the adjustment to the price of Sportium amounting to 1,378 thousand euros.

At December 31, 2023 and 2022 there have been no impairment losses on goodwill (Note 10.1).

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Note 10 below shows the several items related to the potential impairment test conducted on the Group's assets.

6. OTHER INTANGIBLE ASSETS

6.1 Movements

2023

(Thousands of euros)	Balance at January 1, 2023	Additions	Derecog-nitions	Transfers	Currency translation differences and other changes	Balance at December 31, 2023
COST						
Development costs and patents	82,294	14,857	(1,168)	(1,977)	1,185	95,191
Service concession arrangements	72,688	11,385	(4)	26	(571)	83,524
Installation rights	1,546,570	159,191	(37,494)	2,145	36,279	1,706,691
Transfer rights	13,915	3,574	(634)	—	887	17,742
Software	56,678	10,279	(232)	1,600	1,622	69,947
Prepayments and other	3,911	627	(462)	(979)	(40)	3,057
	1,776,056	**199,913**	**(39,994)**	**815**	**39,362**	**1,976,152**
Amortization						
Development costs and patents	(73,608)	(3,319)	137	—	(815)	(77,605)
Service concession arrangements	(55,615)	(5,106)	—	—	54	(60,667)
Installation rights	(612,908)	(158,040)	34,203	—	(1,021)	(737,766)
Transfer rights	(11,069)	(734)	—	—	(661)	(12,464)
Software	(43,242)	(6,617)	220	—	(1,276)	(50,915)
	(796,442)	**(173,816)**	**34,560**	**—**	**(3,719)**	**(939,417)**
Impairment losses	(24,387)	(5,105)	1,316	—	—	(28,176)
Net carrying amount	**955,227**	**20,992**	**(4,118)**	**815**	**35,643**	**1,008,559**

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2022

(Thousands of euros)	Balance at January 1, 2022	Additions	Derecog-nitions	Transfers	Currency translation differences and other changes	Balance at December 31, 2022
COST						
Development costs and patents	79,723	3,555	(2,203)	(38)	1,257	82,294
Service concession arrangements	70,685	937	(357)	23	1,400	72,688
Installation rights	1,441,217	129,109	(59,768)	178	35,834	1,546,570
Transfer rights	12,882	514	(163)	—	682	13,915
Software	47,345	6,866	(498)	2,181	784	56,678
Prepayments and other	103	3,794	—	15	(1)	3,911
	1,651,955	**144,775**	**(62,989)**	**2,359**	**39,956**	**1,776,056**
Amortization						
Development costs and patents	(70,226)	(4,027)	1,280	—	(635)	(73,608)
Service concession arrangements	(53,415)	(2,163)	74	—	(111)	(55,615)
Installation rights	(507,899)	(156,768)	52,216	—	(457)	(612,908)
Transfer rights	(10,084)	(590)	11	—	(406)	(11,069)
Software	(37,900)	(5,347)	488	—	(483)	(43,242)
	(679,524)	**(168,895)**	**54,069**	**—**	**(2,092)**	**(796,442)**
Impairment losses	(27,858)	2,157	1,315	—	(1)	(24,387)
Net carrying amount	**944,573**	**(21,963)**	**(7,605)**	**2,359**	**37,863**	**955,227**

The *Additions* column in 2023 and 2022 includes the effect of business combinations (Note 4). The most relevant additions in *Installation rights* in 2023 are the business combinations of Modena Giochi for a gross amount of 32,399 thousand euros and Micri for a gross amount of 15,935 thousand euros. The most relevant additions in *Installation rights* in 2022 were the business combinations of E-Play 24 for a gross amount of 35,806 thousand euros and Ganabet for a gross amount of 8,220 thousand euros.

Most of the rest of additions in 2023 and 2022 included in *Installation rights* mainly relate to the non-refundable payment in exchange for the exclusive rights to operate the halls where the slot machines are located. The disposals in this caption for both years mainly relate to installation rights pending amortization in halls that had either closed or decided not to operate the machines for profitability reasons, and to no longer fully amortized installations rights in force.

6.2 Development costs and patents

They mainly correspond to:

- Industrial companies: Creation of new models of slot machines and technological innovation for them. The net value at December 31, 2023 and 2022 is 5,147 and 4,277 thousand euros, respectively.
- Companies engaged in lotteries and interactive products: Software development for online gaming applications. The net value at December 31, 2023 and 2022 is 2,030 thousand euros and 2,374 thousand euros, respectively.

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The internal cost of developing new models of slot machines and software for on-line games by the B2B activities of the Group is recorded as development costs and patents with a charge to the corresponding expenses according to their nature in the consolidated statement of comprehensive income. Said work performed by the Group for its intangible assets in 2023 and 2022 amounts to 2,201 and 2,831 thousand euros, respectively.

Research and development costs recognized as an expense in 2023 amount to 28 thousand euros (34 thousand euros at December 31, 2022) (Note 20.4).

6.3 Service concession arrangements

The most significant items in the gross balance of service concession arrangements at December 31, 2023 are as follows:

- Official contract to manage and operate slot machine halls in the Republic of Panama, mainly expiring in 2038, for an amount of 14,986 thousand euros (14,588 thousand euros at December 31, 2022). The net value of this concession at December 31, 2023 amounts to 10,707 thousand euros (10,906 thousand euros at December 31, 2022).

- Licenses of video terminals acquired by Cirsa Italia S.p.A. for an amount of 49,145 thousand euros (40,786 thousand euros at December 31, 2022). At December 31, 2023, the net value of the concession amounts to 5,585 thousand euros (at December 31, 2022 the concession was fully amortized). These licenses have been extended until December 2024.

- Entry fee in order to manage one of our casinos in Morocco, for an amount of 7,310 thousand euros. At December 31, 2023, the net value of these rights amounts to 6,091 thousand euros.

6.4 Installation rights

This caption includes the amounts given in exchange for the exclusive rights to operate in the halls where slot machines are located, for a net carrying amount of 136,635 thousand euros (122,216 thousand euros in 2022), and the value allocated in the business combinations carried out since 2018, for a net carrying amount of 832,290 thousand euros in 2023 and 811,446 thousand euros in 2022.

6.5 Impairment losses

Impairment losses amounting to 4,668 thousand euros have been recorded on installation rights in 2023 (2022: no impairment losses), which are registered as a result of the impairment tests made on the Group's assets (Note 10.2).

6.6 Other information

At 2023 year end, the net value of intangible assets in foreign companies amounts to 644,369 thousand euros (634,249 thousand euros at 2022 year end).

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7. PROPERTY, PLANT AND EQUIPMENT

7.1 Movements

2023

(Thousands of euros)	Balance at January 1, 2023	Additions	Derecognitions	Transfers	Currency translation differences and other changes	Balance at December 31, 2023
Cost						
Land and buildings	95,853	3,626	(1,800)	3,855	6,347	107,881
Technical installations	145,282	4,714	(3,350)	1,260	4,425	152,331
Machinery	571,080	65,027	(66,795)	14,240	19,111	602,663
Data processing equipment	81,631	4,889	(1,007)	1,502	1,867	88,882
Transport equipment	3,718	844	(414)	93	31	4,272
Other installations, tools, furniture, and other PP&E	413,543	22,564	(5,311)	7,852	764	439,412
Property, plant and equipment under construction	20,482	32,221	(3,641)	(29,616)	1,059	20,505
	1,331,589	**133,885**	**(82,318)**	**(814)**	**33,604**	**1,415,946**
Depreciation						
Buildings	(54,416)	(8,757)	1,505	—	(4,289)	(65,957)
Technical installations	(114,328)	(9,009)	2,647	—	(5,113)	(125,803)
Machinery	(492,438)	(56,590)	63,358	—	(17,331)	(503,001)
Data processing equipment	(74,021)	(4,599)	516	—	(708)	(78,812)
Transport equipment	(3,122)	(763)	339	—	16	(3,530)
Other installations, tools, furniture, and other PP&E	(329,866)	(22,994)	4,174	—	(988)	(349,674)
	(1,068,191)	**(102,712)**	**72,539**	**—**	**(28,413)**	**(1,126,777)**
Impairment losses	**(2,078)**	**(1,112)**	**687**	**—**	**104**	**(2,399)**
Net carrying amount	**261,320**	**30,061**	**(9,092)**	**(814)**	**5,295**	**286,770**

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2022

(Thousands of euros)	Balance at January 1, 2022	Additions	Derecognitions	Transfers	Currency translation differences and other changes	Balance at December 31, 2022
Cost						
Land and buildings	93,677	571	(1,332)	1,343	1,595	95,853
Technical installations	143,582	4,865	(3,535)	1,123	(753)	145,282
Machinery	563,509	53,044	(61,561)	6,204	9,884	571,080
Data processing equipment	76,503	5,871	(2,570)	918	909	81,631
Transport equipment	3,582	265	(244)	51	64	3,718
Other installations, tools, furniture, and other PP&E	388,930	12,863	(3,235)	2,367	12,618	413,543
Property, plant and equipment under construction	11,983	22,444	582	(14,365)	(162)	20,482
	1,281,766	**99,923**	**(71,895)**	**(2,359)**	**24,155**	**1,331,589**
Depreciation						
Buildings	(47,468)	(6,071)	830	—	(1,707)	(54,416)
Technical installations	(108,000)	(10,171)	3,105	186	552	(114,328)
Machinery	(480,533)	(53,207)	49,242	312	(8,252)	(492,438)
Data processing equipment	(71,097)	(4,511)	1,106	(89)	570	(74,021)
Transport equipment	(3,064)	(219)	63	—	98	(3,122)
Other installations, tools, furniture, and other PP&E	(302,234)	(19,662)	2,617	(409)	(10,178)	(329,866)
	(1,012,396)	**(93,841)**	**56,963**	**—**	**(18,917)**	**(1,068,191)**
Impairment losses	**(2,561)**	**(471)**	**1,175**	**—**	**(222)**	**(2,078)**
Net carrying amount	**266,809**	**5,611**	**(13,757)**	**(2,359)**	**5,016**	**261,320**

The "Additions" column in 2023 mainly shows:

- The effect of the other business combinations (Note 4), which has amounted to an overall gross value of 18,849 thousand euros (5,104 thousand euros in the prior year) and accumulated depreciation of 16,014 thousand euros (4,442 thousand euros in the prior year).
- Investments in assets in Spain (36,750 thousand euros), Colombia (10,856 thousand euros), and Panama (14,372 thousand euros) mainly to renovate some already-installed halls and machines, and additions of property, plant and equipment under construction amounting to 33,221 thousand euros as a result of the renovation and expansion of casinos, mainly in Latin American countries.

Additions in 2022 also included investments in assets in Spain (34,558 thousand euros), Colombia (5,164 thousand euros), and Panama (12,718 thousand euros) mainly to renovate some already-installed halls, and additions of property, plant and equipment under construction amounting to 22,445 thousand euros as a result of the renovation and expansion of casinos, mainly in Latin American countries.

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The *Disposals* column in 2023 and 2022 includes sales of several assets and other disposals, basically due to the replacement of slot machines, which in 2023 resulted in profit of 708 thousand euros (934 thousand euros in the prior year).

7.2 Work performed by the Group and capitalized

The cost value of the machines manufactured by group companies that after being sold to operational companies of the Cirsa Group are operated by them is recorded as property, plant and equipment with a charge to the corresponding expenses according to their nature in the consolidated statement of comprehensive income. The work performed by the Group and capitalized as property plant and equipment in 2023 and 2022 amounts to 33,467 and 44,778 thousand euros, respectively.

7.3 Assets used as guarantees

Several property, plant and equipment items, whose net value at December 31, 2023 and 2022 was 341 and 348 thousand, respectively, were used as guarantee for mortgage loan debts.

7.4 Assets subject to charges and limitations

All assets can be freely used, except for the assets used as guarantees indicated in Note 7.3 and those acquired under finance lease arrangements, whose net carrying amount is 1,763 thousand euros at December 31, 2023 (1,459 thousand euros at December 31, 2022).

7.5 Assets located outside of Spain

The net value of the assets located outside of Spain amounts to 150,180 thousand euros at December 31, 2023 (131,650 thousand euros at December 31, 2022).

7.6 Investment commitments

Firm investment commitments amount to 3,862 thousand euros at December 31, 2023 (3,388 thousand euros at December 31, 2022).

8. INVESTMENTS IN ASSOCIATES

This caption includes the following investments:

2023

(Thousands of euros)	Book value of the investment (*)	Assets	Liabilities	Operating revenue	Profit/(loss) for the year
AOG, S.R.L.	6,982	22,759	23,228	64,316	(470)
Unión de Operadores Reunidos, S.A.	19,722	18,068	1,717	23,907	5,103
Other	965	30,394	20,550	49,407	2,948
	27,670	**71,221**	**45,495**	**137,629**	**7,581**

(*) The Appendix includes the ownership percentages held in each of the companies.

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2022

(Thousands of euros)	Book value of the investment (*)	Assets	Liabilities	Operating revenue	Profit/(loss) for the year
AOG, S.R.L.	7,217	21,005	21,454	78,460	(1,547)
Unión de Operadores Reunidos, S.A.	23,421	23,012	4,636	22,844	4,873
Other	1,209	27,594	15,993	42,943	654
	31,847	**71,611**	**42,083**	**144,247**	**3,980**

(*) The Appendix includes the ownership percentages held in each of the companies.

The associates consolidated using the equity method had no contingent liabilities or capital commitments at December 31, 2023 and 2022.

The annual variation in the 'Investments in associates' caption is as follows:

(Thousands of euros)	2,023	2,022
Balance at January 1	31,847	29,728
Dividends	(9,126)	—
Share in profit/(loss) for the year	4,949	2,119
Balance at December 31	**27,670**	**31,847**

The transactions carried out during the 2023 and 2022 between the above-listed companies and the companies accounted for using the full consolidation method are not relevant.

9. FINANCIAL ASSETS

This caption consists of the following balances:

(Thousands of euros)	2023			2022		
	Non-current	Current	Total	Non-current	Current	Total
Loans and receivables						
Joint ventures and associates	1.469	2.313	3.782	870	1.750	2.620
Loans to third parties	26.714	-	26.714	29.518	-	29.518
Guarantees and deposits	16.796	16.124	32.920	11.327	15.050	26.377
Fixed income securities and deposits	-	1.434	1.434	-	8.166	8.166
Trade and other receivables	-	163.873	163.873	-	138.508	138.508
Other	10.625	3.495	14.120	10.383	1.345	11.728
	55.604	187.239	242.843	52.098	164.819	216.917
Impairment losses	(1.853)	(30.555)	(32.408)	(2.806)	(33.772)	(36.578)
	53.751	**156.684**	**210.435**	**49.292**	**131.047**	**180.339**

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The Group considers that the fair values of these do not differ significantly from the amounts recorded.

The accumulated balance of impairment losses on non-current financial assets mainly relates to loans to third parties, whereas the amount of impairment losses on current financial assets mainly relates to trade and other receivables (28,933 and 32,315 thousand euros at December 31, 2023 and 2022, respectively). The remainder of the balance amounting to 1,622 thousand euros corresponds to impairment losses on current financial investments (1,457 thousand euros at December 31, 2022).
The book value of this caption is denominated in the following currencies:

(Thousands of euros)	2023	2022
Euro	168.326	119.985
US dollars	19.046	18.879
Colombian peso	800	14.393
Mexican peso	16.258	19.851
Peruvian sol	2.151	4.981
Costa Rican colon	1.589	1410
Dominican peso	982	39
Moroccan dirham	1283	801
	210.435	**180.339**

9.1 Balances with joint ventures and associates

Balances with joint ventures and associates

This caption breaks down as follows:

(Thousands of euros)	2023	2022
Participation loans	1,469	870
Trade transactions with associates	2,313	1,750
	3,782	**2,620**

(*) The amounts receivable from the joint ventures included in the table above are the remaining balances after the eliminations upon consolidation.

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The annual maturity of these assets is as follows:

(Thousands of euros)	2023	2022
Within 1 year	2,313	1,750
Between 1 and 2 years	1,469	—
Between 2 and 3 years	—	870
Between 3 and 4 years	—	—
Between 4 and 5 years	—	—
	3,782	**2,620**

The average interest rate of these assets in 2023 was 0.5% (2022: 0.5%).

9.2 Loans to third parties

The breakdown of non-current loans to third parties is as follows:

(Thousands of euros)	2023	2022
Loan against shares as collateral granted for the acquisition of a 49% interest in a casino in Morocco at an interest rate of 1%.	2,185	2,150
Non-current prepayments to suppliers	3,076	3,794
Non-current loans to employees	—	1,815
Mortgage loan in US dollars to a company that owns a hotel in Dominican Republic where a casino operated by the Group is located. It eams an annual interest of 5%.	6,298	7,179
Accounts receivable from the industrial division.	997	1,946
Other	14,158	12,634
	26,714	**29,518**

The breakdown of maturity dates for non-current loans to third parties is as follows:

(Thousands of euros)	2023	2022
Between 1 and 2 years	13,436	15,769
Between 2 and 3 years	3,240	3,191
Between 3 and 4 years	3,960	2,546
Between 4 and 5 years	1,986	3,485
More than 5 years	4,072	4,527
	26,714	**29,518**

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9.3 Trade and other receivables

This caption consists of the following balances:

(Thousands of euros)	2023	2022
Trade receivables	63,084	54,308
Impairment losses	(28,933)	(32,315)
Public administrations	39,769	29,198
Other accounts receivable	61,020	55,002
	134,940	**106,193**

"Receivables from Public administrations" mainly correspond to payments on account of income tax, VAT and other tax receivables.

"Other receivables" mainly relates to prepayments to owners of hospitality establishments for the portion they are entitled to of the earnings obtained from the slot machines located in their premises. These prepayments are recovered based on the earnings obtained.

The balance of "Trade and other receivables" is shown net of impairment loss. The movements in the impairment loss allowance are as follows:

(Thousands of euros)	2023	2022
Balance at January 1	33,772	32,115
Net charges for the year	1,474	4,730
Utilized	(4,929)	(3,617)
Additions of companies	238	544
Balance at December 31	**30,555**	**33,772**

The Group has established credit periods between 90 and 150 days, while the average collection period is approximately of 120 days at December 31, 2023 (120 days at December 31, 2022).

10. IMPAIRMENT TEST

Method for determining the recoverable amount of cash-generating units and key assumptions used

The Group assesses annually whether there is an indication that its non-financial assets (goodwill and other non-current assets) may be impaired.

The Group determines the recoverable amount of cash-generating units based on the value-in-use principle. Value in use is equal to the net present value of projected future cash flows derived from the operating assets of each identified unit.

Cash flow projection

Future cash flows for each cash-generating unit have been estimated using projection models that integrate the most relevant operating, financial and macroeconomic indicators in each case. The explicit

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projection horizon has been four years. From then on, terminal value has been estimated as permanent income calculated at a constant growth rate.

Projection for the first year considers the detailed operating plan approved for each business unit for the year 2024, adjusted, where appropriate, by the estimated impact of relevant changes on regulations, competitive environment, business model or performance of each unit. This projection is based on the consolidation of commercial activity in each region and the estimated evolution of demand curves projecting a gradual improvement in revenue.

Projections for the years 2025 through 2027 consider the detailed strategic plan approved for each business unit which take into account the best estimate of expected business performance. These projections are based on the consolidation of the commercial activity in each region.

The rate used to discount cash flows corresponds to the weighted average cost of capital, calculated for each unit. The weighted average cost of capital considers the cost of own and third-party capital, weighing them in accordance with a defined target capital structure. The cost of own capital varies, for each unit, depending on the corresponding market risk premium and the specific risk of the country in which it operates, including foreign currency risk. For practical reasons, the discount rates used are after-tax rates. Additionally, discounted cash flows include tax effects.

The growth rate used to calculate the terminal value of each unit is mainly based on the annual variance of the consumer price index considered by long-term macroeconomic projections for each country; that is, growth in real terms is not considered. For cash-generating units whose functional currency is not the euro, cash flow projections are made in the corresponding local currency and their net present value is translated into euros at the estimated exchange rate for 2024.

The usual methodology for calculating the average cost of capital mainly uses observable data from external sources.

The cost of debt has been estimated based on the weighted average cost of corporate note issues.

10.1 On goodwill

Cash-generating units

Goodwill acquired through business combinations and any other intangible assets with indefinite useful lives have been attributed to cash-generating units for impairment testing. The breakdown of cash-generating units is as follows:

- Slots in Spain.
- Slots in Italy.
- Casinos in Spain, Panama, Colombia, Mexico, Dominican Republican, Peru, Costa Rica and Morocco.
- Bets in Spain and other countries (Sportium, E-Play, Ganabet and Micri).

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Impairment test

At December 31, 2023 it has been determined based on a calculation of the value in use using cash flow projections for the Group's operating and strategic plans for a 4-year period. Perpetual discount and growth rates applied (beyond 4-year projections) are detailed in "Key assumptions" below.

Key assumptions

Budgeted operating revenue - the bases for determining the value allocated to budgeted operating revenue is the average of the operating revenue obtained in the year, increased by the evolution of growth parameters in activity in the several markets. From year five onwards projections are extrapolated using a growth rate similar to the growth rate equivalent to expected inflation.

Increase in costs - the basis for determining the value allocated to the increase in costs is the price index expected during the year for the different countries and segments, decreased by expected improvements in efficiency. The values allocated to the key assumptions are consistent with external information sources.

Discount rates - the basis for determining the discount rate applied in the cash flow projections is determined based on the specific risk of each cash-generating unit, considering the type of activity and countries in which they are located.

Growth rate - the basis for determining the growth rate used to extrapolate the flows to obtain the terminal value is the expected growth rate of inflation in each geographical area.

The discount and growth rates used for each country comprising the several CGUs are as follows:

Geographical areas	Discount rate	Growth rate
Spain	7.50 %	1.70 %
Italy	7.60 %	2.00 %
Mexico	7.80 %	3.00 %
Colombia	8.00 %	3.02 %
Panama	8.03 %	2.00 %
Costa Rica	10.20 %	3.50 %
Peru	7.60 %	2.52 %
Dominican Republic	11.00 %	4.02 %
Morocco	8.10 %	2.38 %

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Test results

As a result of the impairment tests on goodwill carried out in 2023 and 2022, no impairment adjustments needed to be recorded.

CGU	Goodwill	Value in use:	Headroom/ (impairment)
2023			
Slots Italy	54,441	134,143	79,702
Slots Spain	487,257	1,413,591	926,334
Casinos	649,014	3,813,128	3,164,114
Bets	101,037	943,877	842,840
2022			
Slots Italy	54,441	157,620	103,179
Slots Spain	487,257	1,660,983	1,173,726
Casinos	648,655	3,197,913	2,549,258
Bets	83,104	607,586	550,577

Sensitivity analysis

The Group has done a sensitivity analysis for the aforementioned key assumptions.

Inflation rate

The inflation rate is based on expected inflation growth rates according to the geographical area, and affects cost increase, revenue and growth assumptions for the cash-generating units. A 1%-increase in the expected inflation rate for each geographical area would not result in any impairment because of existing headroom.

Gross margin

The gross margin is determined based on net revenue and costs to sell for each cash-generating unit. A 2%-decrease in expected gross margin would not result in any impairment because of existing headroom.

Discount rate

A 2%-increase in the discount rate, with all other assumptions kept constant, would not result in any impairment because of existing headroom.

Growth rate

A 1%-decrease in the expected growth rate, with all other assumptions kept constant, would not result in any impairment because of existing headroom.Based on this analysis, the Group has concluded that the possibility of reaching these values in some of the assumptions made is not reasonable. Therefore, no reasonably possible change in the assumptions has occurred that would entail the need to record impairment losses on the assets of each cash-generating unit.

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10.2 On other assets

Impairment indicators used by the Group to determine the need of an impairment test on other non-current assets, among others, are as follows:

- Significant drop of the result over the same period in the prior year, and/or over the budget.
- Legislative changes in progress or planned, which could lead to negative effects.
- Change of strategy or internal expectations regarding a particular business or country.
- Position of competitors and their launches of new products.
- Slowdown of revenue or difficulties in selling at expected prices.
- Change in habits and attitudes of users, and other elements specific to each division.

At December 31, 2023, based on the results of the impairment test under discounted cash flows on assets with finite useful lives, impairment losses of 5,641 thousand euros have been recorded, mainly due to more prudent estimates of future cash flows from online operations in Mexico and Panama. At December 31, 2022, no impairment losses were recorded.

11. INVENTORIES

The breakdown of inventories by category, net of impairment, is as follows:

(Thousands of euros)	2023	2022
Raw and auxiliary materials	6,128	10,171
Spare parts and others	8,167	8,815
Finished goods	516	380
Work in progress	1,374	1,391
Prepayments to suppliers	466	851
	16,651	**21,608**

Inventories correspond mainly to the manufacture and marketing of slot machines carried out by Group companies.

The balance of inventories is shown net of impairment loss. Movements in the impairment loss allowance are as follows:

(Thousands of euros)	2023	2022
Balance at January 1	2,545	2,845
Net charges for the year	2,224	1,196
Write-offs	(1,393)	(1,496)
Balance at December 31	**3,376**	**2,545**

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The write-off in 2023 and 2022 corresponds to the destruction of several inventories from the industrial division.

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12. CASH AND CASH EQUIVALENTS

For consolidated cash-flow statement purposes, cash and cash equivalents include the following items:

(Thousands of euros)	2023	2022
Cash	72.370	56.007
Current accounts	104.714	113.202
Deposits under 3 months	30.002	1
Cash in hoppers	44.236	44.374
Balance at December 31	**251.322**	**213.584**

These assets are unrestricted and earn market interest rates.

The book value of this caption is denominated in the following currencies:

(Thousands of euros)	2023	2022
Euro	168.402	150.376
US dollars	27.396	25.396
Colombian peso	20.825	9.466
Mexican peso	9.462	7.325
Peruvian sol	2.760	1.912
Costa Rican colon	1.510	1.405
Dominican peso	5.136	3.716
Moroccan dirham	15.831	13.988
	251.322	**213.584**

13. EQUITY

13.1 Subscribed capital and share premium

As of December 31, 2019 the Company's share capital was set at EUR 28,695,123.40, represented by 286,951,234 shares (the "Shares") consisting of:

- Class A ordinary shares composed of 6,071,955 shares for a total amount of EUR 607,195.50;
- Class B ordinary shares composed of 907,299 shares for a total amount of EUR 90,729.90;
- Class C preference shares composed of 279,971,980 shares for a total amount of EUR 27,997,198.00.

All shares have a nominal value of EUR 0.10 per share and were fully paid.
As at December 31, 2019 the share premium amounted to EUR 345,217,811.90

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On January 15, 2020, the shareholders decided to increase the share capital of the Company by an amount of EUR 16,135.60 through the issuance of the class C2 and C1 preference shares. At the same time the share premium has been increased by an amount of EUR 145,220.40.

As at December 31, 2020 the subscribed capital was fixed at EUR 28,711,259 represented by 287,112,590 shares plus a share premium in the amount of EUR 345,363,032.30. All shares have a nominal value of EUR 0.10 and were fully paid in.

On 27 July 2021, the shareholders decided to increase the share capital of the Company by an amount of EUR 25,960.00 through the issuance of:

- 4,316 shares split in four classes of shares class A1 to A5 shares, composed of 1,079 shares each and;
- 254,202 shares split in two classes of shares, class C1 and C2 shares, composed of 127,101 shares each,

with a nominal value of EUR 0.10 per share, fully paid up.

On 27 July 2021, through the increase of share capital an additional amount of EUR 310,865.60 has been contributed to the share premium account.

As at 31 December 2022 and 2023, the subscribed capital is fixed at EUR 28,737,219.00 represented by 287,372,190 shares plus a share premium of EUR 345,673,897.90. The subscribed capital is represented by:

1,215,468.00	Class A1 shares
1,215,468.00	Class A2 shares
1,215,468.00	Class A3 shares
1,215,468.00	Class A4 shares
1,215,468.00	Class A5 shares
181,455.00	Class B1 shares
181,455.00	Class B2 shares
181,455.00	Class B3 shares
181,455.00	Class B4 shares
181,479.00	Class B5 shares
140,193,769.00	Class C1 shares
140,193,769.00	Class C2 shares

The Company's C preference shares give entitlement to a preferred dividend of 11% per annum, calculated on the nominal and on share premium value of the shares and allocated by priority compared to the distribution of ordinary shares. The cumulated interest not paid as at December 31, 2023 amounts to EUR 269,334,495.64 (2022: EUR 206,242,238.82).

The class C preference shares have been classified as equity in accordance with IAS 32.11 for the following reasons:

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- The distribution of a preferred dividend to the class C preference shareholders is subject to the decision of the general meeting of shareholders to make a dividend distribution, there is no automatism in case of profit;
- The preferred shares are not redeemable at the option of the preference shareholders.

13.2 Retained earnings

The balance of this caption includes reserves of the Parent Company, which are non-distributable.

Legal reserve

In accordance with Article 710-23 of the Luxembourg Law, the Company must allocate a minimum of 5% of the net profit of the legal reserve, until such reserve reaches 10% of the share capital. Distribution of the legal reserve is restricted.

There is no legal reserve at December 31, 2023 and 2022.

Additionally, the Group Spanish subsidiaries have provided the legal reserves at the amount required by the prevailing legislation.

13.3 Non-controlling interests

The balances related to non-controlling interests are as follows:

	Balance in statement of financial position		Share in profit/(loss)	
(Thousands of euros)	**2023**	**2022**	**2023**	**2022**
Casinos	73,776	84,635	14,815	12,824
Slots Spain	8,926	12,165	10,923	8,447
Slots Italy	952	13	940	927
Online games & bets	20,711	18,996	5,288	828
104,365	**115,809**	**31,966**	**23,026**

The inter-annual variation of balances in the consolidated statement of financial position is as follows:

(Thousands of euros)	**2023**	**2022**
Balance at January 1	115,809	97,399
Share in profit/(loss) for the year	31,966	23,026
Currency translation differences	(2,777)	3,074
Net impact due to business combinations	1,173	19,281
Dividends paid	(41,481)	(24,556)
Other disposals	(325)	(2,415)
Balance at December 31	**104,365**	**115,809**

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The movements in 2023 and 2022 correspond to the share in profit/(loss) of companies in which non-controlling interest is held, to dividends paid, impact of currency translation differences and to additions/disposals due to changes in scope.

14. CORPORATE NOTES

The breakdown of the issues of notes carried out by the Group are as follows:

Issue date	Initial nominal amount (M)	Currency	Maturity	Quoted price at 12.31.2023	Interest rate	Balance in statement of financial position	
						2023	2022
Jul-18	663	EUR	Dec-23	-	6,250%	-	159.336
May-19	390	EUR	May-25	99,758%	4,75%	388.473	387.009
Aug-19	490	EUR	Sep-25	-	3m Euribor + 3,625%	-	487.775
Oct-19	400	EUR	Oct-25	86,75%	7,25 Cash 8% PIK	520.689	500.960
Sep-21	615	EUR	Mar-27	86,75%	7,25 Cash 8% PIK	618.175	616.650
Oct-22	425	EUR	Nov-27	87,00%	4,50%	425.442	415.666
Jul-23	375	EUR	Jul-28	102,795%	10,375%	371.891	-
Jul-23	325	EUR	Jul-28	101,044%	3m Euribor + 4,50%	322.811	-
						2.647.481	**2.567.396**

All corporate bonds were issued by the Luxembourgish subsidiaries Cirsa Finance International S.à r.l. and LHMC Finco 2 S.à r.l. (the latter issued only the bonds with the issuing date October 2019).

The proceeds from the issuance of the notes are used to:

(a) Finance acquisitions.
(b) Cancel previously issued notes.
(c) Pay costs, expenses and fees related to the issuance of the notes.

All notes are admitted to trading on the Euro MTF market organized and managed by the Luxembourg Stock Exchange.

Contracts subscribed in relation to the notes issued by the subsidiaries in Luxembourg regulate certain obligations and commitments by the Group, which include, among others, the supply of periodic information, the maintenance of titles of ownership in subsidiaries, the restriction on disposal of significant assets, the limitation on payment of dividends, the limitation on starting-up new businesses, and the restriction on the Group granting guarantees and endorsements to third parties. At December 31, 2023, the Parent Company's Directors consider that all contractual obligations have been met.

The following companies act as guarantors of operations in the note issue allocations (except for notes issued by LHMC Finco 2 S.à r.l.):

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Cirsa Enterprises, S.A.(*)	Cirsa Finance International, S.à.r.l.(**)
Cirsa Gaming Corporation, S.A	Casino Nueva Andalucía Marbella, S.A.U.
Cirsa International Business Corporation, S.L.U.	Juegomatic, S.A.U.
Uniplay, S.A.U.	Promociones e Inversiones de Guerrero, S.A.P.I. de C.V.
Cirsa Interactive Corporation, S.L.U.	Integración Inmobiliaria World de México, S.A. de C.V.
Universal de Desarrollos Electrónicos, S.A.U.	Gaming & Services de Panama S.A.
Genper, S.A.U.	Sportium Apuestas Digital, S.A.U.
Comercial de Desarrollos Electrónicos, S.A.U.	Barna Center, S.A.U.
Global Game Machine Corporation, S.A.U.	Eleval Electrónicos Valencia, S.A.U.

(*) Parent guarantor of the notes.

(**) Issuer of the notes

Additionally, all the companies in the table above are guarantors of the revolving credit facility (Note 15) amounting to 275 million euros, with Cirsa Enterprises, S.A. as the borrower.

LHMC Finco 2 S.à r.l. is the sole obligator of the bonds issued in October 2019 and the other group companies will not guarantee for these bonds.

Accrued interest payable at December 31, 2023 amounts to 47,840 thousand euros (31,022 thousand euros at December 31, 2022). Interest charges recorded in profit and loss in 2022 on the corporate notes amount to 176,238 thousand euros (2022: 143,050 thousand euros).

NOTES ISSUED ON JULY 2, 2018

On July 2, 2018 Cirsa Finance International, S.à.r.l completed the issue of corporate senior notes guaranteed by Cirsa Enterprises, S.L., as the parent guarantor of the notes, for an aggregate amount of 663 million euros, which were fully issued below par (97.75%), with a semi-annually payable coupon of 6.25% per annum, maturing in December 2023. At December 31, 2022, the outstanding nominal amount of the issue was 160 million euros.

The proceeds from the issuance of the notes were used to finance: (i) the acquisition of the Cirsa Group by Cirsa Enterprises, S.L. (including the repayment of certain existing indebtedness of Cirsa and its subsidiaries), and (ii) pay costs, expenses and fees in connection with the issuance of the notes.

The Group could redeem the notes in whole or in part at any time, without being required to meet any specific conditions.

NOTES ISSUED ON MAY 22, 2019

On May 22, 2019 Cirsa Finance International, S.à.r.l completed the issue of corporate senior notes guaranteed by Cirsa Enterprises, S.L., as the parent guarantor of the notes, for an aggregate amount of 390 million euros, which were fully issued at par value, with a semi-annually payable coupon of 4.75% per annum, maturing in May 2025.

The proceeds from the issuance of the notes were used to finance: (i) the acquisition of the Giga subgroup and (ii) pay costs, expenses and fees in connection with the issuance of the notes.

The Group could redeem the notes in whole or in part at any time, without being required to meet any specific conditions.

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NOTES ISSUED ON AUGUST 2, 2019

On August 2, 2019 Cirsa Finance International, S.à.r.l completed the issue of corporate senior notes guaranteed by Cirsa Enterprises, S.L., as the parent guarantor of the notes, for an aggregate amount of 490 million euros, which were fully issued at par value, with a floating quarterly payable coupon at a rate of three-month EURIBOR plus 362.5 basis points per annum, reset quarterly, maturing in September 2025.

The proceeds from the issuance of the notes were used: (i) to redeem in full the Existing Floating Rate Notes; (ii) to redeem a portion of the US dollar denominated notes; and (iii) to pay costs, expenses and fees related to the redemptions and issuance of new corporate notes.

The Group could redeem the notes in whole or in part at any time, without being required to meet any specific conditions.

NOTES ISSUED ON October 7, 2019

In October 2019 the group company LHMC Finco 2 S.à r.l. has issued bonds in the total amount of EUR 400 million bearing cash interest at a rate of 7,25% and PIK interest at a rate of 8% per annum. Under the terms of the Indenture, interest on the bonds may be paid in PIK interest unless LHMC Finco 2 S.à r.l. is required to under such terms, or otherwise elects to, pay cash interest. LHMC Finco 2 S.à r.l. will pay PIK interest by either increasing the principal amount of the outstanding bonds or by issuing addition notes.

The loan matures in 2025 and has a principal amount of EUR 506 million (2022: 483 million) net of transaction costs. Accrued interest not included in the principal amount are recorded for an amount of EUR 16,8 million (2022: 17,8 million). LHMC Finco 2 S.à r.l. is the sole obligator of the bonds and the other group companies will not guarantee for these bonds.

NOTES ISSUED ON SEPTEMBER 27, 2021

On September 27, 2021 Cirsa Finance International, S.à.r.l completed the issue of corporate senior notes guaranteed by Cirsa Enterprises, S.L., as the parent guarantor of the notes, for an aggregate amount of 615 million euros, which were fully issued at par value, with a semi-annually payable coupon of 4.5% per annum, maturing in March 2027.

The proceeds from the issuance of the notes were used: (i) to cancel the Second Revolving Credit Facility; (ii) to redeem in full the US dollar denominated notes issued; (iii) to redeem a portion of the issued corporate notes maturing in 2023; (iv) and to pay the costs, expenses and fees related to the redemptions and issuance of new corporate notes.

The Group may redeem the notes in whole or in part at any time. The main conditions for the redemption of the notes are as follows: (i) each series of the issued notes may be redeemed in whole or in part at any time on or after September 15, 2023, at the established redemption prices; (ii) at any time prior to September 15, 2023, the Group may, during each twelve month period commencing with the issue date of the corporate notes, redeem up to 10% of the aggregate principal amount of the issue at a redemption price equal to 103% of the principal amount of the said series of issued notes, plus accrued and unpaid interest and additional amounts, if any, to, but excluding, the date of redemption; and (iii) upon the occurrence of certain events constituting a change of control or upon the occurrence of certain asset sales, the Group may be required to make an offer to repurchase the issued notes.

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NOTES ISSUED ON OCTOBER 26, 2022

On October 26, 2022 Cirsa Finance International, S.à.r.l completed the issue of corporate senior notes guaranteed by Cirsa Enterprises, S.L., as the parent guarantor of the notes, for an aggregate amount of 425 million euros, which were fully issued below par (98.105%), with a semi-annually payable coupon of 10.375% per annum, maturing in November 2027.

The proceeds from the issuance of the notes were used: (i) to redeem a portion of the outstanding amount of the notes issued on July 2, 2018 at 6.25% maturing in December 2023; (ii) to pay accrued and unpaid interest on the corporate notes maturing in December 2023; and (iii) to pay the costs, expenses and fees related to the redemptions and issuance of new corporate notes.

The Group may redeem the notes in whole or in part at any time. The main conditions for the redemption of the notes are as follows: (i) each series of the issued notes may be redeemed in whole or in part at any time on or after November 9, 2024, at the established redemption prices; (ii) prior to November 9, 2024, each series of the issued notes may be redeemed, in whole or in part, at the Group's option, at a redemption price equal to 100% of the principal amount of such series of the issued notes, plus accrued and unpaid interest and additional amounts, if any, plus the applicable "make whole" premium; (iii) prior to November 9, 2024, the issuer will also be entitled, at its option, to redeem up to 40% of the aggregate principal amount of each series of the issued notes (including additional notes of the same series) with the net cash proceeds from certain equity offerings at the established redemption price for such series; (iv) at any time prior to November 9, 2024, the Group may, during each twelve month period commencing with the issue date of the corporate notes, redeem up to 10% of the aggregate principal amount of the issue at a redemption price equal to 103% of the principal amount of the said series of issued notes, plus accrued and unpaid interest and additional amounts, if any, to, but excluding, the date of redemption; and (v) upon the occurrence of certain events constituting a change of control or upon the occurrence of certain asset sales, the Group may be required to make an offer to repurchase the issued notes.

NOTES ISSUED ON JULY 5, 2023

On July 5, 2023, Cirsa Finance International, S.à.r.l completed the issue of two corporate senior notes guaranteed by Cirsa Enterprises, S.L., as the parent guarantor of the notes, one of them for an aggregate amount of 375 million euros, which were fully issued at par, with a semi-annually payable coupon of 7.875% per annum, maturing in July 2028, and another one for an amount of 325 million euros, which was fully issued below par (98.00%), with a floating quarterly payable coupon at a rate of three-month EURIBOR plus 450 basis points per annum, reset quarterly, maturing in July 2028.

The proceeds from the issuances of the notes were used: (i) to redeem the outstanding amount of the notes issued on July 2, 2018 at 6.25% maturing in December 2023; (ii) to fully redeem the notes issued May 22, 2019 at Euribor + 3.625% maturing in September 2025; (iii) to pay accrued and unpaid interest on the corporate notes maturing in December 2023 and September 2025; and to pay the costs, expenses and fees related to the redemptions and issue of new corporate notes, and (iv) for general corporate purposes.

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The Group may early redeem the note issues in whole or in part at any time. The main conditions for the redemption of the notes are as follows: (i) each series of the issued notes may be redeemed in whole or in part at any time on or after July 19, 2025, at the established redemption prices; (ii) prior to July 19, 2025, each series of the issued notes may be redeemed, in whole or in part, at the Group's option, at a redemption price equal to 100% of the principal amount of such series of the issued notes, plus accrued and unpaid interest and additional amounts, if any, plus the applicable "make whole" premium; (iii) prior to July 19, 2025, the issuer will also be entitled, at its option, to redeem up to 40% of the aggregate principal amount of each series of the issued notes (including additional notes of the same series) with the net cash proceeds from certain equity offerings at the established redemption price for such series; (iv) at any time prior to July 19, 2025, the Group may, during each twelve month period commencing with the issue date of the corporate notes, redeem up to 10% of the aggregate principal amount of the issue at a redemption price equal to 103% of the principal amount of the said series of issued notes, plus accrued and unpaid interest and additional amounts, if any, to, but excluding, the date of redemption; and (v) upon the occurrence of certain events constituting a change of control or upon the occurrence of certain asset sales, the Group may be required to make an offer to repurchase the issued notes.

15. BANK BORROWINGS

The breakdown of bank borrowings at December 31, 2023 and 2022 is as follows:

	2023			2022		
(Thousands of euros)	Non-current	Current	Total	Non-current	Current	Total
Loans secured by mortgage guarantee	22	18	40	—	19	19
Other loans	36,309	16,977	53,286	27,668	18,588	46,256
RCF	—	—	—	—	68,074	68,074
Finance lease arrangements	251	767	1,018	545	435	980
Credit and discount lines	—	6,176	6,176	—	9,280	9,280
	36,582	**23,938**	**60,520**	**28,213**	**96,396**	**124,609**

Average interest rates accrued by these borrowings are as follows:

	Percentage	
	2023	2022
Loans	5.46%	3.50%
Finance lease arrangements	6.12%	6.01%
Credit and discount lines	5.27%	3.70%

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The annual maturity date of these liabilities is as follows:

(Thousands of euros)	2023	2022
Within 1 year	23,938	96,396
Between 1 and 2 years	14,554	11,872
Between 2 and 3 years	18,435	8,639
Between 3 and 4 years	3,593	5,548
Between 4 and 5 years	—	2,033
More than 5 years	—	121
	60,520	**124,609**

At December 31, 2023 part of these liabilities, equal to 798 thousand euros, is denominated in US dollars (946 thousand euros at December 31, 2022).

The most significant bank borrowings include, among others:

- The debt held by Orlando Play, S.A. amounting to 4,502 thousand euros at December 31, 2023 (6,138 thousand euros in 2022), which corresponds to an ICO loan taken out with Banco Santander, S.A. and maturing in June 2026. Additionally, Orlando Play, S.A. held another loan with the same bank for the amount of 5,000 thousand euros at December 31, 2022 maturing in November 2023.

- The debt held by Cirsagest, SpA amounting to 4,813 thousand euros at December 31, 2023 and 5,500 thousand euros in December 2022, which corresponds to a loan taken out with Solution Bank, SpA and maturing in June 2027.

- The debt held by Cirsa Italia, SpA amounting to 3,795 thousand euros at December 31, 2023 (4,761 thousand euros in 2022), which corresponds to a loan taken out with Banca Intesa San Paolo, SpA and maturing in September 2027.

- The debt held by Cirsa Gaming Corporation, S.A. amounting to 772 thousand euros at December 31, 2023 (2,315 thousand euros in 2022), which corresponds to a loan taken out with Institut Català de Finances and maturing in April 2024. Additionally, at December 31, 2023, Cirsa Gaming Corporation, S.A. holds another loan amounting to 18,000 thousand euros taken out with Mediobanc maturing in June 2026 (zero euros at December 31, 2022).

- The debt held by Palabingo, S.R.L. amounting to 1,750 thousand euros at December 31, 2023 (2,000 thousand euros in 2022), which corresponds to a loan taken out with Solution Bank, SpA and maturing in March 2027.

The balance of "RCF" includes a revolving credit facility with the following characteristics:

Amount:	275 million euros
Maturity:	December 2026
Interest rate:	Euribor+3.0%
Duration of drawdowns:	Up to 6 months (renewable at the Group's request
Guarantees:	Pledge of several associates shares
No. of credit institutions:	6

The drawdowns from this facility are subject to the fulfilment of certain financial leverage covenants, which have been met for each of the drawdowns made up to the present date. These drawdowns can

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be renewed on a recurring basis at the Group's request for periods of up to six months until maturity (December 2026).

At December 31, 2023, the undrawn amount of the RCF is 275 million euros (207 million euros at December 31, 2022).

At December 31, 2023, the undrawn amount of other credit facilities and discount facilities is 18,985 and 0 thousand euros, respectively. These figures amounted to 15,404 and 0 thousand euros, respectively, at prior year end.

The book value of this caption is denominated in the following currencies:

(Thousands of euros)	2023	2022
Euro	59,722	123,663
US dollars	798	946
	60,520	**124,609**

Finally, at December 31, 2023 and 2022 the guarantees given by credit institutions and insurance companies to the Group, in connection with official concessions for gaming activities were 140,646 and 147,742 thousand euros, respectively (Note 22).

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16. OTHER NON-TRADE PAYABLES

The breakdown of this caption is the following:

(Thousands of euros)	2023			2022		
	Non-current	Current	Total	Non-current	Current	Total
Public administrations	459	84.647	85.106	-	84.920	84.920
Bills payable	154	846	1.000	154	744	898
Other payables	60.704	192.231	252.935	40.134	135.765	175.899
	61.317	**277.724**	**339.041**	**40.288**	**221.429**	**261.717**

The *Public administrations* caption includes:

- Gaming taxes maturing in the short term (2023: 57,702 thousand euros; 2022: 56,304 thousand euros), outstanding settlements (not due for the personal income tax, VAT, social security contributions and similar concepts).
- Deferred taxes, in certain Spanish regions, for an amount of 0 thousand euros in 2023 (2,121 thousand euros in 2022). The interest accrued on these payables is the legal rate of interest.

Bills payable correspond mainly to debts arising from the acquisition of companies and operations of slot machines with deferred payment, discounted at market interest rate.

The *Non-current sundry creditors* caption mainly includes:

- Asset suppliers amounting to 6,521 thousand euros (935 thousand euros at prior year end).
- Non-current payable amount related to certain investments in Panama corresponding to a payable balance related to an investment agreement amounting to 6,264 thousand euros. The debt derived from this investment will be settled through 239 equal monthly instalments of 71 thousand dollars, including interest, the first payment being in February 2018 until February 2038. At December 31, 2023, the payable portion classified as non-current amounts to 4,442 thousand euros (4,955 thousand euros at December 31, 2022).
- Several payables for common transactions amounting to 15,720 thousand euros, with an undetermined maturity (15,789 thousand euros at prior year end).
- Non-current payable amount related to the acquisition of companies in Spain, Mexico and Italy at year end amounting to 2,529 thousand euros, 5,857 thousand euros and 12,123 thousand euros, respectively (1,875 thousand euros, 8,698 thousand euros and 0 thousand euros, respectively, at prior year end).

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The *Current sundry creditors* caption mainly includes:

- Asset suppliers amounting to 37,850 thousand euros (14,781 thousand euros at 2022 year end).
- Payables for the rendering of services amounting to 50,189 thousand euros (41,448 thousand euros at December 31, 2022).
- Current borrowings amounting to 9,801 thousand euros (7,833 thousand euros at prior year end), notably including the payable portion in 2024 for the investments in Spain, Mexico and Italy mentioned above.
- Employee benefits payable amounting to 25,532 thousand euros (23,603 thousand euros in the prior year) (Note 20.3).

The book value of this caption is denominated in the following currencies:

(Thousands of euros)	2023	2022
Euro	253.271	202.495
US dollars	44.288	27.377
Colombian peso	10.028	6.894
Mexican peso	19.679	14.574
Peruvian sol	4.521	2.333
Costa Rican colon	652	1676
Dominican peso	2.687	1.972
Moroccan dirham	3.915	4396
	339.041	**261.717**

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17. NON-CURRENT PROVISIONS

The breakdown of this caption is as follows:

(Thousands of euros)	2023	2022
Provisions for employee benefits	10,724	17,391
Tax contingencies	4,912	3,774
Other	1,589	2,463
Balance at December 31	**17,225**	**23,628**

The amount recognized in *Provisions for employee benefits* mainly consists of the provision for severance payments in Italy ("TFR") (5,514 thousand euros) and retirement incentives (122 thousand euros).

The main tax and legal contingencies affecting the Group are as follows:

At December 31, 2023, the group company Gaming & Services de Panama S.A. has a provision amounting to 552 thousand US dollars (1,600 thousand US dollars at December 31, 2022) in connection with a lawsuit filed by a competitor related to the number of halls assigned to the company through concession arrangements. In accordance with our assessment of possible impacts and analyses by our lawyers, this provision was recorded considering the best items available, as required by International Accounting Standard (IAS) 37 "Provisions, contingent liabilities and contingent assets." This estimate will be reviewed and adjusted based on how the proceedings develop.

On January 24, 2022 three communications were received informing of the start of proceedings proposing derivation of tax liability and hearing against the group company UNIPLAY, S.A. with defense allegations submitted on April 5, 2022. On May 18, 2022, the agreements on the derivation of tax liability were received amounting to 1,035 thousand euros, 383 thousand euros and 142 thousand euros. On June 16, 2022, the corresponding economic and administrative claims were lodged and on December 5, 2022 the defense allegations were submitted. On July 18, 2023 resolutions dismissing the claims were received, and on August 4, 2023 the corresponding appeals were filed to the economic and administrative court. Additionally, on July 4, 2022 a request for suspending the execution of the aforementioned agreements was made by submitting three bank guarantees. As a result of these events, a provision of 750 thousand euros has been recorded.

The variation of the balance is as follows:

(Thousands of euros)	2023	2022
Balance at January 1	23,628	16,068
Additions due to acquisition of companies	—	738
Net charges for the year	4,548	10,617
Provisions utilized	(3,154)	(3,467)
Reclassification to short term	(6,900)	—
Exchange gains (losses)	(897)	(328)
Balance at December 31	**17,225**	**23,628**

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18. TAXES

18.1 Tax group

In Spain, Cirsa Enterprises, S.A., together with 124 Spanish group companies, meets the requirements set by tax regulations to form a consolidated tax group, represented by the subsidiary Cirsa Gaming Corporation, S.A. There is one more consolidated tax group in Spain, which consists of 7 companies, the parent of which is the subsidiary Orlando Play, S.A.

The other Group companies file income tax returns separately in accordance with applicable tax legislation in each country.

18.2 Accrued and payable income tax

The annual tax expense that has been entirely recorded in the consolidated profit and loss account, since the Group has direct tax impacts on equity, is broken down as follows:

(Thousands of euros)	2023	2022
Current	42.329	54.120
Deferred for (increase) decrease in tax credits related to tax loss carryforwards and deductions	5.268	6.827
Deferred for temporary differences	(20.520)	(31.334)
Other	15	15
Balance at December 31	**27.092**	**29.628**

Income tax payable amounts at 40,132 thousand euros at December 31, 2023 (29,279 thousand euros at December 31, 2022) and mainly corresponds to the current income tax accrued in the several jurisdictions net of withholdings and payments on account for the period.

18.3 Analysis of tax expense

(Thousands of euros)	2023	2022
Profit/(loss) before tax	100.746	69.600
Tax rate prevailing in Spain*	25%	25%
Theoretical income tax expense	25.187	17.400
Adjustments – Effect of:		
Different tax rates prevailing in other countries	4.817	7.149
Impairment losses on assets and goodwill recognized solely for consolidation purposes	-	0
Utilization of tax credits and deductions for the year	(453)	
Limitation on the deductibility of financial expenses in Spanish companies that will not be recovered	12.752	695
Unused tax loss carryforwards	9.595	19.360
Deductions and rebates in the current year	(15.181)	
Other non-deductible expenses and other	(9.625)	(14.976)

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Balance at December 31	**27.092**	**29.628**

At December 31, 2023 and 2022 there is a limitation on the deductibility of finance costs with a negative effect on the tax expense, which is a permanent difference in the income tax.

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18.4 Deferred tax assets and liabilities

(Thousands of euros)	Balance at January 1	Changes reflected in Income statement	Changes reflected in Equity	Additions due to business combinations (Note 4)	Balance at December 31
2023					
Assets					
Tax loss carryforwards from the consolidated tax group represented by Cirsa Gaming Corporation, S.A.	47.925	(7.948)	-	-	39.977
Tax loss carryforwards from the consolidated tax group represented by Cirsa Gaming Corporation, S.A. (pre-group)	1.423	673			2.096
Tax loss carryforwards from the consolidated tax group whose parent is Orlando Play, S.A.	1.047	(468)	-	-	579
Tax loss carryforwards from other group companies					
--- Costa Rica	-	-	-	-	0
--- Peru	-	963			963
--- Italy	1.230	132	-	-	1.362
--- Mexico	7.821	(6.321)	-	-	1.500
--- Panama	1.842	(1.341)	-	-	501
Related to temporary differences(Spain):					
--- Impaired receivables	35	31	-	-	66
--- Impaired security portfolios	0	14	-	-	14
--- Goodwil impaired in indvidual books	1.585	108	-	-	1.693
--- Intragroup margin write-off	15	(6)	-	-	9
--- Non-deductible amortization for accounting purposes	187	(79)	-	-	108
--- Other	16.248	11.453	-	-	27.701
Limitation to the deduction of unsued tax loss carryforwards	-	16.464			16.464
Deductions (Note 18.3)	-	15.181			15.181
Related to temporary differences (other countries):					
--- Costa Rica	586	(320)	-	-	266
--- Italy	759	(790)	-	-	(31)
--- Mexico	2.280	2.503	-	-	4.783
--- Panama	3.960	(3.439)	-	-	521
--- Other countries	2.695	(1.537)	-	-	1.158
	89.638	**25.273**	**-**	**-**	**114.911**
Liabilities					
Related to taxable temporary differences:					
--- Difference between tax depreciation and accounting depreciation	-	-	-	-	-
--- Margin write-offs	(2.961)	(533)	-	-	(3.494)
--- Business combinations (initial statement of non-current assets at fair value)	(219.485)	(3.481)	-	(3.476)	(226.442)
--- Other	(397)	(111)	-	-	(508)

	(222.843)	(4.125)	0	(3.476)	(230.444)

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(Thousands of euros)	Balance at January 1	Changes reflected in Income statement	Changes reflected in Equity	Additions due to business combinations (Note 4)	Balance at December 31
2022					
Assets					
Tax loss carryforwards from the consolidated tax group represented by Cirsa Gaming Corporation, S.A.	50,623	(2,698)	-	-	47,925
Tax loss carryforwards from the consolidated tax group whose parent is Orfando Play, S.A.	1,297	(250)	-	-	1,047
Tax loss carryforwards from other group companies					
--- Costa Rica	336	(336)			-
--- Italy	1,387	(157)			1,230
--- Mexico	11,823	(4,002)			7,821
--- Panama	2,313	(471)			1,842
Related to deductible temporary differences (Spain):		-			
--- Impaired receivables	62	(27)	-	-	35
--- Impaired securities portfolio	14	(14)	-	-	-
--- Goodwill impaired in individual books	1,493	92	-	-	1,585
--- Intragroup margin write-off	21	(6)	-	-	15
Non-deductible amortization for accounting purposes	313	(126)	-	-	187
--- Other	18,836	(1,165)	-	-	17,671
Related to temporary differences (other countries):					
--- Costa Rica	597	(11)	-	-	586
--- Italy	764	(5)	-	-	759
--- Mexico	2,297	(17)	-	-	2,280
--- Panama	3,814	146	-	-	3,960
--- Other countries	2,605	90	-	-	2,695
	98,595	**(9,047)**	**-**	**-**	**89,638**
Liabilities					
Related to taxable temporary differences:					
--- Margin write-offs	(2,187)	(774)	-	-	(2,961)
--- Business combinations (initial statement of non-current assets at fair value)	(227,110)	33.590	-	(25,965)	(219,485)
--- Other	(1,135)	738	-	-	(397)
	(230,432)	**33,554**	**-**	**(25,965)**	**(222,843)**

The Group estimates the taxable profits which it expects to obtain within the ten-year period. It also analyzed the reversal period of taxable temporary differences, identifying those that reverse in the years in which unused tax loss carryforwards can be utilized. Based on this analysis, the Group has recorded deferred tax assets for unused tax loss carryforwards as well as unused deductions and deductible

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temporary differences for which it is considered probable that sufficient taxable profit will be generated in the future against which they can be utilized within the said period of time.

The breakdown of unused tax losses carryforwards at December 31, 2023 for the two tax groups represented by Cirsa Gaming Corporation, S.A. and Orlando Play, S.A. is as follows:

(Thousands of euros)	Unused tax loss carryforwards	
Arising in	Tax group represented by Cirsa Gaming Corporation, S.A.	Tax group whose parent is Orlando Play, S.A.
2000	34	—
2001	1,843	—
2002	—	—
2003	3,747	—
2004	8,179	—
2005	20,979	—
2006	328	937
2007	5,793	396
2008	3,917	372
2009	8,054	1,241
2010	12,364	—
2011	40,227	—
2012	9,344	—
2013	324	—
2014	26,461	—
2015	1,932	—
2016	259	—
2017	23	—
2018	11,464	1,764
2019	342	—
2020	37,803	551
2021	584	—
	194,001	5,261

Tax group represented by Cirsa Gaming Corporation, S.A.
At December 31, 2023 and 2022 the said tax group recognized deferred tax assets amounting to 82,427 and 58,593 thousand euros, respectively, of which 41,400 and 49,348 thousand euros correspond to unused tax loss carryforwards for the years 2023 and 2022, respectively. No deferred tax assets were recorded for the rest of unused tax loss carryforwards (which at December 31, 2023 amount to 28,000 thousand euros; 32,121 thousand euros at December 31, 2022), since their future application within a reasonable period of time is uncertain.

In addition to tax credits for unused tax loss carryforwards, the tax group whose parent is Cirsa Gaming Corporation, S.A. holds additional tax credits amounting to 22,578 thousand euros at December 31, 2023, of which 15,181 thousand euros have been capitalized in 2023 (2022: 33,558 thousand euros), related to unused tax deductions that were not capitalized for not meeting the applicable utilization requirements.

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(Thousands of euros) Last year for utilization	Unused deductions at December 31, 2023
2023	435
2024	1,290
2025	566
2026	419
2027	1,675
2028	717
2029	252
2030	284
2031	268
2032	228
2033	201
2034	192
2035	270
2036	141
2037	—
2038	—
2039	16
2040	232
No time limit for utilization	15,392
	22,578

Tax group whose parent is Orlando Play, S.A.

In 2010 the tax group 502/10 whose parent is Orlando Play, S.A. was constituted.

At December 31, 2023, the tax group had recognized deferred tax assets amounting to 771 thousand euros (1,066 thousand euros at prior year end), of which 579 and 1,047 thousand euros corresponded to unused tax loss carryforwards.

Additionally, said tax group has unused deductions amounting to 715 thousand euros (715 thousand euros at prior year end) for which the corresponding deferred tax assets have not been recognized, since the requirements established by the applicable framework for financial information are not met.

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18.5 Other information

Under prevailing tax regulations, tax returns may not be considered final until they have either been inspected by the tax authorities, or until the corresponding inspection period has expired.

On July 7, 2021 the Group was notified of the start of general verification and investigation proceedings regarding the corporate income tax for the years 2017 to 2019, as a subsidiary of the Tax Group, represented by Cirsa Gaming Corporation, S.A., since 2019; regarding value added tax from the fourth quarter of 2017 to the fourth quarter of 2019, in its capacity as the parent of the VAT Group 15/19 since 2019; and regarding withholdings from the fourth quarter of 2017 to the fourth quarter of 2019.

In the course of these proceedings, agreement assessments were signed in May 2023 and the tax settlements thereof have already been paid. However, an assessment was signed in disagreement related to the 2019 Value Added Tax. The tax settlement derived from the said adjustment was paid and appealed against at an economic and administrative court, and on December 22, 2023 the corresponding arguments were submitted.

In general, the prescription periods for countries where the Group has significant presence are between four and five years after the end of the statutory period for filing tax returns. Group Management considers that no significant contingencies exist that would arise as a result of a tax review of the years open to inspection.

During 2023 amendments have been made to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction. These amendments narrowed the scope of the recognition exemption for deferred tax assets so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

These amendments have had no significant effect on the Group's consolidated financial statements.

Amendments have also been made to IAS 12 International Tax Reform Pillar Two Model Rules The amendments introduce a temporary exception from the recognition of deferred taxes arising from jurisdictions implementing the OECD's international tax reform, as well as new disclosure requirements to help investors better understand the Group's exposure to income taxes arising from the tax reform, particularly before local legislation implementing the rules is in effect.

At the date these consolidated financial statements were authorized for issue, the legislation implementing the Pillar Two Model rules have not yet come into effect in Spain. The Group has applied this exemption from the recognition and disclosure of deferred tax assets and liabilities related to the ongoing tax reform. Additionally, in the preparation of the annual consolidated reporting, disclosures of the potential impacts arising from the adoption of Pillar Two Model rules have been considered.

Unconstitutionality of RDL 3/2016

On January 18, 2024, the Spanish Constitutional Court issued a ruling whereby RDL 3/2016 was unanimously declared unconstitutional in respect of article 3. Firstly, sections One and Two, which established the following measures effective from January 1, 2016:

1. Limitation on the utilization of unused tax loss carryforwards.
3. Reversal of impairment losses on ownership interest deducted in years prior to 2013 by one-fifth as from 2016.
4. Limitation on the double taxation deduction at 50% of the total tax liability.

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The impact of the ruling would be limited to the tax assessments or self-assessments that had been contested prior to the issuance of the ruling, in general without prejudice of potential situations in which the statute of limitations is interrupted due to verification procedures.

The Group has appealed against the income tax returns for the years 2016 through 2022.

19. LEASES

The Group has entered into leases on several buildings and vehicles for an average term between three and ten years, with no renewal clauses.

The Group has also entered into leases on machines with contracts that can be extended annually or which expire within less than 12 months, and on other office equipment of low value.

The table below shows the book values of the right-of-use assets recognized and the movements during the period:

2023

(Thousands of euros)	Balance at January 1, 2023	Additions	Derecognitions	Currency translation differences and other changes	Balance at December 31, 2023
COST					
Buildings	391,118	57,681	(12,364)	6,346	442,781
Vehicles	13,028	9,335	(2,886)	90	19,567
	404,146	**67,016**	**(15,250)**	**6,436**	**462,348**
DEPRECIATION					
Buildings	(164,591)	(51,791)	9,014	(3,769)	(211,137)
Vehicles	(8,066)	(5,443)	2,699	(66)	(10,876)
	(172,657)	**(57,234)**	**11,713**	**(3,835)**	**(222,013)**
Impairment losses	—	—	—	—	—
Net carrying amount	**231,489**	**9,782**	**(3,537)**	**2,601**	**240,335**

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2022

(Thousands of euros)	Balance at January 1, 2022	Additions	Derecognitions	Currency translation differences and other changes	Balance at December 31, 2022
COST					
Buildings	350,131	39,048	(8,443)	10,382	391,118
Vehicles	13,050	3,276	(3,463)	165	13,028
	363,181	**42,324**	**(11,906)**	**10,547**	**404,146**
DEPRECIATION					
Buildings	(118,101)	(46,093)	4,578	(4,975)	(164,591)
Vehicles	(8,307)	(3,096)	3,389	(52)	(8,066)
	(126,408)	**(49,189)**	**7,967**	**(5,027)**	**(172,657)**
Impairment losses	—				—
Net carrying amount	**236,773**	**(6,865)**	**(3,939)**	**5,520**	**231,489**

The book value of lease liabilities and movements during the period are as follows:

(Thousands of euros)	2023	2022
Balance at January 1	268,063	274,281
Additions	47,784	42,324
Derecognitions	(6,271)	(5,949)
Interest accrued on finance leases	15,221	14,469
Exchange gains (losses)	17,970	6,745
Payments	(68,124)	(63,807)
Balance at December 31	**274,643**	**268,063**

In turn, the annual maturity of finance lease liabilities is as follows:

(Thousands of euros)	2023	2022
Within 1 year	54,993	51,852
Between 1 and 2 years	55,528	24,696
Between 2 and 3 years	40,824	36,438
Between 3 and 4 years	31,243	32,853
Between 4 and 5 years	22,107	26,436
More than 5 years	69,948	95,788
	274,643	**268,063**

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The amounts recognized in the income statement are as follows:

(Thousands of euros)	2023	2022
Depreciation of right-of-use assets	57,235	49,305
Interest accrued on finance leases	14,973	14,223
Expenses from low-value, short-term and variable leases	33,143	26,755
Gains/(losses) on derecognition of right-of-use assets	(208)	(220)
	105,143	**90,063**

The Group made lease payments amounting to 68,124 thousand euros in 2023 (63,807 thousand euros in 2022).

Interest rates are considered by country, ranging between 3.00% and 14.52% in 2023 and between 1.50% and 13.50% in 2022.

Most lease arrangements include options to extend the leases for a fixed or indefinite period of time. The lease liabilities include the options to extend the leases that the Group considers that will be exercised.

20. INCOME AND EXPENSES

20.1 Revenue

As for the "Total operating revenue net of variable rent" caption, the Group has no performance obligations pending satisfactions at December 31, 2023 and 2022. The breakdown of this caption by operating segment and geographical area is detailed in Note 3.

20.2 Cost of sales

(Thousands of euros)	2023	2022
Industrial consumables	17,252	10,963
Other consumables	40,470	32,860
	57,722	**43,823**

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20.3 Employee benefits expense

(Thousands of euros)	2023	2022
Wages and salaries	242.093	215.259
Social Security	54.183	47.471
Termination benefits	10.303	6.658
Other	11.099	9.443
	317.678	**278.831**

Remunerations pending payment at December 31, 2023 and 2022 (25,532 and 23,603 thousand euros, respectively) are included in *Other non-trade payables - Sundry creditors* (Note 16).

Breakdown of average number of employees by professional category and gender:

	2023			
	Men	Women	Total	Average number of employees with a disability > 33% over total headcount in the year
Executives	468	208	676	6
Technicians, production operators and sales personnel	5.683	5.697	11.380	89
Administrative staff	916	823	1.739	24
	7.067	**6.728**	**13.795**	**119**

	2022			
	Men	Women	Total	Average number of employees with a disability > 33% over total headcount in the year
Executives	543	259	802	7
Technicians, production operators and sales personnel	5.349	5.450	10.799	93
Administrative staff	1.173	947	2.120	23
	7.065	**6.656**	**13.721**	**123**

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The headcount at December 31, 2023 and 2022 by category and gender does not significantly differ from the figures disclosed above for the average headcount during the years.

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20.4 Utilities and external services

(Thousands of euros)	2023	2022
Publicity, advertising, and public relations	63.879	95.209
Leases and royalties	34.484	56.158
Professional services	121.526	40.437
Utilities	35.100	34.331
Repairs and maintenance	25.458	22.483
Postal services, communications and telephone	15.569	13.400
Bank services et al.	21.559	14.531
Security services	11.207	9.791
Other services	30.143	29.864
Cleaning services	10.235	9.424
Travel expenses	7.028	6.197
Insurance premiums	8.070	7.729
Transportation	2.180	1.686
Development costs and patents (Note 6.2)	28	34
	386.466	**341.274**

20.5 Finance income and costs

(Thousands of euros)	2023	2022
Finance costs		
Contractual expenses and interest	(199.333)	(166.424)
thereof:		
Notes	*(176.238)*	*(143.050)*
Other loans	*(19.182)*	*(16.448)*
RCF	*(1.051)*	*(4.215)*
Write-off expenses	*(2.862)*	*(2.711)*
Finance lease arrangements	(14.973)	(14.223)
Expenses from the discount of provisions and other liabilities	(5.060)	(324)
Finance income		
Finance income	6.463	1.629
Total finance income (costs)	**(212.903)**	**(179.342)**

Contractual expenses and interest

This caption mainly includes the expenses from interest on third-party borrowings, expenses from discount and other provisions.

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20.6 Exchange gains (losses)

(Thousands of euros)	2023	2022
Gains	12,293	2,801
Losses	(10,654)	(560)
	1,639	**2,241**

Net exchange gains/(losses) from translation of financial balances in foreign currency between Group companies are recognized in *Currency translation differences*, as a component that increases shareholders' equity at December 31, 2023 by 1,409 thousand euros (2022: 4,274 thousand euros), since they are considered as exchange gains/(losses) arising from monetary components of a net investment in a foreign business.

21. RELATED PARTIES

During the year expenses amounting to 892 thousand euros have been accrued by other subsidiaries of LHMC Topco, S.a.r.l or by The Blackstone Group (2022: 307 thousand euros).

Additionally, during the year 2023 the Parent Company has refunded share premium contributions amounting to 18,575 thousand euros to its sole owner LHMC Midco, S.a.r.l.

The parent company together with the group companies LHMC Finco 2 S.à r.l. and LHMC Midco S.à r.l. have paid together 72 thousand euros (2022: 83 thousand euros) of fees to companies related to the Blackstone Group for management and administration services.

For the remuneration of key personnel refer to note 26

22. GUARANTEES AND SURETIES

One of the Group's main activities is the operation of slot machines and games of luck, which require guarantees established by local regulations in the countries in which the Group operates. These guarantees have been timely deposited at the corresponding entities.

The breakdown of guarantees and sureties at December 31, 2023 and 2022, in thousands of euros, is as follows:

(Thousands of euros)	2023	2022
Guarantees and sureties related to gaming	140,646	147,742
Other guarantees	9,808	3,030
Total guarantees and sureties	**150,454**	**150,772**

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Guarantees and sureties related to gaming

The most significant guarantees and sureties related to gaming at December 31, 2023 and 2022 are as follows:

- Surety policies of the Sportium subgroup in Spain that guarantee compliance with the obligations derived from gaming licenses amounting to 38,555 thousand euros at December 31, 2023 (2022: 44,329 thousand euros).

- Surety policies that guarantee compliance with the obligations derived from the granting by *Amministrazione Autonoma dei Monopoli dello Stato* (AAMS) of the administrative concession to Cirsa Italia, SpA for activating and running the network for the management of gaming in Italy, amounting to 28,471 thousand euros at December 31, 2023 (2022: 34,806 thousand euros).

- Surety policies of Gaming & Services Panamá, S.A. that guarantee compliance with the obligations derived from gaming licenses amounting to 7,014 thousand euros at December 31, 2023 (2022: 7,266 thousand euros).

- Surety policies of Uniplay, S.L., the operating company of the Group in Spain, that guarantee compliance with the obligations derived from gaming licenses amounting to 6,658 thousand euros at December 31, 2023 (2022: 6,514 thousand euros).

- Surety policies of Winner Group, S.A., the operating company of the Group in Colombia, that guarantee compliance with the obligations derived from gaming licenses amounting to 11,450 thousand euros at December 31, 2023 (2022: 10,023 thousand euros).

23. CONTINGENCIES

The Group has litigation proceedings, claims and other administrative procedures underway as a result of the normal course of business in the countries where it carries out its activity. However, the Group does not expect that any unprovisioned significant liabilities will arise as a result of the above proceedings (Note 17).

24. INFORMATION ON ENVIRONMENTAL ISSUES

Given the characteristics of the activities performed by the group companies, at year end it was not necessary to record any expenses and/or investments related to transactions for preventing, reducing or repairing environmental damage.

25. AUDIT FEES

Fees and expenses paid for the audit services provided by Ernst & Young, S.L. and other firms belonging to its international network amounted to 1,180 thousand euros in 2023 (2022: 873 thousand euros).

In addition, fees and expenses paid for other services provided by Ernst & Young, S.L. and other related entities amounted to 803 thousand euros in 2023 (466 thousand euros in the year ended December 31, 2022).

Auditors other than Ernst & Young, S.L. have billed the Group net fees amounting to 365 thousand euros corresponding to audit services provided in 2023 (2022: 231 thousand euros) and net fees amounting to 298 thousand corresponding to other services provided in 2023 (2022: 18 thousand euros).

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26. OTHER RELATED PARTIES

The breakdown of remuneration accrued by the members of the Group's Board of Directors and the Group's key employees is as follows:

(Thousands of euros)	2023	2022
Short-term employee benefits	4.618	4.360
Other long-term benefits	3.303	3.204
	7.921	**7.564**

The balance of advances/loans granted to related parties at December 31, 2023 and 2022 amounts to 1,226 thousand euros.

27. OBJECTIVES AND POLICIES OF FINANCIAL RISK MANAGEMENT

The Group is exposed to business risks, credit risk, interest risk, exchange risk and liquidity risk during the normal development of its activities.

The Group's main financial instruments include the issued notes, bank loans, credit facilities, financing obtained through the deferral of gaming taxes, financial leases, deferred payments for purchase of businesses, and cash and current deposits.

The Group assesses foreign currency risk from an aggregate perspective of the assets, liabilities and generation of cash flows in foreign currency and therefore prioritizes natural hedges and the offset of assets, liabilities and cash flows in foreign currency to obtain a net risk position, which is assessed and as a result of this assessment a decision is made to use hedging derivatives if deemed necessary. As a result of this evaluation, the Group has not entered into any derivatives (exchange rate hedges) to manage foreign exchange risk.

The Group does not use financial derivatives to cover fluctuations in interest rates, either.

In general, the Group obtains funding from third parties for the following purposes:

- Funding the operating needs of group companies.
- Funding the investments set out in the Group's business plan.

As for the Group's leverage policy, the general principle is not to assume debt exceeding certain multiples of its EBITDA and its consolidated cash flow. At December 31, 2023, the Group's indebtedness falls within the parameters established in the indebtedness policy.

27.1 Business risk

The Group faces varied business risks that affect different areas. One of the main risks relates to the regulations on the private gaming industry in which the Group operates. The gaming industry is subject to strict regulations covering several aspects, such as the gaming activity itself, activity-related risk management, advertising, customer data protection, prevention of money laundering and corruption, among others. Additionally, the Group's activities are carried out through gaming licenses that need to be periodically renewed and meet different conditions.

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Failure to comply with these regulations or requirements or to renew or retain gaming licenses may have a negative effect on the business of the Group. There is also the possibility that future regulations impose new restrictions that limit the ability to offer products and services to customers.

The gaming industry is also subject to tax regulations, which may change or be tightened, thus affecting business viability and public perception of the Group's activity, may have an impact on results. The entry of new competitors or modalities in the activity may affect the business, too.

The Group also faces political, macroeconomic and monetary risks in the international markets in which it operates. Market conditions and socioeconomic variables may affect consumer spending power and, therefore, business results. Changes in corporate regulations or currency depreciation may also affect the business.

Both the financial position of the markets and the Group may also affect the ability to obtain the guarantees or sureties necessary to operate the gaming licenses in different geographies. Technological evolution and customer preferences are also significant factors that may affect the Group's business. The concentration of suppliers and competitors in certain modalities or products and the ability of suppliers to develop safe and appealing gaming products for customers are other significant risks.

In general, the Group faces intense competition. This includes growing competition in the areas of sports betting and online gaming which, together with the inability to compete effectively, may bring adverse consequences for the Group's business, financial position, operating results and cash flows.

Lastly, digitization and interconnection of business and product management also pose integrity risks that the Group needs to manage proactively to avoid contingencies.

27.2 Credit risk

Most of the operations carried out by the Group are in cash. For receivable balances, whose risk mainly concentrates in gaming companies that purchase machines and several technological products from our B2B activity and in prepayments to owners of hospitality establishments, the Group has a credit policy in place and the exposure to default risk is managed in the ordinary course of business. Credit assessments are conducted in respect of all customers that are considered to pose significant credit risk.

The main credit volumes subject to risk assessment are in the "Financial assets" and in the "Trade and other receivables" captions (Note 9).

Cash balances in bank accounts are distributed among a large number of entities and, therefore, there is no high concentration in any financial entity. For transactions in countries in which it is not possible to reach high credit ratings because of their economic and sociopolitical circumstances, branches and subsidiaries of foreign entities that meet or are close to meet the established quality criteria are selected, as well as local entities with the best credit ratings.

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Maximum exposure

The Group's exposure to credit risk, which is partially mitigated by the earnings themselves, is also attributable to trade payables from the sale of machines and technology, trade payables from prepayments to owners of hospitality establishments for the portion they are entitled to of earnings obtained from slot machines in their premises. The amounts corresponding to these items are presented in the consolidated balance sheet net of bad debt provisions for an amount of 134,940 thousand euros at December 31, 2023 (106,193 thousand euros at December 31, 2022).

Provisions for bad debts are determined based on expected credit losses over the reasonable and sustainable life of the asset, including those related to its future on an individual basis, considering the best information available, and are re-estimated at each year end on an individual basis, in accordance with the following criteria:

- The age of the debt.
- The existence of problematic situations, including bankruptcy.
- The analysis of the debtor's ability to repay the credit granted.

The Group's maximum exposure to credit risk, by type of financial instrument, at December 31, 2023 and 2022, is as follows:

(Thousands of euros)	2023	2022
Trade receivables	134.940	106.193
Cash and cash equivalents	251.322	213.584
Other financial assets	19.424	23.804
	405.686	**343.581**

27.3 Interest risk

External finance is mainly based on the issuance of corporate notes at fixed or floating interest rates. Bank borrowings (credit policies, financial lease agreements) as well as deferred payments with public administrations and other long-term non-trade payables have in some cases a floating interest rate that is reviewed annually. Previous Notes show interest rates of debt instruments.

The breakdown of liabilities that accrue interests at 2023 and 2022 year end is as follows:

	2023		2022	
(Thousands of euros)	Fixed interest rate	Floating interest rate	Fixed interest rate	Floating interest rate
Bonds	2.324.671	322.810	2.079.621	487.775
Bank borrowings	17.404	43.116	30.053	94.556
Other payables	0	37.059	2.121	23.145
Finance lease liabilities	274.643	-	268.063	-
	2.616.718	**402.985**	**2.379.858**	**605.476**

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At December 31, 2023 financial liabilities at a fixed interest rate represented 87% of total liabilities (80% at 2022 year end). In this regard, the Group's sensitivity to fluctuations in interest rates is low: a variation of 100 basis points in floating rates would lead to a change in the financial result amounting to 4,030 thousand euros in 2023 and 6,055 thousand euros in 2022.

The breakdown of assets that accrue interests at 2023 and 2022 year end is as follows:

(Thousands of euros)	2023		2022	
	Fixed interest rate	Floating interest rate	Fixed interest rate	Floating interest rate
Loans to joint ventures and associates	3,782	—	2,620	—
Loans to third parties	9,480	17,234	13,090	16,428
Guarantees and deposits	32,920	—	26,377	—
Fixed income securities and deposits	1,434	—	8,166	—
	47,616	**17,234**	**50,253**	**16,428**

The Group estimates that the fair value of the assets' financial instruments does not differ significantly from the net book value.

27.4 *Foreign currency risk*

The Group is exposed to foreign currency risk mainly because of the businesses located outside the eurozone, which significantly affects sales and expenses, Group results and the value of certain assets and liabilities in currencies other than the euro. It is also affected to a lesser extent by granted and received loans.

As mentioned in this note, in order to mitigate risks, among others, the Group conducts policies aimed to keep balanced collection and payments in cash of assets and liabilities in foreign currency.

The following study on sensitivity shows the foreign currency risk:

- Sensitivity of the profit for the year before tax against fluctuations in the exchange rate of local currencies against the euro:

2023

Currency	Thousands of euros			
	10%	5%	(5) %	(10) %
Costa Rican colon/Euro	(411)	(215)	238	502
Moroccan dirham/Euro	(1,186)	(621)	687	1,450
US dollar/Euro	(3,570)	(1,870)	2,067	4,363
Colombian peso/Euro	(2,609)	(1,366)	1,510	3,188
Dominican peso/Euro	(1,496)	(783)	866	1,828
Mexican peso/Euro	(1,004)	(526)	581	1,227
Peruvian sol/Euro	382	200	(221)	(467)

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2022

	Thousands of euros			
Currency	10%	5%	(5) %	(10) %
Costa Rican colon/Euro	(253)	(133)	147	310
Moroccan dirham/Euro	(943)	(494)	546	1,153
US dollar/Euro	(2,564)	(1,343)	1,484	3,134
Colombian peso/Euro	(2,491)	(1,305)	1,442	3,045
Dominican peso/Euro	(1,414)	(740)	818	1,728
Mexican peso/Euro	(176)	(92)	102	215
Peruvian sol/Euro	249	131	(144)	(305)

27.5 Liquidity risk

The exposure to unfavorable situations of debt markets can make difficult or prevent from hedging the financial needs required for the appropriate development of Group activities.

At December 31, 2023, the Group shows negative working capital amounting to 56,254 thousand euros (262,948 thousand euros negative at December 31, 2022). Nonetheless, Group Management considers that cash flow generated by the business and available credit lines will allow the Group to cover its current liabilities. Moreover, it should be noted that there is a revolving credit facility for an available amount of 275 million euros, which is fully available at December 31, 2023 (Note 15).

Additionally, to manage liquidity risk, the Group applies different measures:

- Diversification of financing sources through the access to different banking and capital markets. In this regard, the Group has an additional borrowing capacity (see quantitative data in Note 15).
- Credit facilities committed for the sufficient amount and flexibility. Accordingly, the Group has cash and cash equivalents amounting to approximately 251 million euros at December 31, 2023 (213 million euros at December 31, 2022), to meet unexpected payments. Furthermore, the Group has unused cash capacity amounting to 294 million euros at December 31, 2023 (222 million euros at December 31, 2022).
- The length and repayment schedule for financing through debt is established based on the financed needs.

In this regard, the Group's liquidity police ensure to meet its payment obligations without requiring the access to funds in costly terms.

Additionally, it is noteworthy that both at Group and individual business level, the Group performs projections regularly on the generation and expected cash needs, in order to determine and monitor the Group's liquidity position.

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The table below shows cash disbursements by maturity date, based on the contractual obligations of financial debts:

(Thousands of euros)	Balance at December 31, 2023	Within 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than five years	Total
Notes	2.647.481	47.838	387.959	503.871	1.022.685	685.128	-	2.647.481
Bank borrowings	60.520	23.938	14.554	18.435	3.593	-	-	60.520
								0
Finance lease liabilities	274.643	54.993	55.529	40.824	31.243	22.106	69.948	274.643
Other	37.059	11.015	11.855	7599	917	342	5.331	37.059
Deferral of taxes	-	-	-	-	-	-	-	0
	3.019.703	**137.784**	**469.897**	**570.729**	**1.058.438**	**707.576**	**75.279**	**3.019.703**

28. CAPITAL MANAGEMENT POLICY

The main objectives of the Group's capital management are to ensure financial stability in the short and long terms, appropriate return rates, increased business value and ensure proper and adequate financing of investments and projects to be conducted in a framework of controlled expansion.

The Group's strategy in 2024 will consist in preserving the Group's cash position, liquidity management and in establishing cash management action plans.

As stated in Note 14, the contracts entered into in relation to corporate notes issued include limitations on the payment of dividends. The Group does not intend to distribute dividends in the short to medium terms given that the Group policy is not to distribute dividends.

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29. SUBSEQUENT EVENTS

NOTES ISSUED ON January 30, 2024

On January 30, 2024, Cirsa Finance International, S.à.r.l completed the issue of two corporate senior notes guaranteed by Cirsa Enterprises, S.A., as the parent guarantor of the notes, one of them for an aggregate amount of 450 million euros, which were fully issued at par, with a semi-annually payable coupon of 6.5% per annum, maturing in March 2029, and the other one is a tap issue of the floating rate note issued in July 2023 for an amount of 200 million euros, which was fully issued above par (101.25%).

The proceeds from the issuances of the notes were used: (i) to fully redeem the amount of the notes issued on May 22, 2019 at 4.75% per annum maturing in May 2025; (ii) to be distributed to LHMC Finco 2 S.à.r.l to partially redeem (200 million euros) the PIK notes issued on September 25, 2019 at 7.25% / 8.0% per annum maturing in October 2025; (iii) to partially redeem (42.5 million euros) the notes issued on October 26, 2022 at 10.375% per annum maturing in November 2027; (iv) to pay accrued and unpaid interest on the corporate notes maturing in May 2025, October 2025 and November 2027; and to pay the costs, expenses and fees related to the redemptions and issue of new corporate notes, and (v) for general corporate purposes.

Other matters

On January 11, 2024, the Parent Company resolved to partially refund to the company's sole owner the amounts it had contributed to the company corresponding to the share premium for an amount of 18,500 thousand euros.

On February 13, 2024, the Parent Company resolved to partially refund to the company's sole owner the amounts it had contributed to the company corresponding to the share premium for an amount of 201,128 thousand euros.

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Årsredovisning

för

Resort Paradise AB

556663-6113

Räkenskapsåret

2023

Innehållsförteckning

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Styrelsen för Resort Paradise AB avger följande årsredovisning för räkenskapsåret 2023.

Årsredovisningen är upprättad i euro, EUR. Om inte annat särskilt anges, redovisas alla belopp i hela euro (EUR). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Bolagets verksamhet är att äga och förvalta aktierna i det delägda dotterbolaget Les Loisies du Paradis S.A.R.L. Ltd.

Styrelsen har sitt säte i Spanien.

Bolaget ägs till 82% av Cirsa International Business Corporation, S.L.U med säte i Madrid, Spanien (äger 820 aktier) samt till 18% av Bradila Investments Limited, med säte i Limassol, Cypern (äger 180 aktier).

Väsentliga händelser under räkenskapsåret

Under året 2023 har företaget återgått till nivåer av normalitet som rådde före pandemin, vilket har gjort det möjligt att uppnå en balans och återhämtning i intäkter. När det gäller resultatet i resultatsräkningen för detta räkenskapsår, har de mest relevanta faktorerna på en generell nivå varit:

- Resultatet från andelar i koncernföretag uppgick till 5 099 098 euro.
- Resultatet för räkenskapsåret uppgick till 4 596 936 euro.
- Företagets framtida vinstutsikter är positiva, med tanke på den gynnsamma utvecklingen inom sektorn.

Följaktligen har företagets styrelse upprättat årsredovisningen i enlighet med principen om fortsatt drift.

Flerårsöversikt (KEUR)	2023	2022	2021	2020	2019
Nettoomsättning	0	0	0	0	0
Resultat efter finansiella poster	5 194	-30	-31	-5	1 595
Balansomslutning	4 723	88	76	105	1 630
Antal anställda	0	0	0	0	0
Soliditet, %	98	43	79	80	99

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

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Förändring av eget kapital (EUR)

	Aktie-kapital	Balanserat resultat	Årets resultat	Totalt
Belopp vid årets ingång	11 061	49 521	-22 226	**38 356**
Disposition enligt beslut av årsstämman:				
Balanseras i ny räkning		-22 226	22 226	**0**
Årets resultat			4 596 936	**4 596 936**
Belopp vid årets utgång	**11 061**	**27 295**	**4 596 936**	**4 635 292**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (euro):

balanserad vinst	27 295
årets vinst	4 596 936
	4 624 231
disponeras så att	
i ny räkning överföres	4 624 231
	4 624 231

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

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Resultaträkning

	Not	2023-01-01 -2023-12-31	2022-01-01 -2022-12-31
Rörelsens kostnader			
Övriga externa kostnader		-21 906	-29 858
Summa rörelsens kostnader		**-21 906**	**-29 858**
Rörelseresultat		**-21 906**	**-29 858**
Resultat från finansiella poster			
Resultat från andelar i koncernföretag	3	5 099 098	0
Övriga ränteintäkter och liknande resultatposter	4	117 438	746
Räntekostnader och liknande resultatposter	5	-216	-524
Summa resultat från finansiella poster		**5 216 320**	**222**
Resultat efter finansiella poster		**5 194 414**	**-29 635**
Resultat före skatt		**5 194 414**	**-29 635**
Skatt på årets resultat		-597 478	7 409
Årets resultat		**4 596 936**	**-22 226**

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Balansräkning

	Not	2023-12-31	2022-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	6	7 748	7 748
Summa anläggningstillgångar		**7 748**	**7 748**
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag		3 820 749	7 756
Aktuella skattefordringar		792	8 572
Övriga fordringar		869 369	25 628
Summa kortfristiga fordringar		**4 690 909**	**41 956**
Kassa och bank		24 133	38 508
Summa omsättningstillgångar		**4 715 042**	**80 464**
SUMMA TILLGÅNGAR		**4 722 790**	**88 212**

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Balansräkning

	Not	2023-12-31	2022-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital	7		
Bundet eget kapital			
Aktiekapital		11 061	11 061
		11 061	**11 061**
Fritt eget kapital			
Balanserad vinst eller förlust		27 295	49 521
Årets resultat		4 596 936	-22 226
Summa fritt eget kapital		**4 624 231**	**27 295**
Summa eget kapital		**4 635 292**	**38 356**
Kortfristiga skulder			
Skulder till koncernföretag		87 357	31 029
Övriga skulder		142	127
Upplupna kostnader och förutbetalda intäkter		0	18 700
Summa kortfristiga skulder		**87 498**	**49 856**
SUMMA EGET KAPITAL OCH SKULDER		**4 722 790**	**88 212**

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Noter

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med Årsredovisningslagen (1995:1554) och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Finansiella instrument
Finansiella instrument värderas utifrån anskaffningsvärdet. Instrumentet redovisas i balansräkningen när bolaget blir part i instrumentets avtalsmässiga villkor. Finansiella tillgångar tas bort från balansräkningen när rätten att erhålla kassaflöden från instrumentet har löpt ut eller överförts och bolaget har överfört i stort sett alla risker och förmåner som är förknippade med äganderätten. Finansiella skulder tas bort från balansräkningen när förpliktelserna har reglerats eller på annat sätt upphört.

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Kundfordringar/kortfristiga fordringar
Kundfordringar och kortfristiga fordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar.

Kvittning av finansiell fordran och finansiell skuld
En finansiell tillgång och en finansiell skuld kvittas och redovisas med ett nettobelopp i balansräkningen endast då legal kvittningsrätt föreligger samt då en reglering med ett nettobelopp avses ske eller då en samtida avyttring av tillgången och reglering av skulden avses ske.

Valutatransaktioner
Företagets funktionella valuta och presentationsvaluta är euro. Transaktioner i utländsk valuta omräknas initialt till den aktuella kursen vid transaktionsdagen.

Monetära tillgångar och skulder i utländsk valuta omräknas till den balansdagskurs som gäller. Alla valutakursvinster eller -förluster till följd av omräkning samt de som uppkommer vid avräkning av balansposter redovisas i resultaträkningen.

Icke-monetära poster värderade till historiskt anskaffningsvärde omräknat till den växelkurs som gäller på transaktionsdagen. Icke-monetära poster värderade till verkligt värde omräknas till valutakursen då verkligt värde bestäms.

Valutakursdifferenser redovisas i resultatet, förutom när värdeförändringen på den icke-monetära posten redovisas i eget kapital, varvid motsvarande valutakursdifferenser också redovisas i eget kapital.

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Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Inkomstskatter
Total skatt utgörs av aktuell skatt och uppskjuten skatt. Skatter redovisas i resultaträkningen, utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekter redovisas i eget kapital.

Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Uppskjuten skatt
Uppskjuten skatt är inkomstskatt som avser framtida räkenskapsår till följd av tidigare händelser. Redovisning sker enligt balansräkningsmetoden. Enligt denna metod redovisas uppskjutna skatteskulder och uppskjutna skattefordringar på temporära skillnader som uppstår mellan bokförda respektive skattemässiga värden för tillgångar och skulder samt för övriga skattemässiga avdrag eller underskott.

Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den omfattning det är sannolikt att avdragen kan avräknas mot framtida skattemässiga överskott.

På grund av sambandet mellan redovisning och beskattning särredovisas inte den uppskjutna skatteskulden som är hänförlig till obeskattade reserver.

Koncernförhållanden
Företaget är ett moderföretag, men med hänvisning till undantagsreglerna i Årsredovisningslagen 7 kap 2§ upprättas ingen koncernredovisning. Koncernredovisning upprättas av det yttersta moderbolaget, LHMC TopCo, S.A.R.L med säte i Luxemburg (Rue Eugène Rupert, 2-4). Bolaget är integrerat i koncernen som leds av LHMC TopCo, S.A.R.L, i kraft av försäljningen som skedde den 3 juli 2018 av koncernbolagen som leds av Cirsa Gaming Corporation. Den enda aktieägaren deponerar sina årsbokslut i Mercantile Registry i Barcelona och LHMC TopCo, S.A.R.L dess konsoliderade årsbokslut i Storhertigdömet Luxemburg.

Nyckeltalsdefinitioner
Soliditet
Eget kapital och obeskattade reserver (med avdrag för uppskjuten skatt) i förhållande till balansomslutningen.

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Not 2 Uppgifter om moderföretag

Resort Paradise ägs till 82 % av Cirsa International Business Corporation, S.L., med huvudkontor i Madrid, Spanien (innehav 820 aktier), och 18 % av Bradila Investments Limited, baserat i Limassol, Cypern (innehav 180 aktier). Både företaget och dess enda aktieägare ingår i koncernföretag där moderföretaget är LHMC TopCo, S.A.R.L., med sitt säte i Luxemburg (Rue Eugène Rupert, 2-4), efter köp- och försäljningstransaktionen som ägde rum den 3 juli 2018, som ingår koncernföretagen med moderföretag Cirsa Gaming Corporation. Den enda aktieägaren lämnar in sina årsredovisningar till Barcelona Commercial Registry, medan LHMC TopCo, S.A.R.L. lämnar in sina årsredovisningar i Storhertigdömet Luxemburg.

Not 3 Resultat från andelar i koncernföretag

	2023	2022
Erhållna utdelningar	5 099 098	0
	5 099 098	**0**

Not 4 Övriga ränteintäkter och liknande resultatposter

	2023	2022
Ränteintäkter från koncernföretag	67 558	0
Övriga ränteintäkter	15 801	746
Kursdifferenser	34 079	0
	117 438	**746**

Not 5 Räntekostnader och liknande resultatposter

	2023	2022
Räntekostnader till koncernföretag	0	377
Kursdifferenser	216	147
	216	**524**

Not 6 Andelar i koncernföretag

	2023-12-31	2022-12-31
Ingående anskaffningsvärden	7 748	7 748
Utgående ackumulerade anskaffningsvärden	**7 748**	**7 748**
Utgående redovisat värde	**7 748**	**7 748**

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Not 7 Antal aktier och kvotvärde

Namn	Antal aktier	Kvot-värde
Antal A-Aktier	1 000	11,06
	1 000	

Not 8 Väsentliga händelser efter räkenskapsårets slut

Från den 31 december 2023 till datumet för upprättandet av denna årsredovisning har det inte inträffat några ytterligare relevanta händelser som kräver utökning eller ändring av innehållet i denna årsredovisning.

Stockholm 25.06.2024

Antonio Hostench Feu
Ordförande

Stockholm 25.06.2024

Avraham Ahcad

Stockholm 25.06.2024

Moisés Sanjuan Altimira

Vår revisionsberättelse har lämnats 25 juni 2024

Ernst & Young AB

Magnus Johansson
Auktoriserad revisor

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FASTSTÄLLELSEINTYG TILL ÅRSREDOVISNING
FINANCIAL STATEMENTS APPROVAL

Intyg om att balansräkningen och resultaträkningen har fastställts
Certification that the balance sheet and income statement have been adopted

Undertecknad Antonio Hostench Feu styrelseordförande i Resort Paradise AB, org.nr 556663-6113, intygar, dels att denna kopia av årsredovisningen stämmer överens med originalet, dels att resultaträkningen och balansräkningen har fastställts på årsstämma den 28 juni 2024. Årsstämman beslutade att godkänna styrelsens förslag till hur resultatet ska disponeras.

The undersigned Antonio Hostench Feu, chairman of Resort Paradise AB, reg. no. 556663-6113, hereby certifies that this copy of the annual report conforms to the original and that the income statement and balance sheet were adopted on 28 June 2024. The annual general meeting resolved to adopt the board's proposal regarding the allocation of the company's profits.

Barcelona den 29 juni 2024
Barcelona, June, 29th 2024

Antonio Hostench Feu

20241030023511

Building a better working world

Revisionsberättelse

Till bolagsstämman i Resort Paradise AB, org.nr 556663-6113

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Resort Paradise AB för räkenskapsåret 2023.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Resort Paradise ABs finansiella ställning per den 31 december 2023 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Resort Paradise AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. Den upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om att årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

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Building a better working world

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning av Resort Paradise AB för räkenskapsåret 2023 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Resort Paradise AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

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Ernst & Young AB

Magnus Johansson
Auktoriserad revisor

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