



## 2017 Annual Report and Accounts and Notice of AGM

LONDON (UK), 27 April 2018 - In compliance with Listing Rule 14.3.6, Jackpotjoy plc (the “Company”) (LSE: JPJ), has submitted a copy of each of the following documents to the National Storage Mechanism, and these will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

- Annual Report and Accounts for the year ended 31 December 2017 (“2017 Annual Accounts”)
- Notice of the Annual General Meeting (“2018 AGM Notice”)
- Proxy Form for the 2018 AGM for those holding ordinary shares (“Form of Proxy”)
- Voting Instruction Form for the 2018 AGM for registered holders of exchangeable shares in The Intertain Group Limited (“VIF”)

The 2018 AGM will be held at 2:00 p.m. (UK time) on Thursday 7 June 2018 at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR.

The 2017 Annual Accounts, the 2018 AGM Notice and the Form of Proxy/the VIF (as applicable) are being posted today and the 2017 Annual Accounts and the 2018 AGM Notice will shortly be available to view on the Company's website:

[www.jackpotjoyplc.com/investors/financial-reports-presentations/](http://www.jackpotjoyplc.com/investors/financial-reports-presentations/)

In compliance with applicable Canadian securities laws, the 2017 Annual Accounts, the 2018 AGM Notice, the Form of Proxy and the VIF will also be filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The information set out in the Appendix, which is extracted from the 2017 Annual Accounts, should be read in conjunction with the Full Year Results announcement released on 22 March 2018, which includes a condensed set of consolidated financial statements for the year ended 31 December 2017 and an indication of the important events that have occurred in the reporting period. That information, together with the information set out in the Appendix, constitutes the material required by Disclosure Guidance and Transparency Rule 6.3.5 which is required to be communicated to the media in full unedited text through a Regulatory Information Service. This announcement is not a substitute for reading the full 2017 Annual Accounts. Page and note references in the Appendix are page and note numbers in the 2017 Annual Accounts and Notes to the Financial Statements.

### About Jackpotjoy plc

Jackpotjoy plc is the parent company of an online gaming group that provides entertainment to a global consumer base through its subsidiaries. Jackpotjoy plc currently offers bingo and casino games to its customers through its subsidiaries using the Jackpotjoy ([www.jackpotjoy.com](http://www.jackpotjoy.com)), StarSpins ([www.starspins.com](http://www.starspins.com)), Botemania ([www.botemania.es](http://www.botemania.es)), Vera&John ([www.verajohn.com](http://www.verajohn.com)), Costa ([www.costabingo.com](http://www.costabingo.com)) and InterCasino ([www.intercasino.com](http://www.intercasino.com)) brands. For more information about Jackpotjoy plc, please visit [www.jackpotjoyplc.com](http://www.jackpotjoyplc.com).

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### **APPENDIX**

#### **Principal Risks and Uncertainties**

A description of the principal risks and uncertainties that the Company faces is extracted from pages 20 to 25 of the 2017 Annual Accounts.

#### **Managing our risks**

Risk is intrinsic to the industry in which Jackpotjoy plc operates. As a result, considering, and accepting, the impact, both positive and negative, which risk can have on our business is key to the successful delivery of our strategy.

Understanding our principal risks and ensuring that we have sufficient controls in place is critical to our continued growth and success. Although we operate in a fast-changing business environment, we have considered our principal risks alongside our strategy over the next three years.

Ultimate accountability for risk management lies with the Board, supported by the Audit & Risk Committee. We have acknowledged the importance of developing our approach to risk management, and have engaged PricewaterhouseCoopers to support the Group in the design and implementation of a framework to allow for the identification, assessment, mitigation and monitoring of risk throughout the Group and operating divisions.

Jackpotjoy plc follows the UK Corporate Governance Code and supports its application in delivering a well-governed business. This has influenced the development of our risk management framework to provide clarity on risk governance and oversight whilst encouraging ownership and accountability for risk management. The framework summarises the formal process for the identification, assessment, mitigation, reporting, monitoring and review. We are continuing to implement this process whilst developing a risk-aware culture, supported by expected behaviours, throughout the business during 2018.

This has been developed to ensure we have in place three lines of defence, whilst being dynamic and practical to our needs. This will allow us to respond to changes in the business environment, whilst continuing to deliver on our expectations of increased transparency, value protection and creation.

#### **How we manage risk at Jackpotjoy plc**



Prior to the IPO, the Company did not undertake any business activities and therefore this section focuses on the post-IPO risks and mitigants. Through late 2017, we completed a review of the existing risk management information with the support of PwC. Our executives and senior management developed an aggregated view of risk from high-level discussions with the operating divisions on their view of strategic risk and incorporating a bottom-up perspective. The Board and our executives reviewed these risks to develop the Group's understanding of its principal risks and to ensure that there were adequate controls in place to mitigate these, where applicable. During these discussions, the Board concluded that it was comfortable with the potential impact of the principal risks, against our inherent risk appetite, and communicated the importance of the risk management clearly across the business. Work will be undertaken in 2018 with the operating divisions and our key partners to build a richer picture of risk information alongside implementation of some key areas.

The priorities for risk management throughout 2018 will be to:

- Continue to review the UK Corporate Governance Code using the comply or explain basis.
- Progressively assess our risk appetite against the principal risks to allow for informed decision-making against our strategic priorities.
- Continue to embed the risk management framework, encouraging ownership and accountability throughout the operating divisions.
- Complete a bottom-up review through the operating divisions to provide greater detail on the operational risk information available, including detailed control assessment.
- Embed the 'three lines of defence' (as reflected in the Risk Management House) approach to assurance through the business, management (supported by the risk function) and independent assurance, where appropriate.

With regard to the effectiveness of risk and internal control throughout the business, this has been covered on page 45, under the Corporate Governance Report.

### **Our principal risks**

A robust assessment has been undertaken by the Board to assess

the principal risks facing the business. Consideration has been given to those which could threaten the successful delivery of our strategy, impact on our future performance and create a risk around our solvency or liquidity.

The radar shows the position of our principal risks. As this is the first year of reporting, following the listing in early 2017, there is no trend to show how these have changed in priority, but we have taken the decision to split these into three areas over which we can have varying levels of control and oversight.

### **Known external risk**

These three areas are:

- External – where we can have limited control over the cause of the risk and would need to focus our effort on managing the potential consequences.



- Strategic – risks which could be influenced by external factors but over which we have the opportunity to put in place controls to better manage potential causes and consequences.
- Operational – risks that could arise through the day-to-day operations are those over which we could put in place effective controls. These will be for known areas of the business, in addition to risks which could potentially arise through changes which we undertake in the delivery of our growth strategy.

Further detail on the principal risks has been provided on the following pages, which includes information on the key mitigations, links to our strategic priorities, what has happened in 2017 and what the focus will be for 2018.

## **EXTERNAL RISKS**

### **Regulatory and legislative change**

Licensing, taxes, laws and regulatory changes in key markets could have a materially adverse impact on the Group and operations.

Strategy links:

- Increasing market share
- Product development, focusing on mobile offerings

Key mitigations:

- Close relationship with the key regulators who have issued licences.
- Engaged external consultancy (Oakhill), who provide guidance and commentary on UK regulatory change.
- Strong network of external advisers who provide guidance and support to understand incoming legislation and prospective regulation.
- Member of the Remote Gambling Association, in which we participate actively.
- Strong network of like-minded individuals with industry understanding and real-time information.

Developments in 2017:

- Developed the Jackpotjoy plc suite of regulatory and legislative controls which includes regulatory reporting, internal checks and balances and experienced compliance team based in Malta.
- Targeted recruitment of industry-experienced individuals to further embed the controls at Group and across the operating divisions.

Focus for 2018:

- Ongoing review and enhancement of the suite of regulatory and legislative controls.
- Further integration and development of the controls within the business and operating divisions.

### **Financial and economic**

Potential macroeconomic change, including currency fluctuations and interest rates, have a negative impact on Jackpotjoy plc.

Strategy links:



- Increasing market share
- Product development, focusing on mobile offerings

Key mitigations:

- Online gaming has a proven track record of being resilient to recession and economic decline.
- Wide range of products and geographical spread of customers.
- Less reliance on VIPs than many of our peers.
- External debt is denominated in the currencies which we generate.
- From a working capital perspective, there is limited exposure due to the cash nature of the business.
- Monitoring changes in the macroeconomic environment on an ongoing basis.

Developments in 2017:

- The refinancing which was put in place in late 2017 has allowed us to align our external debt with a ratio similar to that of the currencies where we generate revenue.

Focus for 2018:

- Monitoring the hedging in place to minimise our exposure.
- Continuous review and evolution of our products, as shown in greater detail in our strategic summary on page 12.

## **STRATEGIC RISKS**

### **Brand and reputation**

A major incident could leave a negative impact on the Jackpotjoy brand.

Strategy links:

- Targeted marketing campaigns
- Product development, focusing on mobile offerings

Key mitigations:

- Key response plan in place.
- Business impact analysis of the key areas that could impact the business, including proactive plans, in place to manage.

Developments in 2017:

- Listing of the business on the London Stock Exchange with the required activities completed.
- Identified the need to develop a multiple brand and customer-focused strategy.

Focus for 2018:

- Review of the compliance checks in place across the business.
- Customer charter is under development which will place the customer at the heart of our decision-making. This will be used to influence our discussions with the wider industry on the risks around socially responsible gambling.
- Development and implementation of the multiple brand strategy to build resilience and customer offerings.



### **Competitive landscape**

Jackpotjoy plc potentially fails to adapt and innovate to maintain their position as a market leader.

Strategy links:

- Product development, focusing on mobile offerings
- Cross-selling opportunities

Key mitigations:

- Ongoing competitor and market analysis to ensure wider awareness and drive discussion on innovation required.
- The Innovation Group, headed by Darren Rennick, President of Jackpotjoy Operations Ltd., has been put in place to identify and deliver the key initiatives.
- Customer insights, business development and data analytics capabilities in place.

Developments in 2017:

- A group (Innovation Group) has been set up, headed by the President of Jackpotjoy Operations Ltd., to consider analysis of competitors, markets and customer data. The Innovation Group's objectives are to: (i) promote Company-wide awareness and an internal discussion of competitive and systemic threats to our business; and (ii) to review the strategic opportunities available which differentiate Jackpotjoy from our competition.
- Development of more formalised infrastructure to capture key data and drive decisions.
- Agreed the budget to build resource for customer insights, business development and data analytics capabilities.
- Introduced a number of new offerings in pilot locations to test viability.

Focus for 2018:

- Ongoing development of the Innovation Group and delivery of key projects.
- Development of our data analytics to drive product development with the customer-centric model.
- Customer Insights and Business Development team to be embedded.
- Formal launch of pilot offerings following completion of the testing programme.

### **Socially responsible gambling**

Jackpotjoy plc recognises the need to apply high standards to the welfare of our customers.

Strategy links:

- Targeted marketing campaigns
- Product development, focusing on mobile offerings

Key mitigations:

- KPIs in place which allow the business to monitor the key customer metrics in relation to potential trends that could be of concern.
- Increased personalisation of the customer experience with a culture based around growing customer numbers.
- Identified the need to take a proactive approach to the management of potential issues with the development of the customer charter and industry engagement.



Developments in 2017:

- Identified the need to develop a multiple brand and customer-focused strategy.
- Initial discussions with the broader industry on the need to ensure that customer welfare is a focus area.

Focus for 2018:

- Using our position as the market leader to ensure the required attention is given to corporate responsibility by the broader industry.
- Lead the industry in making corporate responsibility a key part of our business strategy; further detail on this is given under Corporate Social Responsibility on pages 34 to 37.
- Our approach to corporate responsibility will be discussed with our peers and suppliers to encourage a proactive approach to embed this into established ways of working.

### **Integration and growth**

Timely integration of the legacy business and delivering a clear strategy is key for the growth of Jackpotjoy plc.

Strategy links:

- Increasing market share
- Cross-selling opportunities

Key mitigations:

- Quarterly governance meetings with platform providers.
- Regular joint working groups with platform providers.
- Use of external consultants for marketing advice as required.
- Strategy is reviewed on a quarterly basis and updated as required.

Developments in 2017:

- Engagement with platform providers on the integration requirements.
- Initial discussions on the strategy for growth.

Focus for 2018:

- Development and delivery of the integration plan working towards execution in 2019.
- Clear strategy for growth on the products, platforms and brands.
- Development of a marketing structure and capability.
- Recruitment of a Non-Executive Director with skills in marketing and digital strategy.

## **OPERATIONAL RISKS**

### **People and development**

Failure to build the internal capability and capacity to deliver the growth targets identified.

Strategy links:

- Increasing market share
- Product development, focusing on mobile offerings



Key mitigations:

- Recruitment and succession plans in place.
- Cross-business collaboration to bring efficiencies and best practice.
- Ongoing investment in people and development.

Developments in 2017:

- Recruited widely across the Group to bring in additional capacity and capability.
- Review of the strategy and business model to align this to a people and customer focus.

Focus for 2018:

- Introduce a Group approach to the management of the business divisions, including the development and management of our people.
- Design a staff development programme and roll this out across the Group.
- Build a marketing team with relevant experience.

**Technology and IT systems**

A failure or damage to our technology or systems will negatively impact our operations.

Strategy links:

- Increasing market share
- Product development, focusing on mobile offerings

Key mitigations:

- Systems improvement plan is in place and is being rolled out.
- Wider controls are covered in the key supplier risk.

Developments in 2017:

- Development of a systems improvement plan.
- Review of key suppliers to ensure we have a clear view of our systems and dependencies.
- Review of data protection and quality.

Focus for 2018:

- Delivery of the systems improvement plan.
- Delivery of the single customer view project.
- Continued development of data protection implementation.
- Further in-house development of gaming platform software.

**Breakdown in the relationship with a key supplier**

Jackpotjoy plc is reliant on a number of third parties for the operation of the business through provision of our platforms and systems.

Strategy links:

- Product development, focusing on mobile offerings
- Cross-selling opportunities



Key mitigations:

- Established and mutually beneficial relationships with the key suppliers.
- Understanding of the additional providers available in the market.

Developments in 2017:

- Identified the need to reduce the reliance on key suppliers whilst maintaining key relationships.

Focus for 2018:

- Develop our relationships with the key suppliers as critical stakeholders in our business.
- Launching new brands on new platforms to reduce reliance and provide greater offerings to our customers.
- Further areas of focus are covered in the technology and IT systems risk.

**Data management**

JPJ processes customer data and recognised the need to comply with the highest standards of data protection and privacy legislation.

Strategy links:

- Product development, focusing on mobile offerings
- Cross-selling opportunities

Key mitigations:

- Data access is managed through a wholly owned system called Active Directory, which is a management system to control access to customer data. Strict access procedures and audit trail capability are in place. Data is cloud based and not locally stored, all data is controlled by the business at all times.
- System change access is managed through management processes and permissions. Device and individual orientated controls.
- Adviser and regulatory assurance e.g. United Kingdom Gambling Commission is given through ongoing audits and reviews.

Developments in 2017:

- Development of centralised data management function within Vera&John.
- A GDPR readiness assessment was completed during the year.
- The Group has implemented a plan to meet GDPR regulations. GDPR-related training has been introduced.

Focus for 2018:

- Continue to focus on meeting GDPR guidelines.
- Plans to further improve data recovery plan through the introduction of off-site replicas.
- Further development of data management systems and security capabilities.

**Statement of Directors' responsibilities in relation to the Annual Report and financial statements**

The Directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable United Kingdom law and regulations. Company law



requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under the law, the Directors are required to prepare Group financial statements in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the European Union and applicable law and have elected to prepare the Parent Company financial statements on the same basis.

Under the Companies Acts, the Directors must not approve the Group and Parent Company financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the profit or loss of the Group and Parent Company for that period. In preparing each of the Group and Parent Company financial statements the Directors are required to:

- present fairly the financial position, financial performance and cash flows of the Group and Parent Company;
- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and estimates that are reasonable;
- make an assessment as to the Company's ability to continue as a going concern;
- provide additional disclosures when compliance with the specific requirements in IFRSs as adopted by the European Union is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's and Parent Company's financial position and financial performance; and
- state that the Group and Parent Company financial statements have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, with respect to the Group financial statements, Article 4 of the IAS Regulation.

They are also responsible for safeguarding the assets of the Group and Parent Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for preparing the Directors' Report, the Directors' Remuneration Report and the Corporate Governance Report in accordance with the Companies Act 2006 and applicable regulations, including the requirements of the Listing Rules and the Disclosure and Transparency Rules of the United Kingdom Listing Authority. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### **Responsibility statement under the Disclosure and Transparency Rules**



Each of the Directors whose names and functions are listed on pages 38 and 39 confirm that to the best of their knowledge:

- the Consolidated Financial Statements of Jackpotjoy plc, prepared in accordance with International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole (the 'Group'); and
- the Annual Report and Accounts, including the Strategic Report, include a fair review of the development and performance of the business and the position of the Company and the Group, together with a description of the principal risks and uncertainties that they face.

#### **Related party transactions**

As disclosed in note 11, the Group entered into loan and services agreements with Gaming Realms plc. Jim Ryan is a Director of both Jackpotjoy plc and Gaming Realms plc. Mr. Ryan recused himself from all discussions related to these agreements.