



December 29, 2023

To  
**Listing Compliance Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001.  
**Scrip Code: 543280**

**Listing Compliance Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1. G Block,  
Bandra -Kurla Complex, Bandra (East),  
Mumbai- 400051.  
**Scrip Symbol: NAZARA**

Dear Sir/Madam,

**Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) – Investment in a Convertible Note of Freaks 4U Gaming GmbH, Germany by Nodwin Gaming Private Limited, a material subsidiary, through its wholly owned subsidiary “Nodwin International Pte. Ltd.”**

With reference to the captioned subject and in compliance with Regulation 30 of the Listing Regulations, we hereby inform that Nodwin Gaming International Pte. Ltd. (“Nodwin Singapore”), a wholly owned subsidiary of Nodwin Gaming Private Limited (“Nodwin”), material subsidiary of the Company, has on December 28, 2023 signed agreements for subscribing to a Convertible Note of Freaks 4U Gaming GmbH, at a consideration of EUR 3,600,000/- (Three Million Six Hundred Thousand Euros Only) (equivalent to approximate INR 33.26 Crores), to be paid in cash.

Freaks 4U Gaming GmbH domiciled in Germany, is a Marketing Services company for Gaming and Esports, delivering its services across the world.

Subsequently, today the aforesaid subscription to Convertible Note of Freaks 4U Gaming GmbH has been completed by Nodwin Singapore.

Further, the details in this regards pursuant to the Listing Regulations read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as **Annexure-A**.

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

Thanking you,

Yours faithfully,

For Nazara Technologies Limited

**Varsha Vyas**  
**Company Secretary and Compliance Officer**

**Encl.: As above**

India | Middle East | Africa | Europe

## Annexure A

**The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:**

Sr. No.	Particulars	Details
1	Name of the Target Entity details in brief such as size, turnover, etc	Freaks 4U Gaming GmbH is a company incorporated in Germany.  Turnover as on December 31, 2022: EUR 38,251,774/- Paid-up capital as on December 31, 2022: EUR 82,910/-
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The investment in Freaks 4U Gaming GmbH by Nodwin Gaming International Pte. Ltd. does not fall under related party transactions.  The promoter / promoter group / group companies of the Company do not have any interest in Freaks 4U Gaming GmbH.
3	Industry to which the entity being acquired belongs	Gaming & Sports Entertainment.
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	While both Nodwin Gaming Private Limited (“Nodwin”), a material subsidiary of the Company and Freaks 4U Gaming GmbH (“Freaks”) are marketing services experts in gaming & esports, their strengths are respectively in Mobile & PC based games. However, Nodwin dominates in Emerging Markets (including India) while Freaks leads in Developed Markets. With this investment, Nodwin will gain expertise for PC games. Together, Freaks and Nodwin will become even more relevant for Global Consumer Brands and Game Publishers to operate seamlessly across Emerging & Developed markets.
5	Brief details of any governmental or regulatory approvals required for the acquisition	No such approvals are required for the investment.

India | Middle East | Africa | Europe



6	Indicative time for completion of acquisition	<p>The investment in Convertible Note has been completed today.</p> <p>However, the date of acquisition of shares will depend on the terms &amp; condition of the said Convertible Note.</p>
7	Nature of consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration
8	Cost of acquisition and/or the price at which the shares are acquired	EUR 3,600,000/- (Three Million Six Hundred Thousand Euros Only).
9	Percentage of shareholding / control acquired and / or number of shares acquired	<p>If conversion option of the Convertible Note is exercised the same will be converted into 7,366 shares at a future date/conversion date.</p> <p>The percentage of shareholding will depend on the terms &amp; condition of the said Convertible Note.</p>
10	Brief background about the entity proposed to be acquired in terms of product/ line of business acquired, date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information (in brief)	<p>Date of Formation: February 07, 2011</p> <p>Freaks is a Company incorporated in Germany engaged in the Gaming &amp; Sports Entertainment business.</p> <p>Turnover:</p> <p>December 31, 2020: EUR 18,835,007/-                  December 31, 2021: EUR 28,785,490/-                  December 31, 2022: EUR 38,251,774/-</p> <p>Countries of Operations: Germany, USA, Taiwan, Serbia, France</p>

India | Middle East | Africa | Europe