

Press release

## **Tipp24 SE initiates implementation of its relocation to the UK**

### **Annual General Meeting to adopt relocation on 28 June 2013**

(Hamburg, 19 April 2013) Tipp24 SE has initiated the implementation of the transfer of its registered office to the UK. The Executive Board and Supervisory Board decided today to present a proposal on the relocation for shareholders of Tipp24 SE to vote on at the Annual General Meeting 2013. The invitation to the Annual General Meeting on 28 June 2013 is to be published in May. The transfer of the company's registered office first announced on 20 March 2013 is a logical consequence of the strategic realignment of Tipp24 SE. The company will focus in future on its international business, mainly in the UK and North America, which it plans to develop from its future base in the UK.

The proposed vote on the transfer of the registered office is based on a Transfer Proposal prepared by the Executive Board in accordance with Art. 8 (2) of the SE Regulation, including the company's future Statutes, filed with the Commercial Register for disclosure. According to the Transfer Proposal, the company's new registered office will be in London. Tipp24 SE intends to maintain its legal form as an SE after the relocation and retain its listing in the Prime Standard segment of the Frankfurt Stock Exchange. The company's Executive Board and Supervisory Board are to maintain their functions, whereby the Executive Board will work primarily in the UK in future. The current holding company functions in Germany are to be gradually relocated to the UK over a longer period and in a socially responsible manner.

Dr Hans Cornehl, CEO of Tipp24 SE, states:

“There are good reasons for the planned relocation of Tipp24 SE to London. The conditions for the strategic development of our company are significantly better in the UK than in any other European country. This is particularly true now that the focus is on expanding our international activities following the successful spin-off of our German business. We are confident that our shareholders will share our positive assessment of the move and vote to adopt the relocation.”

Tipp24 SE is obliged to offer any shareholders objecting to the relocation decision at the Annual General Meeting the purchase of their shares for reasonable cash compensation. This cash compensation will be EUR 43.34 per share. The respective shareholders would have a claim to the payment of cash compensation on completion of the relocation, expected in autumn 2013.

The Transfer Proposal and Statutes, together with a German translation of the Statutes, will be published on the corporate website of Tipp24 SE ([www.tipp24-se.de](http://www.tipp24-se.de)) as well as in the Federal Gazette. Together with the invitation to the Annual General Meeting, the company will also publish a Transfer Report explaining and justifying the legal and economic aspects of the transfer and explaining the implications of the transfer for shareholders, creditors and employees.

About Tipp24 SE: Tipp24 SE was founded in September 1999 and holds equity interests in a number of companies in Spain and the UK, which enable participation in lottery-based games via the Internet, especially via the websites [www.ventura24.es](http://www.ventura24.es), [www.mylotto24.co.uk](http://www.mylotto24.co.uk), [www.tipp24.com](http://www.tipp24.com) and [www.geosweep.com](http://www.geosweep.com). From its foundation to the end of 2008, Tipp24 SE brokered tickets worth over 1.5 billion euros to the state lottery companies – in the latter years over 330 million euros annually. Following its successful IPO in 2005 (Prime Standard), the company was admitted to the SDAX index

in June 2009. In July 2012, German online brokerage activities were successfully spun off from Tipp24 SE in the form of the company Lotto24 AG, which is listed separately on the stock exchange. With the acquisition of a stake in the UK-based company Geonomics Games Limited in December 2012, Tipp24 SE laid the foundation for the expansion of its international business.

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