BIGBEN

Lesquin, 4 August 2026, 6:00 p.m.

AGREEMENT IN PRINCIPLE
WITH THE MAIN FINANCIAL CREDITORS AND
FILING OF A PETITION FOR THE OPENING OF ACCELERATED SAFEGUARD PROCEEDINGS

Lesquin, 4 August 2026 – Bigben Interactive (ISIN FR0000074072) (the "Company") announces that it has obtained, under the aegis of the conciliators appointed by the President of the Commercial Court of Lille Métropole (the "Court"), in the context of the conciliation proceedings opened on 4 March 2026 (the "Conciliation Proceedings"), an agreement in principle from its main financial creditors, namely holders of senior bonds exchangeable into Nacon shares, organized into an *ad hoc* group representing approximately 67.6% of the total amount of such bonds (with a total amount of approximately €59.4 million), four of the five creditors of its bank pool in respect of the outstanding balance of the syndicated bank loan, these four creditors representing approximately 80% of the total amount (of approximately €950 thousand)[1], and Nacon's bank creditors in whose favour the Company has granted guarantees, with a view to a restructuring of its financial debt.

The financial restructuring thus envisaged is primarily intended to enable the clearing of the Company's liabilities and the strengthening of its shareholders' equity, in particular through debt-to-equity conversions and a new money contribution (by way of capital increases) from certain of the Company's creditors.

This financial restructuring also provides, on an inseparable basis, that the Company will reinvest part of this *new money* contribution in Nacon's share capital[2]. This reinvestment would itself be conditional upon the Court's adoption of a safeguard plan for Nacon ensuring the restructuring of Nacon's indebtedness in accordance with certain parameters.

A majority of Nacon's financial creditors have already indicated their intention to support the adoption of a safeguard plan for Nacon that would be consistent with these parameters.

The main terms and conditions of the envisaged financial restructuring project are set out in the summary document appearing in the Appendix to this press release.

In light of the support expressed by the Company's financial creditors, the Company has filed a petition for the opening of accelerated safeguard proceedings with the Court, pursuant to articles L. 628-1 et seq. of the French Commercial Code (the "Accelerated Safeguard Proceedings"), in order to implement the Company's financial restructuring plan.

If the Court grants this petition, the Accelerated Safeguard Proceedings will apply solely to the Company's financial debt and will have no impact on the Company's relationships with its operational partners (in particular its suppliers) or its employees.

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[1] The Company is still awaiting the response of the fifth creditor of the bank pool, expected in the coming days.
[2] In which the Company currently holds 56.72% of the share capital and 69.54% of the voting rights.

The Company draws the market's attention to the fact that the capital increases envisaged as part of the financial restructuring will result in massive dilution for existing shareholders. Furthermore, on the basis of the financial parameters and equity valuation adopted by the parties for the purposes of these transactions, these capital increases would be carried out at issue prices significantly lower than the current market price of Bigben Interactive shares on the Euronext Paris market.

The Company will inform the market of the next steps in its financial restructuring, in particular the opening of the Accelerated Safeguard Proceedings, expected during the course of August.

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ABOUT BIGBEN INTERACTIVE

2025-2026 IFRS REVENUE
€285.6 million

WORKFORCE
More than 1, 300 employees

INTERNATIONAL
31 subsidiaries and a distribution network in more than 100 countries
www.bigben-group.com

Bigben is a European player in video game publishing, the design and distribution of mobile and gaming accessories, and audio-video products. Renowned for its innovation capabilities and creativity, the group aims to become one of the European leaders in each of its markets.

Company listed on Euronext Paris, compartment B – Index: CAC Mid & Small – Eligible for deferred settlement service (SRD) ISIN: FR0000074072; Reuters: BIGPA; Bloomberg: BIGFP

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APPENDIX

Main terms and conditions of the envisaged financial restructuring project of Bigben Interactive

This summary reflects the main terms and conditions of the financial restructuring project as envisaged by the Company as of the date hereof. They are subject to change and will depend on the Court's adoption, as applicable, of an accelerated safeguard plan for Bigben Interactive, following a vote of the affected classes of parties, and of a safeguard plan for Nacon, following a vote of the affected classes of parties.

1. Transactions relating to Bigben Interactive

1.1. Conversion of existing debt (€73.2 million)

- Debts concerned:
  - Bonds exchangeable into Nacon shares (€59.4 million) and guarantees of Nacon's bank debt (€13.8 [1]million) (together the "Converted Creditors");
  - Claims converted into new financial instruments: €26.0 million converted into new or existing Redeemable Bonds Convertible into Shares and €47.2 million converted into equity.

- Issuance of Redeemable Bonds Convertible into Shares ("RBCS") (€26.0 million) :
  - Issuance of RBCS in an aggregate amount of €13 million reserved for the Converted Creditors having guaranteed the BBI Rights Issue as such term is defined in paragraph 1.2 below (the "Guarantor Converted Creditors") and issuance of €13 million to all Converted Creditors;
  - Coupon of 10% per annum paid in cash or in BBI shares, 36-month maturity, redemption in BBI shares;
  - Exercise price equal to the price of the BBI Rights Issue (see below);
  - No listing of the RBCS;
  - Mandatory cash redemption (at par plus accrued interest) in the event of an asset disposal or refinancing (including the disposal of BBC);
  - Partial repayment (≤ 50%) in BBI shares at the option of RBCS holders on each coupon payment date.

- Conversion Capital Increases with cancellation of shareholders' preferential subscription rights for the benefit of the Converted Creditors (Guarantor and Non-Guarantor) (€47.2 million)
  - Following the partial conversion of claims into RBCS, the remaining claims are converted into BBI shares at 1.5x the price of the BBI Rights Issue;
  - The Non-Guarantor Converted Creditors convert at 3x the price of the BBI Rights Issue;
  - The Guarantor Converted Creditors are allocated the balance of the shares issued.

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[1] After taking into account a 30% payment that would be made under Nacon's safeguard plan and an assumption of continuation of a Nacon finance lease benefiting from a guarantee granted by the Company.

1.2. New money contribution – Capital increase with preferential subscription rights maintained (€25 million, guaranteed up to €20 million)

- Cash capital increase, with shareholders' preferential subscription rights maintained, in an aggregate amount of €25 million (the "BBI Rights Issue"), guaranteed up to €20 million by the Guarantor Converted Creditors;
- The price of the BBI Rights Issue will be determined so that BBI's existing shareholders can continue to hold 1% of the share capital on a fully diluted basis following the Conversion Capital Increases (see 1.1) but before taking into account the dilution from the RBCS, the management incentive plan ("BBI MIP") and the BBI Rights Issue;
- The syndication of the guarantee will be open to BBI bondholders from early September 2026, for a period of 5 days;
- Guarantee commission of 5% of the guaranteed amount, paid in cash or in BBI securities.

1.3. Disposal of assets, including Bigben Connected ("BBC")

- The Converted Creditors authorise all asset disposals, including the disposal of BBC;
- Use of the BBC disposal price: €4.0 million allocated as a priority to the partial repayment of a subsidiary's bank debt; the balance allocated to the redemption of the RBCS and the repayment of a bank debt, pro rata to the amounts outstanding;
- For any other asset disposal: the proceeds will be allocated in full to the redemption of the RBCS and the repayment of certain bank debts, pro rata to the amounts outstanding.

1.4. Bank debt of certain subsidiaries

- **Debt No. 1 ($10.8 million / ~€9.3 million)**
  - Maturity extended to 36 months (aligned with that of the RBCS), margin unchanged, bullet amortisation;
  - Partial early repayment of €4.0 million upon disposal of the BBC shares.

- **Debt No. 2 (€1.3 million)**
  - Repaid pro rata with the RBCS out of the proceeds of asset disposals.

1.5. Works Loan (€3.2 million)

- BBI real estate loan secured by a mortgage over its registered office: repayment to continue in accordance with the contractual schedule.

1.6. Write-off of the Syndicated Loan (€0.95 million)

- Write-off, without compensation, of the outstanding balance of the Senior Loan (agreement dated 20/11/2025);
- Full and irrevocable waiver of any recourse under the Senior Loan by the group formed by BBI and its subsidiaries, the bondholders and any shareholder.

1.7. BBI MIP

- Issuance of free shares that may represent up to 10% of BBI's share capital as at the date of their issuance, subject to conditions based on the Group's financial and/or operational performance.

1.8. Authorisations

Customary authorisations from the competent authorities for this type of financial restructuring project, and in particular, where applicable, obtaining from the AMF a waiver of the obligation to file a mandatory tender offer and the visa on the prospectus to be prepared for the purposes of the BBI Rights Issue, and antitrust authorisation to the extent required.

2. <u>Transactions relating to Nacon</u>

2.1. Conversion of intragroup receivables – Conversion Capital Increase (€19.5 million)

- Conversion into Nacon shares of the current account and operational debt between BBI and Nacon (€17.9 million) and the operational debt between Bigben Logistique and Nacon (€1.6 million);
- Increased, as applicable, by any recourse claim of BBI against Nacon arising from the guarantees granted by BBI to Nacon's bank creditors;
- Conversion price equal to 2x the price of the Nacon Rights Issue (as such term is defined below).

2.2. New Money contribution – Capital increase with preferential subscription rights maintained (€31 million, guaranteed up to €23.5 million)

- Cash capital increase, with shareholders' preferential subscription rights maintained, in an aggregate amount of at least €31 million (the "Nacon Rights Issue"), guaranteed up to €23.5 million by various guarantors (including BBI up to €16.0 million and other investors that have already indicated their intention to subscribe up to €7.5 million);
- Other potential guarantors: up to the remaining €7.5 million;
- Possibility of a reserved capital increase for any unsubscribed balance;
- The price of the Nacon Rights Issue will be determined so that Nacon's existing shareholders (other than BBI) can continue to hold 1% of the share capital on a fully diluted basis following the Conversion Capital Increases (see 1.1) but before taking into account the management incentive plan ("Nacon MIP") and the Nacon Rights Issue;
- Guarantee commission of 5% of the guaranteed amount, paid in cash or in Nacon securities.

2.3. Treatment of bank and unsecured liabilities (external liabilities: €117.0 million)

- Choice between a short option (30% payment in full and final settlement) and a long option (50% write-off + 50% spread over 8 years, reserved for unsecured claims);

- Long option amortisation profile (Year 1 to 8): 1.0% / 5.0% / 10.0% / 10.0% / 10.0% / 21.33% / 21.33% / 21.33%;
- Short option mandatory for loans granted to Nacon and guaranteed by BBI.
- A la date based on preliminary feedback from bank creditors, €70.6 million of claims would be treated under the short option and €27.6 million under the long option. The treatment of the remaining external liabilities (i.e. €18.8 million) remains to be determined depending on the choices made by the creditors concerned.

2.4. Specific treatment of the claim of a bank ensuring the continuation of the factoring arrangement (€14.1 million)

Drawn claim of €7.0 million rescheduled at 100% over 3 years (33.33% / 33.33% / 33.34%); undrawn claim of €7.1 million under the Short Option.

2.5. Nacon MIP

Issuance of free shares that may represent up to 10% of Nacon's share capital as at the date of their issuance, subject to conditions based on the Group's financial and/or operational performance.

2.6. Authorisations

Customary authorisations from the competent authorities for this type of financial restructuring project, and in particular, where applicable, obtaining from the AMF a waiver of the obligation to file a mandatory tender offer and the visa on the prospectus to be prepared for the purposes of the Nacon Rights Issue, and antitrust authorisation to the extent required.