



PRESS RELEASE

Lesquin, April 9, 2021

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities.

BIGBEN INTERACTIVE (ISIN: FR0000074072) announces that it has secured its bonds exchangeable into shares of NACON (ISIN : FR0013482791) through a first ranking security interest as announced initially

In the initial terms and conditions of the bonds exchangeable into existing ordinary shares of Nacon S.A. due 2026 (ISIN: FR0014001WC2) (the “**Bonds**”), Bigben Interactive S.A. (“**Bigben**” or the “**Issuer**”) had undertaken that the bondholders would benefit, within a period not exceeding 60 calendar days from February 19, 2021 from a first ranking security interest (*nantissement*) over a security account on which would be credited existing Nacon shares (the “**Pledged Shares**”) representing at all times 200% of the number of shares underlying the Bonds.

Bigben announces that on April 9, 2021 it entered into a pledge agreement with BNP Paribas Securities Services (as paying and exchange agent), the *masse* of bondholders represented by Aether Financial Services and Aether Financial Services as representative of the *masse*. The statement of pledge (*déclaration de nantissement*) in relation to the securities account opened in the books of BNP Securities Services (as securities account holder), including the associated cash account opened in the books of BNP Paribas SA (as bank account holder), as well as the certificates of confirmation of pledge (*attestation de constitution de nantissement de compte-titres* and *attestation de constitution de nantissement de compte-espèces associé*) have been signed on April 9, 2021.

As of April 9, 2021, 18,187,500 shares of Nacon (the “**Shares**”) were credited to the securities account, corresponding to 200% of the number of shares underlying the Bonds at such date. Pursuant to the amended terms and conditions of the Bonds (the “**Terms and Conditions**”), the Issuer undertakes that the number of Shares credited to the securities account will be at least equal to 200% of the number of shares underlying the Bonds (the “**Agreed Coverage**”) until the Bonds have been reimbursed in full, it being specified that, in the event of exercise by the Issuer of its option to partly deliver Shares and/or a cash amount (a Share Cash Combination Election or a Cash Election, as the case may be, as defined in the Terms and Conditions), the number of Shares, as the case may be, in excess of the Agreed Coverage in respect of the outstanding Bonds will be transferred to the Issuer within 5 business days immediately following the end of the calendar month, in a proportion determined by the calculation agent. The number of Pledged Shares to be credited to the securities account will be adjusted on a regular basis until the Bonds are due depending in particular upon the number of outstanding Bonds, upon the exercise by the bondholders of their exchange right (and of the exercise by the Issuer of its right to deliver Shares and/or a cash amount) or upon adjustments of the exchange price pursuant to the Terms and Conditions.

If the Issuer fails to comply with the Agreed Coverage or if the pledge becomes null or void, an event of default under the Bonds would occur pursuant to, and subject to, the Terms and Conditions.



The notice addressed to bondholders through Euroclear France, Euroclear et Clearstream and published on the website of Bigben is attached as an annex.

About Bigben Interactive

Bigben Interactive is a European player in video game development and publishing, in design and distribution of smartphone and gaming accessories as well as in audio products. The group, which is recognized for its capacities in terms of innovation and creativity, intends to become one of Europe's leaders in each of its markets.

Company listed on Euronext Paris, compartment B – Index: CAC Mid & Small – Eligible SRD long

ISN: FR0000074072; Reuters: BIGPA; Bloomberg: BIGFP

For more information

Shareholders Relations – Bigben Interactive: infofin@bigben.fr

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ANNEX – NOTICE TO BONDHOLDERS

BIGBEN INTERACTIVE

Société anonyme à conseil d'administration

with a share capital of €9,939,316

Registered office : 396/466 rue de la Voyette – CRT2 – 59273 Fretin, France

320 992 977 RCS Lille Métropole

NOTICE TO BONDHOLDERS

Bigben Interactive (ISIN: FR0000074072) (the “Issuer”) announces today that pursuant to a share pledge agreement (the “Pledge Agreement”) entered into on April 9, 2021 with the Representative (as defined in the terms and conditions of the bonds (the “Terms and Conditions”)) acting on behalf of the Masse (as defined in the Terms and Conditions) and a statement of pledge (*déclaration de nantissement de compte-titres*) executed by the Issuer on April 9, 2021 (the “Statement of Pledge”), the Issuer has granted a first ranking security interest (*nantissement de compte-titres*) in accordance with Article L.211-20 of the French *Code monétaire et financier* (the “Share Pledge”) over the Security Accounts (as defined below) for the benefit of the Representative and of the Masse, in accordance with Article L.228-81 of the French *Code de commerce*.

Pursuant to the Share Pledge, the Issuer transferred on April 9, 2021, 18,187,500 shares of Nacon S.A. (ISIN : FR0013482791) to the credit of a pledged securities account (the “Securities Account”) opened in the name of the Issuer in the books of BNP Paribas Securities Services and has undertaken to transfer to the Securities Account such additional number of shares as may be necessary following any adjustment events so as to ensure that, so long as any bonds are outstanding, the number of shares credited to the Securities Account will at any time be equal to the Agreed Coverage (as defined in the Terms and Conditions) at such time. The Securities Account, together with the related bank account (*compte bancaire spécial associé*) opened in the name of the Issuer in the books of BNP Paribas SA in accordance with Article L.211-20 of the French *Code monétaire et financier*, are together referred to as the “Security Accounts”.

The Share Pledge secures the payment obligations at any time of the Issuer under the bonds (ISIN: FR0014001WC2). The Pledge Agreement will also allow the Principal Paying and Exchange Agent (as defined in the Terms and Conditions) to debit the Securities Account from such number of pledged shares to be delivered to the bondholders upon exercise of the Exchange Right (as defined in the Terms and Conditions) by the bondholders or exercise by the Issuer of the Share Redemption Option (as defined in the Terms and Conditions).

Amended terms and conditions dated April 9, 2021 that reflect the Share Pledge and supersede, amend and replace the initial terms and conditions dated 19 February 2021 are available upon request from the Principal Paying and Exchange Agent.

Bondholders will be deemed to have full knowledge of the Terms and Conditions as well as of the terms of the Paying and Exchange Agency Agreement (as defined in the Terms and Conditions), the Calculation Agency Agreement (as defined in the Terms and Conditions), the Pledge Agreement and the Statement of Pledge, a copy of which may be examined at the specified office of the Principal Paying and Exchange Agent.



For any additional information regarding this notice, please contact:

BIGBEN INTERACTIVE

396/466 rue de la Voyette – CRT2 – 59273 Fretin, France
Email : infofin@bigben.fr

PRINCIPAL PAYING AND EXCHANGE AGENT

BNP Paribas Securities Services
3, rue d'Antin – 75002 Paris, France
Email : dl.ost.dom.cto@bnpparibas.com

REPRESENTATIVE OF THE MASSE

Aether Financial Services
36 rue de Monceau – 75008 Paris, France
Email: agency@aetherfs.com