



ENDEAVOR

OPENBET ACQUISITION

SEPTEMBER 27, 2021

Legal Disclaimer

Forward-Looking Statements

This presentation (and the accompanying oral statements) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that do not relate to matters of historical fact should be considered forward-looking statements, including information regarding the expected acquisition of OpenBet and timing and benefits thereof, possible or assumed future results of operations and financial performance resulting from the acquisition and descriptions of Endeavor's business strategy. In some cases, you can identify forward-looking statements by terms such as "aim," "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate," "target," "mission," "will," "potential" or, in each case, their negative, or other variations or comparable terminology and expressions. These forward-looking statements are based on management's current expectations. These statements are neither promises nor guarantees and involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from what is expressed or implied by the forward-looking statements, including, but not limited to: Endeavor faces uncertainties regarding the consummation of the Acquisition, including that certain conditions to the consummation of the Acquisition will not be satisfied; Endeavor may experience difficulties integrating the Business and in realizing the expected benefits of the Acquisition; Endeavor may need to use resources that are needed in other parts of its business to do so; the Business may have liabilities that are not known, probable or estimable at this time; the Acquisition may result in the diversion of Endeavor's management's time and attention to issues relating to the Acquisition and integration; Endeavor may not achieve expected synergies and operating efficiencies attributable to the Acquisition within its expected time-frames or at all; Endeavor may incur significant transaction costs and integration costs in connection with the Acquisition; Endeavor may face challenges protecting and preserving the acquired intellectual property rights; risks inherent to the Business may result in additional strategic and operational risks to Endeavor, which may impact Endeavor's risk profile and which Endeavor may not be able to mitigate effectively; and the Business operates in a changing regulatory environment and may be forced to restrict or cease operations entirely in certain jurisdictions due to changes in law or regulations. In addition, a number of important factors could cause Endeavor's actual future results and other future circumstances to differ materially from those expressed in any forward-looking statements, including but not limited to: the impact of the COVID-19 global pandemic on Endeavor's business, financial condition, liquidity and results of operations; changes in public and consumer tastes and preferences and industry trends; Endeavor's ability to adapt to or manage new content distribution platforms or changes in consumer behavior; Endeavor's dependence on the relationships of its management, agents, and other key personnel with clients; Endeavor's dependence on key relationships with television and cable networks, satellite providers, digital streaming partners, corporate sponsors, and other distribution partners; risks related to Endeavor's organization and structure; and other important factors discussed in Part II, Item 1A "Risk Factors" in Endeavor's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021 as updated by Endeavor's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2021, as any such factors may be updated from time to time in its other filings with the SEC, accessible on the SEC's website at www.sec.gov and Endeavor's Investor Relations site at investor.endeavorco.com. Forward-looking statements speak only as of the date they are made and, except as may be required under applicable law, Endeavor undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Industry and Market Data

This presentation (and the accompanying oral statements) includes estimates regarding market and industry data that the Company prepared based on management's knowledge and experience in the markets in which the Company operates, together with information obtained through Company research, surveys and studies conducted by third parties and industry and general publications. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from the Company's internal research, and are based on assumptions made by management upon reviewing such data and the Company's knowledge of such industry and markets which it believes to be reasonable. In presenting this information, the Company has made certain assumptions that it believes to be reasonable based on such data and other similar sources and on its knowledge of, and the Company's experience to date in, the markets for the services it offers. While Endeavor is not aware of any misstatements regarding the market and industry data presented herein, estimates involve risks and uncertainties and are subject to change based on various factors. Accordingly, you are cautioned not to place undue reliance on such industry data.

Non-GAAP Financial Measures

This presentation (and the accompanying oral statements) includes references non-GAAP financial measures, including Adjusted EBITDA margin as defined by Scientific Games Corporation (the "Non-GAAP Financial Measure"). This Non-GAAP Financial Measure is not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP financial measures used by other companies. A reconciliation of forward-looking Adjusted EBITDA margin to the most directly comparable GAAP financial measure cannot be provided without unreasonable efforts and is not provided herein because of the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations, including adjustments the amounts of which, could be material. Scientific Games Corporation ("SGC") defines Adjusted EBITDA as net income (loss) attributable to SGC with the following adjustments: (1) net income attributable to noncontrolling interest, (2) restructuring and other, which includes charges or expenses attributable to: (i) employee severance; (ii) management restructuring and related costs; (iii) restructuring and integration; (iv) cost savings initiatives; (v) major litigation; and (vi) acquisition costs and other unusual items; (3) depreciation and amortization expense and impairment charges and goodwill impairments; (4) change in fair value of investments and remeasurement of debt; (5) interest expense; (6) income tax expense; (7) stock-based compensation; (8) loss on debt financing transactions; and (9) other income (expense), net. In addition to the preceding adjustments, SGC excludes earnings (loss) from equity method investments and adds (without duplication) its pro rata share of EBITDA of its equity investments, which represents its share of earnings (whether or not distributed to SGC) before income tax expense, depreciation and amortization expense, and interest expense, net of its joint ventures and minority investees, which is included in its calculation of Adjusted EBITDA to align with the provisions of its long-term debt arrangements. SGC defines Adjusted EBITDA margin as Adjusted EBITDA as a percentage of revenue.

Historical Financial Information

The historical financial information contained in this communication with respect to OpenBet is not and does not purport to be prepared on a basis consistent with the basis of preparation of the Company's previously disclosed financial information of its Digital segment. Rather, the historical financial information of OpenBet has been derived from the consolidated financial statements and accounting records of the Company using the historical results of operations and historical cost basis of the assets and liabilities as if OpenBet operated on a stand-alone basis during the periods presented, and was prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP).


Transaction Rationale

\$1.2 billion acquisition of OpenBet

- 1** Builds on current Endeavor positioning with IMG ARENA and capitalizes on massive tailwinds in sports betting ecosystem
 - 2** A leading independent, global, and scaled B2B sportsbook and content provider with modular, flexible technology that allows it to efficiently capture the market opportunity
 - 3** Combination of OpenBet and IMG ARENA to create end-to-end service provider for both rights holders and sportsbooks, positioning it to create and unlock meaningful value
 - 4** Acquisition to further complement broader Endeavor ecosystem, maximizing monetization of sports rights and IP for both third parties and owned & operated properties
 - 5** Structured with aim to maximize operational integration and synergies with IMG ARENA and maintain net leverage target of 4.0x
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Enhanced Ability To Address Massive & Growing Sports Betting Opportunity

IMG ARENA Today



As a sports betting data provider, IMG ARENA is already a major player in the global sports betting ecosystem

Create → Cutting edge live data collection and streaming production

Distribute → Network of 470+ world class sportsbook brands globally

Engage → Market-leading front-end design

Analyze → Best-in-class analytics

IMG ARENA's capabilities poised to capitalize on expected market growth

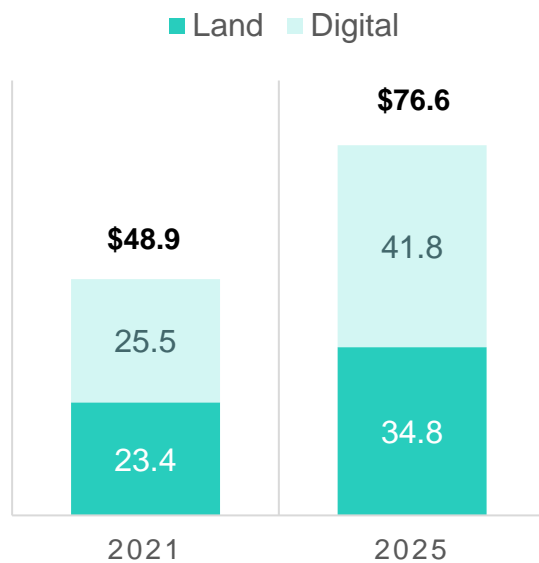
14M
Data Points in 2020

45K+
Sporting Events Annually

13B
Min. Watched in 2020

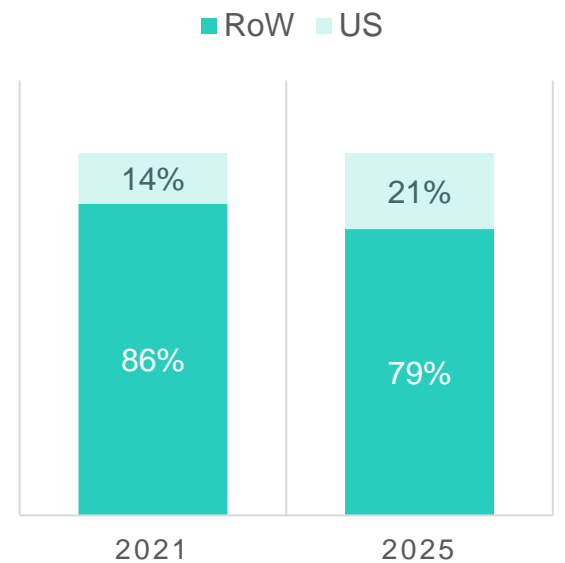
Global Market GGR (\$B)¹

Global Digital GGR CAGR ('21-'25): 13%



US Share of Digital GGR¹

US Digital GGR CAGR ('21-'25): 25%



of US States with Legalized Sports Betting²

Year	# of States
2021	26
2025	39

Acquisition of OpenBet creates potential for IMG ARENA to capture a much larger market share

(1) Gross Gaming Revenue (GGR) as per H2 Gambling Capital market size projections. As of September 2021.
 (2) Wall Street research as of May 2021.

OpenBet: Shown To Be A Market Leader In Sports Betting B2B Service Providers

A Leading Sports Betting Ecosystem

OPEN SERVICES

Customized development services, offering tailored solutions to long-term enterprise clients

OPEN TECHNOLOGY

Modular turnkey solution, driving scalability and cost-effectiveness

OPEN CONTENT

Proprietary trading, pricing, and content marketplace

OpenBet's modular sportsbook ecosystem provides a full suite of services to clients, including:

Trading & Risk

Content

Player Account

Betting Engine

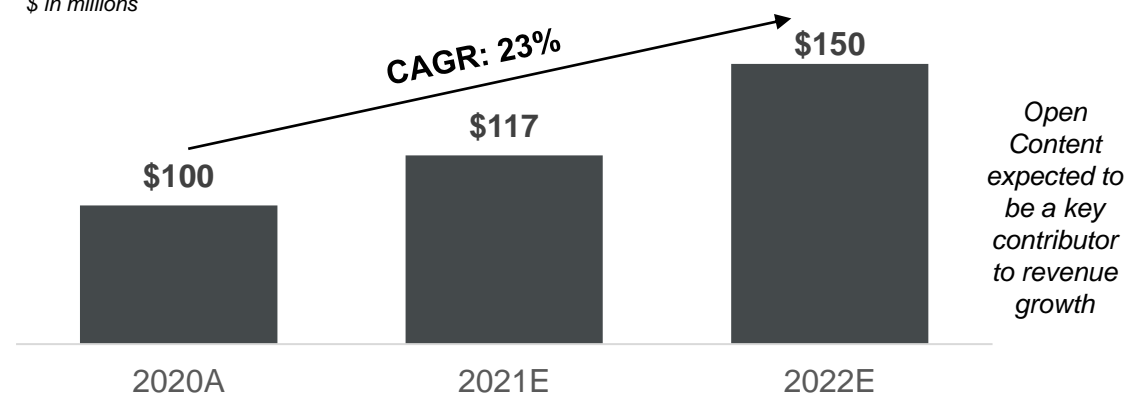
Front-End

Truly Global Footprint & Scaled Operations

- Over **\$11bn** of turnover processed in the last **12** months¹
- **75+ Clients** including top-tier operators such as FanDuel, Caesars, BetMGM, DraftKings, SkyBet, Wynn, and others
- **60K** peak bets per minute
- Fully scaled operations with **1,000+** employees across **10** countries
- Licensed in **34** jurisdictions (incl. USA) and compliant with **GLI-33**

Strong Revenue Growth Trajectory²

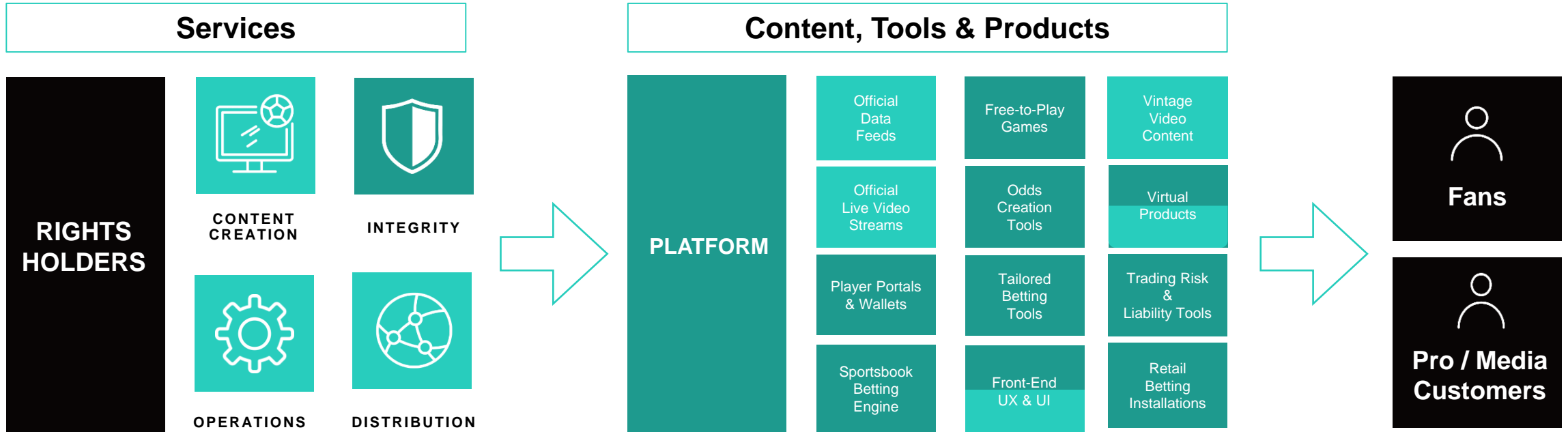
\$ in millions



Target long term Adjusted EBITDA margin of ~40%²

OpenBet & IMG Arena Combination Expected To Deliver An End-to-End Offering

Ability to create next-gen solutions & content for the modern fan & pro customer



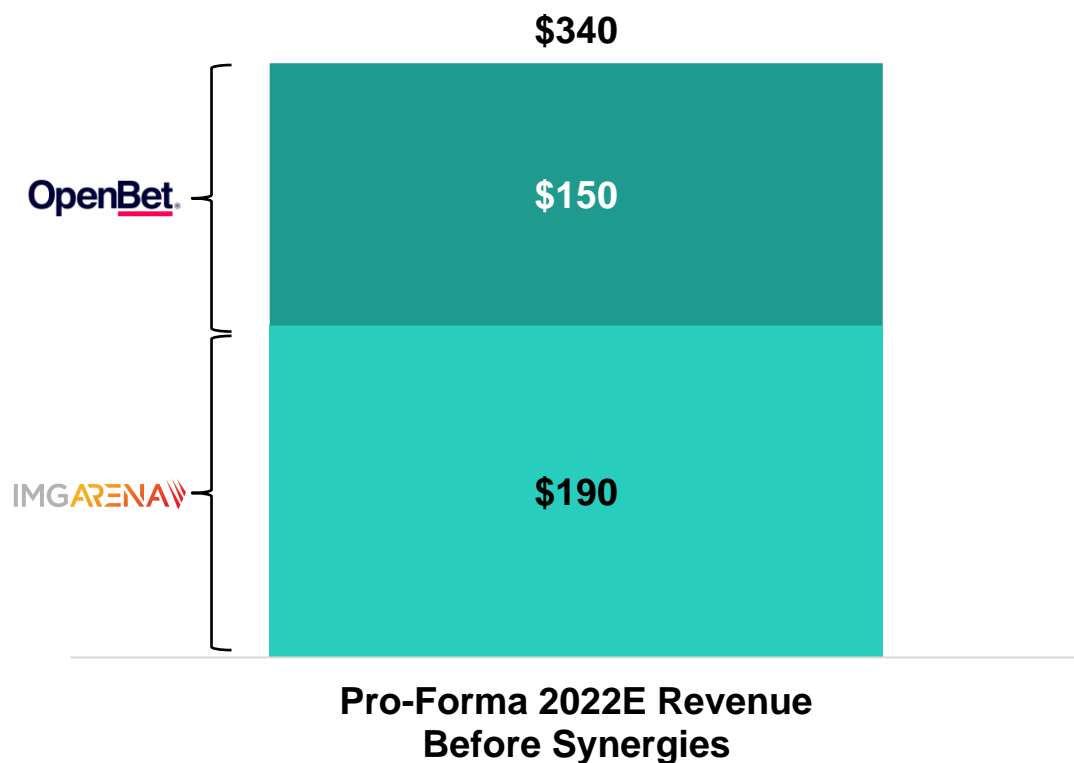
Differentiated Positioning Versus Competitive Landscape

Vertically-integrated product offering is unique in the sports betting industry

	Select Data Providers / Tech & Content Platforms						B2C Owned
	OpenBet IMGARENA	Genius SPORTS	sportradar	STATS PERFORM	Kambi*	GAN	DRAFT KINGS SBTech
Data collection	✓	✓	✓	✓	✗	✗	✗
Data & video feeds	✓	✓	✓	✓	✗	✗	✗
Odds/pricing	✓	✓	✓	✗	✓	✓	✓
Trading services / Risk Management	✓	✓	✓	✓	✓	✓	✓
Content	✓	✓	✓	✗	✗	✗	✗
Player Account	✓	✗	✓	✗	✗	✓	✓
Betting engine	✓	✗	✓	✗	✓	✓	✓
Front end	✓	✓	✗	✗	✓	✓	✓

Merged Business Unit Designed To Create And Unlock Meaningful Value

2022E Pro-Forma IMG ARENA + OpenBet (\$M)¹



~\$100M
 Estimated incremental run-rate revenue synergies at market maturity

Well-positioned versus key public comparables²



20.2x LTM Revenue
 13.2x NTM Revenue

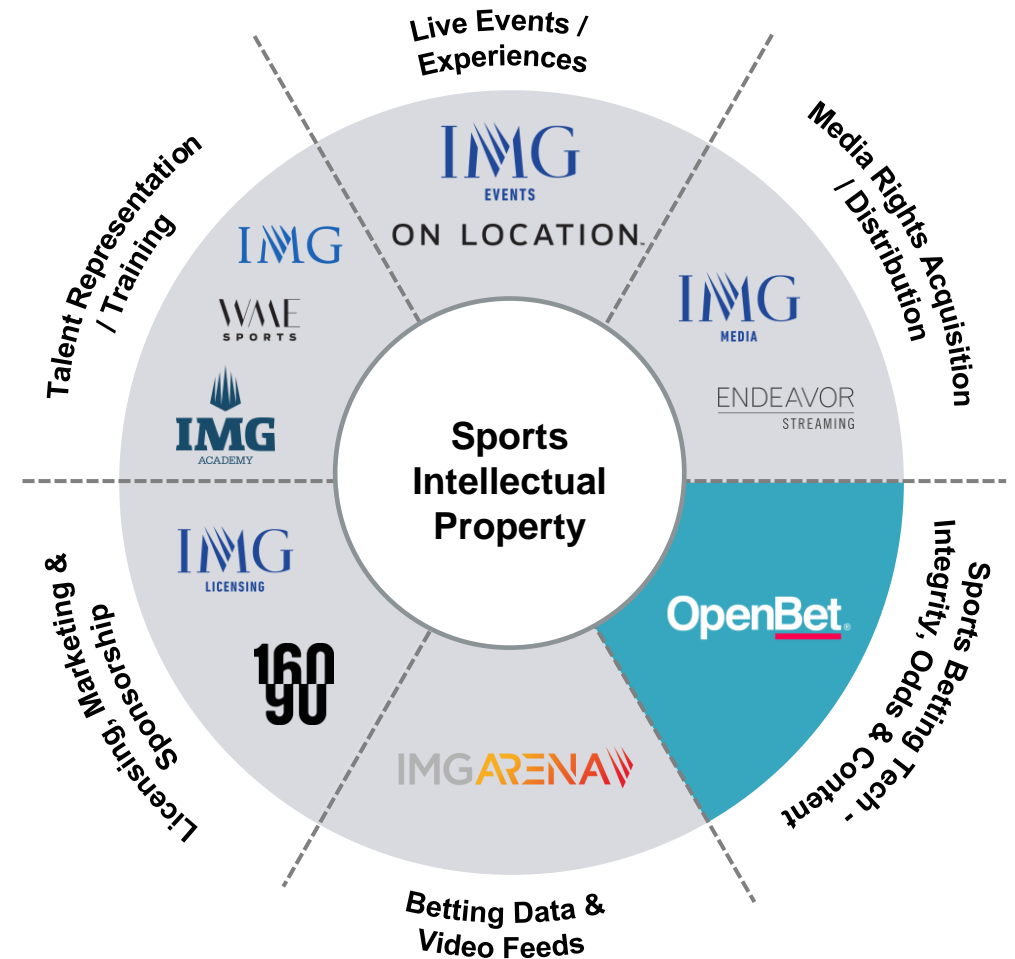


13.3x LTM Revenue

Upon closing, we expect to create a new reporting segment to include IMG ARENA and OpenBet

Complementary To Current Sports Capabilities Across Endeavor Ecosystem

- ✓ OpenBet to enhance overall position across the sports ecosystem
- ✓ Comprehensive product offering that allows for compelling value proposition for rightsholders
- ✓ An ability to monetize intellectual property and rights across multiple channels
- ✓ Benefits can be driven across third party clients and owned sports properties



Transaction Overview

- + **Endeavor has entered into an agreement with Scientific Games to acquire OpenBet for a total consideration of \$1.2 billion**
 - \$1.0 billion cash consideration expected to be funded with cash on hand at closing as well as additional borrowings under existing credit facilities
 - Scientific Games to receive 7.605 million shares of Class A common stock as a part of the transaction, with a value of approximately \$0.2 billion
- + **Transaction implies an ~8x 2022E revenue multiple**
- + **Upon closing, we expect to combine IMG ARENA and OpenBet in order to maximize revenue synergies and operational efficiencies, where appropriate, and include them in a newly created reporting segment**
- + **Closing, which is subject to certain conditions, including gaming and regulatory approvals, is expected to occur in Q2 2022**
- + **Structured to maintain net leverage target of 4.0x**