Press Release

Contemplated indirect acquisition by Merkur of a controlling interest in Société Française de Casinos, followed by a mandatory tender offer

Paris (France), on 28 August 2026 at 8:00 am - Merkur Spielbanken Beteiligungs GmbH ("**Merkur**"), a subsidiary of MERKUR.COM AG, fully owned by the Gauselmann Family Foundation (*Gauselmann Familienstiftung*), on 27 August 2026 entered into a put option agreement allowing Merkur to acquire from GPG GROUPE PHILIPPE GINESTET and DOFA (together, the "**Sellers**") a 95% stake in the share capital of Casigrangi[1] (the "**Transaction**"). The put option agreement provides for the terms and conditions of the contemplated Transaction, as agreed between Merkur and the Sellers, as well as an exclusivity period for the benefit of Merkur.

Casigrangi is the holding company of the casino group known as "Le Stelsia", which also operates related hotel, restaurant, entertainment, and show businesses and owns companies operating 7 small to mid-size casinos (in Megève, Granville, Mimizan, and, indirectly through Société Française de Casinos, in Gruissan, Port-la-Nouvelle, Collioure and Châtel-Guyon).

Casigrangi currently holds 4,135,434 shares of Société Française de Casinos (Euronext Paris: SFCA) ("**SFC**"), representing approximately 81.21%[2] of SFC's share capital and voting rights. The price to be paid by Merkur to the Sellers for the contemplated Transaction would result in a price by transparency of EUR 6.19 per SFC share.

If the Transaction is completed, Merkur will have the obligation to file a simplified tender offer on the remaining shares of SFC not held by Merkur, directly or indirectly, in accordance with the applicable regulation (the "**Tender Offer**"). The Tender Offer would be filed with the French Market Authority ("**AMF**") at the same price per SFC share as the one per transparency for the Transaction, i.e. for a cash consideration of EUR 6.19 per SFC share. This represents premiums of 195.9% to the volume-weighted average closing quoted market price over the 240 trading days prior to 27 August 2026, 145.2% to volume-weighted average closing quoted market price over the 60 trading days prior to that date, and 157.9% to the closing quoted market price on that date.

[1] The remaining 5% in Casigrangi would remain held by DOFA and be subject to reciprocal put and call option arrangements, exercisable within an agreed period following completion of the Transaction.
[2] Based on a total of 5,092,470 shares and theorical voting rights as of 31 October 2025.

If the legal and regulatory conditions are met as of the close of the Offer, Merkur currently intends to request the implementation of a squeeze out procedure over SFC and to delist SFC.

In any case, the SFC's Board of directors will establish an *ad hoc* committee to oversee and facilitate the work of the independent expert to be appointed in accordance with Article 261-1 I of the AMF's General Regulations, and to prepare a draft reasoned opinion on the merits of the Offer and its consequences for SFC, its shareholders, and its employees.

Signature of the definitive share transfer agreement for the Transaction may only be done after completion of certain mandatory information and/or consultation procedures with the employees of Casigrangi and the social and economic committee of Casino de Gruissan.

Completion of the Transaction would be subject to customary regulatory approvals (including approval of the French Ministry of Interior (*Ministère de l'Intérieur*) required under Article L. 323-3 of the French *Code de la sécurité intérieure*) as well as other conditions, including notably the implementation of internal reorganization steps.

It is anticipated that, if signed and completed, the Transaction would close during the first quarter of 2027. If so, the Tender Offer could be filed with the AMF in the first half of 2027. The Offer will be then opened after receipt of the AMF's clearance decision and in accordance with the timetable to be published by the AMF.

Merkur firmly believes that Casigrangi's proven track record, resilience, and market expertise, when combined with Merkur's pan-European footprint as well as its technological capabilities, form the ideal partnership to strengthen and expand its presence in France.

Through the alignment of both partners' strengths, parties are looking to grow further in the French gaming market.

Based on the profitable growth trajectory the SFC Group has been on during the first half of the year and reasonable assumptions, the SFC Group anticipates for the full 2025–2026 fiscal year Gross Gaming Revenue (GGR) of approximately €22.5 million, Net Gaming Revenue (NGR) of approximately €13.3 million, net revenue after levies of €14.2 million, and EBITDA of approximately €3.5 million.

These forward-looking statements are based on the current views and assumptions of the management of SFC Group and involve known and unknown risks and uncertainties. Actual results or performance may differ materially from those indicated in these statements due to a variety of factors, particularly those described in Section 4 "Risks" of the 2026 Annual Financial Report, available on the website of SFC Group at www.casinos-sfc.com.

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About Société Française de Casinos

The Société Française de Casinos Group is engaged in the leisure industry, specifically in the gaming sector. The Group operates four casinos under its own management, located in Châtel-Guyon, Collioure, Gruissan, and Port-la-Nouvelle. These casinos are authorized to operate table games and slot machines, which account for the majority of their business. The Group also operates related hospitality, food service, entertainment, and show business activities.

The company is listed on the Euronext Paris Compartment C. ISIN code: FR0010209809

About CASIGRANGI

The CASIGRANGI Group is active in the leisure sector, specifically in the gaming industry. The Group operates three casinos under its own management, located in Granville, Megève, and Mimizan. These casinos are authorized to operate table games and slot machines, which account for the vast majority of their business. The Group also operates related hospitality, food service, entertainment, and show business activities.

About Merkur

The Merkur Group, founded by the Gauselmann family, is an internationally operating corporate group in the entertainment and leisure industry, headquartered in Germany. For almost 70 years, the Group has been developing, manufacturing, and distributing innovative games and gaming machines, state-of-the-art applications, and system solutions as well as cash management systems. In addition, the Merkur Group operates gaming arcades, casinos, including casinos aboard cruise ships, and is active in the fields of sports betting and online gaming. In 2024, with more than 15,000 employees worldwide, Merkur generated annual revenue of over €2 billion.

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No offer to sell or subscribe for Securities, no announcement of a forthcoming offer to sell or subscribe for Securities, no solicitation of an offer to purchase or subscribe for Securities, nor any announcement of a forthcoming solicitation of an offer to purchase or subscribe for Securities, shall be made in the United States or in any other jurisdiction where such an offer, solicitation, or sale would be unlawful prior to registration, an exemption from registration, or qualification under the securities laws of such jurisdiction, and the distribution of this communication in other jurisdictions may be similarly restricted.

The documentation relating to the tender offer, which, if applicable, will specify the terms and conditions thereof, will be submitted to the *Autorité des marchés financiers* (AMF) for review. Investors and shareholders are strongly advised to review the documentation relating to the tender offer as soon as it becomes available, if filed, as well as any amendments and supplements to these documents, as they will contain important information regarding SFC, Merkur, and the transaction.

SFC and Merkur disclaim all liability in the event of a violation of applicable legal restrictions by any person.

FORWARD-LOOKING STATEMENTS

This press release contains certain forward-looking statements. You can identify these forward-looking statements by the use of terms such as "outlook," "believe," "think," "expect," "potential," "continue," "could," "should," "seek to," "approximately," "predict," "intend to," "forecast," "estimate," "anticipate," the negative forms of these words, other comparable terms, or other statements that do not strictly relate to historical or concrete facts. Forward-looking statements relate to expectations, estimates, beliefs, projections, future plans and strategies, anticipated events or trends, and similar expressions regarding matters that are not historical facts, including, but not limited to, statements regarding: the transaction; the operation of the acquired business following the closing of the transaction; expansion and growth opportunities, as well as other synergies resulting from the transaction; and the anticipated timeline for the closing of the proposed transaction. Forward-looking statements are based on the beliefs, assumptions, and expectations of SFC and Merkur, taking into account all information currently available to them. These beliefs, assumptions, and expectations may change due to numerous possible events or factors, not all of which are known to SFC and Merkur or within their control. If any such changes occur, the business, financial condition, cash flow, and operating results of SFC and Merkur could differ materially from those expressed in the forward-looking statements. The following factors, among others, could cause actual results to differ from those in the forward-looking statements: the inability to realize the anticipated benefits of the transaction within the expected timeframe; unanticipated liabilities or integration and other costs related to the proposed transaction, as well as the timing thereof; the availability and cost of financing for the proposed transaction; changes in SFC's business; any delays or difficulties in obtaining regulatory approvals; the failure of the transaction; the ability of the acquired business to maintain its commercial relationships following the transaction; the inability to realize the benefits or changes in the business strategies of SFC and Merkur or the acquired business, including the ability to achieve the expected synergies resulting from acquisitions, strategic partnerships, or other transactions; the availability, terms and deployment of capital; the availability of qualified personnel and the costs associated with recruiting and retaining such personnel; and increased competition.

All forward-looking statements are valid only as of the date of this press release. SFC and Merkur assume no obligation to update forward-looking statements to reflect circumstances or events occurring after the date on which such statements were made, unless required by law. Past performance is not indicative of future results and in no way constitutes a guarantee of future performance. This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction.