

Initial Public Offering on the Euronext Paris market



February 2020

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A detailed description of the Company's business, financial situation and risk factors relating to the Company and the initial public offering is included in the prospectus of Nacon (the "Prospectus") which was approved by the Autorité des marchés financiers (the "AMF") under n° 20-047 on February 19, 2020, comprised of the registration document approved by the AMF on January 29, 2020 under n° I.20-003 and a securities note dated February 19, 2020 (which contains, in particular, the summary of the Prospectus) to which you are invited to refer to. Copies of the Prospectus are available on the AMF website (www.amf-france.org) as well as on the Company's website (https://ipo.nacongaming.com). A free English translation of the registration document is available on the Company's website.

This document contains information on the Company's markets and competitive position, and more specifically, on the size of its markets. This information has been drawn from various sources or from the Company's own estimates. Investors should not base their investment decision on this information.

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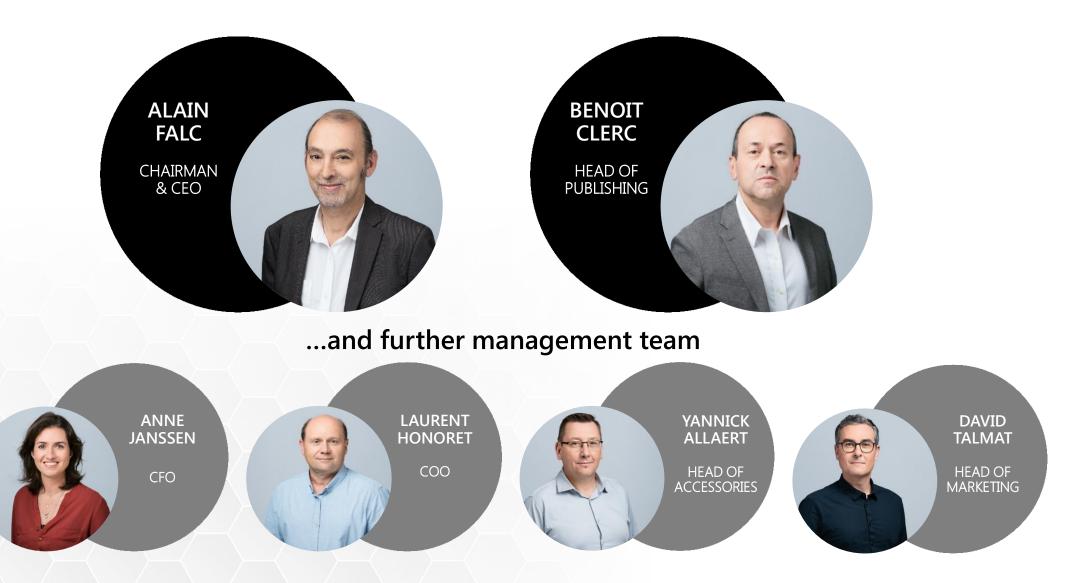
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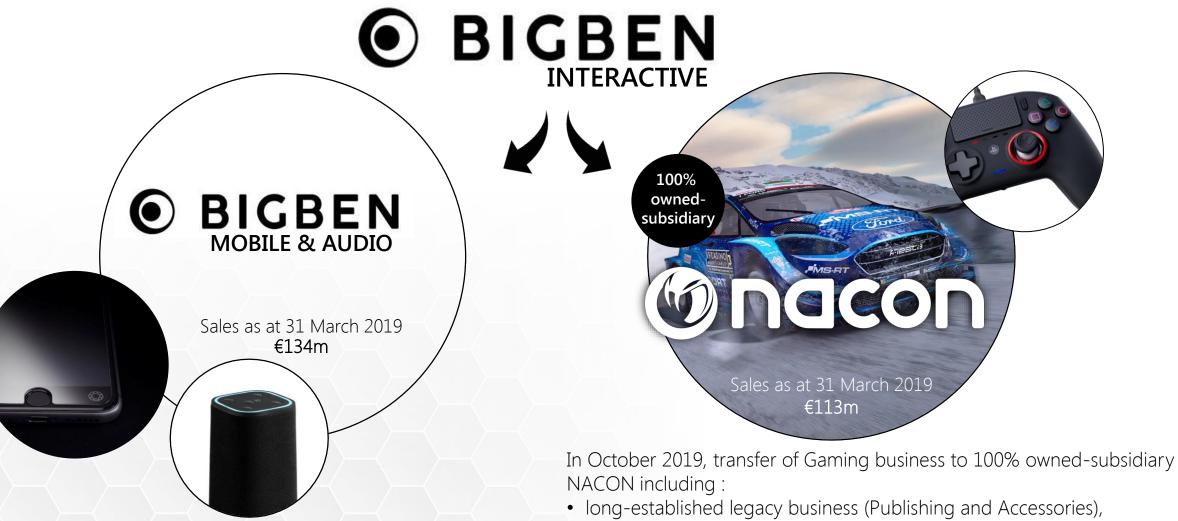


Today's presenters...





Building two dedicated pure play businesses



• and more recent acquisitions (Development studios)

Macon

Why **OndCon** ? The creation of a pure play in video gaming

Combining Publishing and Accessories under the same strong brand

Seizing opportunities of funding and growth for NACON

Channeling expertise and talent of professionals from the same industry

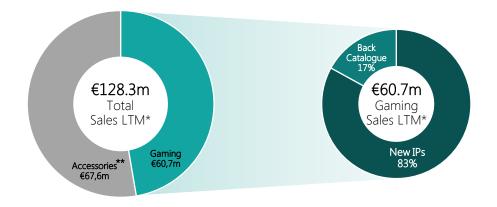
Creating value by maximizing synergies which result from the vertical integration of businesses





A reference player with an international presence

~€128m	~22%
Sales LTM*	Sales CAGR '16/17A-'18/19A
~15% EBIT margin LTM*	>20% EBIT target margin no one-sided margin dilution
~€2m	~10-15
Development Capex per new title	new games released per year





INTERNAL USE ONLY



Content





A large addressable market driven by structural tailwinds

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AG2R LA

AG2R LA MONDIALE

Gaming A major market in entertainment

Music Spotify, Deezer, Apple Music, Amazon Music, Qobuz, Tidal...

\$29bn in 2018

VOD Films

Netflix, Amazon, HBO, Apple, Disney, CanalPlay...

\$58bn in 2018

X5,7 vs. Music

Sony, Nintendo, Microsoft, Steam, Google, EPIC, Amazon...

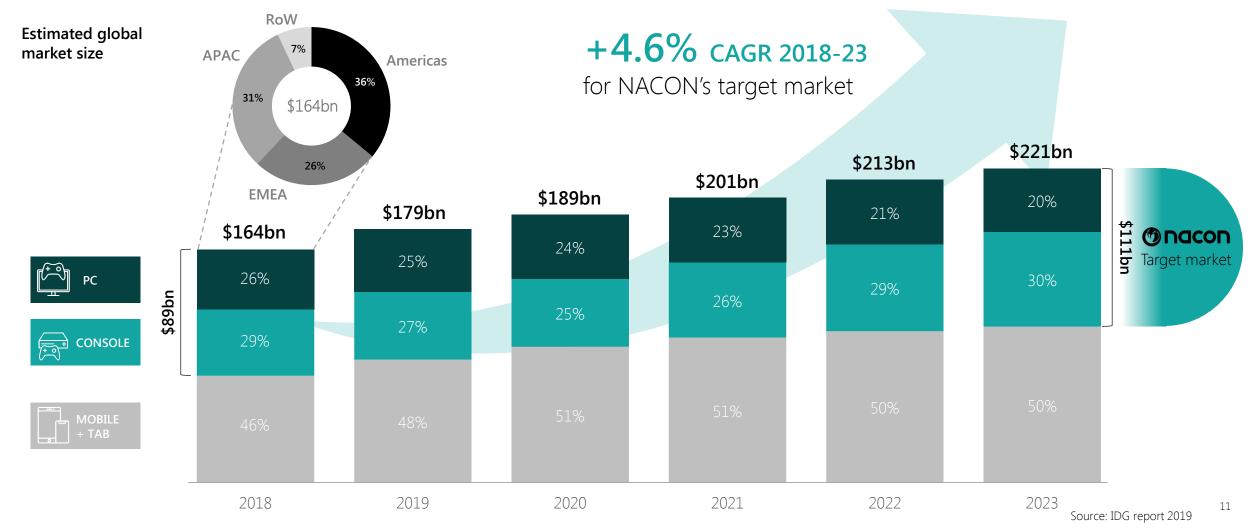
\$164bn in 2018

Gaming

X2,8 vs. Films

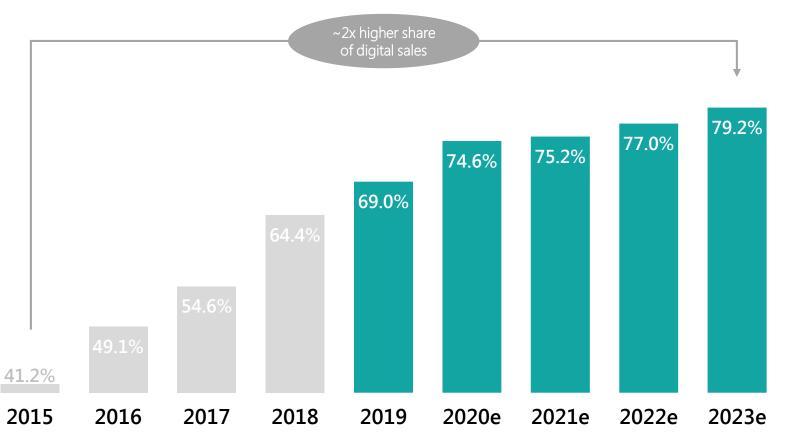


Gaming A growing market with strong potential





The digital revolution driven by innovation & changing consumer habits





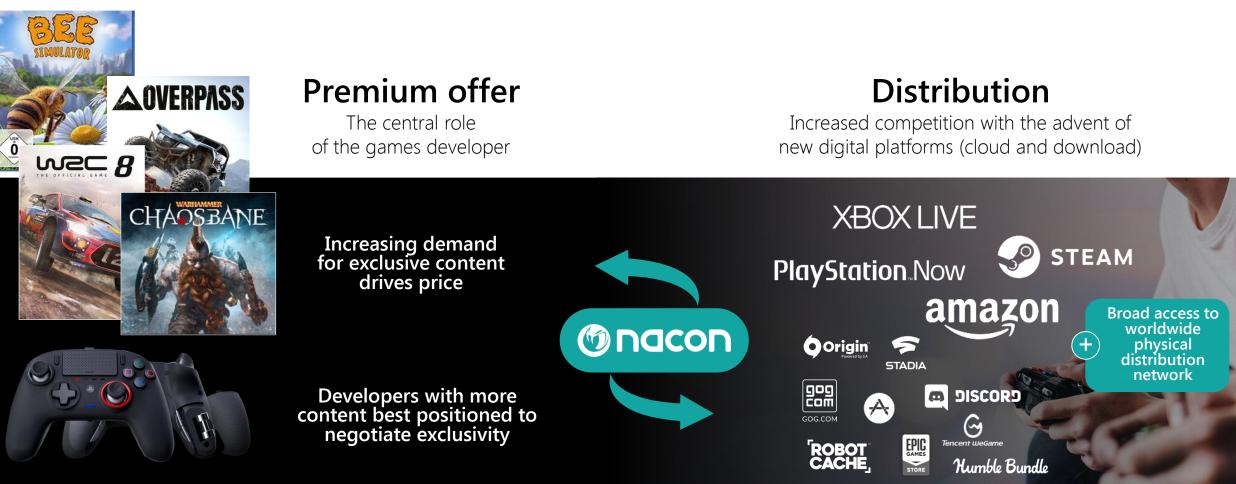
Share of digital sales of total video game sales Source : IDG 2019 – world sales

Leading video gaming pure play positioned in the sweet spot of the industry





NACON is best positioned in the sweet spot of the industry



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Premium quality allows for premium pricing in the AA segment

of video games by category Sales for consoles in value, retail & digital - World 2018

Market segmentation

	AAA MAJORS 63%	Selected examples	# of new releases per year <20	Budget €20-200m
CONTINUES OF CONTINUES OF CONT	AA MID PUBLISHERS 34%	€69.99 € 8	~100	€1-20m
Source: IDG report 2019	A ENTRY PUBLISHERS 4%	€39.99	>200 Senetac Average r	<€1m critic 15 ating awarded by major Gaming media

03 GAMES Highly scalable Developer-Publisher business model

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focusing on category killers & loyal fan base in fast growing niche segments

PALFINGER

TRUCKSERVICE

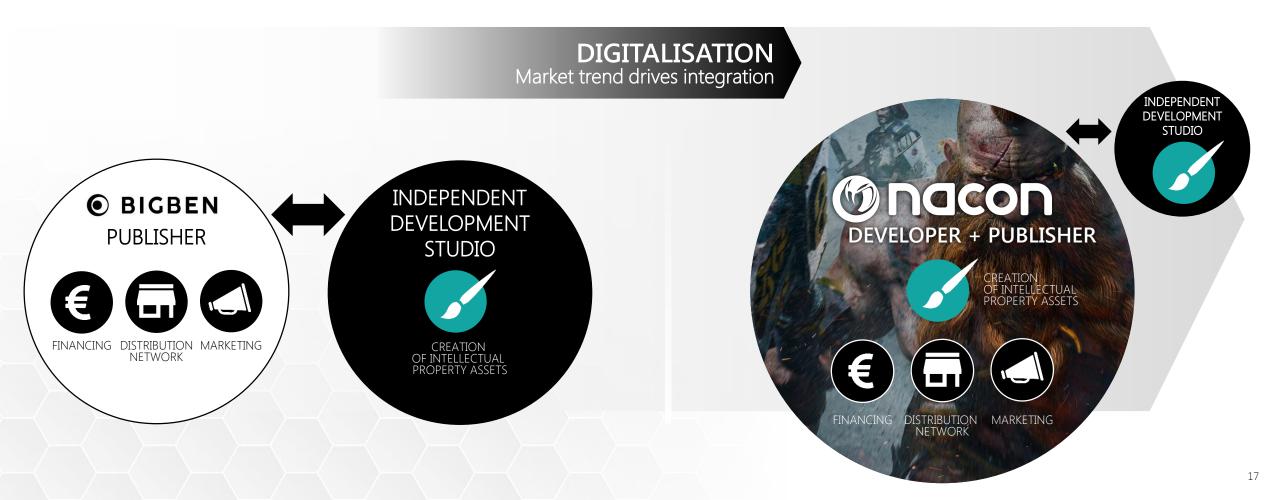
Шнапкоок

BOSCH



The Developer-Publisher model

Build expertise and secure competitive advantages



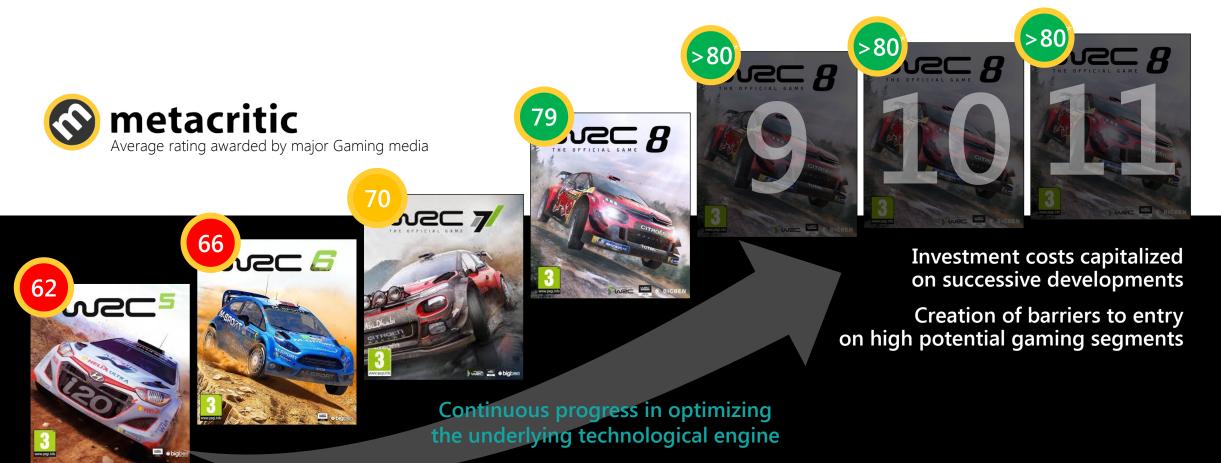


A focused buy-and-build strategy to accelerate profitable growth

Integration of key technical competences and strategic assets



On-going improvement of expertise and customer satisfaction





Scalable business model

with continuous content expansion backed by comprehensive production capabilities



8 integrated studios + 12 partner studios



10-15 games launched/year and ~30 games under continuing development



Proven expertise in the target genres : Racing, Sports, Simulation, Adventure, as well as Action, RPG (Role playing genre) and Narrative



Pooling of technological resources (KT Engine...)

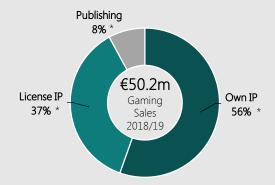




One of the largest portfolios of premium **AA** video games

Over 100 GAMES developed FOR CONSOLE AND PC FORMATS including :

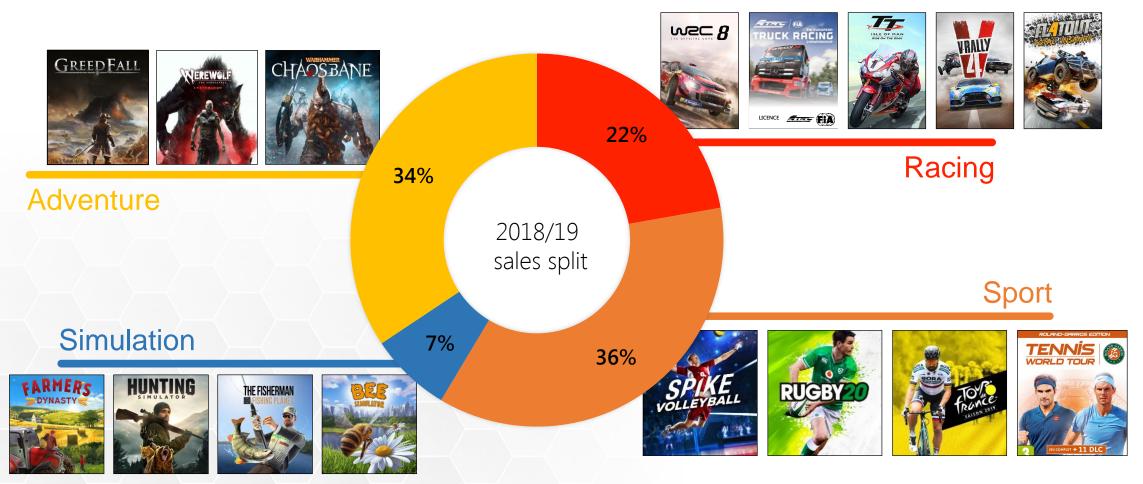
- 10 games with proprietary IP (Pro Cycling Manager, Rugby, Styx, Tennis World Tour, V-Rally,...)
- +200 licensing contracts signed per year (WRC®, Tour de France®, Warhammer®,...)







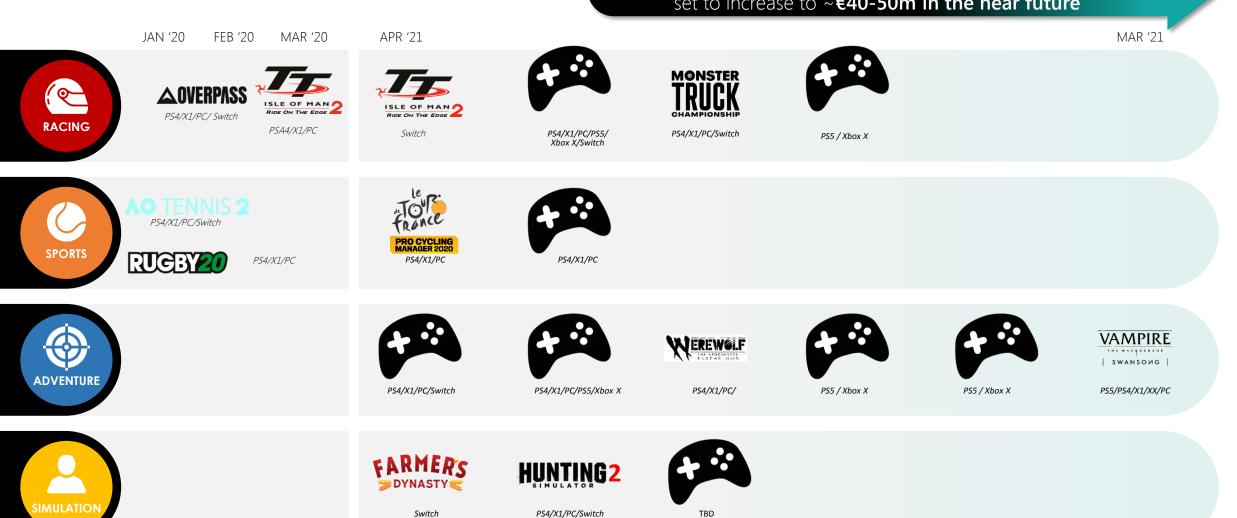
A broad and well balanced portfolio



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Line-up Jan 2020 - Mar 2021

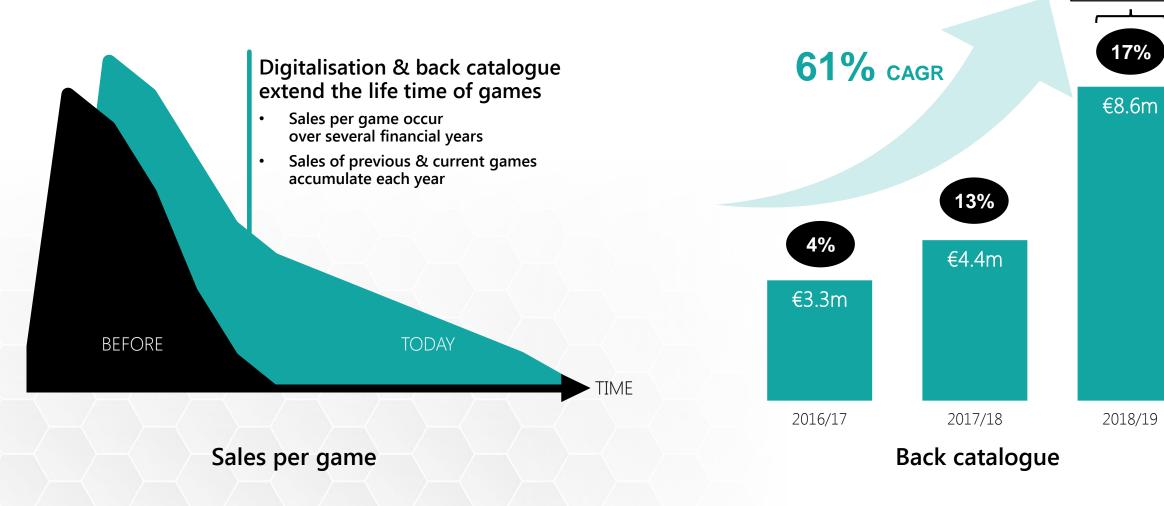
Annual development costs of ~€30m per year on average set to increase to ~€40-50m in the near future



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Back catalogue as % of gaming revenue

Strong back catalogue secures recurring revenues & high earnings quality



03 ACCESS Best-in-class & high-margin hardware technology with favourable market structure

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NACON, the best premium offer tailored to each segment of controllers





Partner of the greatest **eSport** tournaments

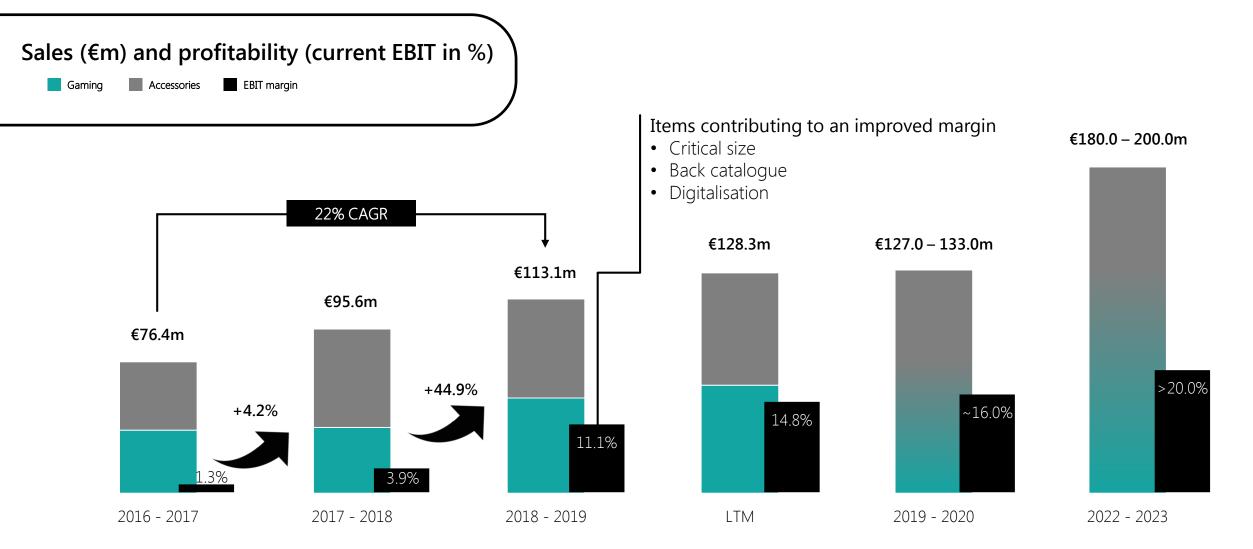
A marketing strategy that relies on ambassadors and influencers to strengthen the credibility of the brand & foster referrals from professional gamers to consumers



A highly attractive financial profile with strong and balanced cash generation, double digit revenue & triple digit profitability growth



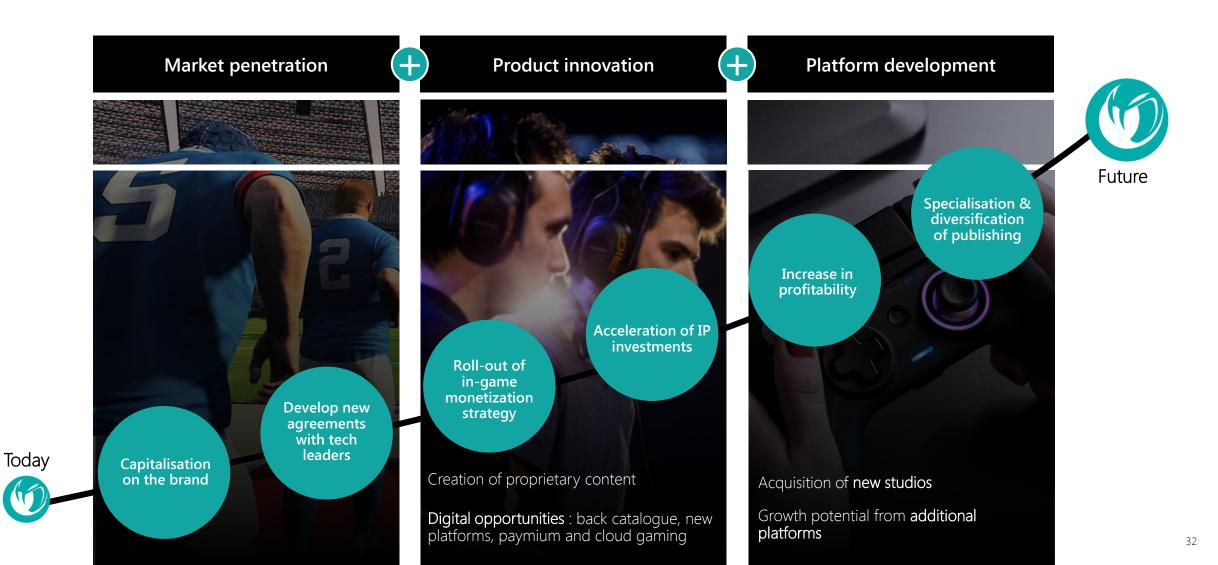
A track record of strong and steady growth



Clear building blocks for future growth backed by entrepreneurial management team



Building blocks for future growth



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GAMES 2020-2022 Become a leader of the AA segment

Increase in profitability

Digital opportunities: back catalogue, new platforms, paymium and cloud gaming with 5G

Capitalisation on the Indcon brand

Publishing business unit to benefit from Nacon's awareness in accessories, its sales force and its retail distribution network



Acceleration of IP investments

Creation of proprietary content Acquisition of **new studios Increase in average budgets** for selected games

Specialisation & diversification of Publishing

Lookout for **new high-potential genres** Development of new niches



CONCESSORIES 2020-2022 Entering into new markets

International roll-out

Expanding into new markets especially in Americas (US, LATAM...)

3

Technology partnerships

Strengthening the partnership with SONY Developing new agreements with other technology leaders (platforms, console manufacturers, ...)

Evolution of product range

Increasing brand awareness across a larger number of gamers

Cloud gaming will be the next game changer

Access to retail getting important again

Mobile gaming driven by 5G introduction

Device agnostic

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IS ONE OF THE ONLY GAMING COMPANIES WHICH CAN DELIVER CONTROLLERS WITH OWN CONTENT

Macon

Ondcon - Why to invest in Nacon?

MARKET Large addressable market driven by structural tailwinds

BUSINESS MODEL

GAMES / Highly scalable Developer-Publisher business model focusing on category killers & loyal fan base in fast growing niche segments ACCESSORIES / Best-in-class and high-margin hardware technology with favourable market structure

Leading video gaming pure play best positioned in the sweet spot of the industry

FINANCIAL PROFILE Highly attractive with strong and balanced cash generation, double digit revenue and triple digit profitability growth

GROWTH STRATEGY

LEADERSHIP

Clear building blocks for future growth backed by entrepreneurial management team







Terms of the operation





Offering summary

Name of Issuer	NACON ISIN : FR0013482791 – Name of the shares: NACON
Listing market	Regulated market of Euronext in Paris ("Euronext Paris")
Structure of the Offering	 The Offered Shares are intended to be distributed as part of an overall offering (the "Offering"), consisting of: a public offering in France in the form of an open price offering (offre à prix ouvert), mainly intended for individuals (the "French Public Offering" or "FPO"); an international offering mainly aimed at institutional investors (the "International Offering") comprising a private placement in France and an international private placement in certain countries (with the exception, in particular, of the United States of America, Canada, Australia and Japan).
Categories of orders that may be issued in response to the FPO	 Two categories of orders may be issued in response to the FPO: P Orders: priority orders reserved for natural persons who are Bigben Interactive shareholders (recognised in their securities account at the close of the accounting day on [19] February 2020). They can only apply to 10 to 500 shares. These orders are intended to be serviced at least twice as much as A Orders up to a limit of 500 shares and have priority over A Orders. A Orders: orders other than P Orders, which are therefore non-priority orders, that may be issued as part of the FPO.
Indicative price range	The Offering Price may fall between €4.90 and €5.80 per share
Offering Size	Initial amount: circa €88.4m (16,528,927 new shares) Extension Clause: circa €97.3m including 1,652,892 new additional shares Over-Allotment Option: circa €107.0m including 1,818,181 new additional shares based on mid-point of the indicative price range
Market capitalisation after IPO	€436.7m up to €455.3m in the event that the Extension Clause and the Over-Allotment Option are fully exercised and based on mid-point of the indicative price range
Subscription commitments received	for \leq 21.9m, including \leq 10m from the investment fund Bpifrance Capital I (represented by its management company Bpifrance Investissement) (it being specified that the appointment as director of Bpifrance Investissement or a representative designated by the investment fund Bpifrance Capital I will be proposed), representing circa 24.77% of the total amount of the Offering (excluding the extension clause and the over-allotment option) on the basis of the mid-point of the indicative price range
Placement	Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners: Gilbert Dupont , Louis Capital Markets UK LLP and Berenberg



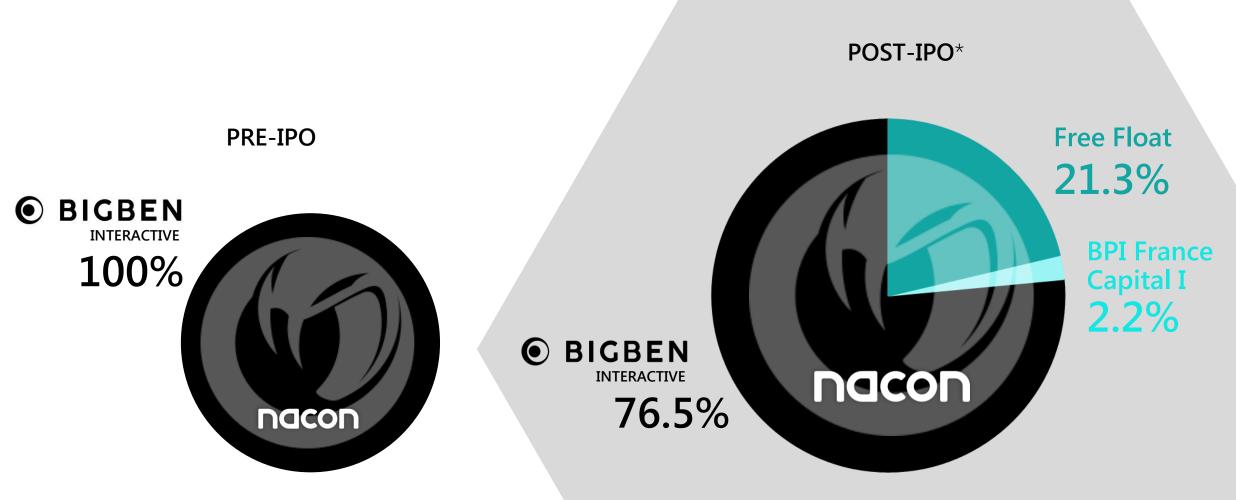
Timetable for the transaction

19 February 2020		Approval of the Prospectus by the AMF
20 February 2020		Publication of the press release announcing the Offering and the release of the Prospectus Publication by Euronext of the notice of opening of the FPO / Opening of the FPO and the International Offering
27 February 2020	•	Closing of the FPO at 5:00 pm (Paris time) for physical subscriptions and at 8:00 pm (Paris time) for online subscriptions
28 February 2020		Closing of the International Offering at 12:00 pm (Paris time) Determination of the Offering Price Signature of the Placement Agreement Publication by Euronext of the notice of the result of the Offering / Publication of the press release stating the Offering Price and the result of the Offering
3 March 2020	•	Settlement-delivery of the OPO and Global Placement
4 March 2020	•	Start of trading in the Company's shares on Euronext Paris on a trading line entitled "NACON" Start of the stabilisation period (if applicable)
27 March 2020	•	Deadline for exercise of the overallotment option / End of any stabilisation period





Shareholding structure



*in the event that the Extension Clause and the Over-Allotment Option are fully exercised, BPI France Capital I orders 100% served and based on a price in the middle of the range



IPO counsels

Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners



GROUPE SOCIETE GENERALE





Auditors	KPMG	FIDUCIAIRE METROPOLE AUDIT	
Legal counsels	alerion AVOCATS	J <u>ONES</u> DAY.	

Financial communication



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APPENDIX

Profit & Loss statement

(in € thousands)	2016/17	2017/18	2018/19	H1 2018/19	H1 2019/20
Revenue	76,448	95,568	113,101	48,537	63,708
Purchases consumed	(45,889)	(55,697)	(50,691)	(20,745)	(24,497)
Gross profit	30,559	39,872	62,410	27,792	39,211
Other operating revenue	692	320	546	115	287
Other purchases and external expenses	(14,113)	(15,267)	(18,319)	(9,016)	(10,002)
Taxes other than income tax	(499)	(539)	(899)	(271)	(442)
Personnel costs	(8,536)	(9,299)	(9,834)	(4,530)	(5,047)
Other operating expenses	(97)	(496)	(544)	(188)	(466)
Depreciation and amortisation of non- current assets	(6,976)	(10,864)	(20,817)	(9,574)	(12,867)
Recurring operating income	1,031	3,728	12,542	4,328	10,674
Bonus share and stock-option plans	(212)	(632)	(1,321)	(477)	(971)
Other non-recurring operating items			2,243	496	
Income from equity affiliates	(20)	57	(87)	(86)	(1)
Operating income	798	3,152	13,377	4,260	9,703
Net financial income/expense	332	(855)	(383)	105	(452)
Pre-tax income	1,130	2,297	12,995	4,365	9,251
Income tax	(146)	(128)	(2,289)	(1,099)	(2,741)
Net income for the period	984	2,169	10,706	3,266	6,510

Comments

In 2018/19, NACON's sales amounted to €113.1m, up 18.3% relative to 2017/18 and up 47.9% relative to 2016/17, driven in particular by strong sales in the Publishing and Accessories businesses:

- Games generated annual sales of €50.3m, up 44.4%. The success of Tennis World Tour® and Warhammer Inquisitor Martyr offset the impact caused by the release of Warhammer Chaosbane and Sinking City being delayed until the first quarter of 2019/20
- Accessories revenue amounted to €55.2m, up 5.8%, due to the success of licensed PlayStation® 4 controllers designed by the Group

High gross profit margins increasing from 2016/17 onwards, driven in particular by, e.g.:

- A positive product mix effect, partly due to the rise in digital sales
- Strong sales of the *Revolution Pro Controller* products and higher digital sales

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Balance Sheet

(in € thousands)	March 2017	March 2018	March 2019	H1 2018/19	H1 2019/20
Goodwill	1,088	1,088	23,454	17,397	28,931
Right-of-use asset					3,611
Other intangible assets	14,606	21,815	52,139	49,562	63,879
Property, plant and equipment	237	362	950	419	981
Shares in equity affiliates	47	535	44	43	44
Other financial assets	53	257	514	429	786
Deferred tax assets	1,687	2,734	3,269	2,134	2,736
Non-current assets	17,718	26,790	80,370	69,983	100,968
Inventories	17,822	20,135	20,449	21,939	25,354
Trade receivables	24,333	27,202	32,970	30,177	33,282
Other receivables	4,461	4,083	6,787	8,158	10,173
Current tax assets			1,096		591
Cash and cash equivalents	6,702	6,580	6,769	13,686	12,922
Current assets	53,318	58,000	68,071	73,960	82,321
TOTAL ASSETS	71,036	84,790	148,441	143,943	183,289

(in € thousands)	March 2017	March 2018	March 2019	H1 2018/19	H1 2019/20
Share capital	0	0	0	0	10
Contribution of BigBen	39,776	40,408	53,675	50,259	54,636
Consolidated reserves	0	984	3,153	3,153	13,859
Net income for the period	984	2,169	10,706	3,266	6,510
Exchange differences	5	(2)	10	10	26
Equity attributable to equity holders of the parent	40,765	43,559	67,544	56,688	75,041
Non-controlling interests					(31)
Total equity	40,765	43,559	67,544	56,688	75,009
Long-term provisions	133	145	542	302	718
Long-term financial liabilities	700	11,719	32,236	29,235	43,594
Long-term lease liabilities					2,140
Deferred tax liabilities			76		
Non-current liabilities	833	11,864	32,855	29,537	46,451
Short-term provisions	530	530	530	536	530
Short-term financial liabilities	9,334	5,439	12,717	11,942	17,711
Short-term lease liabilities					1,533
Trade payables	13,434	16,055	18,598	19,348	26,162
Other payables	5,719	6,744	15,703	25,079	14,700
Current tax liabilities	422	600	494	812	1,194
Current liabilities	29,439	29,367	48,042	57,718	61,829
Total equity and liabilities	71,036	84,790	148,441	143,943	183,289

Cash Flow statement (1/2)

Net cash flow from operating activities	2016/17	2017/18	2018/19	H1 2018/19	H1 2019/20
Net income for the period	984	2,169	10,706	3,266	6,510
Elimination of income and expenses that have no cash impact or					
<i>are unrelated to operating activities</i> Income from equity affiliates	20	(57)	87	86	1
		. ,			12007
Additions to depreciation, amortisation and impairment	6,976	10,864	20,817	9,574	12,867
Change in provisions	(25)	12	83	14	354
Net gain or loss on disposals	7	(2)	(6)		
Net financial items	380	478	706	263	488
Other non-cash income and expense items	212	632	(922)	(19)	971
Income tax expense	146	128	2,289	1,099	2,741
Funds from operations	8,700	14,224	33,759	14,283	23,933
Inventories	1,922	(2,313)	(314)	(1,653)	(4,906)
Trade receivables	(6,546)	(2,228)	(3,883)	(3,440)	(2,579)
Trade and other operating payables	1,499	3,379	(8,072)	2,576	1,070
Change in WCR	(3,126)	(1,161)	(12,268)	(2,518)	(6,415)
Cash from operating activities	5,574	13,062	21,491	11,766	17,518
Income tax paid	(308)	(998)	(1,643)	(219)	(300)
NET CASH FLOW FROM OPERATING ACTIVITIES	5,266	12,064	19,848	11,547	17,218

Comments

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Net cash flow from operating activities increased from €5.3m to €19.9m in 2018/19, mainly due to:

- Steadily rising funds from operations, which continued to benefit from improving operating income. NACON's funds from operations totaled €33.8m in 2018/19 as opposed to €14.2m in 2017/18 and €8.7m in 2016/17,
- Changes in the working capital requirement, which dragged down cash flow by €12.3m in 2018/19, €1.2m in 2017/18 and €3.1m in 2016/17, because of e.g.:
 - in 2018/19, changes in trade payables (sharp decrease in the number of suppliers and related payables as studios were brought in-house) and trade receivables (release of two NACON® branded controllers at the end of the financial year),
 - in 2017/18, an increase in trade receivables (release of a major game at the end of the financial year)
 - in 2017/18, an increase in trade receivables (releases of games at the end of the financial year)



Cash Flow statement (2/2)

	2016/17	2017/18	2018/19	H1 2018/19	H1 2019/20
Net cash used in investing activities					,
Acquisition of intangible assets	(13,658)	(17,957)	(29,423)	(15,179)	(18,653)
Acquisition of property, plant and equipment	(120)	(241)	(484)	(93)	(294)
Disposals of property, plant and equipment and intangible assets	11	3	38		
Purchases of non-current financial assets	(0)	(430)	(10)	(9)	(256)
Proceeds from sales of non-current financial assets Disbursements relating to acquisitions of subsidiaries net of net cash acquired	0	2	87 (13,786)	3 (10,763)	3 (7,039)
NET CASH FLOW FROM INVESTING ACTIVITIES	(13,767)	(18,624)	(43,579)	(26,040)	(26,239)
Cash flow from financing activities					
Increase in equity through BigBen	7,237				
Interest paid	(380)	(478)	(706)	(264)	(486)
Cash from new borrowings	961	13,801	28,940	22,281	19,354
Repayments of borrowings and debts	(130)	(822)	(5,798)	(1,474)	(4,880)
NET CASH FLOW FROM FINANCING ACTIVITIES	7,688	12,501	22,436	20,544	13,988
Impact of changes in exchange rates			1	1	1
Net change in cash and equivalents	(813)	5,941	(1,294)	6,053	4,968
Cash and cash equivalents at start of period	(1,546)	(2,358)	3,583	3,583	2,289
Cash and cash equivalents at end of period	(2,358)	3,583	2,289	9,636	7,256

Comments

Net cash flow from investing activities increased from €13.8m to €43.6m in 2018/19, mainly due to:

- NACON's increasing business levels, particularly in publishing and development (€29.4minvested in 2018/19, more than double the €13.7m figure for 2016/17),
- The net amounts disbursed on acquiring three development studios, i.e. Cyanide, Kylotonn and Eko Software (€13.8m in 2018/19)

Net cash flow from financing activities increased from €0.8m to €22.7m in 2018/19, mainly due to:

- New borrowings totalling €28.9m in 2018/19 (€28m more than in 2016/17) to finance game development costs and the acquisition of development studios Cyanide, Eko Software and Kylotonn,
- Repayments on borrowings totalling €5.8m in 2018/19, €0.8m in 2017/18 and €0.1m in 2016/17, the differences between those years relating to the fact that no repayments were due on many loans for the first two years



Thank you



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