

Media and Games Invest plc ^{*5a;11}

Rating: BUY

Target price: 2.10 €
(until now 1.90 €)

Current price: 1.28
19.02.20 / XETRA / 5:36 pm
Currency: EUR

Key Data:

ISIN: MT0000580101
WKN: A1JGTO
Ticker symbol: M8G
Number of shares ³: 70.02
Marketcap ³: 89.28
Enterprise Value³: 128.63
³ in m/ in mEUR
Freefloat: 37.6%

Transparency level:
Entry Standard

Market segment:
Open Market

Accounting:
IFRS

Financial year: 31.12

Designated Sponsor:
Hauck & Aufhäuser Privatbankiers AG

Analysts:

Dario Maugeri
maugeri@gbc-ag.de

Cosmin Filker
filker@gbc-ag.de

* List of possible conflicts of interest on page 4

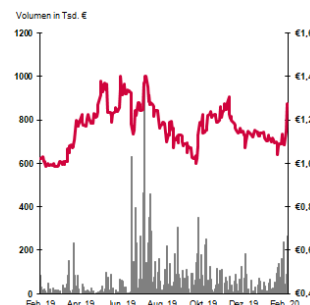
Date (Time) completion:
20.02.2020 (9:56 am)

Date (Time) first distribution:
20.02.2020 (12:00 am)

Target price valid: until max.
31.12.2020

Company Profile

Industry: Entertainment, Media
Focus: gaming and media group
Employees: 500 Stand: 30.6.2019
Founded: (2000 gamigo)
Headquarters: Malta
CEO: Remco Westermann



The Media and Games Invest plc (formerly Blockscene plc) is a profitable investment holding with focus on game publishing and media sectors. Since May 2018 the group has changed its business purpose, deconsolidating the real estate business and acquiring the controlling stake in the game publishing platform gamigo AG. Currently the strategy is based on four pillars: “buy, integrate, build and improve” and is carried on with organic and non-organic growth. The business is divided into two segments: 1) game publishing, which includes a broad portfolio of online, mobile and console games and 2) digital media, related to online advertising and social marketing services for in-house games and third-party clients. The lion’s share of consolidated revenue comes from gamigo free-to-play games where users can buy goods (virtual items) for a more intensive gaming experience or successful competition. On a daily basis the group registers traffic of more than 600k users while most of the revenues (over 50%) in the core games are generated by users that have been on the platform for more than 5 years. Hence, gamigo video games usually have a long life and high customer retention. Since H1/2019 the digital media business has been strengthened with the acquisitions of the online advertisers ReachHero, Applift and PubNative. The shares of MGI are listed in Frankfurt (XETRA) while two bonds with a total volume of EUR 67m outstanding are traded on the NASDAQ Stockholm and Frankfurt Stock Exchange.

P&L in EURm, financial year-end	31.12.2018	31.12.2019e	31.12.2020e	31.12.2021e
Revenue	32.62	74.46	90.96	105.89
EBITDA	8.65	14.19	20.48	22.94
EBIT	2.33	1.19	5.98	8.44
Net income (loss)	4.32	-1.90	1.10	2.74

Key figures in EUR

Earnings per share	0.06	-0.03	0.01*	0.03*
Dividend per share	0.00	0.00	0.00	0.00

*based on 88,22m shares

Key figures

EV/Revenues	3.94	1.73	1.41	1.21
EV/EBITDA	14.88	9.06	6.28	5.61
EV/EBIT	55.25	107.91	21.51	15.24
P/E	20.65	-47.09	81.01	32.61
P/B	0.56			

Financial calendar

10.03.20: Prior Conference
06/2020: Financial Report 2019
09/2020: Half-Year Report 2020

**** Last research by GBC :**

Date: publication / Target Price / Rating
12.02.20: RS / 1.90 / BUY
11.11.19: RS / 1.90 / BUY

** oben aufgeführte Researchstudien können unter www.gbc-ag.de eingesehen, bzw. bei der GBC AG, Halderstr. 27, D86150 Augsburg angefordert werden

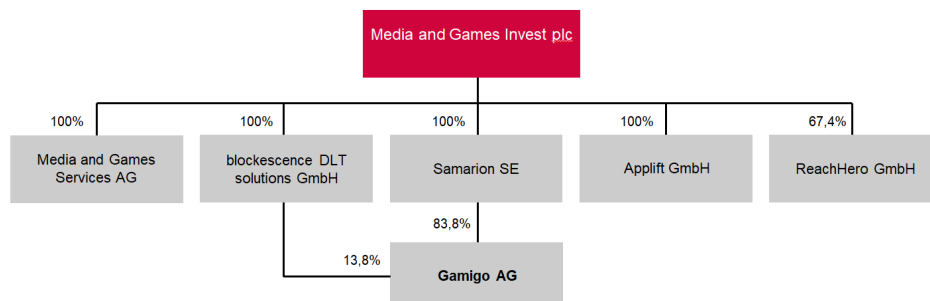
Note on research as a “minor non-monetary benefit” according to the MiFID II regulation: This research meets the requirements for being classified as a “minor non-monetary benefit”. For more information, see the disclosure under “I. Research under MiFID II”

Increase in the participation of gamigo AG to 98% agreed, purchase price with EV/EBITDA multiple of 7 very attractive, target price increased to € 2.10 (previous: € 1.90), Rating BUY

With the Ad hoc-News from February 17th, 2020 Media and Games Invest plc (MGI) has announced an increase in their stake of their most important subsidiary gamigo AG. With the acquisition of 1.05m gamigo shares, which should take place in the coming days, their participation will increase from 53% to 98%. The remaining 2% should also be acquired in the short term so that Media and Games plc will become the sole owner of gamigo AG.

According to the ad-hoc-News, the total enterprise value of gamigo AG has been set to € 112.0m, which corresponds to approximately seven times the EBITDA of the period 01.10.2018 – 30.09.2019. According to the „World Tech M&A Report 2019”, the EV/EBITDA multiples paid in the gaming industry amount to around 16 and are thus significantly higher compared to the gamigo-acquisition price.

The purchase price payment for 45% of the gamigo share is divided into a cash component of € 16.5m and an equity component of about € 18.2m of MGI shares. There is a lock-up period of 25 months for the MGI shares. The cash portion of the acquisition in the amount of € 16.5m is financed with, on the one hand, a UniCredit loan of € 10.0m and, on the other hand, with its own liquidity. In this regard, on February 13th, 2020 MGI announced the increase of the outstanding volume of the 7% corporate bond by a further € 12m to the amount of € 17m so that there are sufficient financial resources. After the closing of the transaction the group structure will appear as follows:



The near completed increase in the stake of the most important subsidiary should primarily lead to an improvement in the realization of synergy potential. In the future any possible consultation with the previous gamigo-shareholders will be eliminated, which will clearly shorten the decision-making process. The transaction will be noticeable in the operative figures, in particular, due to the loss of minorities. On May 30th, 2019 these still had a significant magnitude at € 91.37m. Since the minorities have ceased to exist, the result for shareholders will be higher.

We assumed the closing of the transaction in our DCF-valuation model with the related increase in the number of shares (post-money). The dilution effect is more than compensated for by the removal of the high volume of minority interests and, thus, on the basis of the new number of shares, we have calculated a target price of € 2.10 (previously € 1.90). We continue to give the rating BUY.

ANNEX

I.

Research under MiFID II

1. There is a contract between the research company GBC AG and the issuer regarding the independent preparation and publication of this research report on the issuer. GBC AG is remunerated for this by the issuer.
2. The research report is simultaneously made available to all interested investment services companies.

II.

Section 1 Disclaimer and exclusion of liability

This document is intended solely for information purposes. All data and information in this study come from sources that GBC regards as reliable. In addition, the authors have taken every care to ensure that the facts and opinions presented here are appropriate and accurate. Nevertheless, no guarantee or liability can be accepted for their correctness – whether explicitly or implicitly. In addition, all information may be incomplete or summarised. Neither GBC nor the individual authors accept liability for any damage which may arise as the result of using this document or its contents, or in any other way in this connection.

We would also point out that this document does not constitute an invitation to subscribe to nor to purchase any securities and must not be interpreted in this way. Nor may it nor any part of it be used as the basis for a binding contract of any kind whatsoever, or be cited as a reliable source in this context. Any decision relating to the probable offer for sale of securities for the company or companies discussed in this publication should be taken solely on the basis of information in the prospectuses or offer documents which are issued in relation to any such offer.

GBC does not provide any guarantee that the indicated returns or stated target prices will be achieved. Changes to the relevant assumptions on which this document is based can have a material impact on the targeted returns. Income from investments is subject to fluctuations. Investment decisions should always be made with the assistance of an investment advisor. This document cannot replace the role of an advisor.

Sale outside the Federal Republic of Germany:

This publication, if sold in the UK, may only be made available to those persons who, in the meaning of the Financial Services Act 1986 are authorised and exempt, or persons as defined in section 9 (3) of the Financial Services Act 1986 (Investment Advertisement) (Exemptions) Decree 1988 (amended version) and must not be transmitted directly or indirectly to other persons or groups of persons.

Neither this document nor any copy of it may be taken into, transferred to or distributed within the United States of America or its territories and possessions. The distribution of this document in Canada, Japan or other jurisdictions may be restricted by law, and persons who come into possession of this publication should find out about any such restrictions and respect them. Any failure to respect these restrictions may represent a breach of the US, Canadian or Japanese securities laws or laws governing another jurisdiction.

By accepting this document you accept all disclaimers of liability and the restrictions cited above.

You can find the details of this disclaimer/exclusion of liability at:

<http://www.gbc-ag.de/de/Disclaimer>

Legal information and disclosures as required by section 85 of Securities Trading Act (WpHG) and Financial Analysis Directive (FinAnV)

This information can also be found on the internet at the following address:

<http://www.gbc-ag.de/de/Offenlegung.htm>

Section 2 (I) Updates

A detailed update of the present analysis/analyses at any fixed date has not been planned at the current time. GBC AG reserves the right to update the analysis without prior notice.

Section 2 (II) Recommendation/ Classifications/ Rating

Since 1/7/2006 GBC AG has used a 3-level absolute share rating system. Since 1/7/2007 these ratings relate to a time horizon of a minimum of 6 to a maximum of 18 months. Previously the ratings related to a time horizon of up to 12 months. When the analysis is published, the investment recommendations are defined based on the categories described below, including reference to the expected returns. Temporary price fluctuations outside of these ranges do not automatically lead to a change in classification, but can result in a revision of the original recommendation.

The recommendations/ classifications/ ratings are linked to the following expectations:

BUY	The expected return, based on the derived target price, incl. dividend payments within the relevant time horizon is $\geq + 10\%$.
HOLD	The expected return, based on the derived target price, incl. dividend payments within the relevant time horizon is $> - 10\%$ and $< + 10\%$.
SELL	The expected return, based on the calculated target price, incl. dividend payments within the relevant time horizon, is $\leq - 10\%$.

GBC AG's target prices are determined using the fair value per share, derived using generally recognised and widely used methods of fundamental analysis, such as the DCF process, peer-group benchmarking and/or the sum-of-the-parts process. This is done by including fundamental factors such as e.g. share splits, capital reductions, capital increases, M&A activities, share buybacks, etc.

Section 2 (III) Past recommendations

Past recommendations by GBC on the current analysis/analyses can be found on the internet at the following address:

<http://www.gbc-ag.de/de/Offenlegung>

Section 2 (IV) Information basis

For the creation of the present analysis/analyses publicly available information was used about the issuer(s) (where available, the last three published annual and quarterly reports, ad hoc announcements, press releases, share prospectuses, company presentations, etc.) which GBC believes to be reliable. In addition, discussions were held with the management of the company/companies involved, for the creation of this analysis/these analyses, in order to review in more detail the information relating to business trends.

Section 2 (V) 1. Conflicts of interest as defined in section 85 of the Securities Trading Act (WpHG)

GBC AG and the analysts concerned hereby declare that the following potential conflicts of interest exist for the company/companies described, at the time of this publication, and in so doing meet the requirements of section 85 of the Securities Trading Act (WpHG). A detailed explanation of potential conflicts of interest is also listed in the catalogue of potential conflicts of interest under section 2 (V) 2.

In relation to the security or financial instrument discussed in this analysis the following possible conflict of interest exists: (5a,11)

section 2 (V) 2. Catalogue of potential conflicts of interest

- (1) At the time of publication, GBC AG or a legal entity affiliated with it holds shares or other financial instruments in the company analysed or the financial instrument or financial product analysed. (2) This company holds over 3% of the shares in GBC AG or a legal person connected to them.
- (3) GBC AG or a legal person connected to them is a market maker or designated sponsor for the financial instruments of this company.
- (4) GBC AG or a legal person connected to them has, over the previous 12 months, organised or played a leading role in the public issue of financial instruments for this company.
- (5) a) GBC AG or a legal entity affiliated with it has concluded an agreement with this company or issuer of the analysed financial instrument in the previous 12 months on the preparation of research reports for a fee. Under this agreement, the draft financial analysis (excluding the valuation section) was made available to the issuer prior to publication.
- (5) b) After receiving valid amendments by the analysed company or issuer, the draft of this analysis was changed.
- (6) a) GBC AG or a legal entity affiliated with it has concluded an agreement with a third party in the previous 12 months on the preparation of research reports on this company or financial instrument for a fee. Under this agreement, the third party and/or company and/or issuer of the financial instrument has been given access to the draft analysis (excluding the valuation section) prior to publication.
- (6) b) After receiving valid amendments by the third party or issuer, the draft of this analysis was changed.
- (7) The analyst responsible for this report holds shares or other financial instruments of this company at the time of publication.
- (8) The analyst responsible for this company is a member of the company's Executive Board or Supervisory Board.
- (9) The analyst responsible for this report received or purchased shares in the company analysed by said analyst, prior to the time of publication.
- (10) GBC or a related legal party has closed an agreement with the underlying company regarding consulting services during the previous 12 months.
- (11) GBC or a related legal party has a significant financial interest in the analysed company, for example to get mandated by the analysed company or to provide any kind of services (such as the organization of fairs, roundtables, road shows, etc.).
- (12) At the time of the financial analysis, the analysed company is in a financial instrument or financial product (e.g. certificate, fund, etc.) managed or advised by GBC AG or its affiliated legal entity.

Section 2 (V) 3. Compliance

GBC has defined internal regulatory measures in order to prevent potential conflicts of interest arising or, where they do exist, to declare them publicly. Responsibility for the enforcement of these regulations rests with the current Compliance Officer, Karin Jägg, Email: jaegg@gbc-ag.de

Section 2 (VI) Responsibility for report

The company responsible for the creation of this/these analysis/analyses is GBC AG, with registered office in Augsburg, which is registered as a research institute with the responsible supervisory authority (Federal Financial Supervisory Authority or BaFin Marie-Curie-Str. 24-28, 60439 Frankfurt, Germany).

GBC AG is currently represented by its board members Manuel Hölzle (Chairman) and Jörg Grunwald.

The analysts responsible for this analysis are:

Dario Maugeri, M.Sc., Financial Analyst

Cosmin Filker, Dipl. Betriebswirt (FH), Vice Head of Research

Other person involved:

Manuel Hölzle, Dipl. Kaufmann, Head of Research

Section 3 Copyright

This document is protected by copyright. It is made available to you solely for your information and may not be reproduced or distributed to any other person. Any use of this document outside the limits of copyright law shall, in principle, require the consent of GBC or of the relevant company, should the rights of usage and publication have been transferred.

GBC AG
Halderstraße 27
D 86150 Augsburg
Tel.: 0821/24 11 33-0
Fax.: 0821/24 11 33-30
Internet: <http://www.gbc-ag.de>

E-Mail: compliance@gbc-ag.de