



Sisal Group S.p.A.

Condensed consolidated interim
financial statements

**At and for the three month period
ended March 31, 2019 and 2018**

Management Discussion & Analysis

Sisal Group Profile

Sisal Group S.p.A. group (the “**Group**” or “**Sisal**”) is the second largest gaming company and the largest convenience payment services provider in Italy based on turnover. Sisal was the first Italian company to operate in the gaming sector as a government concessionaire and it has been operating for over 70 years. In addition to gaming, the Group operates in the convenience payment services market.

The Group offers slot machines and video lottery terminals, betting, lottery games and convenience payment services. Sisal distribution network includes approximately 50,000 points of sale, nearly all of which also offer convenience payment services. The Group network is made up of newsstands, bars, tobacconists, betting shops and corners, points of sale that are dedicated to gaming machines, multifunctional gaming halls and our online gaming platform.

The Group operates through five business units: (i) Retail Gaming, (ii) Lottery (iii) Online Gaming, (iv) Payments and Services and (v) Morocco.

Retail Gaming: which is dedicated to the operation of (i) gaming machines (slot machines and video lottery terminals “VLTs”), (ii) horse race betting and sports betting in betting shops and betting corners, (iii) new Virtual Races and (iv) traditional Italian gaming products, such as Totocalcio (the original and well-known football pool game) and Tris (a horse race prediction game).

Lottery: which operates the exclusive concession for national totalizator number games (“NTNG”), of which the most popular product is SuperEnalotto. Additionally, the Group diversified its lottery product offering by introducing WinForLife!, the first Italian annuity lottery game, and EuroJackpot, a multi-jurisdictional lottery. Sisal manages lottery games through its distribution network as well as its own website.

Online Gaming which offers players the opportunity to place online bets and play online games such as Sisal Casino, Sisal Slot, Sisal Bingo, Sisal Poker, Sisal Skill Games and Sisal Quick Games, as well as lottery games.

Payments and Services: Since 2002, the Group has also offered fast, simple and secure payment solutions through a wide distribution network with terminals located throughout Italy. The Group offers customers the possibility to pay approximately 500 types of bills, fines and certain taxes such as TV licenses, as well as top-ups prepaid mobile phones and debit cards, in partnerships with utilities, prepaid services providers and municipal governments.

Morocco: which operates starting January 1, 2019 the exclusive concession for the management of the system through a telematic network of collection of public games in Morocco, mainly related to lotteries and virtual races products.

Key Factors affecting operations in the three months ended March 31, 2019

In the first three months 2019, the Italian GDP was estimated up 0.1%¹ compared to the same period of last year. The Italian gaming market turnover confirmed the 2018 trend reaching approximately €28.2 billion (+5.0%)².

Total Payments & Services addressable market was slightly increasing compared to the same period of 2018, amounting to €21.4 billion (+2,4%)¹.

The Group recorded €4.7 billion turnover on the Italian territory for both the three months ended March 31, 2019 and March 31, 2018. On top of that, the Group recorded about €9.3 million turnover related to Morocco public games concession.

¹Sisal market Intelligence Estimate

²ADM data

In the first three months 2019 the Group performance was also impacted by the introduction of the new accounting standard IFRS 16 “Leases”, which replaces the previous IAS 17 and introduces a single accounting model for the lessee; the main effects on the Group’s financial statements are summarized as follows:

- in the statement of financial position, higher non-current assets for recognition of “right of use of the leased asset” corresponding to higher financial payables;
- in the income statement, the different nature and classification of expenses, that is amortization of the “right of use of the asset” and “financial charges for interest” with respect to “cost for use of third-party assets - operating leases fees”, in compliance with replaced IAS 17;
- in the statement of cash flows, financial flows connected to contracts subject to the application of the above-mentioned standard, previously reported under financial flows of operating activities, classified under financial flows of financing activities.

The new standard is applied retrospectively starting from January 1, 2019 and the Group adopted the so called simplified retrospective method with the recognition, for leases previously classified in accordance with IAS 17 as operating leases, of the lease payables and the corresponding value of the right of use measured on residual contractual payments at the date of transition. Consequently, no restatements have been computed and applied to comparative data/results in both the present MD&A and the attached Condensed consolidated interim financial statements; however, in the notes to the attached Condensed consolidated interim financial statements, a summary of the impacts of the new standard is provided.

Further, based on a new tax regulation become effective on January 1, 2019, the Group has exercised the option for the so-called VAT group; based on that, a unique VAT deductibility pro-rata has been computed and related cost (referring to opex purchases) reported for all the legal entities of the Group in the “Other operating costs line”, while in the prior year, for companies with VAT non-deductibility equal to 100%, purchase of goods and the performance of services were recognized in the income statement in the specific cost items inclusive of the non-recoverable VAT. As a consequence, the comparison of the cost item performance between the first three months ended March 31, 2019 and the first three months ended March 31, 2018, could not be completely significant.

<i>(€ in millions)</i>	Three months ended March 31,				
	2018	% of total revenues and income	219	% of total revenues and income	% change 2017-2018
Revenues	183.3	86.1%	175.7	84.4%	(4.1%)
Fixed odds betting income	29.4	13.8%	32.2	15.5%	9.5%
Other revenues and income	0.2	0.1%	0.2	0.1%	0.0%
Total revenues and income	212.9	100.0%	208.1	100.0%	(2.3%)
Purchases of materials, consumables and merchandise	2.5	1.2%	3.4	1.6%	36.0%
Costs for services	111.4	52.3%	110.1	52.9%	(1.2%)
Lease and rent expenses	5.5	2.6%	0.5	0.2%	(90.9%)
Personnel costs	22.6	10.6%	23.3	11.2%	3.1%
Other operating costs	8.7	4.1%	10.8	5.2%	24.1%
Amortization, depreciation, provisions and impairment losses and reversals	25.9	12.2%	32.9	15.8%	27.0%
Net operating profit (EBIT)	36.1	17.0%	27.2	13.1%	(24.7%)
Finance income and similar	-	0.0%	-	0.0%	n.s
Finance expenses and similar	13.9	6.5%	14.5	7.0%	4.3%
Profit (loss) before income taxes	22.2	10.4%	12.7	6.1%	-42.8%
Income taxes	6.7	3.1%	4.3	2.1%	(35.8%)
Total profit (loss) for the period	15.4	7.2%	8.4	4.0%	(45.5%)

Revenues and income

The following table sets forth our revenues and income for the periods indicated in absolute numbers and as a percentage of total revenues and income:

<i>(€ in millions)</i>	Three months ended March 31,				Change	
	2018	% of total revenues and income	2019	% of total revenues and income	(amount)	%
Gaming revenues	125.0	58.7%	111.4	53.5%	(13.6)	(10.8%)
Fixed odds betting income	29.4	13.8%	32.2	15.5%	2.8	9.7%
Payments and other services	35.7	16.8%	41.8	20.1%	6.1	17.0%
Points of sale revenues	21.4	10.1%	21.0	10.1%	(0.4)	(1.9%)
Other revenues	1.4	0.6%	1.7	0.8%	0.3	24.8%
Total	212.9	100.0%	208.1	100.0%	(4.8)	(2.3%)

Revenues and income amounted to €208.1 million for the three months ended March 31, 2019, a decrease of €4.8 million, or 2.3%, compared to €212.9 million for the three months ended March 31, 2018. Revenues results were mainly driven by the decrease in Gaming revenues, partially offset by the positive performance of Fixed odds sport betting income and Payments and other services.

Gaming Revenues

The following table sets forth our gaming revenues for the periods indicated:

<i>(€ in millions)</i>	Three months ended March 31,				Change	
	2018	% of total revenues and income	2019	% of total revenues and income	(amount)	%
Gaming machines revenues	89,9	42,2%	73,5	35,3%	(16,4)	(18,2%)
NTNG revenues	15,5	7,3%	16,0	7,7%	0,5	2,9%
Virtual Races	6,5	3,1%	7,7	3,7%	1,2	17,8%
Online game revenues	11,2	5,3%	11,9	5,7%	0,7	6,0%
Horse race betting revenues	1,7	0,8%	1,4	0,6%	(0,3)	(15,9%)
Morocco games revenues	-	0,0%	0,9	0,5%	0,9	n.s.
Sports pools revenues	0,1	0,0%	0,1	0,0%	(0,0)	(26,6%)
Total	125,0	58,7%	111,4	53,5%	(13,6)	(10,8%)

The overall gaming revenues amounted to €111.4 million for the three months ended March 31, 2019 a decrease of €13.6 million, or 10.8%, compared to €125.0 million for the three months ended March 31, 2018, mainly driven by a combination of the following factors:

- Gaming machines revenues amounted to €73.5 million for the three months ended March 31, 2019 a decrease of €16.4 million, or 18.2%, from €89.9 million for the three months ended March 31, 2018, mainly driven by increase in related gaming taxation becoming effective since Q4 2018 (in first instance due to the so called “Decreto Dignità” and subsequently as a result of the provisions of the 2019 budget law), in spite of the turnover trend, increased from €1,076 million for the three months ended March 31, 2018, of which 48% related to slot machines and 52% to VLTs to €1,093 million for the three months ended March 31, 2019, of which 43% related to slot machines and 57% related to VLTs.
- NTNG revenues amounted to €16.0 million for the three months ended March 31, 2019 an increase of €0.5 million, or 2.9%, from €15.5 million for the three months ended March 31, 2018. The increase in NTNG revenues is mainly driven by positive delta impact from IFRS 15 application upfront a slight decreasing games turnover.

- Virtual Races revenues amounted to €7.7 million for the three months ended March 31, 2019, an increase of €1.2 million, or 17.8%, from €6.5 million for the three months related to March 31, 2018. This product, launched in December 2013, is still appealing for the players, and in the first quarter 2019 reflected a recovery trend.
- Online game revenues amounted to €11.9 million for the three months ended March 31, 2019, an increase of €0.7 million, or 6.0%, from €11.2 million for the three months ended March 31, 2018, primarily as a result of positive performance in Casino and Quick games, in spite of a slight decrease in the number of monthly active players (-2% compared to the first three months 2018).
- Horse race betting revenues amounted to €1.4 million for the three months ended March 31, 2019, a decrease of €0.3 million, or 15.9%, from €1.7 million for the three months related to March 31, 2018, due to the constant reduction in the appeal for this kind of games.
- Morocco games revenues amounted to €0.9 million for the first three months ended March 31, 2019, that is the first quarter of operation in that country after the the set-up phase implemented during 2018.
- Sports pools revenues were substantially unchanged amounting to €0.1 million for both the three months ended March 31, 2019 and March 31, 2018.

Fixed odds betting income

Fixed odds betting income amounted to €32.2 million for the three months ended March 31, 2019, an increase of €2.8 million, or 9.7%, from €29.4 million for the three months ended March 31, 2018, primarily as a result of higher performance in sport betting, mainly driven by a significant higher turnover in the first three months 2019 (+22,7%) upfront a higher payout level in the offline segment.

Payments and other services

Payments and other services amounted to €41.8 million for the three months ended March 31, 2019 a strong increase of €6.1 million, or 17.0% from €35.7 for the three months ended March 31, 2018. The further decrease recorded by Top Ups performance has been offset by an overall positive trend in payment and financial services thanks in particular to a more favorable product mix with specific regards to the Payments segment whose number of transactions reached 15.8 million for the three months ended March 31, 2019, an increase of 6.9 million, or 78%, from 8.9 million for the three months ended March 31, 2018.

Point of sale revenues

Point of sale fees amounted to €21.0 million for the three months ended March 31, 2019 a slight decrease of €0.4 million, or 1.9%, from €21.4 million for the three months ended March 31, 2018, mainly due to a slight decrease of NTNG PoS revenues mostly offset by the increase of Services PoS revenues, still driven by Services stand alone network expansion.

Other revenues and income

Other revenues amounted to €1.7 million for the three months ended March 31, 2019 an increase of €0.3 million, or 24.8%, from €1.4 million for the three months ended March 31, 2018.

Costs

Purchases of materials, consumables and merchandise

Purchases of materials, consumables and merchandise amounted to €3.4 million for the three months ended March 31, 2019 an increase of €0.9 million, or 36.0%, from €2.5 million for the three months ended March 31, 2018, due mainly to higher games material and spare parts purchases.

Costs for services

Costs for services amounted to €110.1 million for the three months ended March 31, 2019 a decrease of €1.3 million, or 1.2%, from €111.4 million for the three months ended March 31, 2018.

Costs for services amounted to 52.9% of total revenues and income for the three months ended March 31, 2019, compared to 52.3% of total revenues and income for the three months ended March 31, 2018. The following table sets forth an analysis of costs for services for the indicated periods:

<i>(€ in millions)</i>	Three months ended March 31,				Change	
	2018	% of total revenues and income	2019	% of total revenues and income	(amount)	%
Sales channel- gaming revenues	61.8	29.0%	51.1	24.6%	(10.7)	(17.3%)
Sales channel- payments services	18.1	8.5%	26.4	12.7%	8.3	45.8%
Commercial services	7.8	3.7%	5.8	2.8%	(2.0)	(25.6%)
Consulting	2.5	1.2%	4.2	2.0%	1.7	66.3%
Others services costs	21.2	9.9%	22.6	10.8%	1.4	6.6%
Total cost for services	111.4	52.3%	110.1	52.9%	(1.3)	(1.2%)

The slight decrease in costs for services was primarily attributable to the combined effect of the following items:

- *Sales channel – Gaming revenues* amounted to €51.1 million for the three months ended March 31, 2019 a decrease of €10.7 million, or 17.3%, from €61.8 million for the three months ended March 31, 2018. As a percentage of total revenues and income, sales channel gaming amounted to 24.6% for the three months ended March 31, 2019 and 29.0% for the three months ended March 31, 2018.
- *Sales channel – Payments services* amounted to €26.4 million for the three months ended March 31, 2019 an increase of €8.3 million, or 45.8%, from €18.1 million for the three months ended March 31, 2018. As a percentage of total revenues and income, sales channel payment services amounted to 12.7% for the three months ended March 31, 2019 and 8.5% for the three months ended March 31, 2018.
- *Commercial services* amounted to €5.8 million for the three months ended March 31, 2019 a decrease of €2.0 million, or 25.6%, from €7.8 million for the three months ended September 30, 2017. As a percentage of total revenues and income, Commercial services amounted to 2.8% for the three months ended March 31, 2019 and 3.7% for the three months ended March 31, 2018. The decrease is mainly due to lower spending in the first three months 2019 mainly related to the promoting of Lottery and Online Gaming businesses.
- *Consulting and Other services* amounted to €26.8 million for the three months ended March 31, 2019 an increase of €3.1 million, or 13.0%, from €23.7 million for the three months ended March 31, 2018. As a percentage of total revenues and income, Consulting and Other services amounted to 12.8% for the three months ended March 31, 2019 and 11.1% for the three months ended March 31, 2018. *Other Services* are mainly related to maintenance costs, telecommunications, online gaming platform fees, bank fees, logistics, facilities costs, travelling expenses and outsourcing costs.

Lease and rent expenses

Lease and rent expenses amounted to €0.5 million for the three months ended March 31, 2019 a decrease of €5.0 million, or 90.9% from €5.5 million for the three months ended March 31, 2018. As a percentage of total revenues and income, Lease and rent expenses amounted to 0.2% for the three months ended March 31, 2019 and 2.6% for the three months ended March 31, 2018. The significant reported variance is due the application of the new accounting standard IFRS 16, effective January 1st, 2019.

Personnel costs

Personnel costs amounted to €23.3 million for the three months ended March 31, 2019 an increase of €0.7 million, or 3.1%, from €22.6 million for the three months ended March 31, 2018. As a percentage of total revenues and income, Personnel costs amounted to 11.2% for the three months ended March 31, 2019 and 10.6% for the three months ended March 31, 2018. Our average workforce, expressed in full time equivalents, reached 1,812 for the three months ended March 31, 2019, an increase of 63 from 1,749 for the three months ended March 31, 2018.

Other operating costs

Other operating costs amounted to €10.8 million for the three months ended March 31, 2019 an increase of €2.1 million, or 24.1%, from €8.7 million for the three months ended March 31, 2018. As a percentage of total revenues and income, Other operating costs amounted to 5.2% for the three months ended March 31, 2019 and 4.1% for the three months ended March 31, 2018. Other operating costs are mainly related to gaming concessions fees and undeductible VAT.

Amortization, depreciation, provisions and impairment losses and reversals

Amortization, depreciation, provisions and impairment losses and reversals amounted to €32.9 million for the three months ended March 31, 2019 an increase of €7.0 million, or 27.0%, from €25.9 million for the three months ended March 31, 2018. As a percentage of total revenues and income, Amortization, depreciation, provisions and impairment losses and reversals amounted to 15.8% for the three months ended March 31, 2019 and 12.2% for the three months ended March 31, 2018. The increase is mainly due to higher depreciation and amortization of intangible and tangible assets, with the latter mainly impacted by the application of the new accounting standard IFRS 16.

Net operating profit (EBIT)

Net operating profit (EBIT) amounted to €27.2 million for the three months ended March 31, 2019 a decrease of €8.9 million, or 24.7%, from €36.1 million for the three months ended March 31, 2018.

Net margin was 13.1% for the three months ended March 31, 2019 compared to 17.0% for the three months, ended March 31, 2018.

Such a performance was mainly driven by revenues and costs trends as commented above.

Finance income and similar

Finance income and similar amounted to nil for both the three months ended March 31, 2019 and March 31, 2018.

Finance expenses and similar

Finance expenses and similar amounted to €14.5 million for the three months ended March 31, 2019 an increase of €0.6 million, or 4.3%, from €13.9 million for the three months ended March 31, 2018; the slight increase is mainly related to the application of the new accounting standard IFRS 16.

Income taxes

Income taxes amounted to €4.3 million for the three months ended March 31, 2019 compared to €6.7 million for the three months ended March 31, 2018, primarily as a result of lower taxable income.

Segment Information

(€ in millions)	Three months ended March 31,			
	2018	2019	2018	2019
	Revenues and income		Segment EBITDA	
Retail gaming	121.2	106.8	22.1	22.6
Lottery	24.8	24.5	13.1	12.4
Online gaming	21.0	23.4	9.5	10.9
Payment and services	46.0	52.4	18.8	15.3
Morocco	-	0.9	-	(0.5)
Other	0.1	0.1		
Segment EBITDA (1)			63.5	60.8
Items with different classification			(0.1)	(0.6)
Total	212.9	208.1	63.4	60.3

(1) We define EBITDA as profit (or loss) for the period plus net finance expenses and similar, income taxes and depreciation, amortization and impairments and impairments of receivables. EBITDA is a non-IFRS measure and segment EBITDA does not include reclassification of some amortization and impairment losses of receivables as per IFRS15 application

Retail Gaming: Retail Gaming segment results for the three months ended March 31, 2019 have been mainly driven by increasing taxation impacting gaming machines performance, offset, in particular with regard to EBITDA, by sport betting results, driven by significant higher turnover and IFRS 16 application. 21.2% margin for the three months ended March 31, 2019 compared to 18.2% for same period in 2018.

Lottery: Lottery segment results for the three months ended March 31, 2019 have been mainly driven by a weak turnover performance mostly offset by lower media & promotion expenses. 50.8% margin for the three months ended March 31, 2019, compared to 53.0% for the same period in 2018.

Online Gaming: Online Gaming segment results for the three months ended March 31, 2019 were mainly driven by both Casino and Quick games and sport betting strong performance. 46.8% margin for the three months ended March 31, 2019 compared to 45.4% for the same period in 2018 reflected such significant performance.

Payments and Services: Payments and Services grow significantly in terms of revenues (€52.4m for the three months ended March 31, 2019 and €46.0m for the three months ended March 31, 2018) but report a decreasing trend in current trading EBITDA (€15.9m for the three months ended March 31, 2019 and €19.3m for the three months ended March 31, 2018), mainly due to a different product mix after the Postepay contract exit, effective January 1, 2019. On top, the launch of Digital Payments business, occurred in Q3 2018, has impacted by €0.9m the three months ended March 31, 2019 performance and by €0.5m the three months ended March 31, 2018 results. Digital Payments remain a strategic driver of future growth.

Morocco: Morocco operation results for the three months ended March 31, 2019 reflect the start-up phase still in progress.

Liquidity and Working capital

The following table sets forth our changes in working capital for the periods indicated:

(€ in millions)	Three months ended March 31,	
	2018	2019
Movements in trade receivables	(16.0)	11.7
Movements in inventories	(0.3)	3.2
Movements in trade payables	(74.4)	(48.4)
Movements in trade working capital	(90.6)	(33.5)
Movements in other assets and liabilities	(8.8)	(5.7)
Total movements in working capital	(99.4)	(39.2)

Movements in working capital are generally connected to timing of cash collections and convenience service payments and business turnover trends. The overall lower cash absorption in the first three months 2019, compared to that recorded in the first three months 2018, is mainly due to a more favorable trade working capital performance with particular regard to trade receivables collection processing and payments and services accounts payables settlement, mostly related to prior YE transactions.

Cash flows

The following table sets forth a summary of our cash flow statement for the periods indicated:

<i>(€ in millions)</i>	Three months ended March 31,	
	2018	2019
Cash provided by operations before changes in working capital, interest and taxes	63.6	60.4
Tax paid	-	-
Changes in working capital	(99.4)	(39.2)
Cash flows provided by (used in) operating activities	(35.8)	21.2
Cash flows provided by (used in) investing activities	(12.5)	(24.6)
Cash flows provided by (used in) financing activities	(37.9)	(13.1)
Increase/(Decrease) in cash and cash equivalents	(86.1)	(16.5)
Net cash at the beginning of the period	211.4	254.9
Net cash at the end of the period	125.3	238.4

Cash provided by operating activities amounted to €21.2 million for the three months ended March 31, 2019, compared to cash used in of €35.8 million for the three months ended March 31, 2018. The movement is mainly related to the trend in working capital as commented above while cash provided by operations before changes in working capital was slightly down for about €3.2 million.

Cash flows used in investing activities amounted to €24.6 million for the three months ended March 31, 2019 compared to €12.5 million for the three months ended March 31, 2018, mainly due to higher investments in intangible assets.

Cash flows used in financing activities amounted to €13.1 million for the three months ended March 31, 2019 compared to cash used of €37.9 million for the three months ended March 31, 2018. The cash flows related to financing activities for both the three months ended March 31, 2019 and March 31, 2018 included net interest paid, respectively €20.8 million and €20.2 million. In addition, 2019 cash flows include net uses of revolving and ancillary facilities for €12.9 million, compared to €17.5 million of net repayments recorded in the first three months 2018. In the three months ended March 31, 2019 are also reflected repayments for about €5.3 million of financial liabilities accounted for in application of the already mentioned new accounting standard IFRS 16.

Capital Resources

The following table sets forth the amounts of our external debt (principal amounts plus accrued interest for the reference period) at December 31, 2018 and March 31, 2019. At both dates no shareholders loan were active:

<i>(€ in millions)</i>	As of December 31,	As of March 31,
	2018	2019
Senior revolving Facility	40.3	53.0
Senior Secured notes	740.5	733.1
Other financial liabilities ⁽¹⁾	0.0	80.1
Total external financial liabilities	780.9	866.2

(1) Amount as of March 31, 2019 is related to IFRS 16 application

Other Financial Information

<i>(€ in millions)</i>	Three months ended March 31,	
	2018	2019
EBITDA ⁽¹⁾	63.4	60.3
Non recurring items	0.0	0.4
Adjusted EBITDA ⁽²⁾	63.4	60.7
Adjusted EBITDA margin ⁽³⁾	29.8%	29.2%

(1) We define EBITDA as profit (or loss) for the period plus net finance expenses and similar, income taxes and depreciation, amortization and impairments and impairments of receivables. EBITDA does not include reclassification of some amortization and impairment losses of receivables as per IFRS15 application. EBITDA is a non-IFRS measure. The following table sets forth a reconciliation between the profit for the period and the EBITDA.

(2) We define Adjusted EBITDA as EBITDA adjusted for the effect of non-recurring items and provisions related to disputes with regulatory bodies.

(3) We define Adjusted EBITDA margin as Adjusted EBITDA divided by total revenues and income.

<i>(€ in millions)</i>	Three months ended March 31,	
	2018	2019
Profit/(loss) for the period	15.4	8.4
Net finance expense and similar	13.9	14.5
Income taxes	6.7	4.3
Amortisation, depreciation and impairments	23.4	29.8
Impairment of receivables	3.9	3.3
EBITDA	63.4	60.3

<i>(€ in millions)</i>	As of December 31,	As of March 31,
	2018	2019
Unrestricted cash ⁽⁴⁾	254.9	238.4
SISAL GROUP net senior secured debt ⁽⁵⁾	525.9	547.7

(4) Unrestricted cash represents cash and cash equivalents that do not include restricted cash relating to bank accounts managed by the Group but for which the cash is restricted to the payment of prize winnings and, to a lesser extent, deposits made by players for our online games.

(5) Sisal Group net senior secured debt consist of the amount due under the Senior Secured Facilities and the senior secured notes, less unrestricted cash. Net senior secured debt does not include debt under finance leases, and other sundry financial

SISAL GROUP S.P.A.
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND MARCH 31, 2018

<i>(in thousands of Euros)</i>	<i>Notes</i>	For the three months ended March 31,	
		2019	2018
Revenues	9	175,718	183,325
Fixed odds betting income	10	32,187	29,353
Other revenues and income		234	235
Total revenues and income		208,139	212,913
Purchases of materials, consumables and merchandise		3,422	2,546
<i>of which non-recurring</i>		4	0
Costs for services		110,135	111,446
<i>of which related parties</i>	19	457	491
<i>of which non-recurring</i>	20	424	5
Lease and rent expenses		458	5,539
Personnel costs		23,262	22,626
<i>of which related parties</i>	19	975	938
Other operating costs		10,770	8,738
<i>of which non-recurring</i>	20	22	1
Amortisation, depreciation, provisions and impairment losses and reversals		32,938	25,944
Net operating profit (EBIT)		27,154	36,074
Finance income and similar		1	9
Finance expenses and similar	11	14,492	13,916
Profit (loss) before income taxes		12,663	22,167
Income taxes		4,275	6,735
Profit (loss) for the period		8,388	15,432
Attributable to non-controlling interest		30	35
Attributable to owner of the parent		8,358	15,397
Basic earnings (loss) per share (in Euro)		0.08	0.15
Diluted earnings (loss) per share (in Euro)		0.08	0.15

SISAL GROUP S.P.A.
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT MARCH 31, 2019 AND DECEMBER 31, 2018

<i>Notes</i>	At March 31, 2019	At December 31, 2018
<i>(in thousands of Euros)</i>		
A) NON-CURRENT ASSETS		
Property, Plant and Equipment	12 184,201	108,740
Goodwill	13 569,677	569,275
Intangible assets	12 498,209	497,523
Investments accounted for using the equity method	3,429	0
Deferred tax assets	18,326	17,515
Other non-current assets	20,981	20,844
Total non-current assets	1,294,823	1,213,897
B) CURRENT ASSETS		
Inventories	8,601	11,760
Trade receivables	130,546	145,529
Current financial assets	0	0
Taxes receivable	250	77
Restricted bank deposits	14 219,716	201,552
Cash and cash equivalents	15 238,384	254,892
Other current assets	69,228	61,028
Total current assets	666,725	674,838
TOTAL ASSETS	1,961,548	1,888,735
A) EQUITY		
Share capital	16 102,500	102,500
Legal reserve	200	200
Share premium reserve	94,484	94,484
Other reserves	74,775	66,426
Retained earnings (accumulated deficit)	62,684	62,684
Total equity attributable to owners of the Parent	334,643	326,294
Equity attributable to non-controlling interests	1,793	1,097
Total equity	336,436	327,391
B) NON-CURRENT LIABILITIES		
Long-term debt	17 766,041	701,499
Provision for employee severance indemnities	8,267	8,381
Deferred tax liabilities	125,820	127,636
Provisions for risks and charges	18 15,439	15,477
Other non-current liabilities	591	709
Total non-current liabilities	916,158	853,702
C) CURRENT LIABILITIES		
Trade and other payables	260,329	334,756
Short-term debt	17 52,985	40,287
Current portion of long-term debt	17 25,009	15,577
Taxation payable	19,896	10,942
Other current liabilities	350,735	306,080
<i>of which related parties</i>	<i>1,761</i>	<i>1,616</i>
Total current liabilities	708,954	707,642
TOTAL LIABILITIES AND EQUITY	1,961,548	1,888,735

SISAL GROUP S.P.A.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND MARCH 31, 2018

<i>(In thousands of Euros)</i>	For the three months ended March 31,	
	2019	2018
Profit (loss) for the period before income taxes	12,663	22,167
Amortization and depreciation	29,535	23,405
Amortization NTNG fee UT	256	
Impairment of current receivables	3,293	3,923
Provisions for risks and charges, accruals and employee severance indemnities	212	228
Finance (income) expenses	14,490	13,907
Net cash generated from operating activities before changes in working capital, interest and taxes	60,449	63,630
Changes in trade receivables	11,690	(15,962)
Changes in inventories	3,159	(270)
Changes in trade payables	(48,390)	(74,356)
Change in other assets and liabilities	(5,668)	(8,827)
Taxes (paid)/reimbursed	0	0
Net cash generated from operating activities	21,240	(35,785)
Increase in property, plant and equipment	(2,191)	(1,577)
Increase in intangible assets	(17,714)	(10,885)
(increase) decrease in investments	(3,429)	0
(Increase) decrease in other non-current assets	(823)	0
Acquisitions (net of cash)	(210)	0
Minority interests acquisition	(233)	0
Net cash used in investing activities	(24,600)	(12,462)
decrease in medium-/long-term debt	0	(164)
Increase (decrease) in lease payables	(5,267)	(24)
Increase (decrease) in short-term debt	12,904	(17,526)
Net interest paid	(20,785)	(20,151)
Net cash used in financing activities	(13,148)	(37,865)
Net change in cash and cash equivalents	(16,508)	(86,112)
Net cash at the beginning of the period	254,892	211,402
Net cash at the end of the period	238,384	125,290

SISAL GROUP S.P.A.
CONDENSED CONSOLIDATED STATEMENT OF CHANGE IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND MARCH 31, 2018

<i>(in thousands of Euros)</i>	Share capital	Legal reserve	Share premium reserve	Other reserves	Retained earnings (accumulated deficit)	Total equity attributable to owners of the parent	Non-controlling interests	Total equity
Equity at December 31, 2017	102,500	200	94,484	66,443	26,209	289,836	1,157	290,993
Profit/(loss) for the period					15,397	15,397	35	15,432
Total comprehensive profit (loss) for the period	0	0	0	0	15,397	15,397	35	15,432
Dividends paid	0	0	0	0	0	0	0	0
Other movements	0	0	0	0	0	0	0	0
Transactions with shareholders	0	0	0	0	0	0	0	0
Equity at March 31, 2018	102,500	200	94,484	66,443	41,606	305,233	1,192	306,425
Equity at December 31, 2018	102,500	200	94,484	66,443	62,684	326,294	1,097	327,391
Profit/(loss) for the period					8,358	8,358	30	8,388
Total comprehensive profit (loss) for the period	0	0	0	0	8,358	8,358	30	8,388
Dividends paid	0	0	0	0	0	0	0	0
Other movements	0	0	0	(10)	0	-10	667	657
Transactions with shareholders	0	0	0	0	0	0	0	0
Equity at March 31, 2019	102,500	200	94,484	66,433	71,042	334,642	1,794	336,436

SISAL GROUP S.P.A.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2019

1. General information

Sisal Group S.p.A. (hereafter the “**Company**”) is a company incorporated in Italy, with registered and administrative offices in Milan, in Via Di Tocqueville 13, organized under the laws of the Republic of Italy.

The Company and its subsidiaries (together the “**Group**”) operate principally: i) in the gaming sector, mainly on the basis of concessions for pool game wagers, horse and sports betting and legal gaming with AWP (Amusement With Prizes) gaming machines (slot machines and video lottery terminals) and ii) in the collection and payment services sector, by specific authorization of the Bank of Italy, and in the marketing of telephone and TV content top-ups.

The sole shareholder of the Company is currently Schumann Investments S.A. (“**Schumann Inv.**”), a company indirectly owned, through vehicle companies, by funds promoted by the CvC group, as well as certain executives of the Group.

2. Basis of preparation

These condensed consolidated interim financial statements for the three months ended March 31, 2019 (hereafter the “**Condensed Consolidated Interim Financial Statements**”) have been prepared following IAS 34, ‘Interim financial reporting’ which governs interim financial reporting. IAS 34 permits a significantly lower amount of information to be included in interim financial statements from what is required for annual financial statements by International Financial Reporting Standards issued by the International Accounting Standards Board and approved by the European Union (hereafter “**IFRS**”), given that the entity has prepared its financial statements compliant with IFRS for the previous financial year. The Condensed Consolidated Interim Financial Statements should be read in conjunction with the annual consolidated financial statements of the Group for the year ended December 31, 2018 (the “**Annual Consolidated Financial Statements**”).

On January 13, 2016 the IASB published the new accounting standard IFRS 16 “Leases”, which establishes the principle for the recognition, valuation and presentation of lease contracts for both parties involved in this type of contracts, the tenant or lessee and the lessor. The new standard, which replaces the previous IAS 17 standard and its relative interpretations, introduces a single accounting model for the lessee. For lease contracts that fulfil the requirements of the new standard, IFRS 16 requires the recognition in the statement of financial position of a financial liability, represented by the actual value of future payments, counterbalanced by the entry in the assets of the “right of use of the leased asset”. With regard to the application of the new standard, the Group has intended to apply the simplified retrospective method with the recognition, for leases previously classified in accordance with IAS 17 as operating leases, of the lease payables and the corresponding value of the right of use measured on residual contractual payments at the date of transition, that is January 1, 2019. As a consequence, all the financial statements and related notes included in these Condensed Consolidated Interim Financial Statements do not reflect any impact, as far as prior year figures are concerned, deriving from the application of the above said new accounting standard.

In the following tables the related variances, respectively to the Statement of Consolidated Financial Position at January 1, 2019 and to the Statement of Comprehensive Income for the three months ended March 31, 2019, are highlighted.

SISAL GROUP S.P.A.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2019

<i>(in thousands of Euros)</i>	At December 31, 2018	IFRS 16 adjustments	At January 1, 2019
A) NON-CURRENT ASSETS	1,213,897	83,689	1,297,586
B) CURRENT ASSETS	674,838	0	674,838
TOTAL ASSETS	1,888,735	83,689	1,972,424
A) EQUITY	327,391	0	327,391
B) NON-CURRENT LIABILITIES	853,702	65,402	919,104
C) CURRENT LIABILITIES	707,642	18,287	725,929
TOTAL LIABILITIES AND EQUITY	1,888,735	83,689	1,972,424

<i>(in thousands of Euros)</i>	IFRS 16 adjustments
Lease and rent expenses	(4,959)
Amortisation, depreciation, provisions and impairment losses and reversals	4,615
Net operating profit (EBIT)	344
Finance expenses and similar	514
Profit (loss) before income taxes	(170)

The Condensed Consolidated Interim Financial Statements include the condensed consolidated statement of comprehensive income, the condensed consolidated statement of financial position, the condensed consolidated statement of cash flows, the condensed consolidated statement of changes in equity and the illustrative notes.

Unless otherwise stated, all amounts are disclosed in thousands of Euros.

These Condensed Consolidated Interim Financial Statements has been approved by the board of directors of Sisal Group S.p.A. on May 20, 2019.

3. Going concern

Net profit for the three months ended March 31, 2019 amounted to Euros 8,388 thousand (Euros 15,432 thousand for the three months ended March 31, 2018); at March 31, 2019 the consolidated equity was equal to Euros 336,436 thousand (Euros 327,391 thousand at December 31, 2018) and net working capital at March 31, 2019 was negative for Euros 202,619 thousand (Euros 231,832 thousand at December 31, 2018).

With regard to working capital, the Group business is characterized by a financial cycle where the cash flows due to the partners and the State are collected from the network before the related company cash out. Therefore, a negative working capital should be considered a specific characteristic of the Group.

SISAL GROUP S.P.A.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2019

Following the financial restructuring and refinancing occurred in previous years, the Group achieved a more balanced of capital resources and debt structure. At the same time the Parent was able to extend the maturities compared to the previous debt structure. In particular the floating rate and fixed rate notes fall in July 2022 and July 2023, respectively.

<i>(In thousands of Euros)</i> <i>(Percentage computed on total debt and equity)</i>	At March 31, 2019	%	At December 31, 2018	%
Long term debt	766,041		701,499	
Short-term debt and current portion of long-term debt	77,994		55,864	
Funding from third parties	844,035	71.5%	757,363	69.8%
Equity	336,436	28.5%	327,391	30.2%
Total debt and equity	1,180,471	100.0%	1,084,754	100.0%

Despite a challenging macroeconomic and regulatory context, 2018 target group's gross profit and operating profit levels (net of the impact of non-recurring expenses) were a significant improvement on those of 2017.

The consequence of the negative impact of the latest further regulatory changes, that will penalize some of the Group's businesses, should reasonably affect the overall performance on the Group in the current year, but will be at least partially offset by further actions aimed at improving both top line performance and the efficiency of company cost structures; these trends are also confirmed by current trading results.

With reference, moreover, to the tender procedure pertaining to the GNTN concession, whose related notice was at last issued in December 2018, Sisal S.p.A. submitted its bid on 5 March 2019, within the terms prescribed by the related specifications, as a result of the intense work of the involved corporate structures and of the multi-year history of success in the management of the product in question, whose original conception and launch, as well as the subsequent upgrading activities, are a part of the Group's historical capital of knowledge and competencies. It is based on this wealth and capabilities that the Group believes it meets every requirement to be awarded the future concession. Moreover, in the unthinkable situation that this might not happen, the consolidated diversification of the Group's activities in the gaming sector and the more recent but now confirmed sector of community-led services is the guarantee of a capacity, also confirmed by the rising economic results of the last few years, to continue to be a leading player in the reference markets.

On the basis of these assessments and ongoing developments and also with particular reference to the current and expected profitability of the Group, the directors believe that there is the reasonable expectation that the Group will continue its operating activities in the foreseeable future and will be able to meet its financial commitments, and in any case for a period of time beyond three months, and has therefore prepared these Condensed Consolidated Interim Financial Statements on a going concern basis.

4. Accounting policies

The accounting policies adopted are consistent with those that applied to the Annual Consolidated Financial Statements.

- Taxes on income which, in the interim periods, are accrued using the tax rate that would be applicable to expected total annual profit or loss.

SISAL GROUP S.P.A.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2019

The following accounting standard applicable since January 2019 and adopted for the first time.

Accounting Standards, Amendments and Interpretations applicable and adopted for the first time

Since January 2019, the following accounting standards, amendments and interpretations have been endorsed by the European Union and adopted by the Group:

- Annual Improvements to IFRS Standards 2015-2017 Cycle;
- Amendments to IAS 19: Plan Amendment Curtailment or Settlement;
- Amendments to IAS 28: Long-term Interests in Associates and Joint Ventures;
- IFRIC 23 Uncertainty over Income Tax Treatments;
- Amendments to IFRS 9: Prepayment Features with Negative Compensation;
- IFRS 16 Leases.

With the exclusion of IFRS 16, as previously explained in the paragraph 1. Basis of preparation, no impact have been identified from the application of these standards and amendments.

Accounting standards, amendments and interpretations issued by the IASB but not yet endorsed by the European Union or not yet effective

At the date and preparation of these interim financial statements, the following standards and interpretations issued by the IAS were not yet endorsed by the European Union or endorsed but not yet effective.

- IFRS 17 Insurance Contracts;
- Amendments to References to the Conceptual Framework in IFRS Standards;
- Amendment to IFRS 3 Business Combinations;
- Amendments to IAS 1 and IAS 8: Definition of Materiality.

Any impacts from the application of these standards and amendments are currently being assessed

5. Estimates

The preparation of Condensed Consolidated Interim Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing these Condensed Consolidated Interim Financial Statements, the significant judgements made in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Annual Consolidated Financial Statements.

6. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange rate, interest rate and bookmaker risk), liquidity risk and credit risk and capital risk.

SISAL GROUP S.P.A.
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The Condensed Consolidated Interim Financial Statements do not include all financial risk management information and disclosures required for financial statements prepared according to IFRS. They should be read in conjunction with the Annual Consolidated Financial Statements, which include the full financial risk management disclosure. There were no changes in the risk management department since year end or in any risk management policies.

Liquidity risk

At March 31, 2019, the Group has a revolving line of credit under the Super Senior Revolving Facility and related ancillary facility Agreements for a total of Euros 125.0 million, expiring in September 2022. At March 31, 2019, these facilities were partially drawn down for a total of Euros 52.9 million.

Fair value estimation

Financial instruments carried at fair value are reported by valuation method. The different valuation levels are defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

Both at March 31, 2019 and December 31, 2018 the Group reported no outstanding assets and liabilities measured at fair value.

7. Operating segment information

The Group's business is organized in the following operating segments:

- Retail Gaming, engaged in activities involving slot machines and VLTs, fixed-odds sports betting, virtual races and also traditional sports pools, as well as bingo;
- Lottery, engaged in activities for the exclusive concession of NTNG (national totalizator number games);
- Online Gaming, engaged in activities for online games and placing online bets through the sisal.it website and through the mobile phone channel;
- Payments and services, engaged in activities for payment and financial services such as: (i) payment of bills, utilities, fines, taxes, subscriptions etc.; (ii) top-ups of prepaid debit cards; (iii) mobile phone top-ups and pay-for-view TV cards and (iv) marketing of some products such as gadgets and mini-toys.
- Morocco, which operates starting January 1, 2019 the exclusive concession for the management of the system through a telematic network of collection of public games in Morocco, mainly related to lotteries and virtual races products.

SISAL GROUP S.P.A.
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AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2019

The following table presents: i) Revenues and income; ii) Revenues and income net of revenues paid back to the revenue chain; and iii) EBITDA of the operating segments.

For the three months ended March 31,				
<i>(in thousands of Euros)</i>	2019		2018	
	Total Revenues	EBITDA	Total revenues	EBITDA
Retail Gaming				
Revenues	71,840		73,548	
Supply Chain / Other revenues	34,963		47,621	
Total	106,803	22,634	121,170	22,091
Lottery				
Revenues	24,720		26,172	
Supply Chain / Other revenues	(250)		(1,415)	
Total	24,470	12,423	24,757	13,111
Online Gaming				
Revenues	29,592		27,569	
Supply Chain / Other revenues	(6,202)		(6,612)	
Total	23,390	10,950	20,957	9,514
Payments and services				
Revenues	26,038		27,972	
Supply Chain / Other revenues	26,379		17,990	
Total	52,417	15,325	45,962	18,810
Morocco				
Revenues	947		0	
Supply Chain / Other revenues	0		0	
Total	947	(487)	0	0
Other revenues	112		67	
Total operating segment	208,139	60,845	212,913	63,527

A reconciliation between operating segments EBITDA and the Group's operating profit (EBIT) is set out in the following table:

For the three months ended March 31,				
<i>(In thousands of Euros)</i>	2019		2018	
Total operating segment		60,845		63,527
Non-recurring expenses		(450)		(6)
Items with different classification		(103)		(119)
GNTN upfront fees amortization		(256)		(1,415)
Amortization of intangible assets		(16,984)		(14,327)
Depreciation of property, plant & equipment		(12,551)		(7,663)
Impairment losses on current receivables		(3,346)		(3,923)
Net operating profit (EBIT)		27,154		36,074

Given the range of services and products sold by the Group there are no significant concentrations of revenues with individual customers.

SISAL GROUP S.P.A.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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The Group currently operates mainly in Italy; starting January 1, 2019 current gaming operations have been started in Morocco, based on the specific concession granted to the Group by the competent local authority. The related economic results achieved during the first three months ended March 31, 2019 are reported above under the “Morocco” segment.

8. Seasonality of operations

The operations of the Group are subject to sports scheduling and other seasonal factors as well as extraordinary events, which may adversely affect results of operations. The professional football season in Italy usually runs from late August to mid-May. As a result, the Group has historically recorded higher betting revenues and income in these months. The volumes of bets collected are also affected by the schedules of other significant sporting events, such as the FIFA Football World Cup, UEFA European Football Championship and the Olympics. As a result of the sport events’ seasonality, income from offline and online betting activities can vary significantly throughout the year, and on a year-to-year basis. Lottery business unit is also affected by seasonality, since lottery tickets sales typically decrease in the summer months, due to the summer vacation peak.

9. Revenues

The following table sets forth an analysis of Revenues:

<i>(in thousands of Euros)</i>	For the three months ended March 31,	
	2019	2018
Gaming revenues	111,381	125,041
Payments and other services	41,805	35,725
Points of sale revenues	21,042	21,440
Other revenues	1,490	1,119
Total	175,718	183,325

The gaming revenues are analyzed as follows:

<i>(in thousands of Euros)</i>	For the three months ended March 31,	
	2019	2018
Gaming machines revenues	73,452	89,943
NTNG revenues	15,979	15,522
Virtual Races	7,674	6,516
Online game revenues	11,906	11,237
Horse race betting revenues	1,352	1,726
Morocco games	947	0
Sports pools revenues	69	94
Big bets revenues	2	3
Total	111,381	125,041

Fixed odds betting income

The following table sets forth an analysis of Fixed odds betting income:

SISAL GROUP S.P.A.
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<i>(in thousands of Euros)</i>	For the three months ended March 31,	
	2019	2018
Fixed odds sports betting income	31,332	28,639
Fixed odds horse race betting income	805	670
Reference horse race betting income	50	44
Total	32,187	29,353

10. Finance expense and similar

The following table sets forth an analysis of Finance expense and similar:

<i>(in thousands of Euros)</i>	For the three months ended March 31,	
	2019	2018
Interest and other finance expenses - third parties	14,501	13,943
Exchange (gains) losses realised	13	(30)
Exchange (gains) losses unrealised	(22)	3
Total	14,492	13,916

11. Property, plant and equipment and other intangibles assets

The composition and movements of property, plant and equipment are as follows:

<i>(in thousands of Euros)</i>	PPE	Other intangible assets
three months March 31, 2019		
Opening net book amount as at January 1, 2019	108,740	497,523
Increases	88,026	17,710
Depreciation, amortisation and impairment	(12,551)	(16,984)
Disposals /reclassification	(14)	(40)
Closing net book amount as at March 31, 2019	184,201	498,209

12. Goodwill

The movement of goodwill is as follows:

<i>(in thousands of Euros)</i>	At March 31, 2019	At December 31, 2018
At the beginning of the period	569,275	569,275
Acquisition of betting and gaming machines business	402	0
At the end of the period	569,677	569,275

13. Restricted bank deposits

Restricted bank deposits include mainly the balances of the accounts for the payment of winnings, including the amounts deposited for the special winnings of the Vinci per la Vita – Win for Life games and for the so-called SuperStar Reserve Fund which comprises the difference between available prize money and winnings payables calculated for each single game, in addition to the bank balances of the online game players deposits.

Restricted bank deposits are managed by the Group but their use is restricted to the payment of the cumulative winnings on the relative games and the payment of any winnings from online games.

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14. Cash and cash equivalents

Cash and cash equivalents at March 31, 2019 and December 31, 2018 are as follows:

<i>(in thousands of Euros)</i>	At March 31, 2019	At December 31, 2018
Bank and postal accounts	231,243	248,739
Cash and cash equivalents in hand	7,141	6,153
Total	238,384	254,892

15. Share capital

At March 31, 2019, share capital amounts to Euros 102,500,000, it is fully paid in and consists of 102,500,000 ordinary shares. This share capital is referred to parent company, Sisal Group S.p.A., and it is unchanged compared to December 31, 2018.

16. Borrowings and loans

The table sets forth an analysis of Borrowings and loans:

<i>(in thousands of Euros)</i>	At March 31, 2019	At December 31, 2018
Senior Revolving and ancillary facilities	51,052	38,217
Senior Secured Notes	712,923	719,116
Loans from other banks	0	0
Payable to other lenders - leasing contracts	80,060	30
Other loans from third parties	80,060	30
Total	844,035	757,363
<i>of which current</i>	<i>77,994</i>	<i>55,864</i>
<i>of which non-current</i>	<i>766,041</i>	<i>701,499</i>

Movements in borrowings are analysed as follows:

<i>(in thousands of Euros)</i>	Three months ended March 31,	
	2019	2018
Opening amount as at January 1	757,363	750,539
New borrowings	13,000	0
IFRS 16 new financial liability	80,060	0
Accrued interest and other expenses	(6,262)	(6,432)
Repayments of borrowings	126	17,713
Closing amount as at March 31	844,035	726,394

At March 31, 2019, the market price of the senior secured notes was a total of Euros 730.9 million compared to a face total value of Euros 725 million.

17. Provisions for risks and charges

The movements in the provisions for risks and charges are the following:

SISAL GROUP S.P.A.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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<i>(in thousands of Euros)</i>	At January 1, 2019	Changes during the period		At March 31, 2019
		increase	decrease	
Sundry risks and charges provisions	15,269	0	(148)	15,121
Technological updating provision	208	110	0	318
Total	15,477	110	(148)	15,439

18. Related party transactions

With regard to transactions with the ultimate parent, Schumann Investments S.A., at March 31, 2019 there are no items to be disclosed.

Related party costs for services, amounting to Euros 457 thousand in the three months ended March 31, 2019 (Euros 491 thousand in the three months ended March 31, 2018), are mainly related to compensation for executives who are also company directors; salaries and employee severance indemnities of key management charged with strategic responsibilities, amounting to Euros 975 thousand in the three months ended March 31, 2019 (Euros 938 thousand in the three months ended March 31, 2018), are reported under Personnel costs.

19. Significant non-recurring events and transactions

During the three months ended March 31, 2019, the Group recognized about €450.0 thousand net non-recurring expenses, mainly related to reorganizations costs and also to start-up costs in connection with new business projects.

20. Commitments

The Condensed Consolidated Interim Financial Statements include capital expenditure commitments for approximately Euros 14.7 million; such capital expenditure will be financed by net cash generated from operating activities.

21. Significant events occurring after the end of period

Following the filing of the offers related to the tender for the renewal of the NTNG concession, in the month of April 2019 the Italian Gaming Authority (ADM) has communicated the list of the Company which have been admitted to the technical offer evaluation; together with Sisal S.p.A., also Lottomatica Holding S.r.l. and Italian GNTN Holding A.S. moved on to the aforementioned next stage.

It is also worth mentioning that in the month April Sisal Albania SHPK, with legal seat in Tirana, has been incorporated, 100% controlled by Sisal S.p.A.. The scope of the activity of the new company will be, fundamentally, the conception, creation, development and implementation of software applications, IT systems and platform on behalf of Sisal S.p.A. and others companies of the Group. The new entity is expected to be fully operational in the very coming months.

In the end, always in the month of April 2019, the Parent company has formally submitted to the Bank of Italy the request for authorization to finalize the purchase of the IMEL company Qui Financial Services S.p.A., mainly owned by Holding Qui Group recently admitted to competition procedure, after that at the end of 2018 the Group offer prevailed in the public tender for the acquisition of the above said company.