# Press release – 1 February 2008

# Public cash offer of SEK 19 per share in Boss Media AB

GEMed AB<sup>1</sup> ("GEMed") indirectly jointly-owned by GTECH Corporation ("GTECH") and Medströms AB ("Medströms") (together the "Joint Bidders"), today announces a public cash offer to the shareholders in Boss Media AB (publ) ("Boss Media" or the "Company") to tender all outstanding shares in Boss Media to GEMed (the "Offer"). Boss Media is listed on the OMX Nordic Exchange Stockholm ("OMX").

## **Summary**

- GEMed offers SEK 19 in cash per share in Boss Media.<sup>2</sup>
- The Offer represents a premium of 30 percent compared to the average closing price of the Boss Media share on OMX during the last 10 trading days and 37 percent on a cash and debt free basis (enterprise value)<sup>3</sup>.
- Boss Media's largest shareholder Medströms is one of the Joint Bidders and will tender its shares in Boss Media (12.5% of capital and votes) in the Offer.
- The acceptance period is expected to commence on 7 February 2008 and end on 27 February 2008. The cash settlement is expected to commence on 6 March 2008.

GTECH CEO Jaymin B. Patel said "The acquisition of Boss Media is an important element of GTECH's growth strategy. At the same time, we view ourselves as being the perfect partner for Boss Media accelerating the roll-out of their cutting edge systems for internet based gaming, as we can offer a global market presence and a customer base consisting of a significant portion of Boss Media's targeted leads."

CFO of Medströms Jan Westholm said "When combined with GTECH, Boss Media will be afforded access to WLA customers in all parts of the world, which we believe will facilitate a faster roll-out of Boss Media's products and services on a global scale. Medströms participated in the founding of Boss Media in 1997, and has been supporting the Company as a large shareholder since that time. We view this transaction as the optimal way forward for Boss Media, and we want to continue to contribute to the future growth of Boss Media in a privately-held environment."

<sup>&</sup>lt;sup>1</sup> Goldcup D 3370 AB, under change of name to GEMed AB.

<sup>&</sup>lt;sup>2</sup> This amount will be adjusted should Boss Media, prior to the cash settlement of the Offer, pay a dividend or in any other way distribute value to shareholders.

<sup>&</sup>lt;sup>3</sup> The average closing price of the Boss Media share on OMX during the last 10 trading days was SEK 14.57. Enterprise value is based on the net cash position of the Company as of December 31, 2007 amounting to SEK 147 million excluding cash relating to liabilities to licensees.

### **About GTECH**

GTECH, with headquarters in Providence (Rhode Island, USA) and over 100 clients located in 45 countries around the world, is a global, end-to-end service and solutions provider to the gaming industry. GTECH has expanded its presence beyond the traditional online lottery market, where it is the established market leader, to include new offerings in the machine gaming market segment through its acquisition of Spielo Manufacturing and the Atronic Group and in the sports betting market segment through its acquisition of Finsoft Limited. GTECH is a wholly-owned subsidiary of Italian based Lottomatica S.p.A. ("Lottomatica"), which is one of the world's largest commercial lottery operators and a market leader in the Italian gaming industry. Read more about GTECH on <a href="https://www.GTECH.com.">www.GTECH.com.</a>

### **About Lottomatica**

Lottomatica is publicly traded on the Italian stock exchange Borsa Italiana with a market capitalization of EUR 3.7 billion, with De Agostini Group as the major shareholder. In the first nine months of 2007, Lottomatica reported revenue of EUR 1.2 billion and operating income of EUR 324 million. The Lottomatica group has approximately 5,900 employees in over 45 countries. Read more about Lottomatica on www.gruppolottomatica.it/eng/index.htm

## GTECH's and GEMed's holding of Boss Media shares

Neither GTECH nor GEMed currently owns, directly or indirectly, any shares or controls any voting rights in Boss Media.

#### **About Medströms**

Medströms is a privately owned Swedish limited liability company that started as an operator of specialised magazines and other media related companies. In 2001, the Medströms group sold most of the magazine business, which then had annual sales of around SEK 300 million.

Medströms owns approximately 12.5 percent of the shares in Boss Media and was one of the founders of Boss Media in 1997. Medströms and is today the largest shareholder in the company.

In addition to the interests in Boss Media, Medströms has interests in several smaller privately owned businesses, such as a provider of IT solutions, specialised magazines, book publishing, home textiles and data base services.

### Medströms' holding of Boss Media shares

Medströms is currently the largest shareholder in Boss Media, holding approximately 12.5 percent of the share capital and votes. Medströms is one of the Joint Bidders and will tender its shares in Boss Media in the Offer.

## **About Boss Media**

Boss Media is a leading developer of innovative software and systems for digitally-distributed gaming entertainment. The Company has built a solid reputation in the online (interactive) gaming industry for its reliable high-quality products, services, and proficient personnel. Boss Media, with headquarters in Växjö, Sweden, has been a member of the World Lottery Association (WLA) since 2002 and is a publicly-traded company on OMX.

## Background and rationale for the Offer

GTECH is a leading global gaming and technology services company, which is currently expanding its offering in the Internet gaming market. It is GTECH's objective to offer all the main Internet gaming products to the regulated lottery and gaming market.

Where appropriate, GTECH looks to make acquisitions that can complement and enhance the execution of its growth strategy. GTECH recently acquired Finsoft Limited, a leading UK-based provider of technology to the regulated sports betting industry. As a further step, GTECH is now looking to strengthen its position within Internet gaming and a combination with Boss Media would enhance the product range as well as strengthen the experience from developing systems in this area.

GTECH believes that a combination of GTECH and Boss Media would create a market leader in the regulated Internet gaming market. With a footprint covering 45 countries and more than 100 customers, GTECH would contribute significantly to Boss Media's worldwide growth. Following successful completion of the public offer for Boss Media, the Company would be kept as a separate business within GTECH, and GTECH would continue to invest further in the development of Boss Media's business and capabilities.

It is the view of the Joint Bidders that both parties will make important contributions to the future development of the Company. GTECH will complement the products and services offered by Boss Media with extended sales channels and access to a broad international customer base. Medströms, as one of the founders, will contribute both with experience and continuity for the employees, but will also focus on maintaining the entrepreneurial spirit of Boss Media.

### **Due diligence process**

GEMed has been informed by the Board of Directors of Boss Media that:

"During the end of 2007, the Board of Directors in Boss Media was approached by a number of parties that indicated an interest to acquire 100 percent of Boss Media. Based on such interests and to the extent they were deemed as serious and imminent, the Board of Directors in Boss Media retained an adviser and established a process granting access to a limited number of parties to conduct a limited due diligence process as well as meet with the management in Boss Media".

GTECH has participated in this process, attended such management presentations and has had access to such limited due diligence.

### The Offer

GEMed offers SEK 19 in cash for every share in Boss Media (the "Offer price").

No commission will be charged in the Offer.

The Offer price will be adjusted should Boss Media, prior to the cash settlement of the Offer, pay a dividend or in any other way distribute value to shareholders.

Pursuant to an exemption received by the Swedish Securities Council<sup>4</sup> (Sw. *Aktiemarknadsnämnden*), the Offer does not apply to Boss Media's existing share-based warrant programme. However, GEMed intends to commence a discussion with Boss Media's management in order to receive more information on the terms of the programme in order to guarantee warrant holders a fair treatment.

The Offer represents a premium of 26 percent compared to the closing price of SEK 15.10 of the Boss Media share on OMX on 31 January 2008 and of 30 percent compared to the average closing price of SEK 14.57 of the Boss Media share on OMX during the last 10 trading days and of 36 percent compared to the average closing price of SEK 13.93 of the Boss Media share on OMX during the last 3 months. On a cash and debt free basis<sup>5</sup> (enterprise value), the Offer represents a premium of 37 percent compared to the average closing price of SEK 14.57 of the Boss Media share on OMX during the last 10 trading days.

The total value of the Offer amounts to approximately SEK 1,084 million.6

#### **Conditions for the Offer**

Completion of the Offer is conditional upon:

- the Offer being accepted to such extent that GEMed becomes the owner of more than 90 percent of the total number of shares and votes in Boss Media, on a fully diluted basis;
- 2) no other party publicly announcing an offer to acquire shares in Boss Media on terms more favourable for the shareholders in Boss Media than the terms under the Offer:
- 3) with respect to the Offer, the acquisition of Boss Media and the execution thereof, all necessary permits, approvals, decisions and similar clearances from authorities, including competition authorities, in each case have been received on terms acceptable to GEMed;
- 4) GEMed, with the exception of information publicly announced by Boss Media or as otherwise disclosed in writing with GEMed or GTECH prior to the date of the announcement of the Offer, does not discover that any information publicly announced by Boss Media or otherwise made available to GEMed or GTECH is materially inaccurate or misleading or that any material information that should have been publicly disclosed by Boss Media has not been so disclosed;
- 5) neither the Offer nor the acquisition of Boss Media is wholly or partly prevented or materially adversely affected by any legislation or other regulation, court decision, public authority decision or similar circumstance, which is actual or could reasonably be anticipated and is outside the control of GEMed, and which GEMed could not reasonably have foreseen at the time of the announcement of the Offer;

\_

<sup>&</sup>lt;sup>4</sup> Ruling 2008:03.

<sup>&</sup>lt;sup>5</sup> Enterprise value is based on the net cash position of the Company as of December 31, 2007 amounting to SEK 147 million excluding cash relating to liabilities to licensees.

<sup>&</sup>lt;sup>6</sup> Based on 57,065,000 shares in Boss Media.

- 6) no circumstance, of which GEMed did not have knowledge at the time of the announcement of the Offer, has occurred which has a material adverse effect on, or can reasonably be expected to have a material adverse effect on, Boss Media's sales, results, liquidity, equity or assets (for the avoidance of doubt, the circumstances referred to above do not include circumstances which relate (a) to the global economy or the economy of any geographic area in general, provided that such circumstances do not have a disproportionate effect on Boss Media, or (b) to the stock market in Sweden or elsewhere in general); and
- 7) Boss Media not taking any measures that are typically intended to impair the prerequisites for the Offer or the execution thereof.

GEMed reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions are not fulfilled or cannot be fulfilled. With regard to conditions 3 to 7 above, such withdrawal will however only be made if the defective fulfillment of such condition is of material importance for GEMed's acquisition of shares in Boss Media.

GEMed reserves the right to waive, in whole or in part, any of the conditions above, including, with respect to condition 1 above, to complete the Offer at a lower level of acceptance.

### **Description of GEMed and its financing**

GEMed is approximately 87.5 percent owned indirectly by GTECH and approximately 12.5 percent indirectly by Medströms. The company was registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*) on 23 October 2007. The company name GEMed AB is expected to be registered shortly. GEMed has never conducted and at present does not conduct any business and its sole purpose is to make the Offer and take all actions to finance and complete the Offer and operate as the parent company of Boss Media.

The Joint Bidders will split GEMed's total costs of the Offer (the "Total Cost") based on the split reflected in the ownership of GEMed, i.e. GTECH shall contribute an amount equal to approximately 87.5 percent of the Total Cost, and Medströms shall contribute an amount equal to approximately 12.5 percent of the Total Cost, to GEMed.

The Offer will in its entirety be financed by funds contributed by the Joint Bidders who have irrevocably and unconditionally undertaken to contribute the necessary funds for the completion of the Offer.

### **Certain related party information**

Jan Westholm is a member of the Board of Directors in Boss Media. He is also the CFO and a member of the Board of Directors of Medströms, in which capacity he has participated in the Offer.<sup>7</sup>

<sup>&</sup>lt;sup>7</sup> This information has been provided pursuant to Chapter III of the Takeover Rules.

## **Management and employees**

GEMed attributes great value to Boss Media's management and employees and also intends to continue to safeguard the excellent relationship among Boss Media employees that is evident to GEMed. GEMed is aware of Boss Media's share-based warrant programme and will co-operate with Boss Media in order to treat option holders in a fair manner.

# Preliminary timetable<sup>8</sup>

Publication of the Offer Document 6 February 2008
First day to accept the Offer 7 February 2008
Last day to accept the Offer 27 February 2008
Cash settlement 6 March 2008

GEMed reserves the right to extend the acceptance period and to postpone the date of the cash settlement.

The Offer document will be distributed to the shareholders of Boss Media in connection with it being made public.

The Offer is subject to the approval of competition authorities.

## Compulsory acquisition and de-listing

As soon as possible after GEMed having acquired shares representing more than 90 percent of the shares in Boss Media, GEMed intends to initiate a compulsory acquisition procedure under the Swedish Companies Act to acquire all remaining shares in Boss Media. In connection therewith, GEMed intends to promote a delisting of Boss Media shares from OMX, provided that such de-listing can be made in accordance with applicable rules and regulations.

### Applicable law and disputes

The Offer shall be governed by and construed in accordance with the laws of Sweden. The rules of the OMX Nordic Exchange Stockholm regarding public takeovers on the stock market (the "Takeover Rules") and the statements of the Swedish Securities Council regarding interpretation and application of the Takeover Rules as well as the rules of the Swedish Industry and Commerce Stock Exchange Committee (Sw. Näringslivets Börskommitté) on public takeovers shall, where applicable, apply in relation to the Offer. Furthermore, GEMed has, in accordance with the Swedish Act on Public Takeovers on the Stock Market, contractually undertaken to OMX to comply with said rules and statements and to submit to any

<sup>&</sup>lt;sup>8</sup> All dates are preliminary and may be subject to change.

<sup>&</sup>lt;sup>9</sup> Provided that necessary approvals have been obtained from relevant competition authorities.

sanctions imposed by OMX upon breach of the Takeover Rules. A corresponding undertaking is hereby made to the shareholders in Boss Media.

Any dispute regarding the Offer, or which arises in connection therewith, shall be exclusively settled by the Swedish courts, and the City Court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

#### **Advisers**

Carnegie is acting as financial adviser and Gernandt & Danielsson Advokatbyrå is acting as legal adviser to GTECH and GEMed in connection with the Offer. White & Case Advokat AB is acting as legal adviser to Medströms.

## For further information, please contact:

GTECH Corporation media contact:

Bob Vincent, Vice President of Corporate Communications, +1 401 219 1012

www.GTECH.com

Medströms AB media contact:

Jan Westholm, CFO, +46 707 42 52 46

www.medstroms.se

GEMed's transaction web site

www.gemed.se

Addtitional media contacts:

Erik Åfors, Vero Kommunikation AB, +46 734 340 770