



In Madrid, on 26 February 2025

Communication to the Spanish Securities Market Commission (CNMV) of

### **Other Relevant Information**

For the purposes provided for in articles 17 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014, on Market Abuse and 227 of the consolidated text of the Securities Market Law and Investment Services Act, approved by Royal Legislative Decree 6/2023, of 17 March, and other concordant provisions, SQUIRREL MEDIA, S.A. communicates the following information:

#### **Agreement for the acquisition of Pretopay, Tipsterpage, and other technology companies, including the comprehensive management of content creators and influencers**

Squirrel Media (hereinafter "Squirrel" or the "Company") hereby announces that it has entered into a definitive agreement in principle for the acquisition of the following assets: (i) 100% of the shares of the North American technology company Pretopay Inc. (hereinafter "Pretopay"); (ii) 51% of the shares of GGBA Marketing Solutions S.L., a digital tipster management platform (hereinafter "Tipsterpage"); and (iii) 100% of the shares of additional companies engaged in the representation and comprehensive management of content creators and influencers.

#### **Acquired Assets:**

1. **Pretopay:** A payment platform designed to facilitate the monetization of premium social media content efficiently. Pretopay enables content creators to commercialize their premium content without the operational burden of payment processing, subscription management, invoicing, or user volume administration. The platform automates subscription registrations, cancellations, and renewals and is fully integrated with Telegram and WhatsApp, allowing seamless subscription and payment management. Pretopay also incorporates an Anti-Fraud System to safeguard intellectual property by ensuring that only paying users access

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premium content. The platform is highly scalable and technologically advanced, capable of handling high transaction volumes globally with optimized resource costs. Pretopay is a company registered and headquartered in the United States.

2. **Tipsterpage:** A company specializing in supporting sports analysts, commonly known as "tipsters," in monetizing their digital audiences through social media and online platforms. Tipsterpage provides specialized tools, including TipsterManager, TipsterLinks, TipsterPay, and TipsterTool, which facilitate the creation of custom websites, management of free and paid tips, operation of premium subscription channels, and integration with social media platforms. Tipsters generate revenue through two primary channels: (i) direct sales of premium sports betting advice and (ii) advertising partnerships with betting operators. Given the regulatory framework governing advertising in the gaming sector, Tipsterpage's platform offers a compliant and effective advertising avenue targeting users aged 18 and above. The tipster sector has become one of the principal sources of traffic and advertising revenue for global gaming operators.
3. **Comprehensive Influencer and Content Creator Management:** The acquisition agreement also encompasses companies engaged in the comprehensive management of social media content creators and Spanish-speaking influencers with substantial audiences in Spain and Latin America. The integration of these companies into Squirrel's operations aligns with its strategic objectives, particularly within the MEDIA vertical, enhancing synergies across its business divisions. Influencer marketing is a rapidly expanding sector, with advertising investments in influencer campaigns in Spain growing by 58% in 2024, reaching an aggregate market value of €125 million, according to InfoAdex.

## Financial and Strategic Considerations:

In the 2024 fiscal year, the acquired businesses collectively generated a consolidated revenue of €22 million, with an EBITDA exceeding €4 million, reflecting an EBITDA margin of approximately 20%. Consistent with Squirrel's business strategy, Pretopay and Tipsterpage will be integrated into the Company's TMT vertical, while influencer and content creator-related activities will be incorporated into the MEDIA segment.

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## **Financing Structure and Share Issuance:**

The acquisitions will be fully financed through the issuance of new Squirrel shares in a restricted capital increase, excluding pre-emptive subscription rights. Squirrel's shares will be issued at a valuation of €3.20 per share. Subject to final valuation adjustments to be completed before closing, Squirrel anticipates issuing approximately 2.8 million new shares, representing an estimated 3% of post-increase share capital. The agreement further includes a mandatory lock-up period of three (3) years for all newly issued shares held by the selling shareholders.

In adherence to corporate confidentiality obligations and to prevent any undue influence on ongoing negotiations concerning comparable transactions, Squirrel has elected not to disclose specific valuation details of the acquired assets at this time.

Yours sincerely,

**D. Francisco Roldán Santías**

Secretary of the Board of Directors of Squirrel Media, S.A.