

Gaming in Malta: Keeping ahead of the game



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"Luck is what happens when preparation meets opportunity." Seneca (ca. 4 BC – 65 AD; Roman philosopher, dramatist, and writer)

Gaming in Malta An introduction



Juanita Brockdorff Partner, Tax

T: +356 2563 1029 E: juanitabrockdorff@kpmg.com.mt The gaming sphere in Malta has flourished over the past ten years, and today contributes to over 10% of Malta's overall GDP. Industry stakeholders and decision makers understand its significance to the economy as a whole, resulting in a strong commitment to this sector. Gross Gaming Revenue (GGR – stakes minus winnings) in the EU28 is expected to rise from €10.9 billion in 2013 to €13.27 billion in 2015. The land-based and remote sectors together contribute more than €52 million a year directly into the state's coffers.

Malta has been able to capitalise on its EU first mover advantage, and has continued to be proactive in developing its regulatory framework to sustain the island's competitive edge at the forefront of the gaming sphere. Today Malta hosts an excess of 300 Gaming companies, has issued 500 plus licences and sports a workforce of over 8,000 multinational industry professionals. Particularly in the gaming sphere, new directives, laws and regulations are the order of the day. Current challenges or opportunities include the UK Point of Consumption tax, VAT 2015, the 4th AML Directive, crypto currencies and new emerging jurisdictions – all of which impact gaming operators' target markets, cost of compliance, profitability and growth prospects.

In this scenario Malta is hard at work in safeguarding and renewing its jurisdictional benefits, both to continue enticing new entities to set up their gaming (or related) business here and also in ensuring that existing operators have sufficient reasons to stay. To this end the Malta Gaming Authority (MGA) is spearheading a suite of new initiatives that are enjoying wide support across the Gaming industry. These changes are aimed to ensure that Malta remains a gaming hub of excellence, a professional and reputable jurisdiction.

KPMG recognises and understands the challenges and opportunities faced by gaming entities, both on the micro level and on the wider global scale. By combining our Gaming industry expertise, our close relationships with industry stakeholders, as well as the reach of our global network, we are in a position to offer a truly professional service across functional and geographical boundaries. We look forward to helping you take your business to the next level of the game.

Opportunities and Challenges: Navigating a dynamic marketplace

As trusted advisers to many of the world's premier organisations – both within the industry and beyond – KPMG understands the challenges companies are facing, especially while addressing a rapidly evolving landscape. Some of the compelling trends our clients are facing include the following:



Capitalising on growth and consolidation opportunities

In addition to traditional tax and financial due diligence, transactions today require detailed analyses including assessments of IT capabilities, brand strength, digital readiness and the ability to integrate financial models incorporating marketplace uncertainties.

Adapting to changing customer needs

Companies succeeding in this new world use customer segmentation to inspire engagement and loyalty, leverage multiple distribution channels and employ data-drive decision-making while optimising costs and mitigating digital and mobile risks.





Leveraging existing and emerging technologies

Today's technology professionals are expected to add value by improving technology performance, accelerating speed to market, capitalising on new distribution channels, and adopting new technologies. At the same time, they are tasked with keeping a sharp eye on quality, security, tax implications and cost.

Enhancing data management capabilities

Companies are in the process of building in-house data management and analytics capabilities to generate tangible business results and enhance long-term competitiveness, simultaneously remaining sensitive to information protection and privacy considerations.





Addressing a dynamic environment

The pace and scale of regulatory/tax changes, technology disruption and changing customer needs require constant monitoring to ensure innovative organisations are agile and sensitive to the talent needs of the new world.

Optimising operating effectiveness

While focusing on top-line growth, successful companies also seek to simplify and standardise processes looking for cost and revenue synergies. Translating their strategic goals executable plans typically requires aligning process, technology and people while simultaneously monitoring cultural implications and inspiring innovation.



Gaming industry risks

Below are key existing and new risks that gaming and casino companies may face at the present time. Our teams worldwide have encountered several of these and have helped clients either assess or implement strategies to manage their risk.

Existing Risks

- Exclusivity zoning and anticompetitiveness
- Increase in gaming regulations and licensing conditions
- Slow responsiveness to technological change
- Increasing regulations and compliance burden pertaining to consumer protection, credit extension, etc.
- Loss of Operating license
- Challenging economic climate and resulting reduction in gaming volumes
- Lack of legislation and poor operational control of online gambling
- Negatives publicity surrounding the gambling industry
- Effect of withholding tax on punter's disposable income and the additional administrative burden on casinos
- Prevalence of fraud, theft, betting scams, piracy



New Risks

- Financial accounting standard changes
- Changes in tax rates or exposure to additional tax liabilities
- Risks of international trade and business expansion like exchange rate fluctuations.
- Intellectual property security, disputes/ claims
- Highly volatile stock price
- Return of products and pricing concessions
- Legal regulations for the internet
- Large investments required for research and development
- Significant influence of platform licensors (competitors) on the company's costs.
- Difficulties in integrating acquired businesses
- Risk of customer concentration
- Shift in consumer preference to other forms of entertainment and engagement
- EU Directives



Why Malta?

Gaming in Malta Industry timeline

2009

Malta reaches 2,500 employees employed in the online Gaming industry

2014 Malta's MGA

2012

MGA enters

into a number of

with international

bilateral MoUs

organisations

introduces several "quick win" policy changes to make it easier for operators licensed in Malta and which will also reduce the time it will take to obtain a licence by Malta's MGA

2015

A Cloud consultation document is carried out along with another consultation document oscillating around **Digital Games of** Skill (With Prize)

2005 MGA launches the Malta Remote **Gaming Council**

2002-03

Changes in legislation to support the opening of the gaming market to the private sector



 Publication of revamped Remote **Gaming Regulations** On accession, Malta becomes the first EU member state to regulate on-line gaming

2000 **Remote Gaming** introduced in Malta

2008 The Malta Standards

Authority publishes the Remote Gaming Standards

2010

EU country to launch a players' charter

Malta is the first

2011

Devices

in Mav

The Gaming

Regulations, 2011

come into force

Inclusion of

in the Highly

Tax rules

the gaming sector

Qualified Persons

"The last decade has seen Malta emerge as the undisputed frontrunner in the regulation of the online Gaming industry." Malta Gaming Authority

Gaming in Malta Industry Snapshot and current initiatives

"The remote gaming sector is the most dynamic and the fastest growing gaming sector in Malta, which is regulated under the provisions of the Remote Gaming Regulations." **Malta Gaming Authority**

Gaming Malta was launched on the 20th March 2015 and is to act as the promotional arm of the MGA Its aim is to further attract Gaming companies to setup shop out in Malta. It will act as the intermediary between the industry stakeholders to cater to the needs of the industry players, whether this be through financial or other incentives.

The Gaming Academy will shortly be launched to help build up further talent in the Gaming industry as a whole. It will provide both foreign and national individuals with the opportunity to further increase their skill set by providing tailor-made gaming courses to run in conjunction with the ever evolving industry.



SNAPSHOT AT YEAR END 2014

Total

	2012	2013	2014
Companies	241	255	283
Licenses	371	386	464

"Our plan, including the overhaul of the regulatory framework, is more than a mere update but an ambitious step forward, as Malta aims to make the quantum leap." Joseph Cuschieri – Chairman of the MGA

Why Malta? Tear Sheet

Malta's recent success as an established gaming jurisdiction is attributable to various different factors which together make Malta an attractive jurisdiction for any gaming operator to conduct its business locally. Malta's membership in the European Union places it at an advantageous position when compared to other attractive gaming jurisdictions such as the Isle of Man, Gibraltar and Alderney. The application of common market principles applied by Malta as well as other EU member states and the freedom of movement of both goods and services are viewed as the most fundamental factors.

Malta, Professional Services & the Workforce

Apart from its obvious beauty and attractiveness attributable to its strategic location, pleasant lifestyle and warm climate, Malta also offers an array of top notch professional services including banks and financial services which can be of great aid to gaming operators who decide to invest in Malta. Malta's workforce is highly skilled, well-educated, flexible and reliable. Many foreign investors commend the work ethic of the Maltese who generate high quality work at a fraction of the cost of other European countries.

Тах

Malta's beneficial tax regime, especially when compared to other EU countries, has been identified as one of its major competitive advantages. Specific Tax incentives, such as the Tax for Highly Qualified Persons, an effective corporate Tax rate of 5% and a wide array of double taxation treaties with various countries worldwide, put Malta at the pinnacle next to some of the best Tax regimes in the world.

Regulatory Regime

A strong and highly reputable gaming legal regime makes the Maltese gaming licence the best solution to any operator. The Malta Gaming Authority (MGA) is the body that regulates and is responsible for the governance of any form of gaming in Malta. Besides being the first European regulatory body to regulate online gambling, the MGA's regulatory regime is both technology neutral and game neutral.

Industry

Last but not least, Malta already has a proven history and vast experience with various top gaming operators in the world such as Unibet, Betsson, Betfair and Mr Green. In Malta there are over 300 gaming operators who have a licence issued by the MGA and the sector employs over 8000 employees and contributes to about 10% of Malta's GDP.

Why Malta? Some key facts



300 days of sunshine, pleasant lifestyle; Best climate worldwide -International Living Magazine



GDP per capita of Malta as at 2014 stands at €18,600



A trusted regulatory framework & legal structure



'A' investment grade rating by Standard's and Poor's and "A3" by Moody's



Freedom of movement of both labour and capital within the EU



Good health services



Low cost of employment



3rd in the overall ranking in the Quality of Life Index

Highly skilled, well-educated and reliable workforce & initiatives being rolled out to further secure this



Paramount anti-money laundering standards



Multi-fibre links at Gigabit capacities



Vast array of office spaces at highly competitive rates

> Maltese & English

Bilingual country - being fluent in both Maltese & English



Strategic location; Frequent & direct flight to most major European cities



Diversified & Robust economy; Conservative banking system



Cisco, IBM, Microsoft and Oracle having established their regional training centre in Malta

Why Malta? *An attractive fiscal framework*

Tax for Highly Qualified Persons

This scheme allows persons occupying an 'eligible office' in a company to benefit from a flat rate of taxation of 15% on their personal income.

Effective Corporate Tax In Malta, the corporate tax after refund to the shareholders where a dividend w have been declared is 5%.

Double Taxation Treaties Malta has around 70 double taxation treaties with various jurisdictions from which companies set-up in Malta can benefit.

VAT Exemption

In Malta any form of services provided by gaming operators are classified as exempt without credit under the VAT Act.



In Malta capital gains and dividend income from subsidiaries are exempt from tax when the Maltese company holds at least 10% of equity.







Malta Gaming Authority

Why Malta? A proactive regulator





The Malta Gaming Authority (MGA) has commenced an extensive transformation process of Malta's jurisdictional positioning and the Authority within both the European and the international gaming spheres.

The MGA's transformative vision:

In the coming years, the MGA's focus shall be on regulatory efficacy, consumer protection and integrity. The latter will be the hallmark associated with Malta.



The MGA's policy and strategic decisions shall continue to be preceded by formal and informal consultations with the aim of taking into account the stakeholders' input.

The MGA will be publishing consultation documents on the execution of a central monitoring system and new requirements for Key Officials. They will also



be publishing position papers on social gaming and crypto currencies.

Strategic Projects:

In 2014, a important project was initiated in order to achieve the MGA's strategic and policy objectives which witnessed the review and total overhaul of Malta's Gaming Regulatory Framework and a future-looking governance



of all gaming sectors in Malta. The new legislation will also provide for enhanced governance structures and extension of regulatory scope and responsibilities of the Authority.

- Exploring the possibility of regulating previously non-regulated market segments such as games of skills, Digital Games and Social Gaming.
- Exploring the costs and benefits of cloud solutions for Remote Gaming and issuing of a public consultation.
- Assessment of the regulatory approach for the regulation of Digital Games with Prize and issuing of a consultation paper.
- A Regulatory and Scenario Comparative analysis for the online sector.

MGA's MISSION

Ensure a high level of integrity, efficiency, consumer protection and value in all gaming products and services across all channels of supply.

OUR VISION: TRANSFORMATION

To lead in its core regulatory functions and become the jurisdiction of choice/ centre of excellence for gaming development and operation, along the whole chain, including neighbouring supply services, by focusing on consumer protection and integrity in every facet of its functions, through innovative, intelligent and simplified regulatory mechanisms and wide stakeholder collaboration.

OBJECTIVE PILLARS

The MGA's vision is translated into three mutually re-enforcing objective pillars for the period 2015 - 2017:

- Quality, integrity and protection
- Implementation of a responsive regulatory framework
- Proactively looking and identifying new potential markets



Malta was the first EU member state to regulate online gambling.



The MGA has always been considered as a highly approachable regulator and easy to work with.



Malta's Remote Gaming legislation is highly reputable and has been referred to by foreign regulators.



MGA officials have been approached to advise foreign regulators. In fact, last May, the former head of MGA, responsible for introducing Malta's Remote Gaming rules, has been appointed as adviser to New Jersey online gaming regulations.

The rules of the game

1

Fit and proper

The MGA conducts a fit and proper exercise on the applicant by assessing all information related to persons involved in finance and management and on the business viability of the operation. The MGA conducts probity investigations with other national and international regulatory bodies and law enforcement agencies.

2

Business Planning

The MGA conducts an in-depth financial analysis of the applicant's business plan. The applicant's business plan is expected to have a detailed forecast of the operation, inclusive of marketing and distribution strategies, HR plan and growth targets. 3 Operational & Statutory Requirements

The applicant is examined on the instruments required to conduct the business. This process includes examining incorporation documents, the games, the business processes related to conducting the operation:

 The rules, terms, conditions and procedures of the games,
The application and

system architecture of the gaming and control system

4

System Audit

Once all three areas are successfully completed the MGA will inform the applicant that the application was successful and will invite the applicant to implement onto a technical environment in preparation for going live. The applicant will be allowed 60 days to complete this operation after which the application will be considered as suspended and subject to re-application.

At any point within those 60 days the applicant may trigger a request for a Systems Audit (performed by an independent 3rd party contracted by the MGA against a fixed market price). The System Audit will audit the testing environment against the proposed application.

After the System Audit is conducted and the testing environment is found to be congruent with the proposed application and satisfactorily meets the MGA criteria, the Licence is issued. The Licensee will then have 60 days from the date of the issuance of the Licence to Go Live and hence start paying the relevant gaming tax and start operating under the jurisdiction of Malta.

The above three components constitute the desk-based audit of the application requirements and is completed within 12 to 16 weeks, assuming all information is complete and correct and there is little to no iteration between MGA and the applicant. Inconsistent and low quality applications will be dropped and the applicant will be subjected to re-apply.

Sourced from the MGA Notebook – Remote Gaming Application Process

The rules of the game Classes of licences

Class 1 on 4 - remote gaming licence (such as casino type games, online lotteries) whereby operators manage their own risk on repetitive games operating on a third party platform duly licensed by the Malta Gaming Authority.

Class 2 on 4 - a remote betting licence (such as fixed-odds betting) whereby operators manage their own risk on events based on a matchbook operating on a third party platform duly licensed by the Malta Gaming Authority.

Class 3 on 4 - a licence to promote and/or abet remote gaming in or from Malta (such as poker networks, peerto-peer (P2P) gaming, game portals) whereby operators take a commission from promoting and/or abetting games operating on a third party platform duly licensed by the Malta Gaming Authority.

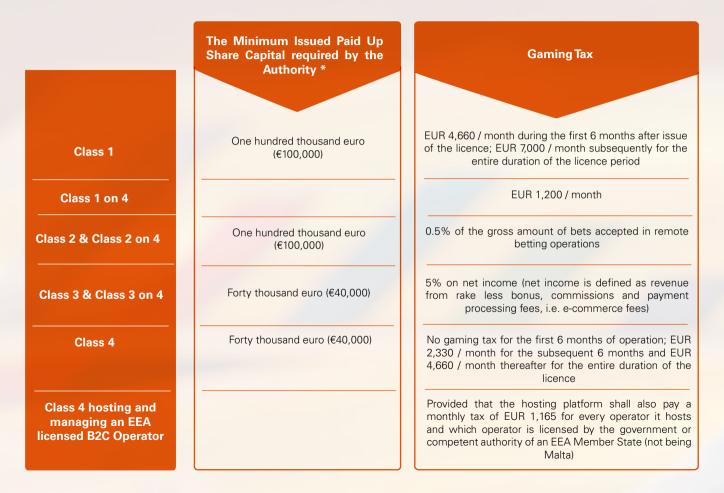
Class 1 Class 3 Class 4 Class 2 A remote gaming A remote betting A licence to promote A licence to host licence (such as licence (such as and/or abet remote and manage remote casino type games fixed-odds betting) gaming in or from gaming operators. and online lotteries) whereby operators Malta (such as poker Software vendors whereby operators manage their own networks) whereby provide management manage their own risk on events based operators take a and hosting facilities risk on repetitive on their platform. In on a matchbook. commission from essence this is a b2b promoting and/or dames. abetting games. gaming license as a platform.

The rules of the game Applicable fees to the MGA



The rules of the game

Share capital requirements and gaming tax





Why KPMG? How we can help you



Navigating the complexities of today's dynamic marketplace requires a deep understanding of the forces driving this change.

We help our clients succeed by employing customer insights, optimising existing technologies, capitalizing on emerging technologies, and delivering solutions using well-tested methodologies, all while keeping a sharp eye on financial reporting and tax implications, and managing risk.





Engaging experienced service providers is crucial to the success of gaming operators. KPMG has valuable experience in servicing the remote Gaming industry, providing audit, tax and advisory services. We are also accredited by the MGA to carry out certification reviews of remote gaming operators on its behalf.

KPMG provides high-quality, independent statutory audits to a wide range of clients including remote gaming operators. We also assist and advise gaming operators wishing to set-up in Malta whether as a start-up, migration or diversification. Such services include assistance in the MGA application process including the drafting and review of key documentation as well as the incorporating of the Maltese gaming company. We also assist and advise applicants in putting in place the commercial arrangements with third party service providers that may be required for their operations in Malta.





Drawing on our knowledge of the MGA regulatory framework, we can assist remote gaming operators to design and implement control systems which will achieve compliance and also deliver significant management benefits. In this respect we advice and assist on matters affecting your business including compliance (MGA and PCI), the setting up of accounting processes and procedures, the implementation of internal controls and responsible gaming procedures, anti-money laundering management, information security and risk management policies and business continuity management.

Our Deal Advisory team provides various services to clients contemplating an acquisition or disposal, including providing advice and assistance in planning and structuring transactions, business valuations, vendor or buy-side due diligence, and transaction negotiation and implementation support.





We provide advice relating to both direct and indirect taxation. We also assist our clients in dealing with issues relating to the employment of expatriate personnel, including direct tax and work permit applications.

Our International Network

A genuine international network of gaming sector expertise and contacts

America

Europe & Africa

Canada John Cho Toronto

Silvia Montefiore Ontario

United States Gary Matuszak Silicon Valley

Chrisanne Corbett Chicago

Argentina Vivian Monti Buenos Aires

Curacao Xiomara Chelius Curacao United Kingdom Mark Summerfield London

Isle of Man Archie Watt Douglas

Spain Juan Manuel Pla Hernandez Barcelona

France Florent Steck Paris

Italy Massimiliano Calogero Rome

Greece Christos Krestas Athens Cyprus Christopher Anayiotos Nicosia

Malta Russell Mifsud Malta

Germany Alexander Bischoff Frankfurt

Gibraltar Darren Anton Gibraltar

Netherlands Niels Boef Amstelveen

Austria Jens Kaden Vienna

Australia & Asia

Australia Ben Cowan Sydney

Japan Ikuo Mon Tokyo

South Korea Sung Won Park Seoul

China Rainbow Wang Toronto

Taiwan Jay Cheng Taipei



Key Messages



KPMG is made up of over **162,000** professionals operating in **155** countries



We look at the **bigger picture** and strive to add **value** to your business strategy



KPMG was named the **'Global AML Firm** of the Year' for 2014 by Finance Monthly



We are the **largest** 'Big Four' provider in Europe of Microsoft Dynamics consulting and implementation services



KPMG serves a **wide range of gaming clients** in locations all around the world



Thought Leadership



Award for **'Best Advisor for Taxation Services Globally'** at Euromoney Real Estate Awards 2014

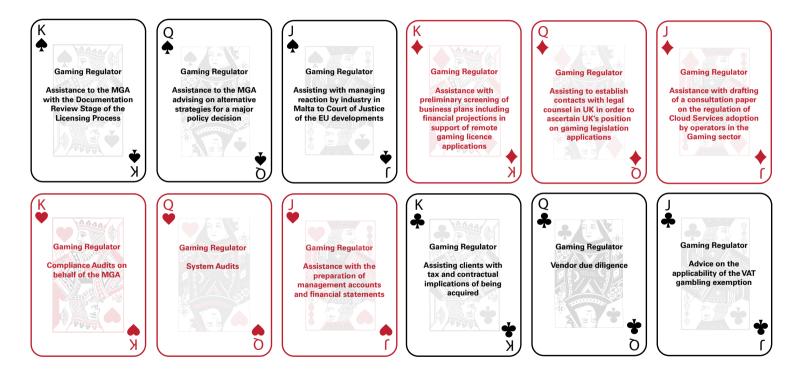


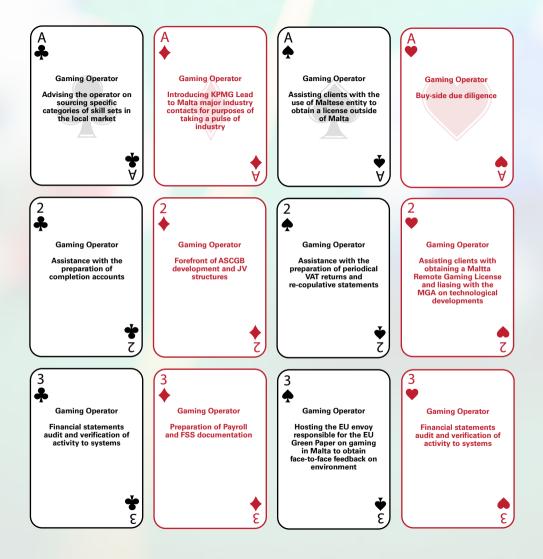
Dedicated Industry Specialists

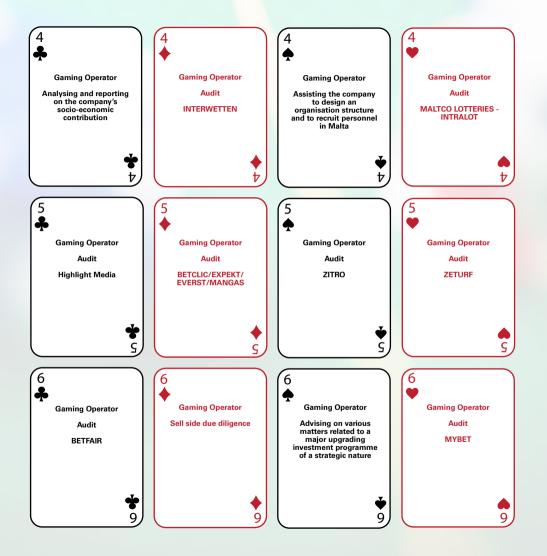


Our advice is **objective**. We help our clients ask the right questions and select **strategies** to meet their specific objectives

Gaming Credentials



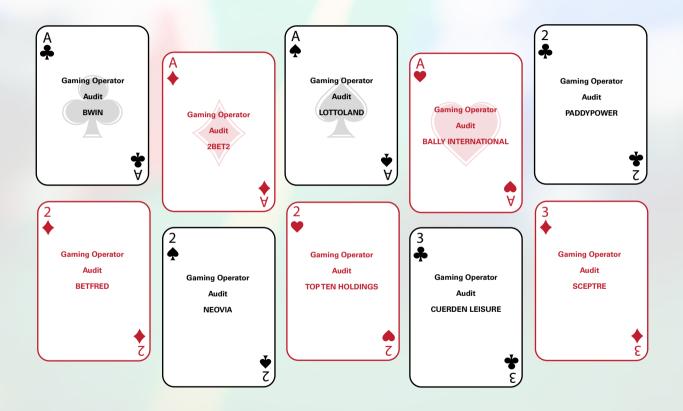


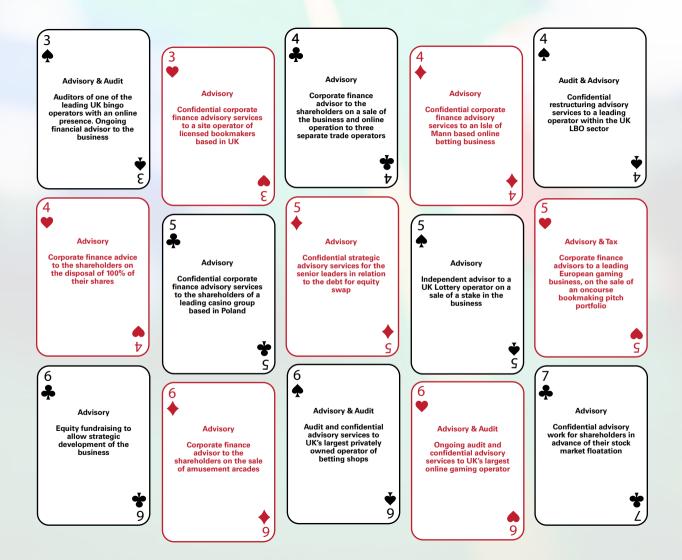






Global Gaming Credentials









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