

DISCLAIMER

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DISCLAIMER (CONT.)

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The financial information and data contained in this Presentation is unaudited and does not conform to Regulation S-X. Such information and data may not be included in, may be adjusted in or may be presented differently in the registration statement to be filed relating to the Business Combination and the proxy statement/prospectus contained therein.

This Presentation also includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP") including, but not limited to, adjusted EBITDA and certain ratios and other metrics derived therefrom. These non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the Company's presentation of these measures may not be comparable to similarly-titled measures used by other companies. The Company believes these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. The Company believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends in and in comparing the Company's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. The presentation of non-GAAP measures in a filing made with the Securities and Exchange Commission (the "SEC") may require additional or modified disclosure or presentation to conform with SEC requirements for the use of non-GAAP measures.

This Presentation also includes certain projections of non-GAAP financial measures. Due to the high variability and difficulty in making accurate forecasts and projections of some of the information excluded from these projected measures, together with some of the excluded information not being ascertainable or accessible, the Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measures without unreasonable effort. Consequently, no disclosure of estimated comparable GAAP measures is included and no reconciliation of the forward-looking non-GAAP financial measures is included.

Industry and Market Data

In this Presentation, the Company relies on and refer to certain information and statistics obtained from third-party sources which they believe to be reliable. The Company has not independently verified the accuracy or completeness of any such third-party information.

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Additional Information: Participants in the Solicitation

Sports Ventures Acquisition Corp. ("SVAC") will be required to file a preliminary and definitive proxy statement, which may be a part of a registration and other relevant documents with the SEC. Stockholders and other interested persons are urged to read the proxy statement and any other relevant documents filed with the SEC when they become available because they will contain important information about SVAC, DNEG and the contemplated Business Combination. Shareholders will be able to obtain a free copy of the proxy statement (when filed), as well as other filings containing information about SVAC at the SEC's website located at www.sec.gov. SVAC, the Company and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from SVAC's shareholders in connection with the proposed transaction. A list of the names of such directors and executive officers and information regarding their interests in the Business Combination will be contained in the proxy statement/prospectus when available. You may obtain free copies of these documents free of charge by directing a written request to the Company. This presentation does not contain all the information that should be considered in the contemplated Business Combination. It is not intended to form any basis of any investment decision or any decision in respect to the contemplated Business Combination. The definitive proxy statement will be mailed to a shareholder as of a record date to be established for voting on the contemplated Business Combination when it becomes available.

TODAY'S PRESENTERS

**NAMIT MALHOTRA**

Founder and Chief Executive Officer
(since 1997)

- Founder and Non-Executive Director of Prime Focus Limited ("PFL"), the parent company of DNEG
- Family history in the motion picture industry that dates back three generations
- Established Video Workshop in 1995, a predecessor to PFL

**PAUL SALVINI**

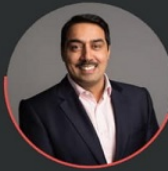
Chief Technology Officer
(since 2020)

- Former CEO of the Accelerator Centre where he helped launch over 120 technology start-ups
- Previously CTO at SideFX and Christie Digital

**CHRIS PFLUG**

Chief Legal Officer and Global Head of Business Affairs
(since 2011)

- Previously senior associate at Latham & Watkins LLP
- Prior to Latham, associate at Polsinelli PC

**VIKAS RATHEE**

Chief Financial Officer
(since 2015)

- Joined PFL in Oct 2013, and was CFO through Feb. 2018
- Previously Head of Corporate Finance and M&A at Suzlon Energy
- Held various roles in TMT investment banking at Bank of America Merrill Lynch and ABN AMRO

**ALAN KESTENBAUM**

Chairman of the Board & Chief Executive Officer of SVAC
(since 2020)

- Executive Chairman and CEO of Stelco Inc. (TSX: STLC) since 2020, CEO 2017 - 2019
- Formerly Chairman and CEO of the successful 2006 SPAC, International Metals Inc.
- Operates a filming destination utilized by networks, studios, and streaming services
- Minority owner of the Atlanta Falcons

GLOBAL LEADER IN TECH-ENABLED CREATIVE SOLUTIONS TO THE ENTERTAINMENT INDUSTRY

- Deep relationships with content creators around the world
- Full suite of screen-agnostic solutions spanning from script to screen
- Significant competitive advantage from state-of-the-art technology platform enabling proprietary global workflow driving efficiency at scale
- Profitable, attractive business model with highly visible, recurring revenue streams

\$400m	\$508m	25%	
FY22E revenue (Apr'21-Mar'22)	FY23E revenue (Apr'22-Mar'23)	revenue CAGR FY22E-FY26E	
\$100m	\$150m	~95%	
FY22E Adj. EBITDA (Apr'21-Mar'22)	FY23E Adj. EBITDA (Apr'22-Mar'23)	revenue from recurring customers ^(a)	

~7,400

global employees^(b)

20 yrs+


customer relationships

11

creative centers^(c)

7 VFX Oscars

including 6 out of last 8



Note: FY ending March 31^a
 (a) Represents average of FY19-21
 (b) Headcount as of 12/31/2021. Headcount includes fulltime and on-contract employees and excludes interns and freelancers
 (c) In addition to 200 k sq. ft. of production-services studio space in India

WHY GO PUBLIC NOW THOUGH THIS BUSINESS COMBINATION

Attract and retain top talent

- DNEG aims to hire premier talent, and the prominence and resources (e.g., stock options) of a public company will give DNEG a competitive advantage

Further invest in technology and increase capacity

- DNEG typically operates at high capacity utilization, and new capital will allow the company to expand office / studio space, increase headcount, and take on more projects

Grow key business segments, namely gaming

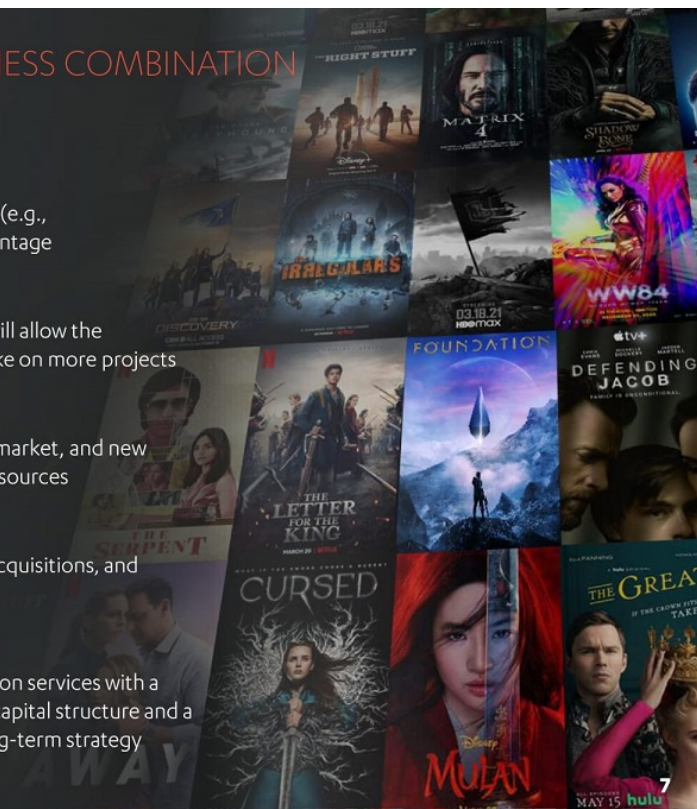
- DNEG is well positioned to apply its expertise to the growing gaming market, and new capital will allow the company to bring on additional personnel and resources

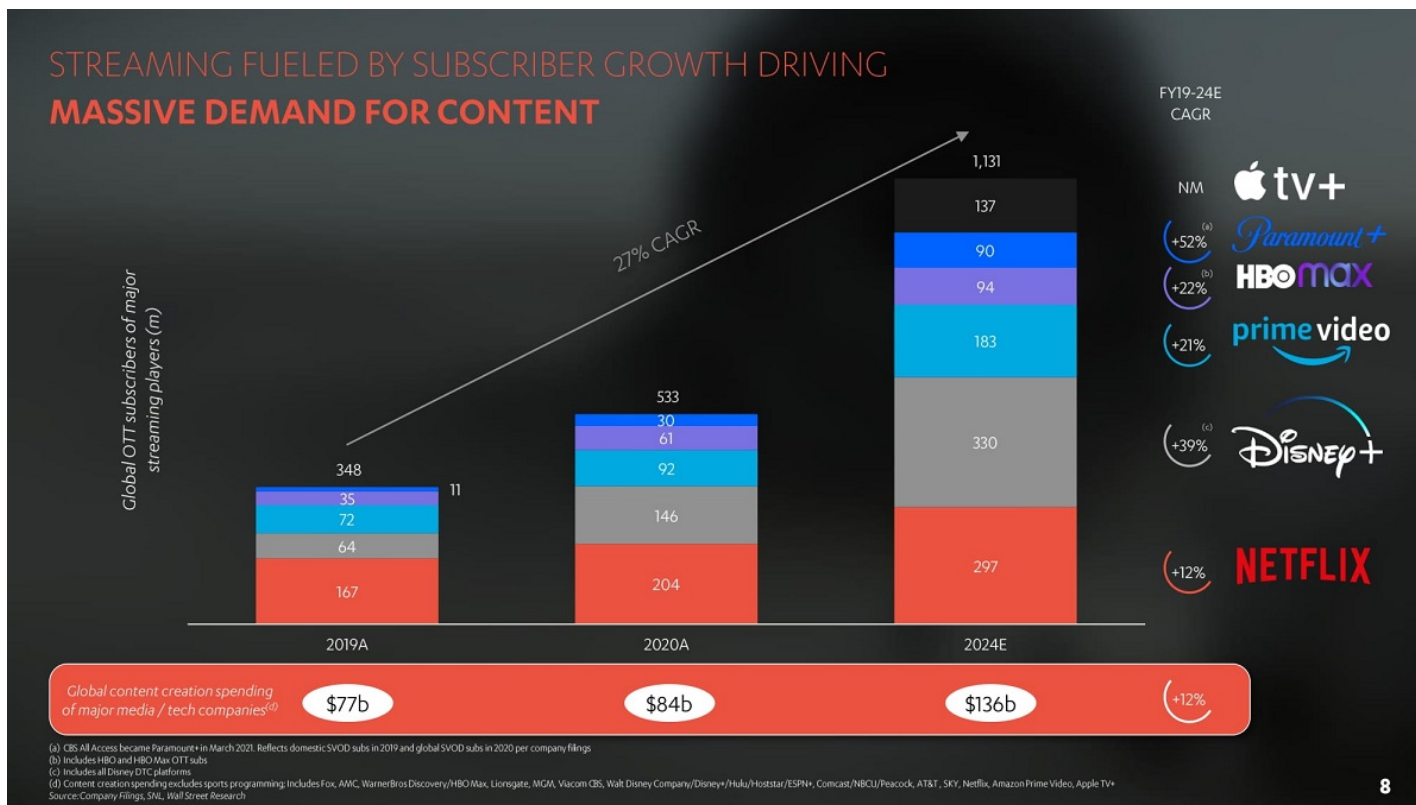
Capital and currency for acquisitions

- DNEG intends to add service capabilities and increase scale through acquisitions, and access to the capital markets will allow for efficient and effective M&A

Standout asset in the SPAC universe

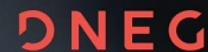
- As a leading independent provider of VFX services and other production services with a growing, profitable business, DNEG seeks to develop an appropriate capital structure and a strong shareholder base of investors supportive of management's long-term strategy





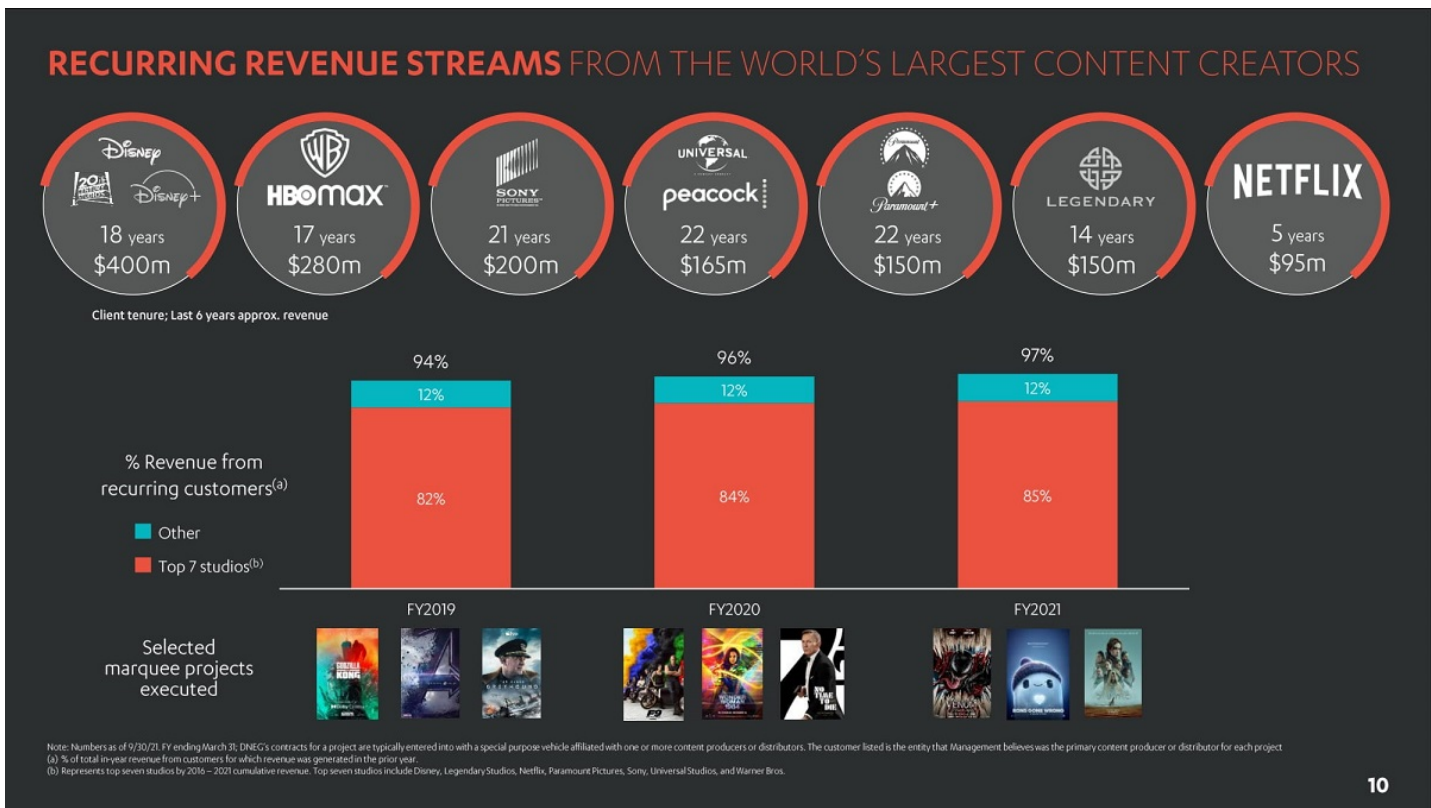
DNEG IS **UNIQUE IN SCALE AND CAPABILITIES** AMONGST ITS COMPETITORS

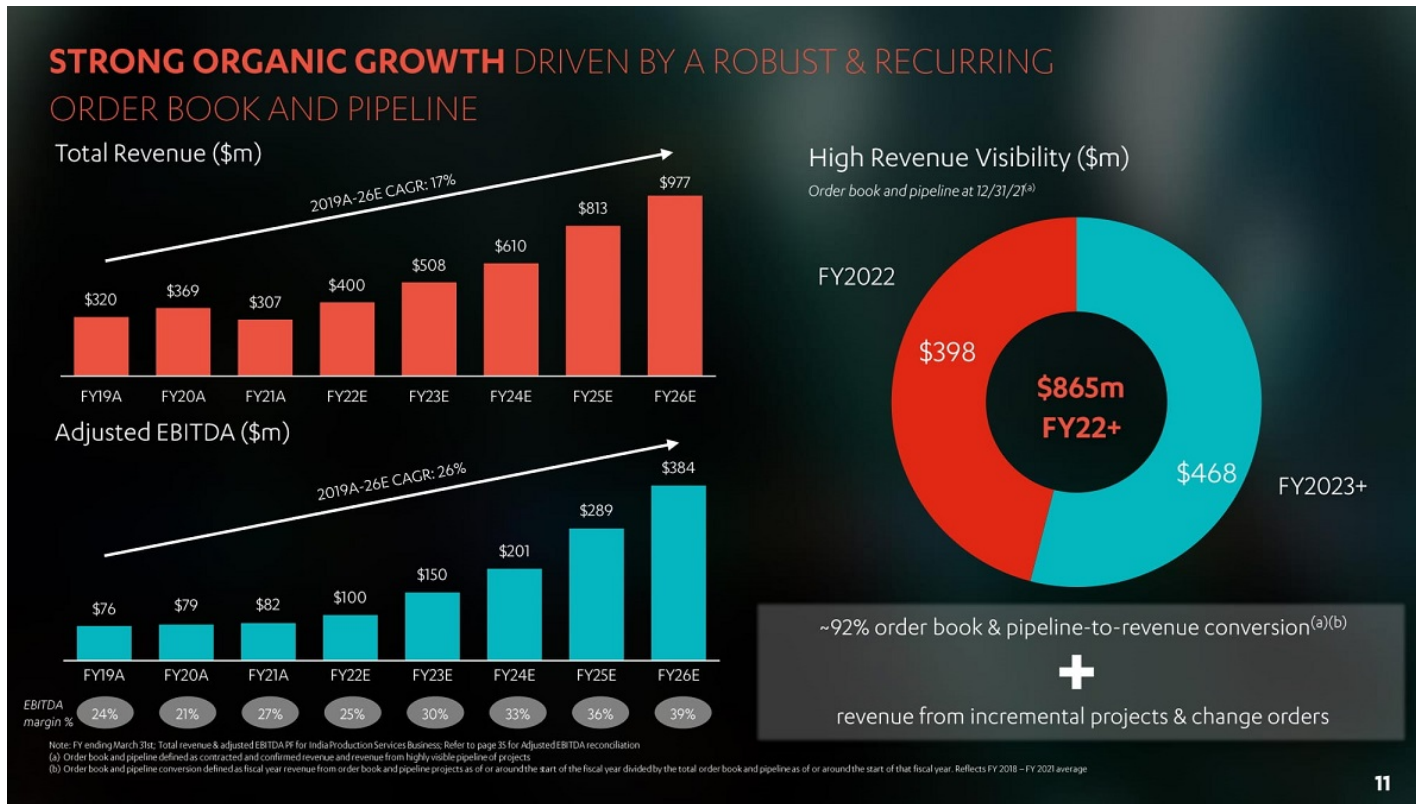
	Visual Effects (VFX)	Feature Animation
Tier 1 – Tied to Studio (1,000 – 1,500 employees)	 INDUSTRIAL LIGHT & MAGIC (Owned by Disney)	 imageWORKS (Owned by Sony)
Tier 1 – Independent (1,500 – 3,000+ employees)	 DNEG	 DNEG
Tier 2 & other (< 1,000 employees)	 FRAMESTORE	 mikros ANIMATION
	 weta DIGITAL	 ANIMALLOGIC
	 SCANLINE VFX (a) (announced acquisition by Netflix)	 REEL FX
	 PIXOMONDO	 LAIKA
	 EL RANCHO	 CINESITE
	 FUSEFX	 TOEI ANIMATION
	 RODEO FX	 CINESITE
	 DIGITAL DOMAIN	 ZOIC
	 ZOIC	+ hundreds more



- ✓ Fully embedded into content ecosystem
- ✓ Truly global integrated platform
- ✓ ~7,400 employees across 11 locations
- ✓ Scaled, proprietary tech infrastructure
- ✓ Broad market reach & product offerings
- ✓ Strong margin profile

(a) Announced acquisition by Netflix on 11/22/21
Source: Management estimates







MULTIPLE PILLARS FOR CONTINUED GROWTH

- Organic Growth
- Inorganic Growth
- Emerging Markets/ReDefine
- Gaming & Adjacencies

12

ORGANIC GROWTH: **ENHANCE SCALE AND INCREASE CAPACITY**

- Increase global headcount to 10,000+ over medium term and recruit and retain top talent
- Establish new global studios
- Invest in technology with continued innovation in creatures, animation, and real-time capabilities
- Strategic industry partnerships to mitigate risk and manage capacity



STRATEGIC M&A TO CATALYZE GROWTH



- Highly fragmented animation, VFX, and gaming market provides significant opportunity to capture greater share of demand and realize synergies
- Proven history of successful M&A and global integration
- With new capital, DNEG can pursue a highly disciplined M&A strategy to increase capacity, bolster technology, and expand geographically

WELL POSITIONED TO CAPITALIZE ON **TREMENDOUS GROWTH IN EMERGING MARKETS** INCLUDING CHINA AND INDIA

REDEFINE

- Provides VFX and animation services for **mid-range, higher volume project work in the West^(a), India, and China**
- **Leverages DNEG's existing technology and tools**
- Margin acceleration through **largely India-based execution**
- **Recent expansion into Montreal and Bulgaria** as well as plans for Australia in the near term
- Addressing a large-scale opportunity in Emerging Markets – **massive \$28b 2020 production spend in Asia**



(a) Primarily non-Hollywood/Western projects
Source: Streamonomics, IMF

GAMING INDUSTRY CREATING NEW DEMAND FOR OUR HIGH-END CONTENT SOLUTIONS

- Already being tapped to produce high-quality movie content based on gaming IP - including *Uncharted* and *Assassin's Creed*
- Unreal Engine is now being used by DNEG to create content for animation & live-action projects such as *The Matrix Resurrections*
- Netflix announced plans to stream video games within its platform by 2022, hiring a former Electronic Arts and Facebook executive to drive strategy
- Opens a significant new market and future revenue streams by expanding into content creation and content services for gaming
- Major opportunity to become a leading partner to companies across the metaverse



November 2021:
TEV: \$1.625b

Highlights ability to leverage VFX tech into gaming and other adjacencies





Global Gaming Revenue (\$b)



Year	Revenue (\$b)
2016A	\$107
2024E	\$219

9.4% CAGR

Source: Pricis, Newzoo

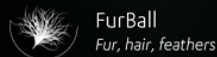
SIGNIFICANT VALUE IN PROPRIETARY TOOLS WITH APPLICABILITY TO VFX, GAMING, AND BEYOND



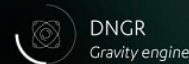
Complex asset sets from trees to full cityscapes



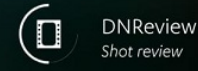
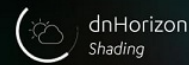
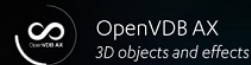
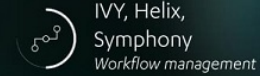
Photorealistic people & animals; complex physical processes like fire & rain



Computational-heavy process of generating photorealistic images



Live photography, workflow management & content review tools



+ A set of machine learning tools unique to the industry



OUR KEY BARRIERS TO ENTRY

- ◉ Deep industry relationships
- ◉ Award-winning track record
- ◉ Global footprint & scale
- ◉ Technology

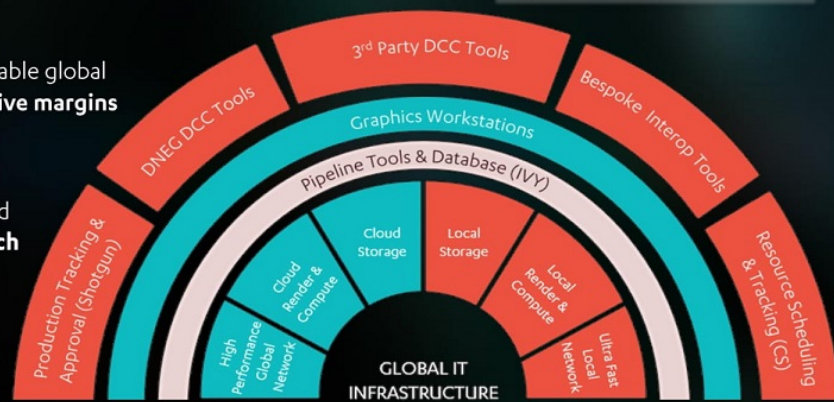


TECHNOLOGY IS THE KEY TO OUR SUCCESS

Global technology backbone and decades of experience not easily replicated

- **Cutting edge, globally distributed** tech infrastructure built over 20 years
- Substantial R&D investment from direct spend and **virtuous circle of cumulative expertise from project work**
- **Proprietary cloud collaboration tools** enable global workflows that **increase efficiency and drive margins**
- Technical complexity of high-end work and information security requirements **entrench DNEG as an industry leader**

~100,000 computing cores globally
~700 TB content written each day
~30 TB data transferred daily across our global network
~25 PB production storage



KEY INVESTMENT HIGHLIGHTS

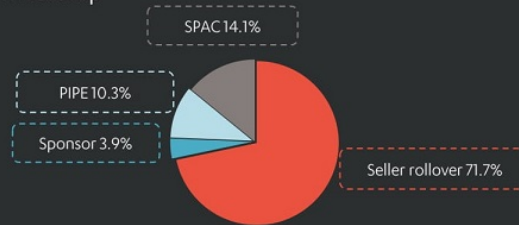
- Benefits from **massive content creation industry tailwinds** across the globe
- **Long-term and well-established relationships** with the major content creators, all of which have increasing demand
- **Highly visible, recurring revenue** streams coupled with an integrated global workflow drives **strong profitability**
- **Multiple avenues for growth** including increased capacity, strategic M&A, emerging markets, gaming, and other adjacencies
- **Substantial barriers to entry** from cutting edge technology infrastructure and global workforce at scale
- Led by a **visionary, creative, and entrepreneurial management team** with a proven history of success



TRANSACTION OVERVIEW

- Sports Ventures Acquisition Corp (NASDAQ: AKIC) is a publicly listed special purpose acquisition company with \$230m cash held in trust
- SVAC has agreed to combine with DNEG in a transaction that values the pro forma enterprise value of DNEG at \$1,710m
 - Implies 12.5x TEV / CY 2022E Adj. EBITDA and 11.4x TEV / FY 2023E Adj. EBITDA
- SVAC and DNEG have raised a committed \$168m common stock PIPE at a purchase price of \$10 per share to be invested at the close of the transaction
 - Affiliates of SVAC have committed to invest \$55m in the PIPE
- Following the transaction, and assuming no redemptions from SVAC shareholders, DNEG will receive \$284m of cash to fund growth
 - Implies a Pro Forma Net Debt^(a) / FY 2022E Adj. EBITDA leverage of ~0.8x
- An affiliate of SVAC has agreed to backstop a portion of the \$350m minimum cash condition, subject to limitations

Pro Forma Ownership



Sources of Funds

New debt financing ^(b)	\$325
SPAC cash	230
PIPE	168
Total Sources of Funds	\$723

Uses of Funds

Cash to balance sheet	\$284
Repayment of existing debt	229
Settle Novator debt	150
Fees & Expenses	45
Settle related party balances	16
Total Uses of Funds	\$723

Pro Forma Valuation

Enterprise Value

Pro Forma Shares Outstanding	163.3
(x) Illustrative Share Price	\$10
Pro Forma Equity Value	\$1,633
(+) Pro Forma Net Debt ^(c)	77
Pro Forma Enterprise Value	\$1,710

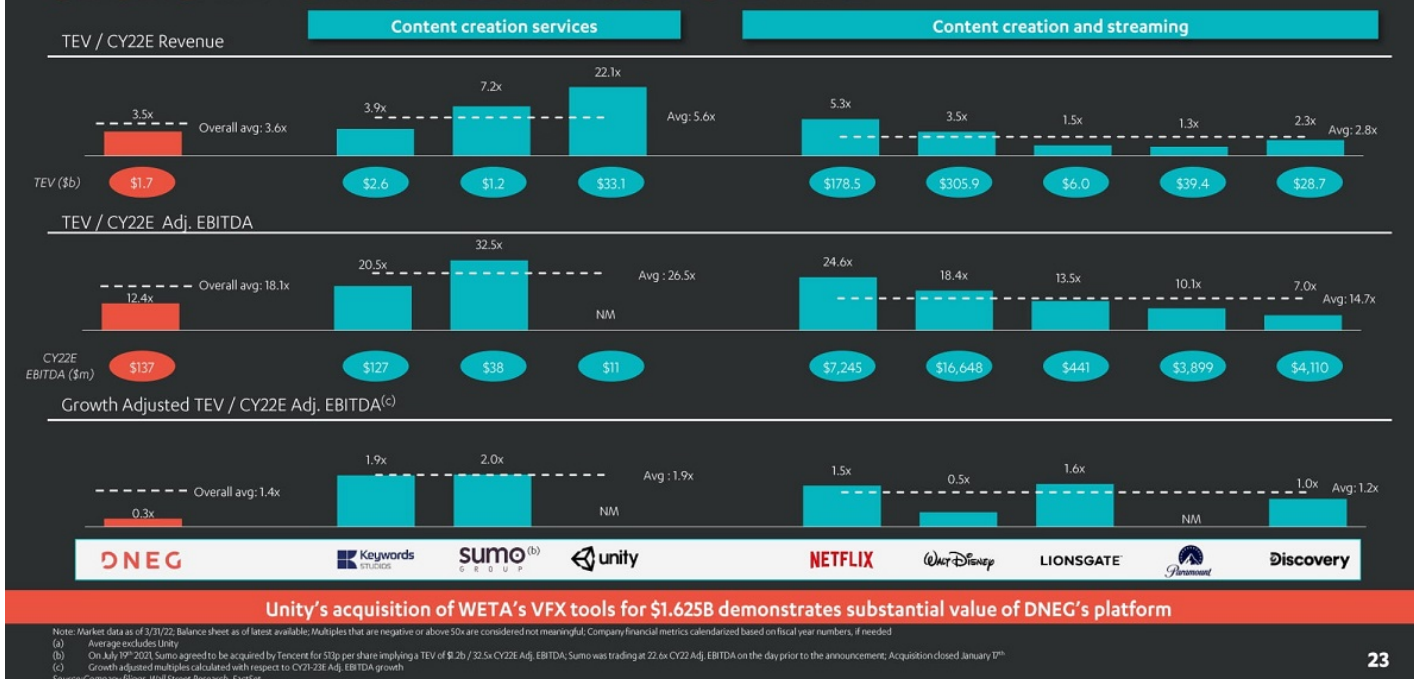
Note: \$ in millions except for per share amounts. Does not give effect to warrants or to cash settled awards. Whole numbers may not sum due to rounding. FY ending March 31st. Assumes that no SVAC Class A Ordinary Shares available for redemption are redeemed.

(a) Reflects a new committed \$325m Term Loan B less fees, expenses and the settlement of related party balances; debt financing subject to customary closing conditions.

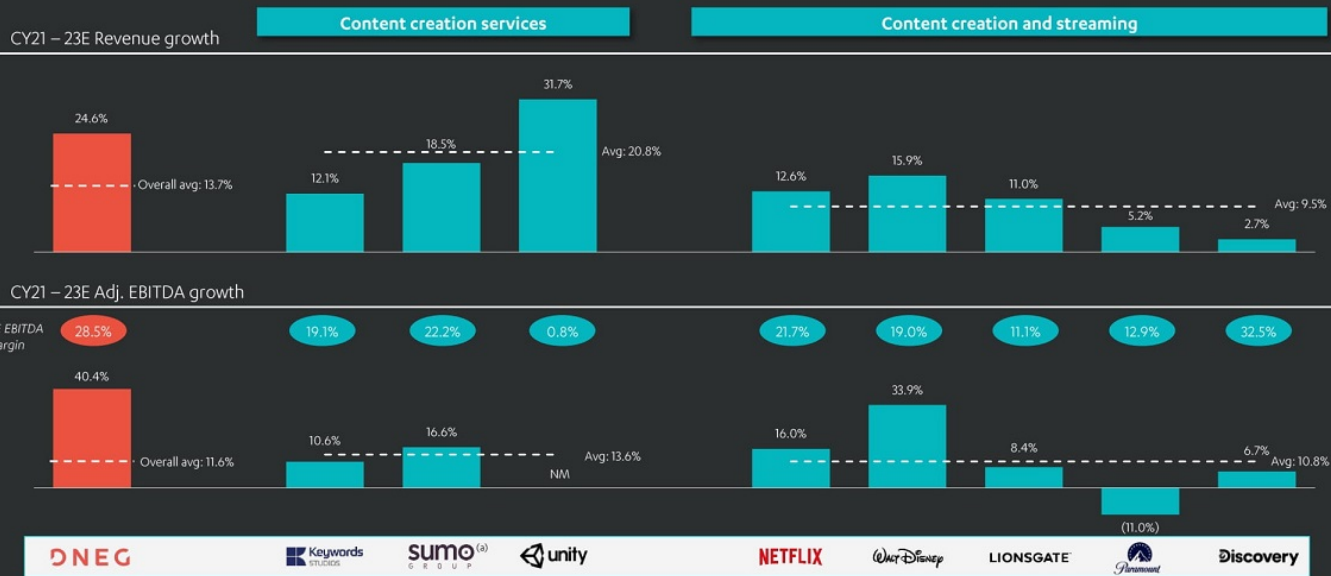
(b) On 01/07/22, DNEG entered into a \$25.0m Term Facility B of which, after deducting an amount of \$14.4m to reduce foreign currency revolver as required under the refinancing and \$0.5m towards fees, the balance was deposited into the Company's bank account amounting to \$9.8m. On 01/25/22, DNEG obtained commitments for a new senior secured credit facilities, consisting of a Term Loan B of \$52.0m that will be fully drawn at Closing and a committed undrawn TCR allowing for borrowings of up to \$72.0m (subject to certain conditions).

(c) Consists of \$264m of existing net debt as of 12/31/2021 pro forma for the TLB refinancing and \$216m of cash proceeds to balance sheet from SPAC transaction assuming \$22m of deal expenses; debt includes working capital loans, revolving credit facility, term loan, and finance leases.

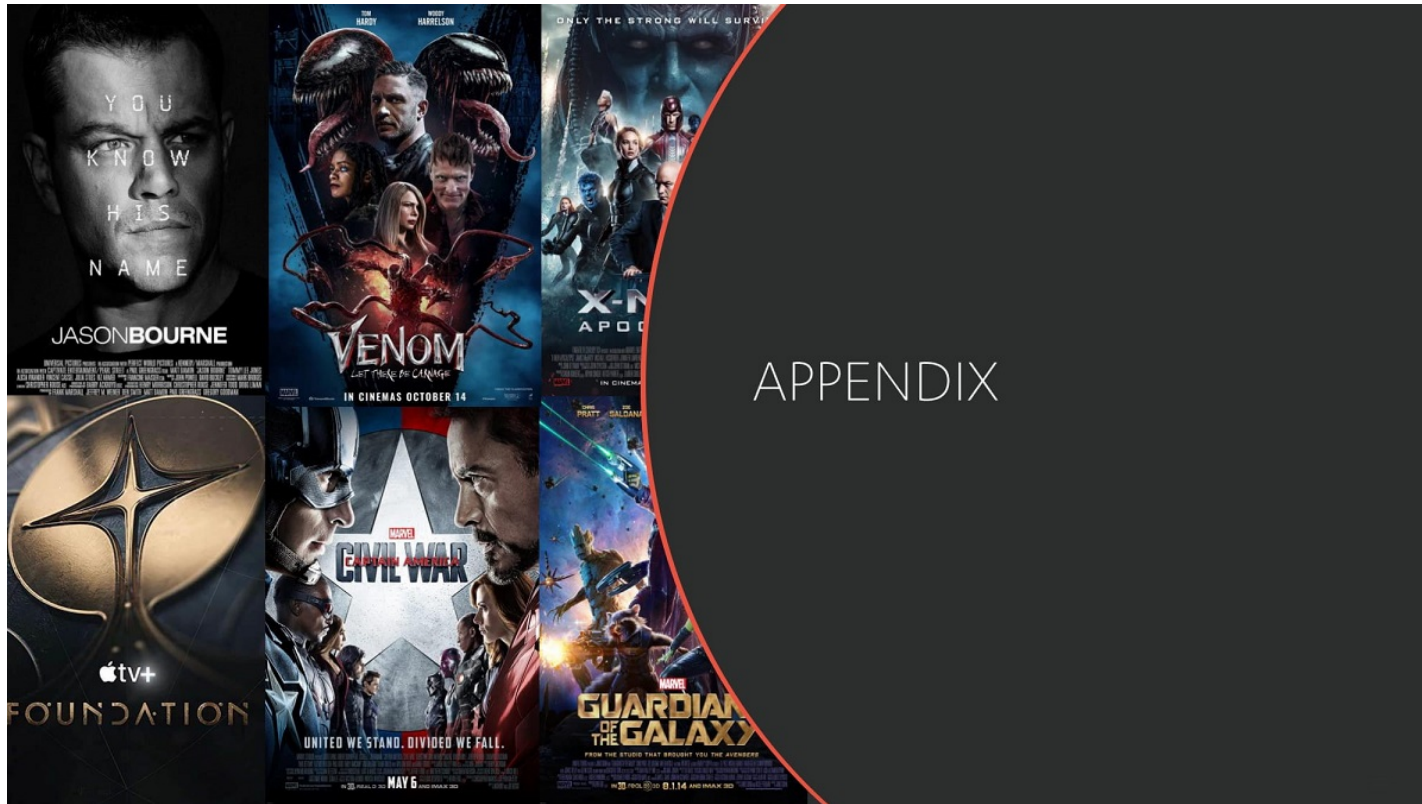
COMPELLING VALUATION RELATIVE TO PUBLIC COMPARABLES AND SIGNIFICANT OPPORTUNITY FOR MULTIPLE EXPANSION OVER TIME



STRONG GROWTH AND HIGH PROFITABILITY



Note: Market data as of 3/31/22; Balance sheet as of latest available; Company metrics calendarized based on fiscal year numbers, if needed.
 (a) On July 1st 2021, Sumo agreed to be acquired by Tencent for \$13p per share implying a TEV of \$1.2B / \$2.5x CY22E Adj. EBITDA; Sumo was trading at 22.6x CY22 Adj. EBITDA on the day prior to the announcement; Acquisition closed January 17th.
 Source: Company Filings, Wall Street Research, FactSet



APPENDIX

SPORTS VENTURES ACQUISITION CORP. OVERVIEW

Business overview

- Sports Ventures Acquisition Corp (NASDAQ: AKIC) is a blank check company founded by leaders in the sports, media, and entertainment industries
- The management team has executed over \$20b in transactions, possessing an exceptional track record and a broad network of relationships
- On January 8, 2021, the company executed a \$230mm IPO

Acquisition criteria

- ✓ Focused on sectors where the management team has extensive and unique expertise: sports, media, and entertainment
- ✓ A company with a defensible market position, exhibiting unrecognized value
- ✓ A company set to benefit from being a public company with broader access to capital

Experienced management team



Alan Kestenbaum, CEO & Chairman

- Previously CEO of one of the earliest and most successful SPACs, International Metal Inc.
- CEO of Stelco, a Canadian steel company
- Operates a one-of-a-kind filming destination utilized by networks, studios, and streaming services
- Minority owner of the Atlanta Falcons



Rob Tilliss, President & CFO

- Leader in the sports industry, with 25 years advising leagues, teams, stadium owners, technology, and services businesses
- Co-founded Inner Circle Sports in 2002, a sports and media focused boutique investment bank
- Formed J.P. Morgan's sports investment banking group and served as group head

INNER CIRCLE SPORTS

J.P.Morgan



Daniel Strauss, COO

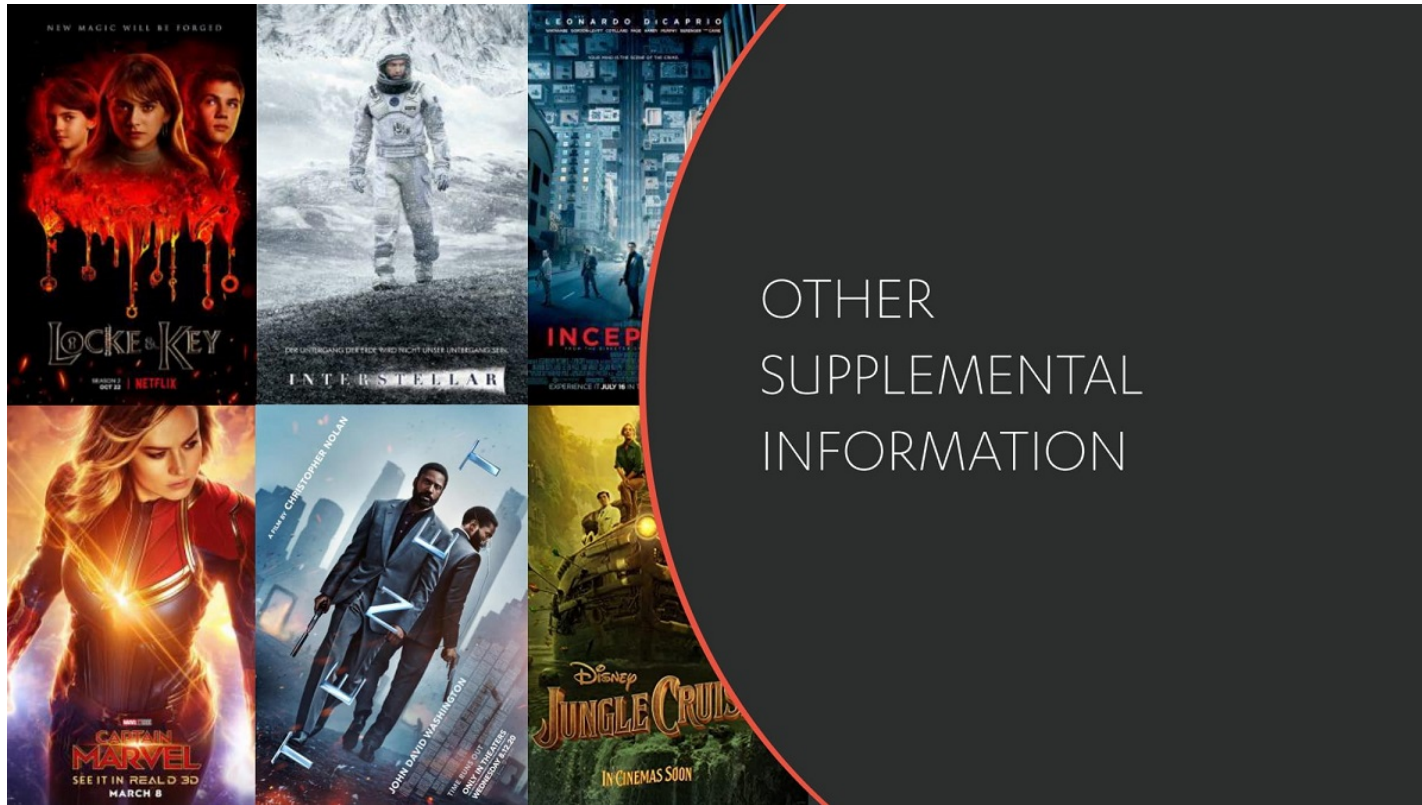
- CEO of ClassBridge Enterprises Inc., an asset manager that owns and operates a sports investment platform
- Director of ARRIVE, a full-service entertainment company engaging in artist and athlete management, label publishing, touring, film/TV, and new ventures



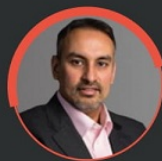
GLASS BRIDGE



Source: Company Filings



VISIONARY, CREATIVE, AND ENTREPRENEURIAL MANAGEMENT TEAM WITH A HISTORY OF SUCCESS



Namit Malhotra
Founder, Chairman & CEO
25 years experience



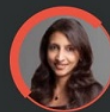
- Deep bench of 60+ creative VFX supervisors (industry leaders) globally
- Proven history of successful M&A and global integration



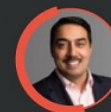
Erika Burton
President,
Global VFX Production
25 years experience
DIGITAL DOMAIN METHOD STUDIOS Disney



Josh Jaggars
Group President,
VFX and Stereo
25 years experience
LEGENDARY Warner



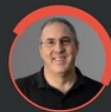
Delna Dharnodiwala
Global Head of HR
17 years experience
PRIME FOCUS LIMITED



Vikas Rathee
CFO
21 years experience
Bank of America Merrill Lynch SUZLON ABN AMRO



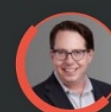
Tom Jacomb
President of DNEG Animation
28 years experience
DREAMWORKS



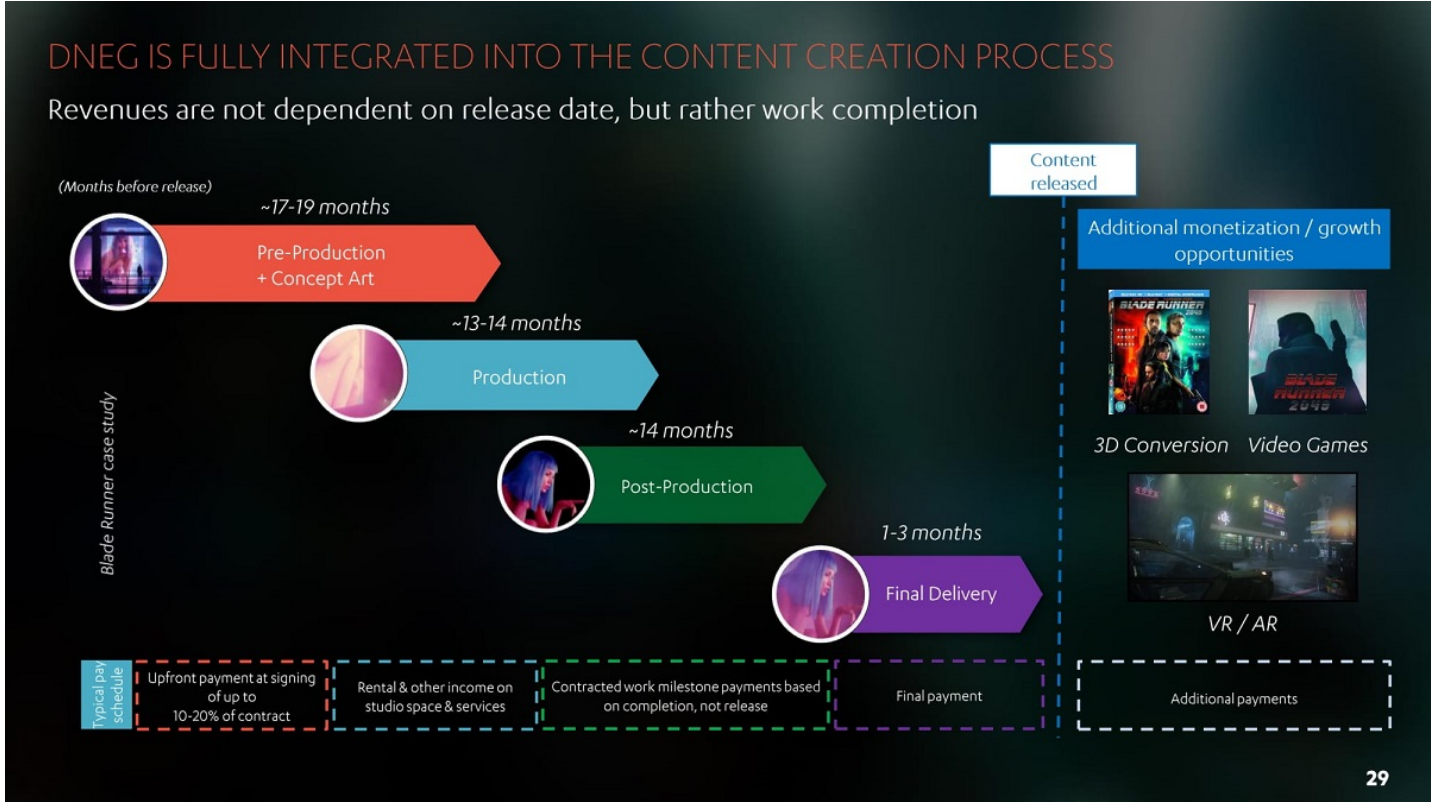
Paul Salvini
Global CTO
22 years experience
SideFX CHRISTIE



Rohan Desai
Managing Director, ReDefine
20 years experience
REDEFINE



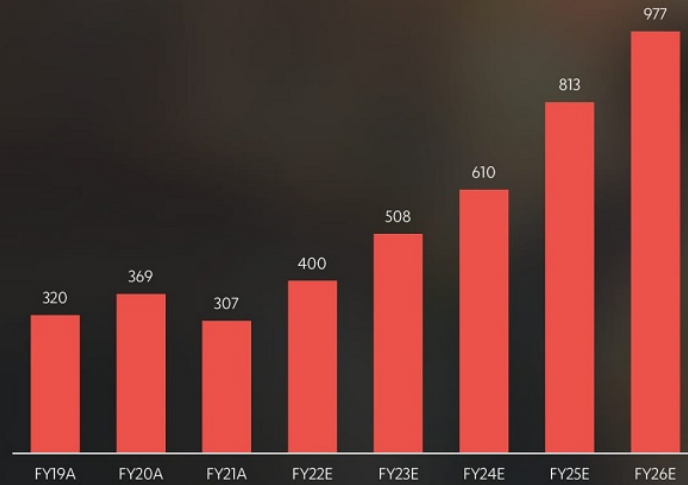
Chris Pflug
Chief Legal Officer & Global
Head of Business Affairs
18 years experience
LATHAM POLSNELLI



REVENUE DETAIL

Growing services business with significant upside opportunity

Total revenue (\$m)



- ⦿ Historical performance benefited from secular tailwinds in content creation and strong execution with top-line growth on the back of:
 - Large scale live action VFX work
 - Continued growth in Feature Animation projects
 - Launch and quick traction for the ReDefine brand
- ⦿ Revenue diversity and orderbook strength helped DNEG manage pandemic-related headwinds
- ⦿ Significant visibility into FY22E & FY23E revenue with the largest current order book and pipeline ~\$865m^(a) in DNEG's history
- ⦿ Strategic plan adds new layers of growth on top of strong recurring revenue streams and leverages DNEG's platform and global scale

Note: Presented in accordance with US GAAP. Pro forma for India Production Services Business.
(a) Order book and pipeline as of 12/31/2021

ORDER BOOK AND PIPELINE DETAIL

Highly visible order book and pipeline back financial model

- On average^(a), DNEG converted **-92%** of the order book and pipeline (as measured at the start of our fiscal year)^(b) into revenue
- The remainder of DNEG revenue comes from the significant addressable market opportunities (the “chase list”) that we identify throughout the year



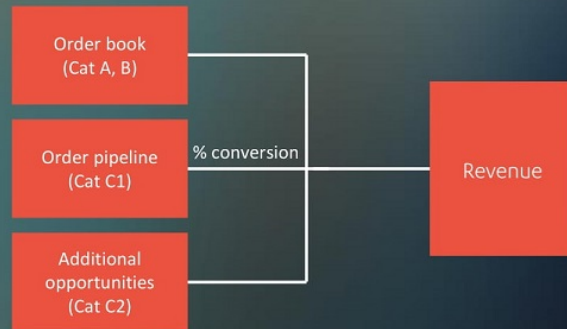
\$865m total FY22+ order book and order pipeline

Significant visibility into FY22E & FY23E revenue with the largest current order book and pipeline in DNEG's history

Note: Actual Revenue indicates Revenue from projects, and not Total Revenue, which can vary slightly in historical periods due to differences in GAAP vs. IFRS accounting standards. Revenue is not pro forma for India Production Services Business
 (a) Period defined as FY18 to FY21
 (b) Order book and pipeline conversion defined as fiscal year revenue from order book and pipeline projects as of or around the start of the fiscal year divided by the total order book and pipeline as of or around the start of that fiscal year

REVENUE AND CONTRACT BASICS

Revenue breakout



Typical contract and payment terms

- Contract size and pricing is based on duration, scope of work and complexity of task
- Typical contract size ranges from \$100ks to \$40m+, taking 3 - 24 months to completion
- Typically there is an advance payment upfront, followed by time- / milestone-based payments with a portion of payment which is delivery based

At the date of estimation, the order book and pipeline is comprised of:

- **Cat A:** Projects that DNEG is currently working on with a signed contract; revenues included are based on signed contracts and signed change orders
- **Cat B:** Projects that DNEG is currently working on without a signed contract, including change orders on projects in Cat A which have not been contractually signed; also includes client-confirmed work which is about to start
- **Cat C1:** Projects where DNEG is in an advanced stage of the bidding process, and Management believes DNEG will win the work based on client feedback or having DNEG VFX supervisors already on the project
- **Cat C2:** Projects the Company is either in the early stages of bidding on, or preparing bids for, which it believes it has a fair chance of winning based on the Company track record

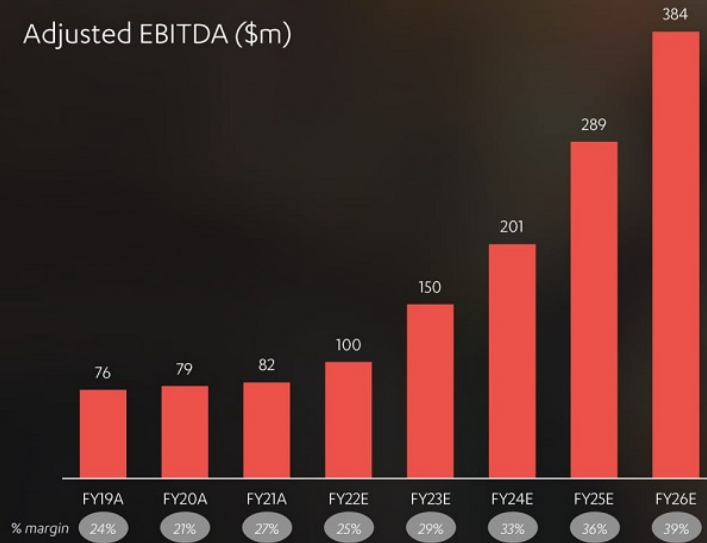
Key risks

- Seasonality of film project scheduling
- Physical production shut-downs and other project delays
- Budgetary overflows / constraints of the studios
- In extreme situations, project cancellations

ADJUSTED EBITDA DETAIL

Steady Adjusted EBITDA growth and margin expansion driven by cost-efficient global platform

Adjusted EBITDA (\$m)



- Demonstrated margin expansion driven by global workflow model with top-quality execution delivered by lower-cost regions
 - Quadrupled Adj. EBITDA from FY15 to FY21^(a)
- Relentless focus on efficiency enabled by proprietary, scaled technology backbone
- Successful implementation of 'Work from Home' and other cost-saving measures during FY2021 demonstrated cost structure flexibility during the pandemic
- Secular trends in VFX and animation services, strategic growth initiatives and operating leverage drive Adj. EBITDA through the projection period

Note: Refer to page 35 for Adjusted EBITDA reconciliation. Pro forma for India Production Services Business
 (a) Reflects approximate growth from FY 3/31/2015 to FY 3/31/2021 based on Management estimates

CAPITAL STRUCTURE OVERVIEW

(in \$m)	As of 31 st Dec, 2021 ^(a)	As further adjusted SPAC merger ^(b)
Cash	5	289
Revolving loan facility	164	-
New RCF	-	-
Term loan facility	65	-
New term loan B	-	325
Total bank debt	229	325
Net bank debt	223	36
Bank line of credit	16	16
Finance lease and other debt	25	25
Total debt	269	366
Net debt	264	77
Net leverage^(c)	2.6x	0.8x

Strategy and Financial Policies

- ◀ Business plan assumes no dividends to shareholders
- ◀ Preservation of operating liquidity is a key financial policy, with solid free cash flow conversion throughout the projection period
- ◀ Select value accretive transformative acquisitions to be evaluated on a case by case basis

A Contingent upon and concurrently with the closing of the SPAC transaction, DNEG intends to refinance its existing debt with a \$450m committed financing facility (subject to customary closing conditions) consisting of a new \$125m RCF (undrawn) and \$325 Term Loan B to refinance the \$75m liquidity facility, repay DNEG's existing bank debt, settle related party balances and for other general corporate purposes

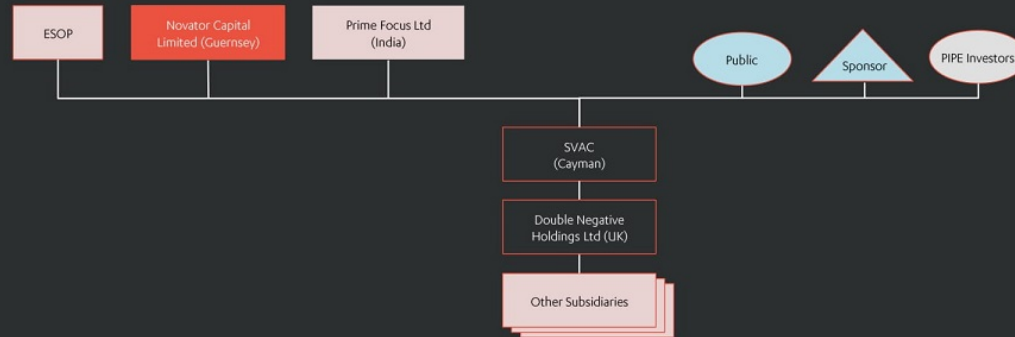
Note: Presents numbers in US GAAP format. Pro forma for India Production Services Business. Assumes that no SVAC Class A Ordinary Shares available for redemption are redeemed.
(a) On January 7, 2022, DNEG entered into a \$75.0 million term facility B of which, after deducting an amount of \$14.4 million to reduce foreign currency revolvers as required under the refinancing and \$0.75 million towards fees, the balance was deposited into DNEG's bank account amounting to \$59.8 million
(b) Adjusted for the refinancing expected to close concurrently with the SPAC transaction and for the \$284m net proceeds from the SPAC transaction; Pro forma balance sheet based on 12/31/2021 capital structure
(c) TTM Adj. EBITDA of \$90.6m as of 12/31/21

ADJUSTED EBITDA RECONCILIATION

(\$m)	FY19	FY20	FY21	LTM 12/31/21
Net Income	25	2	12	40
Add: Tax	(1)	7	11	19
Income before income taxes	24	9	24	60
Add: D&A	33	30	30	27
Add: Interest	16	13	13	11
EBITDA	73	52	67	98
Adjustments				
Covid cost adjustments	0	3	7	0
Capital raising costs	2	7	3	0
Stock compensation expenses	1	17	2	1
Other one-time costs	0	0	3	2
Total Adjustments	3	27	15	3
Adj. EBITDA	76	79	82	102

Note: Pro forma for India Production Services Business. Whole numbers may not sum due to rounding.

PRO FORMA ORGANIZATIONAL STRUCTURE



Note: Organizational structure presented in summary form and excludes certain parent, holding and subsidiary companies not depicted here.

RISK FACTORS

Certain factors may have a material adverse effect on our business, financial condition, and results of operations. The summary risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. The list below has been prepared solely for purposes of the proposed private placement offering in connection with the proposed business combination (the "Business Combination") between Prime Focus World NV and SVAC and solely for potential private placement investors in such offering, and not for any other purpose. Accordingly, the list below is qualified in its entirety by disclosures contained in documents filed or furnished in the future by SVAC with the SEC, including the documents to be filed or furnished in connection with the Business Combination. The risks presented in such filings may differ significantly from and be more extensive than those presented below.

Risks Related to our Business

- The COVID-19 pandemic has disrupted our business and operations and may have a material adverse effect on our business, financial condition, results of operations, cash flows and liquidity.
- If content producers reduce the amount of computer-generated visual special effects ("VFX") content they produce and release, our revenue would likely decline.
- We depend upon our relationships with the major motion picture studios and other content producers, including key executive and creative talent, and any deterioration in these relationships could materially and adversely affect our business.
- We operate in the constantly evolving entertainment market, which is subject to rapidly changing consumer behavior and tastes, and depends on audience acceptance of content for which we provide VFX services and the long-term popularity of the content that our customers produce based on their brands and franchises.
- We have and may in the future experience security breaches and cyber threats.
- Our order book and order pipeline are not necessarily indicative of our future revenue or other results of operations and we may not fully realize the revenue value reported in our order book and order pipeline.
- Content producers may delay, suspend or terminate our contracts, which could negatively affect our revenue and harm our reputation and prospects.
- Competition from other providers of services or new technologies to the visual entertainment industry could adversely affect our business.
- If our competitors are able to replicate elements of our business model, our business and results of operations could suffer.
- Acquisitions among content providers, such as major Hollywood studios, may reduce the breadth of our customer base, and could result in a narrower market for our services, increase competition and reduce negotiating leverage.
- If we are unable to develop and maintain technologies to support customers' evolving needs in response to changes in consumer demand, or fails to maintain the quality of our services and our reputation with customers, our business and prospects could suffer.
- Our performance depends on our management, creative and technical teams, and we may be unable to attract and retain key officers, managers, creative and technical personnel.
- Interruption or failure of our information technology or data backup systems could impair our ability to provide our services effectively and in a timely manner, and could result in loss of work product, customer files or other valuable data.
- We may be subject to claims of infringement of third-party intellectual property rights that are costly to defend, result in the diversion of management's time and efforts, require the payment of damages and limit our ability to use particular technologies in the future.
- We are dependent on proprietary technology licensed from others. If we lose our licenses, we may not be able to continue servicing our customers or developing our work product.
- Any potentially negative publicity relating to our indirect parent company, Prime Focus Limited, or any of its affiliates and SVAC, or any of its principals could harm our business, brand and reputation.
- The tools that we rely upon to prepare and submit a bid for a project may prove to be inaccurate, and we may not achieve anticipated levels of revenue and profits.
- Future acquisitions may not achieve their intended benefits or may disrupt our plans and operations.
- From time to time studios have sought to defer all or part of our compensation for services until after a film is released and/or to tie our fees or their collectability to box office success of the projects on which we work. From time to time studios have also asked that we invest and/or we have independently elected to invest in projects on which we work.
- Global market, economic and geopolitical conditions may adversely affect our business, results of operations, liquidity and financial condition and those of our customers.
- Strikes by writers, actors or other participants in the visual entertainment industry could negatively affect our revenues.
- We may be subject to litigation or other proceedings which, if determined unfavorably to us, could have a material adverse effect on our business, results of operations or financial condition.

RISK FACTORS (CONT.)

Risks Related to our Global Operations

- The international nature of our business exposes us to several risks, such as significant currency fluctuations and unexpected changes in the regulatory requirements of multiple jurisdictions.
- Exchange rate fluctuations could adversely affect our results of operations.
- If the transfer pricing arrangements we have among our affiliates are determined to be inappropriate, our tax liability may increase.
- If incentives for content production in the jurisdictions in which we operate are altered, challenged or revoked or similar incentives are introduced in other jurisdictions, content producers may shift their productions to jurisdictions in which we currently have no presence or may reduce their level of production in general.
- Our business depends heavily upon global communications networks operated by third-party providers as well as the internet, the disruption of which could negatively affect our business.
- We will be exposed to risks related to the United Kingdom's exit from the European Union.
- We depend on assets and operations in India, which are subject to regulatory, economic, social and political uncertainties.
- Increases in operational costs, including wage increases and inflation may prevent us from sustaining our competitive advantage and may reduce our profit margin.
- We may be required to pay additional taxes in connection with audits by the tax authorities in the jurisdictions where we conduct business.
- Restrictions on entry visas may affect our ability to compete for and provide services to customers in certain countries, which could have a material adverse effect on future revenue.

Risk Relating to our Finances

- Our accounting is becoming more complex, and relies upon estimates or judgments relating to our critical accounting policies. If our accounting is erroneous or based on assumptions that change or prove to be incorrect, our operating results could fall below the expectations of securities analysts and investors, resulting in a decline in our stock price.
- The incurrence of debt may impact our financial position and subject us to additional financial and operating restrictions.
- We may not be able to secure additional financing on favorable terms, or at all, to meet our future capital needs.
- We are obligated to develop and maintain a system of effective internal controls over financial reporting. These internal controls may be determined to be not effective, which may adversely affect investor confidence in our company and, as a result, the value of the Post-Combination Company's common stock.

Risks related to SVAC and the Business Combination

- The market prices of shares of the Post-Combination Company's common stock may be affected by factors different from those currently affecting the prices of shares of SVAC's common stock.
- If the Business Combination's benefits do not meet the expectations of financial analysts, the market price of the Post-Combination Company's common stock may decline.
- There can be no assurance that the Post-Combination Company's common stock will be approved for continued listing on the Nasdaq or that the Post-Combination Company will be able to comply with the continued listing standards of Nasdaq.
- The consummation of the Business Combination is subject to a number of conditions and if those conditions are not satisfied or waived, the Business Combination Agreement may be terminated in accordance with its terms and the Business Combination may not be completed.
- The parties to the Business Combination Agreement may amend the terms of the Business Combination Agreement or waive one or more of the conditions to the Business Combination, and the exercise of discretion by SVAC's directors and officers in agreeing to changes to the terms of or waivers of closing conditions in the Business Combination Agreement may result in a conflict of interest when determining whether such changes to the terms of the Business Combination Agreement or waivers of conditions are appropriate and in the best interests of our stockholders.
- Termination of the Business Combination Agreement could negatively impact the Company and SVAC.
- We will be subject to business uncertainties and contractual restrictions while the Business Combination is pending.
- The Sponsor, the Company's directors and officers, and SVAC's directors and officers may each have interests in the Business Combination different from the interests of the Company's or the SVAC's stockholders.
- The Business Combination will result in changes to the board of directors that may affect our strategy.
- The Business Combination Agreement will contain provisions that may discourage other companies from trying to acquire the Company for greater merger consideration.
- The Business Combination Agreement will contain provisions that may discourage SVAC from seeking an alternative business combination.
- The unaudited pro forma condensed combined financial information included in this presentation is preliminary and the actual financial condition and results of operations after the Business Combination may differ materially.
- The Company and SVAC will incur significant transaction costs in connection with the Business Combination.
- The Company's and SVAC's ability to consummate the Business Combination, and the operations of the Post-Combination Company following the Business Combination, may be materially adversely affected by the recent COVID-19 pandemic.

Risks Related to Being a Public Company

- The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain senior management and qualified board members.
- Our management has limited experience managing and operating a public company.
- Following the consummation of the Business Combination, the Post-Combination Company will incur significantly increased expenses and administrative burdens as a public company.

