



**CENTURY  
CASINOS**

**Investor Presentation**

June 2019





## Forward Looking Statements

This release may contain certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as “expect,” “anticipate,” “believe,” “intend,” “estimate,” “plan,” “target,” “goal,” or similar expressions, or future or conditional verbs such as “will,” “may,” “might,” “should,” “would,” “could,” or similar variations. These statements are based on the beliefs and assumptions of the management of Century Casinos, Inc. (together with its subsidiaries, the “Company”) based on information currently available to management. Such forward-looking statements include, but are not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the transaction, as well as the Company’s plans, objectives, expectations, intentions, and other statements relating to cash flow and operating results, a new credit facility and debt repayment. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements including: risks related to the acquisition of the three Casinos (as defined on page 3 herein) and the integration of the businesses and assets acquired; the financial performance of the Casinos; the possibility that the transaction does not close when expected or at all because required regulatory or other approvals are not received or other conditions to closing are not satisfied on a timely basis or at all; potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the transaction; the possibility that the anticipated operating results and other benefits of the transaction are not realized when expected or at all; local risks including proximate competition, potential competition, legislative risks, and local relationships; risks associated with increased leverage from the transaction; and other risks described in the section entitled “Risk Factors” under Item 1A in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018 and in subsequent periodic and current SEC filings the Company may make. Century Casinos disclaims any obligation to revise or update any forward-looking statement that may be made from time to time by it or on its behalf.



# Transaction Overview

<b>Transaction Structure</b>	<ul style="list-style-type: none"><li>• Century Casinos to acquire the operations of three assets from Eldorado Resorts for \$107mm</li><li>• VICI Properties Inc. (“VICI”) to acquire the underlying real estate of the assets for \$278mm</li><li>• Century Casinos will enter into a master lease agreement with VICI at an estimated 2.1x rent coverage (annual rent: \$25mm)</li></ul>
<b>Assets</b>	<ul style="list-style-type: none"><li>• 3 high-quality assets in strong and stable markets (the “Casinos”)<ul style="list-style-type: none"><li>– Isle Casino Cape Girardeau, in Cape Girardeau, Missouri</li><li>– Lady Luck Caruthersville, in Caruthersville, Missouri</li><li>– Mountaineer Casino, Racetrack and Resort in New Cumberland, West Virginia</li></ul></li></ul>
<b>Valuation</b>	<ul style="list-style-type: none"><li>• Century Casinos is acquiring the operations of the three assets, adjusted for the sale leaseback transaction, for \$107mm in cash and will assume the “cage” cash of the three assets at close</li><li>• The purchase price represents a pre-synergy multiple of 4.1x trailing twelve months Adjusted EBITDA<sup>(1)</sup></li></ul>
<b>Financing</b>	<ul style="list-style-type: none"><li>• Macquarie Capital has provided \$180mm in committed financing (\$170mm senior secured term loan and \$10mm senior secured revolving line of credit)</li><li>• Maturity of term facility is 7 years after closing; maturity of revolver is 5 years after closing</li></ul>
<b>Approval Process and Timing</b>	<ul style="list-style-type: none"><li>• Subject to gaming regulatory approval in Missouri and West Virginia, anti-trust approval and customary closing conditions</li><li>• Expected to close in early 2020</li></ul>

(1) Adjusted EBITDA is a non-GAAP financial measure. See Appendix A for the definition of and reconciliation of Adjusted EBITDA.



## Strategic Rationale / Transaction Highlights

Well positioned assets in strong, stable markets

Further enhance scale and North American presence

Opportunities to drive incremental growth through operational improvements

Strong and growing free cash flow generation

Securely capitalized with ample capacity to pursue further growth opportunities

New OpCo platform and gaming REIT relationship creates avenues for future growth



# Acquired Asset Overview

Property	Location	Slot Machines	Table Games	Hotel Rooms	Casino Sq. Ft.	Food and Beverage / Entertainment Venues
 CAPE GIRARDEAU	Cape Girardeau, MO	863	20	-	41,500	3 / 1
 CARUTHERSVILLE	Caruthersville, MO	507	9	-	21,000	2 / 1
	New Cumberland, WV	1,486	36	357	75,500	5 / 1
<b>Total Acquired Assets</b>		<b>2,856</b>	<b>65</b>	<b>357</b>	<b>138,000</b>	<b>10 / 3</b>



Source: Eldorado Resorts filings with the U.S. Securities and Exchange Commission as of 3/31/2019.



# Pro Forma Portfolio Overview



Pro Forma

	CENTURY CASINOS	MOUNTAINEER CASINO HACKETT BLAKE & RESORT	isle CASINO CAPE GIRARDEAU	Lady Luck CASINO CARUTHERSVILLE	Pro Forma
# of Properties	15 properties		3 properties		18 properties
# of Slot Machines	4,285		2,856		7,141
# of Table Games	187		65		252
# of Hotel Rooms	73		357		430
LTM 3/31/19 Net Operating Revenue	\$174mm		\$219mm		\$393mm
LTM 3/31/19 Adjusted EBITDA <sup>(1)</sup>	\$24mm		\$26mm <sup>(2)</sup>		\$50mm

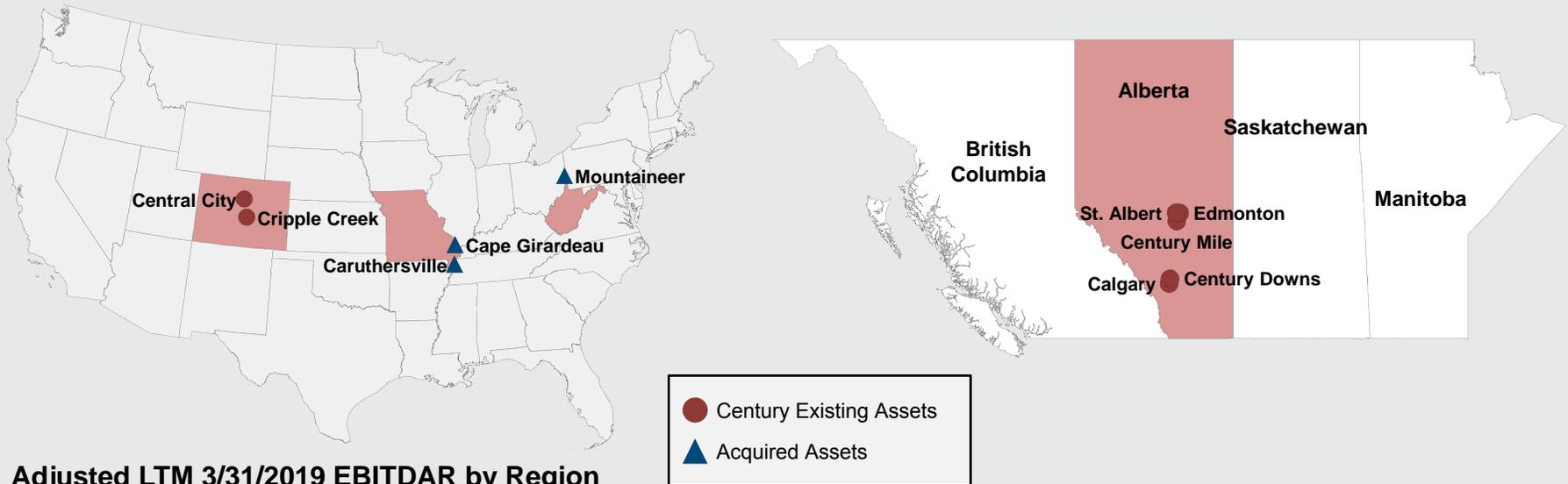
Note: Standalone Century data as of 3/31/2019. The number of the Company's properties, slot machines, table games and hotel rooms listed above excludes cruise ship casinos, Minh Chau and Mendoza.

(1) Adjusted EBITDA is a non-GAAP financial measure. See Appendix A for the definition of and reconciliation of Adjusted EBITDA.

(2) Represents Adjusted EBITDA after pro forma rent payment to VICI. See Appendix A for a reconciliation of Pro Forma Adjusted EBITDA.

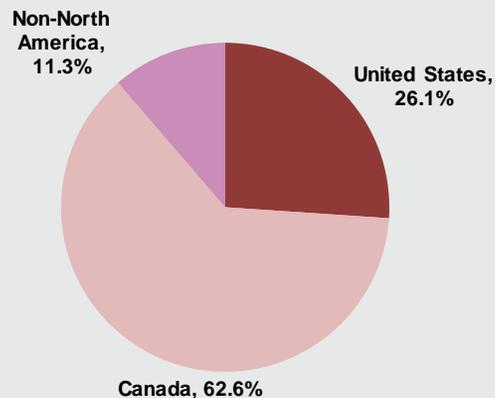
# Pro Forma Geography

## North American Geographic Profile<sup>(1)</sup>

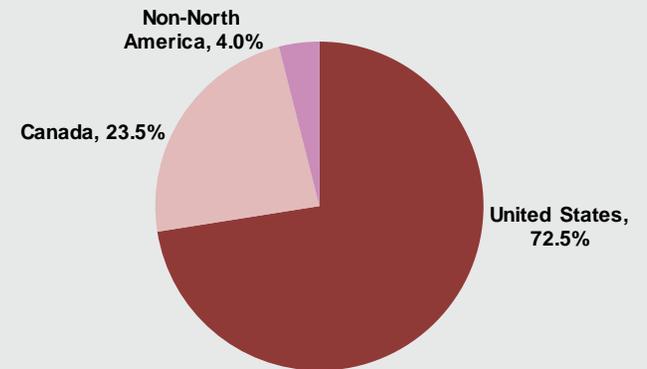


## Adjusted LTM 3/31/2019 EBITDAR by Region

### Current Century Casinos



### Pro Forma Company

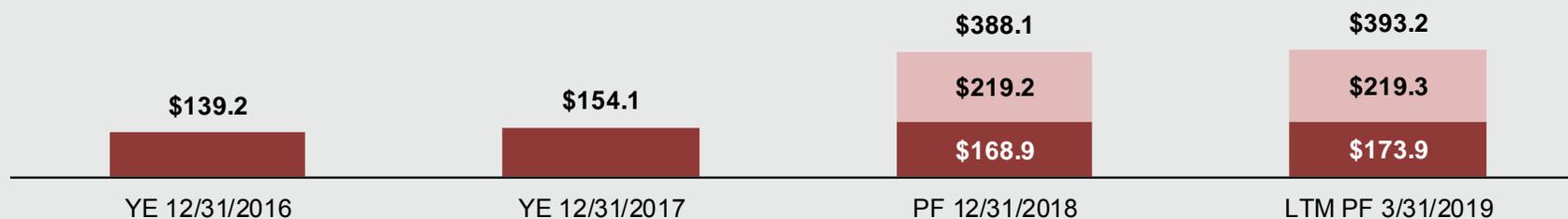


(1) Excludes 22 off-track betting parlors operated by Century Bets! Inc.

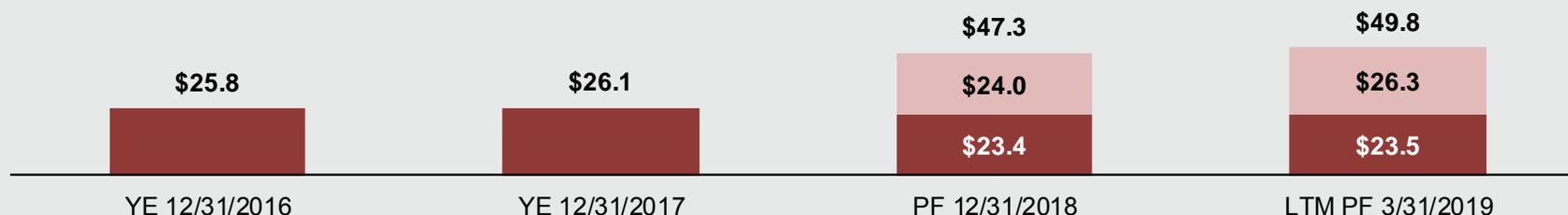


# Pro Forma Financials

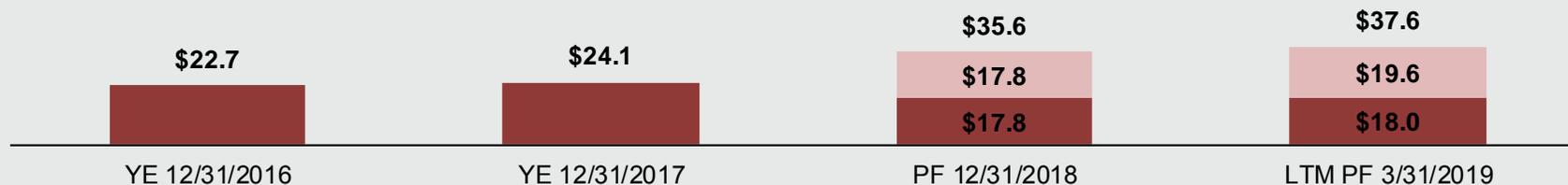
## Historical and Pro Forma Net Operating Revenue



## Historical and Pro Forma Adjusted EBITDA<sup>(1)</sup>



## Historical and Pro Forma Unlevered Free Cash Flow<sup>(2)</sup>



Century Standalone
  Acquired Assets

(1) Adjusted EBITDA is a non-GAAP financial measure. See Appendix A for the definition of and reconciliation of Century's Adjusted EBITDA and Acquired Assets Pro Forma Adjusted EBITDA.

(2) Calculated as Adjusted EBITDA less maintenance capital expenditures.



## Sources and Uses and Pro Forma Capitalization

Sources of Funds	Amount
Revolver (\$10MM, Undrawn)	\$-
Term Loan	170
Acquired Assets Cage Cash	12
<b>Total</b>	<b>\$182</b>

Uses of Funds	Amount
Acquisition Consideration	\$107
Repay BMO Facility - 3/31/19	48
Cash to Balance Sheet	15
Transaction Fees and Expenses	12
<b>Total</b>	<b>\$182</b>

(\$ in millions)	3/31/2019 Capitalization		Adjustments	Pro Forma	
	Amount	Cumulative Leverage	Amount	Amount	Cumulative Leverage
Balance Sheet Cash	\$50		\$15	\$64	
European Debt Facilities	6		-	6	
BMO Facility	48		(48)	-	
Revolver (\$10MM, Undrawn)			-	-	-
Term Loan			170	170	3.5x
<b>Total Debt</b>	<b>\$54</b>	<b>2.3x</b>	<b>\$122</b>	<b>\$176</b>	<b>3.5x</b>
<b>Net Debt<sup>(1)</sup></b>	<b>4</b>	<b>0.2x</b>	<b>107</b>	<b>111</b>	<b>2.2x</b>
<b>LTM 3/31/19 Adjusted EBITDA<sup>(2)</sup></b>	<b>\$24</b>		<b>\$26</b>	<b>\$50</b>	

(1) Calculated as Total Debt less Cash.

(2) Adjusted EBITDA is a non-GAAP financial measure. See Appendix A for the definition of and reconciliation of Century's Adjusted EBITDA and Acquired Assets Pro Forma Adjusted EBITDA.



## Acquired Properties Overviews



# Isle Casino Cape Girardeau

## Property Overview



## Location

- Cape Girardeau, Missouri
- Located approximately 120 miles south of St. Louis, Missouri

## Property Description

- Opened in 2012
- Dockside casino featuring:
  - 41,500 sq. ft. of gaming space
  - 863 slot machines
  - 20 table games
  - 3 dining venues
  - Pavilion and entertainment center

## Market Map



 Represents acquired asset

# Lady Luck Caruthersville

## Property Overview



## Location

- Caruthersville, Missouri
- Riverboat casino located along the Mississippi River

## Property Description

- Opened in 1995
- Riverboat casino featuring:
  - 21,000 sq. ft. of gaming space
  - 507 slot machines
  - 9 table games
  - 2 dining venues
  - 40,000 sq. ft. pavilion
  - 28-space RV park

## Market Map



 Represents acquired asset

# Mountaineer Casino, Racetrack and Resort

## Property Overview



## Location

- New Cumberland, West Virginia
- Located one hour away from downtown Pittsburgh, Pennsylvania

## Property Description

- Casino opened in 1994
- Racetrack casino featuring:
  - 1,486 slot machines
  - 36 table games and a poker room
  - Live thoroughbred horse racing track
  - 5 dining venues
  - 5,000 seat entertainment venue
  - Golf Course
  - Sports book operated by William Hill
- 357 room hotel

## Market Map



 Represents acquired asset



## Appendix A





## Adjusted EBITDA Definition

The Company defines **Adjusted EBITDA** as net earnings (loss) attributable to Century Casinos, Inc. shareholders before interest expense (income), net, income taxes (benefit), depreciation, amortization, non-controlling interest net earnings (loss) and transactions, pre-opening expenses, acquisition costs, non-cash stock-based compensation charges, asset impairment costs, (gain) loss on disposition of fixed assets, discontinued operations, (gain) loss on foreign currency transactions and other, gain on business combination and certain other one-time items, such as acquisition and disposition costs and gain or loss. Intercompany transactions consisting primarily of management and royalty fees and interest, along with their related tax effects, are excluded from the presentation of net earnings (loss) and Adjusted EBITDA. Not all of the aforementioned items occur in each reporting period, but have been included in the definition based on historical activity. These adjustments have no effect on the consolidated results as reported under the generally accepted accounting principles in the United States ("GAAP"). Adjusted EBITDA is not considered a measure of performance recognized under GAAP. Management believes that Adjusted EBITDA is a valuable measure of the relative performance of the Company and its properties. The gaming industry commonly uses Adjusted EBITDA as a method of arriving at the economic value of a casino operation. Management uses Adjusted EBITDA to compare the relative operating performance of separate operating units by eliminating the above-mentioned items associated with the varying levels of capital expenditures for infrastructure required to generate revenue and the often high cost of acquiring existing operations. Adjusted EBITDA is used by the Company's lending institution to gauge operating performance. The Company's computation of Adjusted EBITDA may be different from, and therefore may not be comparable to, similar measures used by other companies within the gaming industry.



## Reconciliation of Adjusted EBITDA of Century Casinos, Inc.

	For the year ended (In \$ Millions)			
	12/31/16	12/31/17	12/31/18	LTM 3/31/19
Net earnings (loss) attributable to Century Casinos, Inc. shareholders	\$9,215	\$6,259	\$3,394	\$3,536
Interest expense (income), net	3,088	3,569	4,114	4,357
Income taxes (benefit)	1,787	4,560	1,917	1,653
Depreciation and amortization	8,349	8,945	9,399	9,671
Net earnings (loss) attributable to non-controlling interests	4,598	1,632	612	874
Non-cash stock-based compensation	759	669	868	1,014
(Gain) loss on foreign currency transactions, cost recovery income and other	(2,523)	(1,362)	(661)	(860)
Loss on disposition of fixed assets	330	622	1,090	1,101
Acquisition costs	159	355	–	–
Pre-opening expenses	–	837	2,644	2,172
<b>Adjusted EBITDA</b>	<b>\$25,762</b>	<b>\$26,086</b>	<b>\$23,377</b>	<b>\$23,518</b>



## Reconciliation of Pro Forma Adjusted EBITDA of Acquired Assets

	(In \$ Millions)
	LTM 3/31/19
Reported LTM Adjusted EBITDAR	\$49.6
Plus: Corporate Overhead Allocation	3.3
Less: Estimated Incremental Century Costs for Acquired Assets	(1.6)
<b>Pro Forma LTM Adjusted EBITDAR</b>	<b>51.3</b>
Less: Rent Expense	(25.0)
<b>Pro Forma LTM Adjusted EBITDA</b>	<b>\$26.3</b>