



## STAFF AGENDA MEMORANDUM

**TO:** Maryland Lottery and Gaming Control Commission  
John A. Martin, Director  
Jim Nielsen, Deputy Director

**PRESENTER:** John J. Mooney, Managing Director, Regulatory Oversight

**DATE OF MEETING:** December 19, 2024

**AGENDA ITEM:** **Proposed Merger and Acquisition of GAN Nevada, Inc. by SEGA Sammy Creation, Inc.**

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**ISSUE SUMMARY:** Hearing on the Proposed Agreement and Plan of Merger - Acquisition of GAN Nevada, Inc. by SEGA Sammy Creation, Inc.

**COMMISSION ACTION REQUIRED/REQUESTED:** Following the hearing on the proposed Agreement and Plan of Merger on the acquisition of GAN Nevada, Inc. by SEGA Sammy Creation, Inc. and upon any review and discussion, Staff recommends the Commission:

- 1) Find that SEGA Sammy Creation, Inc. and SEGA Sammy Holdings, Inc. have established by clear and convincing evidence their qualifications as principal entities;
- 2) Find that the proposed merger of SEGA Sammy Creation, Inc.'s and GAN Nevada, Inc. and resulting ownership changes from the merger of SEGA and GAN are consistent with the policies and intent of the Gaming and Sports Wagering Law and State Gov't § 9-1A-18, Annotated Code of Md., as required by State Gov't Article § 9-1A-19;
- 3) Approves the proposed merger of GAN and SEGA wherein GAN becomes a wholly owned subsidiary of SEGA as being consistent with the Gaming Law and Sports Wagering Law.

**STAFF RECOMMENDATIONS:** Staff recommends that the Commission grant each motion sought after the hearing.