

## Publication of Scheme Document

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FOR IMMEDIATE RELEASE

12 November 2021

**RECOMMENDED CASH ACQUISITION**  
**of**  
**Playtech plc ("Playtech")**  
**by**  
**Aristocrat (UK) Holdings Limited ("Bidco")**  
**a wholly owned subsidiary of**  
**Aristocrat Leisure Limited ("Aristocrat")**  
**Publication of the Scheme Document**

On 17 October 2021, the boards of Playtech, Bidco and Aristocrat announced that they had reached agreement on the terms of a recommended cash acquisition pursuant to which Bidco shall acquire the entire issued and to be issued share capital of Playtech for 680 pence per share in cash (the "**Acquisition**"), to be effected by means of a Court-sanctioned scheme of arrangement under Part X of the Isle of Man Companies Act 2006 (the "**Scheme**").

### Publication of the Scheme Document

Playtech is pleased to announce that a circular in relation to the Scheme (the "**Scheme Document**"), setting out, among other things, a letter from the Chairman of Playtech, the full terms and conditions of the Scheme, a statutory explanatory statement, an expected timetable of principal events, notices convening the Court Meeting and General Meeting and details of the action to be taken by Playtech Shareholders will be made available on Playtech's website at <https://www.playtech.com/> and on Aristocrat's website at <https://power-of-play.com/> (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), respectively, by no later than 12 noon (London time) on the Business Day following the date of this Announcement for the period up to and including the Effective Date (or the date on which the Scheme lapses).

Capitalised terms used in this announcement (the "**Announcement**") shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this Announcement are to London, United Kingdom times unless otherwise stated.

### Action To Be Taken

As further detailed in the Scheme Document, in order to become effective, the Scheme will require, among other things, that the requisite majority of: (i) eligible Scheme Shareholders vote in favour of the Scheme at the Court Meeting; and (ii) eligible Playtech Shareholders vote in favour of the Playtech Resolution at the General Meeting. The Scheme must also be sanctioned by the Court. The Scheme is also subject to the satisfaction or waiver of the other Conditions and further terms, as described more fully in the Scheme Document.

Playtech has convened the Court Meeting for 10.00am and the General Meeting for 10.15am, or as soon thereafter as the Court Meeting has been concluded or adjourned, on Wednesday 12 January 2022. This date has been selected by Playtech as being the date that the Playtech Board considers both allows Gopher Investments ("**Gopher**") sufficient time to clarify its position and ensures that the Meetings are not held during the festive period. The Court Meeting and the General Meeting are to be held at Governors House, 5 Laurence Pountney Hill, London EC4R 0BR.

Playtech Shareholders will find accompanying the Scheme Document a blue Form of Proxy for use in connection with the Court Meeting and a pink Form of Proxy for use in connection with the General Meeting. Whether or not Playtech Shareholders plan to attend either or both of the Meetings, they are encouraged to complete both Forms of Proxy and to return them in accordance with the instructions printed thereon, as soon as possible, but in any event, so as to be received (during normal business hours) to the Registrar, Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by 10.00 am on

Monday 10 January 2022 in the case of the Court Meeting and by 10.15 am on Monday 10 January 2022 in the case of the General Meeting (or, in the case of adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (in relation to the General Meeting excluding any part of such 48 hour period falling on a non-Business Day)). If the blue Form of Proxy for use at the Court Meeting is not lodged by 10.00 am on Monday 10 January 2022, it may be handed to the chairman of the Court Meeting or the Registrar on behalf of the chairman at the Court Meeting before the taking of the poll and will still be valid. However, in the case of the General Meeting, unless the pink Form of Proxy is lodged so as to be received by 10.15 am on Monday 10 January 2022, it will be invalid.

Playtech Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the Meetings or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. **Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (in relation to the General Meeting, excluding any part of such 48 hour period falling on a non-Business Day) before the appointed time for the relevant Meeting or in the case of an adjournment, no later than 48 hours (in relation to the General Meeting, excluding any part of such 48 hour period falling on a non-Business Day) before the time fixed for the holding of the adjourned meeting.**

Playtech Shareholders can also submit their proxy vote via the internet through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To do so, such shareholders will need to log on to their share portal account or register for the share portal if they have not already done so. Once registered, they will immediately be able to vote. Proxies submitted via the share portal service must be received by the Registrar no later than 48 hours (in relation to the General Meeting, excluding any part of such 48 hour period falling on a non-Business Day) before the appointed time for the relevant Meeting or, in the case of an adjournment, no later than 48 hours (in relation to the General Meeting, excluding any part of such 48 hour period falling on a non-Business Day) before the time fixed for the holding of the adjourned meeting.

The completion and return of a Form of Proxy, CREST proxy instruction or proxy appointment via the share portal service will not prevent Playtech Shareholders from attending and voting in person at the Meetings or any adjournment thereof if they so wish and are so entitled.

Scheme Shareholders and Playtech Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible using any of the methods set out in the Scheme Document. Scheme Shareholders and Playtech Shareholders are also strongly encouraged to appoint the Chairman of the relevant Meeting as their proxy, in particular given the ongoing uncertainties associated with the COVID-19 pandemic (see below).

**It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of the opinion of Scheme Shareholders. Whether or not you intend to attend the Court Meeting and/or the General, you are therefore strongly urged to complete, sign and return both of your Forms of Proxy or appoint a proxy or proxies electronically for both the Court Meeting and the General Meeting as soon as possible.**

#### **Possible offer by Gopher Investments**

As announced on 8 November 2021 in accordance with Rule 2.4 of the Takeover Code, Playtech received a preliminary approach on 21 October 2021 from Gopher seeking access to certain due diligence information in order to explore the terms on which a competing possible offer for all of the issued and to be issued share capital of Playtech might be made by Gopher.

The Panel will announce the deadline by which Gopher must clarify its intentions in relation to Playtech.

Playtech Shareholders will be kept informed of developments in respect of Gopher if and when appropriate via announcements through a Regulatory Information Service.

#### **Recommendation**

The Playtech Directors, who have been so advised by Wells Fargo Securities as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Playtech Directors, Wells Fargo Securities has taken into account the commercial assessments of the Playtech Directors. Wells Fargo Securities is providing independent financial advice to the Playtech Directors for the purposes of Rule 3 of the Takeover Code.

The Playtech Directors recommend unanimously that Playtech Shareholders vote in favour of the Scheme at the Court Meeting and the Playtech Resolution at the General Meeting, as the Playtech Directors have irrevocably undertaken to do in respect of their own beneficial holdings of Playtech Shares.

Playtech Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

#### **COVID-19**

As the UK Government's restrictions on social distancing and restrictions on attendance at public gatherings have been lifted, the Playtech Board looks forward to welcoming Playtech Shareholders in person at the Meetings. However, given the evolving nature of the situation and the possibility for circumstances to change before the date of the Meetings such that larger gatherings indoors are no longer permissible and the Playtech Board is forced to revise its position and run the Meetings as closed meetings, Playtech Shareholders are strongly encouraged to appoint the "chairman of the meeting" as their proxy for the General Meeting and the Court Meeting, respectively, to ensure that their vote is able to be cast in accordance with their wishes at both Meetings. If any other person is appointed as their proxy and COVID-19 restrictions are introduced which affect the holding of the Meetings, that proxy may not be permitted to attend the relevant Meeting in person and vote on their behalf. The Playtech Board will keep the situation under review and may need to make further changes to the arrangements relating to the Meetings, including how they are conducted. Playtech Shareholders should therefore continue to monitor Playtech's website and announcements via a Regulatory Information Service for any updates in relation to the arrangements for the Meetings that may need to be provided. The completion

and return of a Form of Proxy, registration of an online proxy appointment or completion and transmission of a CREST proxy instruction will not prevent Playtech Shareholders from attending either of the Meetings and voting in person should the situation regarding COVID-19 allow and should they wish to do so.

### **Timetable**

The Scheme Document contains an expected timetable of principal events in relation to the Scheme, which is also set out in the Appendix to this Announcement. The Scheme remains conditional on the approval of the requisite majority of eligible Scheme Shareholders at the Court Meeting, the requisite majority of eligible Playtech Shareholders at the General Meeting and to the satisfaction or waiver of the other Conditions set out in the Scheme Document, including the approval of the Court. If approved, the Scheme is expected to become effective in the second quarter of 2022 and updates to the expected timetable will be announced as appropriate following receipt of relevant antitrust and regulatory approvals on which the Acquisition is conditional.

### **Information for Playtech Shareholders**

Copies of this Announcement and the Scheme Document will be made available on Playtech's website at <https://www.playtech.com/> and Aristocrat's website at <https://power-of-play.com/> (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), respectively by no later than 12 noon (London time) on the Business Day following the date of this Announcement for the period up to and including the Effective Date (or the date on which the Scheme lapses).

If you have any questions about this Announcement, the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to appoint a proxy, please call Computershare between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays) on +44 (0)870 707 4040. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of the transactions set out in the Scheme Document or give any financial, legal or tax advice.

Subject to the Scheme becoming effective, Playtech shall make an application to the London Stock Exchange for the cancellation of the admission to trading of the Playtech Shares on the London Stock Exchange's Main Market for listed securities and an application to the Financial Conduct Authority for the cancellation of the listing of Playtech Shares on the Official List, in each case to take effect on or shortly after the Effective Date.

The last day of dealings in Playtech Shares on the Main Market for listed securities of the London Stock Exchange is expected to be the Business Day immediately prior to the Effective Date and no transfers shall be registered after 8.00 pm on that date.

On the Effective Date, share certificates in respect of Playtech Shares shall cease to be valid and entitlements to Playtech Shares held within the CREST system shall be cancelled.

### **Enquiries:**

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Linklaters LLP is retained as English legal adviser and Allens as Australian legal adviser to Aristocrat and Bidco. Bryan Cave Leighton Paisner LLP is retained as legal adviser to Playtech.

**APPENDIX**

**Expected timetable of principal events**

The following indicative timetable sets out the expected dates for implementation of the Scheme and is subject to change.<sup>1</sup>

Date of circulation of the Scheme Document	12 November 2021
Latest time for lodging Form of Proxy for the Court Meeting ( <b>blue form</b> )	10.00 am on Monday 10 January 2022 <sup>2</sup>
Latest time for lodging Form of Proxy for the General Meeting ( <b>pink form</b> )	10.15 am on Monday 10 January 2022 <sup>3</sup>
Voting Record Time for the Court Meeting and the General Meeting	8.00 pm on Monday 10 January 2022 <sup>4</sup>
<b>Court Meeting</b>	<b>10.00 am on Wednesday 12 January 2022</b>
<b>General Meeting</b>	<b>10.15 am on Wednesday 12 January 2022<sup>5</sup></b>

*The following dates and times associated with the Scheme are subject to change and will depend, amongst other things, on the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived and on the date on which the Court sanctions the Scheme. Playtech will give adequate notice of all of these dates and times, when known, by issuing an announcement through a Regulatory Information Service, with such announcement being made available on Playtech's website at <https://www.playtech.com/>. Further updates and changes to these times shall, at Playtech's discretion, be notified in the same way.*

Court Hearing	A date no later than 21 days following the satisfaction (or, where applicable, waiver) of the Conditions (other than Condition 2(c)) ("D")
Last day for dealings in, and for the registration of transfer of, Playtech Shares	D+1 Business Day
Scheme Record Time	8.00 pm on D+1 Business Day
Disablement of CREST in respect of Playtech Shares	8.00 pm on D+1 Business Day
Suspension of listing of, and dealings in, Playtech Shares	By 7.30 am on D+2 Business Days
<b>Effective Date of the Scheme</b>	<b>D+2 Business Days</b>
Cancellation of listing of Playtech Shares	By 7.30 am on D+3 Business Days
Last date for despatch of cheques and crediting CREST accounts for cash consideration due under the Scheme	By 14 days after the Effective Date
Long Stop Date	30 November 2022 <sup>6</sup>

**Notes:**

1. References to times are to London time. If any of the dates and/or times in this expected timetable change, the revised dates and/or times

- will be notified to Playtech Shareholders by announcement through a Regulatory Information Service.
2. The **BLUE** Form of Proxy for the Court Meeting if not returned by the time stated above, or in the case of an adjournment, by 48 hours before the time fixed for the holding of the adjourned meeting, may be handed to the Registrar or to the chairman of the Court Meeting before the taking of the poll at the Court Meeting and will still be valid.
  3. The **PINK** Form of Proxy for the General Meeting must be lodged by the time stated above in order to be valid or, if the General Meeting is adjourned, no later than 48 hours (excluding any part of such 48 hour period falling on a non-Business Days) before the time fixed for the holding of the adjourned meeting.
  4. If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time of the adjourned meeting(s) will be 8.00 pm on the day which is two days before the day fixed for the adjourned meeting.
  5. The General Meeting will commence at 10.15 am on the day of the Court Meeting or as soon thereafter as the Court Meeting has been concluded or adjourned.
  6. The Long Stop Date is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as Playtech and Bidco may agree in writing (with the Panel's consent and as the Court may approve (should such consent and/or approval be required)).

### **Notices related to the Financial Advisers**

Wells Fargo Securities International Limited, a subsidiary of Wells Fargo & Company trading as "Wells Fargo Securities", is authorised and regulated by the Financial Conduct Authority ("FCA") in the United Kingdom. Wells Fargo Securities is acting exclusively as financial adviser to Playtech and no one else in connection with the Acquisition and will not be responsible to anyone other than Playtech for providing the protections afforded to its client, nor for providing advice in connection with the Acquisition or in relation to the matters set out in this Announcement.

Goodbody Stockbrokers UC is authorised and regulated by the Central Bank of Ireland and is also subject to regulation by the FCA. Goodbody Stockbrokers UC are acting exclusively for Playtech and no one else in connection with the Acquisition and will not be responsible to any person other than Playtech for providing the protections afforded to their clients nor for providing advice in connection with the Acquisition or in relation to the contents of this Announcement.

Jefferies International Limited, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively for Playtech and no one else in connection with the Acquisition and shall not be responsible to anyone other than Playtech for providing the protections afforded to clients of Jefferies International Limited, nor for providing advice in connection with the Acquisition or any matter referred to herein. Neither Jefferies International Limited nor any of its subsidiaries, affiliates or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirect, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies International Limited in connection with the Acquisition, this Announcement, any statement contained herein or otherwise.

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Aristocrat, Bidco and the Aristocrat Group and no one else in connection with the Acquisition and will not be responsible to anyone other than Aristocrat and Bidco for providing the protections afforded to clients of Goldman Sachs International, nor for providing advice in connection with the Acquisition or any transaction or arrangement referred to herein.

### **Further information**

This Announcement is for information purposes only and does not constitute or form part of an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise.

The Acquisition shall be made solely by means of the Scheme Document (or, in the event that the Acquisition is implemented by means of a Takeover Offer, the offer document) which, together with the Forms of Proxy, shall contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition.

Playtech urges Playtech Shareholders to read the Scheme Document because it contains important information relating to the Acquisition.

This Announcement does not constitute a prospectus or prospectus exempted document.

### **Overseas shareholders**

The release, publication or distribution of this Announcement in or into certain jurisdictions other than the United Kingdom and the Isle of Man may be restricted by law. Persons who are not resident in the United Kingdom or the Isle of Man or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.

This Announcement has been prepared for the purpose of complying with applicable English law, Isle of Man law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales or the Isle of Man.

Unless otherwise determined by Aristocrat or Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from any Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws of that jurisdiction. Any person (including, without limitation, any custodian, nominee and trustee) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this Announcement and/or any other related document to any jurisdiction other than the United Kingdom or the Isle of Man should inform themselves of, and observe, any applicable requirements of that jurisdiction.

The availability of the Acquisition to Playtech Shareholders who are not resident in the United Kingdom or the Isle of Man may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or

the Isle of Man should inform themselves of, and should observe, any applicable requirements.

The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.

The statements contained in this Announcement are not to be construed as legal, business, financial or tax advice. Overseas shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme.

#### **Notes to Playtech investors in the United States**

Shareholders in the United States should note that the Acquisition relates to the shares of an Isle of Man company and is proposed to be effected by means of a scheme of arrangement provided for under, and governed by, Isle of Man laws. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Securities Exchange Act of 1934 (the "**U.S. Exchange Act**"). Accordingly, the Acquisition is subject to the disclosure and procedural requirements applicable in the United Kingdom and the Isle of Man to schemes of arrangement, which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. However, if Bidco was to elect to implement the Acquisition by means of a Takeover Offer, which is to be made into the United States, such Takeover Offer shall be made in compliance with all applicable laws and regulations of the Isle of Man, the United Kingdom and the United States, including any applicable exemptions under the U.S. Exchange Act. Such a Takeover Offer would be made in the United States by Bidco and no one else.

In the event that the Acquisition is implemented by way of a Takeover Offer, in accordance with, and to the extent permitted by, the Takeover Code, in accordance with normal Isle of Man and United Kingdom practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Playtech outside the Acquisition during the period in which such Acquisition would remain open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including Isle of Man and United Kingdom laws and the U.S. Exchange Act. Any such purchases by Bidco or its affiliates will not be made at prices higher than the price of the Acquisition provided in this Announcement unless the price of the Acquisition is increased accordingly. Any information about such purchases or arrangements to purchase shall be disclosed as required in the Isle of Man and the United Kingdom, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). To the extent that such information is required to be publicly disclosed in the Isle of Man and/or the United Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.

Neither the Acquisition nor this Announcement have been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have such authorities approved or disapproved or passed judgement upon the fairness or the merits of the Acquisition, or determined if the information contained in this Announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States.

The receipt of consideration by a U.S. holder for the transfer of its Playtech Shares pursuant to the Scheme shall be a taxable transaction for United States federal income tax purposes. Each Playtech Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws.

Financial information relating to Playtech included in this Announcement and the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the Isle of Man and may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Bidco is organised under the laws of England and Wales, Aristocrat is organised under the laws of Australia and Playtech is organised under the laws of the Isle of Man. Some or all of the officers and directors of Bidco, Aristocrat and Playtech, respectively, are residents of countries other than the United States. In addition, some of the assets of Bidco, Aristocrat and Playtech are located outside the United States. As a result, it may be difficult for U.S. holders of Playtech Shares or U.S. holders of ADSs or ADRs in respect of Playtech Shares to effect service of process within the United States upon Bidco or Playtech or their respective officers or directors or to enforce against them a judgment of a U.S. court predicated upon the federal or state securities laws of the United States.

#### **Forward-looking statements**

This Announcement (including information incorporated by reference into this Announcement), oral statements made regarding the Acquisition, and other information published by Playtech, any member of the Playtech Group, Bidco, Aristocrat or any member of the Aristocrat Group contain statements which are, or may be deemed to be, "forward-looking statements" (including "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995). Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Playtech, any member of the Playtech Group, Bidco, Aristocrat or any member of the Aristocrat Group or the Combined Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.

The forward-looking statements contained in this Announcement relate to Playtech, any member of the Playtech Group, Bidco, Aristocrat or any member of the Aristocrat Group or the Combined Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects", "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Playtech, any member of the Playtech Group, Bidco, Aristocrat or any member of the Aristocrat Group's operations and potential synergies resulting from the

Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Playtech's, any member of the Playtech Group's, Bidco's, Aristocrat's or any member of the Aristocrat Group's business.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or disposals, and any epidemic, pandemic or disease outbreak. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

None of Playtech, any member of the Playtech Group, Bidco, Aristocrat or any member of the Aristocrat Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the Combined Group, there may be additional changes to the Combined Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

The forward-looking statements speak only at the date of this Announcement. All subsequent oral or written forward-looking statements attributable to any member of the Aristocrat Group or Playtech Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Playtech, each member of the Playtech Group, Bidco, Aristocrat and each member of the Aristocrat Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

### **No profit forecast or estimate**

No statement in this Announcement or incorporated by reference into this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement or incorporated by reference into this Announcement should be interpreted to mean that earnings or earnings per share for Aristocrat or Playtech, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Aristocrat or Playtech, as appropriate.

### **Dealing disclosure requirements**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (London time) on the 10<sup>th</sup> Business Day following the Announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Code.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the disclosure table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk) including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Publication on website**

Copies of this Announcement and the Scheme Document will be made available on Playtech's website at <https://www.playtech.com/> and Aristocrat's website at <https://power-of-play.com/> (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), respectively by no later than 12 noon (London time) on the Business Day following the publication of this

Announcement. For the avoidance of doubt, the contents of these websites are not incorporated into, and do not form part of, this Announcement.

### **Requesting hard copies**

Playtech Shareholders may request a hard copy of this Announcement, the Scheme Document and the Forms of Proxy for the Court Meeting and the General Meeting. A copy of any such documents or information incorporated by reference into the Scheme Document will not be sent to such persons unless requested, free of charge, by calling Playtech's Registrar, Computershare, on +44 (0)870 707 4040 or by writing to Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY stating your name, and the address to which the hard copy should be sent.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain information provided by Playtech Shareholders, persons with information rights and other relevant persons for the receipt of communications from Playtech may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(e) of the Takeover Code.

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