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THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this letter or the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Playtech, please send this letter at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. However, this letter should not be sent in whole or in part in, into or from any jurisdiction where to do so might constitute a violation of the relevant laws of such jurisdiction.

21 December 2021

To shareholders of Playtech plc

Dear Sir/Madam

Important information in relation to the recommended offer for the entire issued and to be issued share capital of Playtech plc ("Playtech") by Aristocrat (UK) Holdings Limited ("Bidco"), a whollyowned subsidiary of Aristocrat Leisure Limited ("Aristocrat")

As you will be aware, 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 (the "**Offer**") pursuant to which Bidco proposes to acquire the entire issued and to be issued ordinary share capital of Playtech at a price of 680 pence per Playtech share. It is intended that the Offer will be implemented by means of a scheme of arrangement under Part X of the Isle of Man Companies Act 2006 (the "**Scheme**").

Notice was given in a circular to shareholders dated 12 November 2021 in relation to the Scheme (the "Scheme Document") of the Court Meeting and the General Meeting, which have been convened, respectively, for 10.00 am and 10.15 am (or as soon thereafter as the Court Meeting has concluded) on Wednesday 12 January 2022.

We are writing to inform you that, in light of recent developments in relation to COVID-19 and the possibility of revised guidance being issued or new restrictions being imposed on public gatherings and/or travel, Playtech has taken the decision to implement certain changes to the arrangements set out in the Scheme Document relating to the Court Meeting and the General Meeting.

The Court Meeting and the General Meeting are both still due to be held at 10.00 am and 10.15 am (or as soon thereafter as the Court Meeting has concluded), respectively, on Wednesday 12 January 2022 at the offices of Bryan Cave Leighton Paisner LLP, Governors House, Laurence Pountney Hill, London EC4R 0BR. However, whilst shareholders will be permitted to attend the meetings in person if they are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force and any decision of the Playtech Board that it is necessary to hold the meetings as closed meetings or otherwise restrict attendance in order to ensure the safety of those attending the meetings), the Playtech Board urges shareholders to consider whether their attendance in person at the meetings is necessary and advisable.



Notwithstanding the above, Playtech understands the importance of ensuring that all shareholders are given an opportunity to participate in the consideration of the Scheme at the Court Meeting and the related business at the General Meeting. The Board has decided, therefore, to implement certain additional arrangements to allow Scheme Shareholders to participate and vote virtually at the Court Meeting and for Playtech Shareholders to watch and submit questions at the General Meeting through a virtual platform.

Further details of the new arrangements have been included in an announcement released today through the Regulatory News Service and which is enclosed with this letter. This announcement sets out the details of the virtual meeting platform and how shareholders may access it. A hard copy of the Lumi Online User Guidance has also been enclosed with this letter. This provides further practical information on accessing and using the virtual meeting platform.

If you have questions about this letter or the other enclosures, please contact Playtech's registrars, Computershare, between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding public holidays in Jersey) on +44 (0)370 707 4040. Calls are charged at the standard geographic rate and will vary by provider. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

Yours faithfully,

**Brian Mattingley** 

Chairman Playtech plc

## Right to request hard copies

You may request a hard copy of the Scheme Document. You may also request that all future documents, announcements and information in relation to the Offer be sent to you in hard copy form and subsequently such information will be sent to you in hard copy without the need to make any further requests. Such requests may be made to Playtech's registrar in writing to Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or by calling Playtech's helpline on +44 (0)370 707 4040.

## **Directors' responsibility statement**

The directors of Playtech accept responsibility for the information contained in this letter relating to Playtech. To the best of the knowledge and belief of the directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

## Provision of addresses and information

Please be aware that addresses, electronic addresses and certain other information provided by Playtech's shareholders, persons with information rights and other relevant persons for the receipt of communications from Playtech may be provided to Aristocrat during the offer period as required under Section 4 of Appendix 4 of the Code.

## **Disclosure requirements of the Takeover Code**

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) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th 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(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (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 shall be deemed to be a single person for the purpose of Rule 8.3.

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).

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 <a href="http://www.thetakeoverpanel.org.uk/">http://www.thetakeoverpanel.org.uk/</a>, 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.