

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you sell or transfer or have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the enclosed Form of Proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a violation of the relevant laws of such jurisdiction.

If you have sold or otherwise transferred part only of your Ordinary Shares, you should retain these documents but please consult the stockbroker, bank or other agent through whom the sale or transfer was effected at once.

This document is a circular relating to the Disposal and has been prepared for the purposes of complying with the laws of the Isle of Man and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any other jurisdiction.

This document should be read as a whole. Your attention is drawn, in particular, to the risk factors set out in Part II of this document and to the letter from the Chairman of Playtech plc that is set out in Part I of this document and which contains a unanimous recommendation from the Board that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of the General Meeting of Playtech plc to be held at Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom at 10.00 a.m. on 1 December 2021 is set out at the end of this document.

A Form of Proxy for the General Meeting accompanies this document. Please complete, sign and return the accompanying Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Registrars no later than 10.00 a.m. on 29 November 2021. Forms of Proxy received after this time will be invalid. Shareholders who wish to submit a proxy electronically may do so by accessing www.investorcentre.co.uk/eproxy. Shareholders who hold their Ordinary Shares in CREST may utilise the CREST electronic proxy appointment service. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Further instructions are given in the notice of the General Meeting at the end of this document.

As the UK Government's restrictions on social distancing and restrictions on attendance at public gatherings have been lifted, the Board looks forward to welcoming Shareholders in person at the General Meeting. However, given the evolving nature of the situation and the possibility for circumstances to change before the date of the General Meeting such that larger gatherings indoors are no longer permissible and the Board is forced to revise its position and run the General Meeting as a closed meeting, you are strongly encouraged to appoint the "chairman of the meeting" as your proxy for the General Meeting to ensure that your vote is able to be cast in accordance with your wishes at the General Meeting. If any other person is appointed as your proxy and COVID-19 restrictions are introduced which affect the holding of the General Meeting, that proxy may not be permitted to attend the General Meeting in person and vote on your behalf. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the General Meeting, including how it is conducted. Shareholders should therefore continue to monitor the Company's website and announcements via a regulatory information service for any updates in relation to the arrangements for the General Meeting 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 you from attending the General Meeting and voting in person should the situation regarding COVID-19 allow and should you wish to do so.

PLAYTECH PLC

(Incorporated in the Isle of Man with registered number 008505V)

Proposed disposal of the Finalto Business

and

Notice of General Meeting

The Disposal is subject to, and conditional upon, *inter alia*, the approval of Shareholders at the General Meeting.

A summary of the action to be taken by Shareholders is set out on page 17 of this document and in the notice of General Meeting.

UBS AG London Branch, acting as financial adviser and Joint Sponsor, is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the FCA and limited regulation by the Prudential Regulation Authority in the United Kingdom. Goodbody Stockbrokers UC, acting as Joint Sponsor, is authorised and regulated by the Central Bank of Ireland and is also subject to regulation by the FCA. Each of UBS AG London Branch and Goodbody Stockbrokers UC are acting exclusively for the Company and no-one else in connection with the Disposal and will not be responsible to any person other than the Company for providing the protections afforded to their clients or for providing advice in relation to the contents of this document or the Disposal.

Apart from the responsibilities and liabilities, if any, that may be imposed on UBS AG London Branch and Goodbody Stockbrokers UC under FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the

exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, UBS AG London Branch and Goodbody Stockbrokers UC accept no responsibility whatsoever and make no representation or warranty, express or implied, as to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by them, or on their behalf, in connection with the Company, the Ordinary Shares or the Disposal. The Joint Sponsors accordingly disclaim, to the fullest extent permitted by law, all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this document or any such statement.

No person has been authorised to give any information or make any representations to Shareholders with respect to the Disposal other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by or on behalf of the Company or the Directors or by UBS AG London Branch and Goodbody Stockbrokers UC or any other person involved in the Disposal. None of the above take any responsibility or liability for and can provide no assurance as to the reliability of, other information that you may be given. Subject to the Listing Rules, the Prospectus Regulation Rules, MAR and the Disclosure Guidance and Transparency Rules, neither the delivery of this document nor holding the General Meeting shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

This document contains forward-looking statements. Statements containing the words “intends”, “aims”, “anticipates”, “assumes”, “budgets”, “could”, “contemplates”, “continues”, “plans”, “predicts”, “projects”, “schedules”, “seeks”, “shall”, “should”, “targets”, “would”, “believes”, “anticipates”, “may”, “will”, “estimates”, “expects” and “outlook” or, in each case, their negative or other variations, or words of similar meaning are forward looking. These forward-looking statements are subject to assumptions, risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, there can be no assurance that these expectations will prove to have been correct. Given these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by those forward-looking statements. Each forward-looking statement is correct only as of the date of the particular statement. The Company does not undertake any obligation publicly to update or revise any forward-looking statement as a result of new information, future events or other information, although such forward-looking statements will be publicly updated if required by the Listing Rules, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, the rules of London Stock Exchange plc or by law. For the avoidance of doubt, nothing in this paragraph is intended to qualify the working capital statement set out in paragraph 9 of Part VI of this document.

This document is dated 15 November 2021.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	4
GENERAL INFORMATION	5
DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS	7
PART I LETTER FROM THE CHAIRMAN	8
PART II RISK FACTORS	18
PART III HISTORICAL FINANCIAL INFORMATION RELATING TO THE FINALTO GROUP	22
PART IV UNAUDITED PRO FORMA FINANCIAL INFORMATION	25
PART V SUMMARY OF THE PRINCIPAL TERMS OF THE DISPOSAL	32
PART VI ADDITIONAL INFORMATION	36
PART VII DEFINITIONS	41
NOTICE OF GENERAL MEETING	44

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Last time and date for receipt of a Form of Proxy for the General Meeting	10.00 a.m. on 29 November 2021
Last time and date for receipt of CREST Proxy Instructions for the General Meeting	10.00 a.m. on 29 November 2021
General Meeting	10.00 a.m. on 1 December 2021
Completion of the Disposal*	by 29 June 2022

Notes:

1. All time references in this document are to London time unless otherwise stated.
 2. The dates and times given in this document are based on the Company's current expectation and may be subject to change.
 3. Any changes to the timetable set out above will be announced via a Regulatory Information Service.
- * Subject to satisfaction (or, where appropriate, waiver) of relevant conditions to completion of the Disposal, details of which are set out in paragraph 1.3 of Part V of this document.

GENERAL INFORMATION

Presentation of financial information

Unless otherwise stated:

- (a) financial information relating to Playtech has been extracted without material adjustment from the audited consolidated financial statements of the Company for the years ended 31 December 2018, 31 December 2019 and 31 December 2020, and from the unaudited condensed financial statement for the six months ended 30 June 2021;
- (b) financial information relating to the Finalto Group has been extracted without material adjustment from the underlying consolidation schedules and accounting records that underlie the Playtech Group's audited consolidated financial statements for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020, and the unaudited condensed financial statement for the six months ended 30 June 2021;
- (c) financial information relating to the Finalto Group in respect of the twelve month period ended 30 June 2021 has been extracted without adjustment from Playtech's monthly management accounts for the year ended 31 December 2020 and the six months ended 30 June 2021; and
- (d) all prices quoted for Ordinary Shares are closing prices in Pounds Sterling as provided by the London Stock Exchange.

Unless otherwise indicated, financial information in this document relating to the Company and the Finalto Group has been prepared in accordance with IFRS and consistently applied with the accounting policies adopted by the Company in preparing its financial statements for the year ended 31 December 2020.

Rounding

Certain data in this document, including financial, statistical and operating information, has been rounded. As a result of rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. Percentages have also been rounded and accordingly may not add up to 100 per cent.

Currency presentation

Unless otherwise indicated in this document, all references to:

- (a) "£", "GBP", "pounds", "Pound Sterling", "Sterling", "p", "penny" or "pence" are to the lawful currency of the UK;
- (b) "\$", "US\$", "USD", "U.S. Dollars" or "cents" are to the lawful currency of the United States; and
- (c) "€", "EUR" or "Euros" are to the lawful currency of the European Union.

The functional and presentational currency used for the accounting records of the Finalto Group is USD, and details of how such accounting records are translated for the purposes of the Playtech Group's audited consolidated financial statements which are presented in Euros are set out in Note 5 (*Significant accounting policies*) to the financial statements in the Company's Annual Report and Financial Statements for the year ended 31 December 2020.

No profit forecast

Unless otherwise stated, no statement in this document is intended as a profit forecast or a profit estimate for any period and no statement in this document should be interpreted to mean that earnings, earnings per Ordinary Share, income or cash flow for the Company, the Finalto Group or the Continuing Group (as appropriate) for the current or future financial years would necessarily match or exceed the historical

published earnings, earnings per Ordinary Share, income or cash flow for the Company, the Finalto Group or the Continuing Group (as appropriate).

Notice to overseas shareholders

The release, publication or distribution of this document in jurisdictions other than the United Kingdom and the Isle of Man may be restricted by law and therefore persons into whose possession this document comes should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. This document has been prepared for the purposes of complying with Isle of Man law and the Listing Rules and the applicable rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of the Isle of Man.

No person has been authorised to give any information or to make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors, UBS AG London Branch and Goodbody Stockbrokers UC.

The contents of this document are not to be construed as legal, business, financial or tax advice. Each Shareholder should consult its own legal adviser, business adviser, financial adviser or tax adviser for legal, business financial or tax advice respectively.

No incorporation of website information

Without limitation, unless expressly stated in this document (in particular, see paragraph 12 of Part VI of this document), the content of the Company's website, and any link accessible through the Company's website, do not form part of this document.

No offer or solicitation

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security pursuant to this document or otherwise.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Mor Weizer (<i>Chief Executive Officer</i>) Andrew Smith (<i>Chief Financial Officer</i>) Brian Mattingley (<i>Group Chairman</i>) Ian Penrose (<i>Non-executive Director</i>) Anna Massion (<i>Non-executive Director</i>) John Krumins (<i>Non-executive Director</i>) Linda Marston-Weston (<i>Non-executive Director</i>)
Company Secretary	Brian Moore
Registered Office	Ground Floor St George's Court Upper Church Street Douglas Isle of Man IM1 1EE
Financial Adviser and Joint Sponsor	UBS AG London Branch 5 Broadgate London EC2M 2QS
Joint Sponsor	Goodbody Stockbrokers UC Ballsbridge Park Ballsbridge Dublin 4 D04 YW83 Republic of Ireland
Legal Advisers	Bryan Cave Leighton Paisner LLP Governors House 5 Laurence Pountney Hill London EC4R 0BR
Reporting Accountant	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH
Registrars	Computershare Investor Services (Jersey) Limited The Pavilions Bridgwater Road Bristol BS99 6ZY

PART I

LETTER FROM THE CHAIRMAN

PLAYTECH PLC

(Incorporated in the Isle of Man with registered number 008505V)

Directors

Mor Weizer (*Chief Executive Officer*)
Andrew Smith (*Chief Financial Officer*)
Brian Mattingley (*Group Chairman*)
Ian Penrose (*Non-executive Director*)
Anna Massion (*Non-executive Director*)
John Krumins (*Non-executive Director*)
Linda Marston-Weston (*Non-executive Director*)

Registered Office

Ground Floor
St George's Court
Upper Church Street
Douglas
Isle of Man
IM1 1EE

15 November 2021

Dear Shareholder,

Proposed disposal of the Finalto Business and Notice of General Meeting

1. Introduction

On 29 September 2021, the Company announced that it had entered into an agreement with the Purchaser, an investment vehicle incorporated under the laws of the Cayman Islands, to dispose of the Finalto Business. The transaction is structured as the sale of the Finalto Shares and the Finalto Loan by Playtech for a total consideration of (i) USD 250 million payable in cash on Completion plus (ii) a daily amount of USD 24,000 payable to Playtech that accrues from 28 March 2022 if Completion does not occur on or before such date. The final consideration payable to Playtech is subject to a completion accounts adjustment of up to USD 25 million in either direction, which is determined by the financial performance of Finalto from 1 January 2021 to Completion, and is intended to have the effect of transferring approximately USD 109.3 million of regulatory capital, in cash, with the business at Completion.

I am therefore writing to you today, on behalf of the Board:

- (a) to provide further details in relation to the Disposal, including the background to, and the reasons for, the Disposal;
- (b) to explain why the Directors consider the Disposal to be in the best interests of Shareholders as a whole;
- (c) to seek your support for, and approval of, the Disposal; and
- (d) to recommend that Shareholders vote in favour of the Resolution set out in the Notice of General Meeting.

A summary of the principal terms and conditions of the Disposal and the Sale and Purchase Agreement is set out in paragraph 5 of this letter and Part V of this document.

The Disposal, because of its size in relation to Playtech, is a Class 1 transaction for the purposes of the Listing Rules and is therefore conditional, amongst other things, upon the approval of Shareholders. A General Meeting is to be held at 10.00 a.m. at Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom on 1 December 2021 for the purpose of seeking such approval and a notice convening the General Meeting is set out at the end of this document.

If the Resolution is passed at the General Meeting, Completion of the Disposal is expected to take place in the first half of 2022 (following satisfaction or, where appropriate, waiver of the other conditions to the Disposal).

The Directors who own Ordinary Shares (which in aggregate equal 421,925 Ordinary Shares, representing approximately 0.14 per cent. of the issued share capital of the Company as at 12 November 2021, being the latest practicable date prior to publication of this document) unanimously intend to vote in favour of the Resolution set out in the Notice of General Meeting.

Playtech has received an irrevocable undertaking subject to certain exceptions to vote in favour of the Disposal at the General Meeting from the Purchaser representing, in aggregate, approximately 4.97 per cent. of Playtech's issued share capital as at 12 November 2021, being the latest practicable date prior to publication of this document.

You will find definitions for certain capitalised terms used in this letter and in the rest of this document in Part VII of this document.

2. Background to and reasons for the Disposal

As Playtech has announced previously, including in its recent half-year results announcement of 23 September 2021, it is a strategic focus of the Playtech Group to simplify its business operations and dispose of non-core assets. Playtech's strategy is to focus on its core gambling businesses, where it can leverage its market leading technology. As such, it has for some time been evaluating its options in relation to the Finalto Business.

As part of this strategy, the Board appointed UBS in 2019 to run a process to maximise value from a disposal of the business. However, in light of deteriorating market conditions for Finalto and its financial performance that year, the decision was taken to pause the process for a period of time.

In 2020, market conditions for Finalto rebounded significantly and Playtech re-commenced the process with UBS and was approached by a number of interested parties. The Board recognised the potential to achieve its stated aim of disposing of Finalto from this position of strong performance and proceeded once again with the process to dispose of the business. Following press speculation, Playtech announced on 27 August 2020 that such a process had begun, which led to a number of further parties expressing interest in Finalto.

A binding agreement with a consortium led by Barinboim Group and backed by Leumi Partners Limited and Menora Mivtachim Insurance Limited, together with key members of the Finalto Business' management team (the "**Consortium**") in respect of the sale of Finalto to the Consortium (the "**Consortium Offer**") was entered into on 26 May 2021 (the "**Consortium SPA**"). A resolution to approve the Consortium Offer was proposed for the general meeting that was to be convened for 15 July 2021 (the "**Consortium Offer General Meeting**").

As announced on 2 July 2021, however, Playtech received on 29 June 2021 an indicative non-binding conditional offer from the Purchaser to acquire Finalto for USD 250 million.

Playtech announced on 9 July 2021 the adjournment of the Consortium Offer General Meeting and a supplementary circular was posted to shareholders on 2 August 2021, which contained a notice that the adjourned Consortium Offer General Meeting would resume on 18 August 2021.

Since the resolution proposed at the Consortium Offer General Meeting to approve the Consortium Offer was not passed at the resumed meeting on 18 August 2021, the Consortium agreed with Playtech to immediately terminate the Consortium SPA and, thereafter, Playtech was able to engage with the Purchaser to progress a disposal of Finalto.

A binding agreement with the Purchaser in respect of the Disposal was entered into on 29 September 2021 and the Board has unanimously concluded that the agreement reached with the Purchaser should be recommended to Shareholders and that Shareholders should vote in favour of the Disposal at the General Meeting.

The Board has, throughout this elongated and thorough process, carefully evaluated all proposals which it has received, taking into account the prices which potential purchasers have proposed, the basis on which those prices have been reached, potential purchasers' knowledge and understanding of the business and

ability to complete the transaction (particularly in light of the Finalto Business' regulated status in multiple global jurisdictions), and the potential to provide a "clean break" for Playtech.

On 17 October 2021, the Board announced that it had reached an agreement with Aristocrat Leisure Limited ("**Aristocrat**") and Aristocrat (UK) Holdings Limited (a wholly owned subsidiary of Aristocrat ("**Bidco**")) on the terms of a recommended cash acquisition pursuant to which Bidco is proposing to acquire the entire issued and to be issued ordinary share capital of Playtech by means of a scheme of arrangement under Part X of the Companies Act (the "**Acquisition**"). The Acquisition is subject to the certain conditions including, *inter alia*, a condition relating to the approval of the Disposal by Shareholders and the terms and conditions of the SPA not having been amended, varied, supplemented or restated in any material and adverse respect. On 12 November 2021, the Board published a circular in relation to the Acquisition convening a court sanctioned meeting to approve the Acquisition and a general meeting of the Shareholders to approve associated resolutions. In light of all of the above, should the Disposal not be approved by Shareholders, Shareholders should be aware that Bidco may ultimately seek to invoke such condition pursuant to the Takeover Code so as to cause the Acquisition to not proceed. Whether Bidco will be permitted to do so, will ultimately be a decision for the Panel, but in such circumstances there will be some uncertainty as to whether the Acquisition would proceed.

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 the Purchaser 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 the Purchaser. Consistent with its fiduciary duties, and in accordance with Rule 21.3 of the Takeover Code, the Board has provided the Purchaser access to due diligence information for this purpose. Discussions with the Purchaser are at an early stage and ongoing. As such, there can be no certainty that the Purchaser's approach will result in an offer for Playtech, nor as to the terms on which any offer might be made.

As well as delivering an attractive value for Shareholders, the Board believes the Disposal represents a good outcome for all other stakeholders, including providing certainty for Finalto colleagues, customers and trading counterparties after an extensive process. The Disposal offers the opportunity to realise an attractive value for the Finalto Business, achieve significant progress in our strategic aim of simplifying the Playtech Group and release significant capital from a non-core asset.

3. Information on the Finalto Business

Overview

The Finalto Business is a specialist in B2C and B2B multi-channel trading software and services. The Finalto Group operates the Finalto Business within the Playtech Group.

The Finalto Business' B2C offering, operating the brand Markets.com, is an established online contracts for difference ("**CFDs**") broker where customers can trade equities, indices, currency pairs and commodity CFDs rapidly and securely on its trading platforms.

The Finalto Business' B2B offering consists of:

- (a) clearing and execution services for other retail brokers and professional clients, where the Finalto Business acts as a matched-principal liquidity provider and straight through processes (i.e. automatically sends trades through electronic transfers with no manual interaction) the trades to prime brokers and clearing houses;
- (b) clearing and execution for other retail brokers, where the Finalto Business acts as the execution venue and market-maker; and
- (c) technology and risk management services, where the Finalto Business provides platform, client relationship management, reporting and risk-management technology to the retail broker market.

Where the Finalto Business acts as the execution venue, or provides execution services, these activities are undertaken by members of the Finalto Group regulated by the FCA, the Monetary Authority of Singapore,

the Cyprus Securities and Exchange Commission, the British Virgin Islands' Financial Services Commission, the Australian Securities & Investments Commission and the South African Financial Sector Conduct Authority.

History and development

The Finalto Business was first established in 2015 with the acquisition by the Playtech Group (through a wholly owned subsidiary) of Finalto (IOM) Limited (known at the time as TradeFX Limited), the online CFDs broker and trading platform and services provider, operating the brand Markets.com, with both B2C and B2B offerings.

Over time, the Finalto Business has extended its B2B offerings. A brief history of the development of the Finalto Business is set out below:

- (a) in 2016, the Playtech Group acquired a 70 per cent. interest in Finalto A/S (formerly Consolidated Financial Holdings A/S) ("CFH"), a technology company with products including a leading straight-through-processing brokerage which provides retail brokers with multi-asset execution, prime brokerage services, liquidity and complementary risk management tools. The Playtech Group subsequently acquired the remaining 30 per cent. interest in CFH; and
- (b) in 2017, the Playtech Group acquired technology, intellectual property and certain customer relationships from B2B risk-management and trading systems' supplier, ACM Group Limited (known in the industry as 'Alpha' or 'ACM'), continuing to enhance its financials division's B2B offering.

Trading results of the Finalto Business

A summary of the trading results of the Finalto Business for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020 and the six months ended 30 June 2021 is set out below, which has been extracted without material adjustment from the financial information contained in Part III of this document.

During the financial years ended 31 December 2019, and 31 December 2020, impairment charges of €90 million and €221.3 million respectively were recognised, reflecting a reduction in the underlying carrying value of the Finalto Business based on an assessment of comparing its carrying value to expected net proceeds from the disposal costs. Following a further assessment of the Finalto Business' underlying carrying value at 30 June 2021, an amount of €2.0 million of the previously recognised impairment was reversed.

The financial information in this paragraph 3 has been prepared in accordance with the IFRS accounting policies adopted in the Playtech Group's consolidated financial statements for each of the financial periods presented. The financial information reflects, therefore, the Finalto Business' contribution to the Playtech Group during the periods presented, applying the relevant Playtech Group accounting policies.

	<i>Year ended 31 December 2018 €'000</i>	<i>Year ended 31 December 2019 €'000</i>	<i>Year ended 31 December 2020 €'000</i>	<i>Six months ended 30 June 2021 €'000</i>
Revenue	92,882	67,915	121,883	31,885
Adjusted EBITDA	30,105	7,812	56,462	(185)
EBITDA	25,160	1,558	45,300	(499)
Profit/(loss) before taxation	112,485	(40,095)	(222,013)	(4,293)
Profit/(loss) for the year	99,224	(42,631)	(224,744)	(5,716)

Shareholders should read the whole of this document and not rely solely on information summarised in this letter, including the summarised financial information.

4. Information on the Purchaser

The Purchaser is an affiliated entity of TTB and a shareholder in Playtech, holding approximately 4.97 per cent. of Playtech's issued share capital as at 12 November 2021, being the latest practicable date prior to publication of this document.

The Company understands that the Purchaser's acquisition of Finalto will be financed from committed third party funds which will be immediately available.

The Purchaser will be supported from a management perspective by members of the Finalto Business' management team who will transfer with the Finalto Business, including Ron Hoffman (Chief Executive Officer of the Finalto Business) and Liron Greenbaum (Chief Operating Officer of the Finalto Business).

TTB, through its Hong Kong regulated entity, TTB Partners Limited, which is advising the Purchaser on this transaction, is an investment and advisory firm based in Hong Kong.

5. Summary of the terms of the Disposal

Under the Sale and Purchase Agreement, Playtech has agreed to sell the Finalto Shares and the Finalto Loan to the Purchaser for a total consideration of (i) USD 250 million payable in cash on Completion plus (ii) a daily amount of USD 24,000 in respect of each day in the period commencing on 28 March 2022 and ending on the day before Completion, save that, if Completion occurs on or before 28 March 2022, no such daily additional consideration will be payable to Playtech.

It is expected that approximately USD 109.3 million of regulatory capital, in cash, required to run the Finalto Business will be transferred to Finalto on Completion. Accordingly, the final consideration payable to Playtech is subject to a completion accounts adjustment of up to USD 25 million in either direction, which is determined by the financial performance of Finalto from 1 January 2021 to Completion as follows:

- (a) where Finalto generates profits which have the effect of increasing regulatory capital or excess cash, Playtech will withdraw an amount of up to US\$25 million from Finalto, immediately prior to Completion, on a dollar for dollar basis; or
- (b) where Finalto generates losses which have the effect of reducing regulatory capital, or creating a deficit in cash requirements, Playtech will inject an amount of up to US\$25 million into Finalto, immediately prior to Completion, on a dollar for dollar basis.

The transaction sale price of USD 250 million, if paid in full, represents an enterprise valuation to Adjusted EBITDA* multiple of:

- (a) 28x FY2019 Adjusted EBITDA and 7x FY2018 Adjusted EBITDA, being the last full years prior to 2020 which was impacted by the one-off COVID-19 benefit in Q1 2020; and
- (b) 49x Adjusted EBITDA for the trailing twelve month period ended 30 June 2021 and 4x FY2020 Adjusted EBITDA.

* Adjusted EBITDA for the financial years 2018, 2019, 2020 and the twelve months to June 2021 was USD 36.7 million, USD 8.9 million, USD 63.9 million and USD 5.1 million respectively.

Completion of the Sale and Purchase Agreement is conditional on (i) the approval of the Disposal by Shareholders and (ii) receipt of the consent of the Regulatory Authorities to the change of control of the relevant members of the Finalto Group.

The Sale and Purchase Agreement will terminate if the above conditions are not met or waived by 29 June 2022, which date may be extended by Playtech by up to three months or otherwise by agreement between Playtech and the Purchaser.

The Purchaser has paid a deposit of USD 10 million as security for the Purchaser's obligations under the Sale and Purchase Agreement (the "**Deposit**"). The Deposit will be released to Playtech on the earlier of Completion and the termination of the Sale and Purchase Agreement in accordance with its terms, other than where such termination is due to certain factors, which include but are not limited to the Resolution not being

passed at the General Meeting (where the Purchaser has complied with its obligations in respect thereof). The Purchaser may deposit an additional USD 4 million to extend, by an additional 20 business days, the date by which it is required to make certain of the applications, submissions, notifications and filings required under the Sale and Purchase Agreement.

Playtech has received an irrevocable undertaking, subject to certain exceptions, to vote in favour of the Disposal at the General Meeting from the Purchaser, representing, in aggregate, approximately 4.97 per cent. of Playtech's issued share capital as at 12 November 2021, being the latest practicable date prior to publication of this document.

If the Sale and Purchase Agreement terminates because the Resolution was not passed at the General Meeting and, within 12 months following such termination, an exit event in respect of the Finalto Group occurs that values the Finalto Group at an enterprise value in excess of USD 240 million, Playtech will pay to the Purchaser USD 8.8 million.

A more detailed summary of the Sale and Purchase Agreement is set out in Part V of this document.

6. Use of proceeds and financial effects of the Disposal

The gross cash proceeds, before transaction costs and completion accounts adjustments, arising from the Disposal are expected to be USD 250 million. There is additionally a daily profit charge of USD 24,000 payable to Playtech that accrues from 28 March 2022 if Completion does not occur on or before such date.

If the Disposal were to complete in the current trading environment, which remains uncertain due to the impact of the global pandemic, Playtech's intended use of proceeds would be to retain the consideration until there is clarity, and consequently reduce net debt in the interim. Should Playtech receive the funds in the first half of 2022 as expected and on the assumption that there is greater clarity, Playtech remains committed to returning capital to Shareholders when appropriate, whilst balancing the opportunities to invest in the business and taking a prudent approach to its capital structure and leverage.

In the financial year ended 31 December 2020 and the six months ended 30 June 2021, the Finalto Business generated revenues of €121.9 million and €31.9 million (respectively), Adjusted EBITDA of €56.4 million and (€0.2 million) (respectively), and a loss after tax of €224.7 million and €5.7 million (respectively). The financial information in this paragraph 6 has been extracted without material adjustment from the financial information contained in Part III of this document. The pro forma effect of the Disposal upon the Continuing Group's net assets are set out in Section A of Part IV of this document. Following the Disposal, the Continuing Group will no longer incur financial losses, or receive profit contribution, associated with the Finalto Business.

Pursuant to the terms of the Consortium SPA, if the Consortium SPA was terminated as a result of the resolution to approve the Consortium Offer not being passed by Shareholders at the Consortium Offer General Meeting and, within 12 months of such termination, a disposal by the Company of Finalto occurs valuing Finalto at an enterprise value in excess of USD 200 million, the Company would pay the Consortium USD 8.8 million. As a result of the Consortium SPA having been terminated after the resolution to approve it not being passed, if the Disposal (or another sale of Finalto by the Company which values Finalto at an enterprise value in excess of USD 200 million) completes on or before 17 August 2022, Playtech will be required to pay (or procure the payment of) USD 8.8 million to the Consortium.

7. Information on the Continuing Group

Founded in 1999, Playtech is a market leader in the gambling and financial trading industries. The gambling division is the core business of the Playtech Group, bringing innovative products and data-driven technology to licensees and end customers.

- (a) Playtech has global scale and distribution capabilities with 170 licensees, operating in 30 regulated markets and offices in 24 countries. The Continuing Group is positioned to capture any market opportunity in the gambling industry through: B2B – Providing technology to the industry's leading retail and online operators, land-based casino groups and government monopolies through a revenue

share model. Playtech's comprehensive offering covers the end to end gambling value chain, including the design, development and distribution across every gambling vertical integrated with Playtech's leading IMS platform;

- (b) Structured agreements – An extension of Playtech's B2B technology offering, partnering with operators that have a strong local retail brand and presence to drive sales but without the technological expertise to succeed online;
- (c) B2C – Leveraging Playtech's proprietary technology while operating directly as an operator in select markets and generating revenues from online gambling, gaming machines and retail betting; and
- (d) White label agreements – Utilising Playtech's proprietary technology and capabilities to create value by running a B2C operation on behalf of a notable media or operator brand.

On 23 September 2021, Playtech published its results for the six months ended 30 June 2021. For the six months ended 30 June 2021, the Playtech Group generated revenues of €457.4 million and Adjusted EBITDA of €124.1 million.

Following the Disposal, the Continuing Group will focus on its gambling businesses. This aligns with Playtech's strategic focus of simplifying its business operations and disposing of non-core assets in order to realise shareholder value.

To advance its penetration of the U.S. market, in addition to previously announced (and developing) initiatives, Playtech began pursuing an opportunity in the fourth quarter of 2020 to allow it to enter selected U.S. states on an accelerated basis in conjunction with Caliente and Calipaly (and others) using the Caliente brand which already enjoys a high level of recognition in those states.

The opportunity would involve Calipaly being merged into a US-listed special purpose acquisition corporation (the "SPAC") and the SPAC entering into a long term commercial agreement with a leading media partner. It is currently envisaged that the commercial agreement will incorporate exclusive integration projects and exclusive licensing and co-development and preferential access arrangements in favour of the SPAC/Calipaly. As part of the transaction, the media partner and certain of its shareholders would also invest a substantial cash amount in the SPAC in exchange for shares and warrants issued by the SPAC, which will result in them together holding a material minority equity interest in the SPAC.

This opportunity, if consummated, would broaden Playtech's revenue base and exchange its existing net adjusted revenues linked services fee which it receives from Calipaly for a material minority equity interest in the SPAC and would thereby give Playtech exposure to the market valuation and ratings afforded to U.S.-listed gambling entities, for an aspect of Playtech's business which the Directors believe is currently materially undervalued. For the year ended 31 December 2020 and for the six months ended 30 June 2021, the net adjusted revenues linked services fee respectively contributed approximately €27.1 million and €19.3 million to the Playtech Group's EBITDA.

Under the terms of the transaction as currently proposed, Calipaly would be acquired by the SPAC with Playtech's effective interest in Calipaly expected to be valued at circa. US\$720 million.¹ This consideration would be satisfied by the issue of SPAC shares to the Playtech Group at the same price as investors subscribe directly for new SPAC shares in the equity financing being undertaken by the SPAC in connection with the

¹ The stated value of Playtech's interest in Calipaly of circa. US\$720 million does not constitute a valuation or estimate of the trading performance of the SPAC post-closing of the opportunity. This figure is based solely on the proposed price at which shares in the SPAC are expected to be issued to investors, including the Playtech Group, upon the Playtech Group exchanging its net adjusted revenues linked services fee for an equity interest in the SPAC. Specifically, the Playtech Group would exchange its net adjusted revenues linked services fee which it receives from Calipaly for shares in the SPAC. Under the currently proposed terms of the transaction, Calipaly is expected to be valued at approximately \$1.8 billion and the SPAC would undertake an equity financing and issue new shares at an offer price of US\$10 per share (including to the media partner and certain of its shareholders) as a result of which the Playtech Group expects to receive approximately 72 million SPAC shares. The resulting value of Playtech's interest in Calipaly would therefore reflect the shares in the SPAC received by the Playtech Group in exchange for such services fee multiplied by the anticipated SPAC offer price, which is expected to equal a value of circa. \$720 million. Should the offer price per share change, the value attributable to Playtech's effective interest in Calipaly under the terms of the transaction would rise or fall accordingly.

transaction. Discussions in respect of the proposed transaction are ongoing and in recent weeks good progress has been made such that the parties are aiming to enter into definitive agreements towards the end of 2021. However, the proposed transaction remains subject to further negotiation involving multiple parties and is subject to completion of a successful financing process by the SPAC and to the satisfaction of certain other pre-conditions. Therefore there can be no certainty that the transaction will be entered into on the contemplated terms (or otherwise) or complete. In the event that the transaction closes, the future value of the SPAC and the shares held by Playtech would depend on a number of factors, including the SPAC obtaining any requisite gaming regulatory licences and approvals in the selected U.S. states in which it intends to operate. Playtech's shareholding in the SPAC would also be subject to a lockup agreement post-closing (50 per cent. being locked up for 12 months, 25 per cent. for 18 months and the balance for 24 months post-closing).

Since the announcement made by Playtech on 17 October 2021, Aristocrat and Bidco have reviewed further documentation and information in relation to the transaction with Playtech. Aristocrat and Bidco continue to consider and engage on the opportunity in order to determine how it can be advanced in a way which is in the interests of all parties to it, and which preserves the value attributed to Playtech by Aristocrat and Bidco.

8. Current trading, trends and financial position and future prospects of the Continuing Group

Playtech's results for the six months ended 30 June 2021 published on 23 September 2021 included the following statements about current trading and prospects.

Playtech made excellent progress on its strategic priorities in the first half of the year, leaving the Group well-positioned to capture the exciting market opportunity ahead.

Playtech continued to accelerate its US presence. The US is a highly strategic market for Playtech and creates a significant long-term opportunity across its full product suite. Since launching in New Jersey with bet365 and BetMGM in 2020, Playtech announced strategic agreements with the Greenwood companies in H1 2021 to license its products in four US states and has already launched the Play Gun Lake App with Parx Casino in Michigan. During the period, Playtech signed strategic partnerships with Scientific Games and Novomatic Americas. Playtech has started the licensing process in additional US states and will continue to increase its investment in the US market, to take advantage of a strong pipeline of opportunities with potential new customers and existing customers from other markets.

Playtech continued to strengthen its market leadership in Latin America. In Mexico, Caliente continued to grow impressively and in Colombia, Wplay outperformed expectations. The Group launched in Costa Rica and Panama in H1. Playtech also signed a strategic agreement in Brazil ahead of expected regulation. The Company is progressing on plans to develop a new Live Casino facility in Peru as it continues to expand its addressable market across Latin America. During H1, the Group recognised a significant unrealised gain in relation to fair value of the Group's options in Latin America. The gain relates to holdings in Caliente, Wplay and others and highlights the value of the Group's strategic agreements in Latin America.

In order to continue growing and diversifying its B2B Gambling division, the Group continued to add customers, including attracting new customers in both regulated and soon to be regulated markets, progressing discussions on new strategic agreements and joint ventures, as well as adding over 50 new brands to its SaaS offering. Playtech has now added over 250 new brands since launching the SaaS offering back in 2019.

While impacted by retail closures for most of the first half, Snaitech continued to outperform in online with revenue growth of 95% compared to H1 2020, which helped it to achieve the number one market share position by brand in the Italian sports betting market (retail and online combined measured by GGR) in H1 2021.

As the leading technology company in the gambling industry, Playtech recognises that licensees look to the Group to deliver innovation that changes the way players experience gambling entertainment. Following its launch in 2020, Playtech continued to execute its Sustainable Success strategy in H1 2021, the highlights of which are detailed below and include the establishment of a Sustainability and Public Policy Committee to provide Board-level oversight on key non-financial strategy, commitments, targets, and reporting matters.

The Group's simplification strategy is also progressing. The last remaining Casual Gaming assets were disposed of in early 2021 and the sale process of the Finalto business is ongoing. Once this process is completed, Playtech will be a simpler business, focused on the attractive markets of B2B Gambling and B2C Gambling.

The Board remains confident of the Continuing Group's prospects for the current financial year.

9. Current trading, trends and financial position of the Finalto Group

Playtech's results for the six months ended 30 June 2021 published on 23 September 2021 included the following statements about current trading and prospects.

Finalto had an outstanding H1 2020 where the business significantly benefitted from increased market volatility and trading volumes, particularly in March and April 2020 as the effect of the pandemic created large price movements in major instruments. Market conditions normalised in H1 2021. In terms of performance, revenues decreased by 63% to €31.9 million (H1 2020: €87.3 million). Adjusted and reported EBITDA both decreased to a loss of €0.2 million (H1 2020: profit of €52.8 million) and €0.5 million (H1 2020: profit of €46.3 million) respectively.

The current trading, trends and financial position of the Finalto Group has continued in line with the above statements during the period between 30 June 2021 and 12 November 2021, being the latest practicable date prior to publication of this document.

10. Risk factors

Whilst the Board considers the Disposal to be in the best interests of the Company and its Shareholders as a whole there are a number of potential risks and uncertainties that Shareholders should consider before voting on the Resolution. Your attention is drawn to the risk factors set out in Part II of this document. Shareholders should consider fully and carefully the risk factors associated with the Disposal and the Continuing Group when considering what action to take in connection with the General Meeting.

11. General Meeting

Completion of the Disposal is subject to, and conditional upon, *inter alia*, the approval of the Resolution by Shareholders at the General Meeting. Accordingly, set out at the end of this document there is a notice convening the General Meeting which is to be held at Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom at 10.00 a.m. on 1 December 2021 at which the Resolution will be proposed. The Resolution is set out in full at the end of this document in the notice of General Meeting. As a Class 1 transaction for the purposes of the Listing Rules, the Disposal may only be completed if it is first approved by Shareholders. In line with best corporate governance, voting on the Resolution will be taken on a poll, rather than a show of hands, to reflect the number of shares held by a Shareholder. The Resolution requires the approval of a majority of the votes cast (in person or by proxy) at the meeting in order to be passed.

As the UK Government's restrictions on social distancing and restrictions on attendance at public gatherings have been lifted, the Board looks forward to welcoming Shareholders in person at the General Meeting. However, given the evolving nature of the situation and the possibility for circumstances to change before the date of the General Meeting such that larger gatherings indoors are no longer permissible and the Board is forced to revise its position and run the General Meeting as a closed meeting, you are strongly encouraged to appoint the "chairman of the meeting" as your proxy for the General Meeting to ensure that your vote is able to be cast in accordance with your wishes at the General Meeting. If any other person is appointed as your proxy and COVID-19 restrictions are introduced which affect the holding of the General Meeting, that proxy may not be permitted to attend the General Meeting in person and vote on your behalf. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the General Meeting, including how it is conducted. Shareholders should therefore continue to monitor the Company's website and announcements via a regulatory information service for any updates in relation to the arrangements for the General Meeting 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 you from attending the General Meeting and voting in person should the situation regarding COVID-19 allow and should you wish to do so.

The results of the votes cast at the General Meeting will be announced as soon as possible once known through a Regulatory Information Service and on our website at www.playtech.com. It is expected that this announcement will be made on the same day as the General Meeting.

12. Action to be taken

You will find enclosed with this document a Form of Proxy for the General Meeting. Please complete and submit the Form of Proxy in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by the Registrars, Computershare Investor Services (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 10.00 a.m. on 29 November 2021. Alternatively, you may register your proxy appointment and instructions electronically by logging on to www.investorcentre.co.uk/eproxy no later than 10.00 a.m. on 29 November 2021.

Shareholders who hold their Ordinary Shares through CREST and who wish to appoint a proxy or proxies for the General Meeting by using the CREST electronic proxy appointment service 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, who will be able to take appropriate action on their behalf.

13. Further Information

Your attention is drawn to the further information set out in Part II to Part VI of this document and in particular the risk factors set out in Part II of this document.

Shareholders should read the whole of this document and not rely solely on information summarised in this letter, including the summarised financial information.

14. Recommendation

The Board has received financial advice from UBS in relation to the Disposal, and UBS and Goodbody are acting as Joint Sponsors. In providing such financial advice to the Board, UBS has relied on the Board's commercial assessment of the Disposal. The Board considers the Disposal to be in the best interests of Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolution at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings, which in aggregate equal 421,925 Ordinary Shares, representing approximately 0.14 per cent. of the issued share capital of the Company as at 12 November 2021, being the latest practicable date prior to publication of this document.

Yours faithfully,

Brian Mattingley
Chairman

PART II

RISK FACTORS

Prior to voting on the Resolution at the General Meeting, you should carefully consider, together with all other information contained in this document, the specific risks and uncertainties described below.

The Directors consider the following to be the material risk factors relating to the Disposal. However, these should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties. Additional risks and uncertainties that are not presently known to the Directors, or which they currently deem immaterial, may also have an adverse effect on the Continuing Group's operating results, financial condition and prospects if they materialise. The information given is as at the date of this document and, except as required by the Listing Rules, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, the rules of London Stock Exchange plc or by law, will not be updated.

If any or a combination of the following risks and uncertainties actually materialise, the Continuing Group's business, financial condition and results of operations could be materially and adversely affected. In such case, the price of the Ordinary Shares could decline and Shareholders may lose some or all of their investment.

1. Risk Factors relating to the Disposal

Exposure to liabilities under or in connection with the Sale and Purchase Agreement

The Sale and Purchase Agreement contains certain warranties given by Playtech and, on Completion of the Sale and Purchase Agreement, Playtech will give an indemnity. Further details in relation to these warranties and the indemnity are set out in paragraph 1.7 of Part V of this document. If Playtech should incur liabilities under any of these warranties and/or the indemnity, the costs of such liabilities could have a material adverse impact on the Continuing Group's businesses, financial condition and/or results of operations. Playtech's liability under the warranties in the Sale and Purchase Agreement is subject to financial caps and time limitations. The aggregate financial liability of Playtech under the Sale and Purchase Agreement (other than in respect of claims for leakage) is limited, if the Sale and Purchase Agreement terminates before Completion, to USD 60 million and, on and after Completion, to the amount of the consideration paid by the Purchaser. Playtech's liability in respect of the indemnity to be given pursuant to, and on Completion of, the Sale and Purchase Agreement is subject to a financial cap of USD 60 million.

The Sale and Purchase Agreement also contains warranties and undertakings given by the Purchaser in favour of Playtech. Further details in relation to these warranties and undertakings are set out in paragraph 1.7 of Part V of this document. The extent to which the Purchaser may be required in the future to make payments in respect of a breach of any of these warranties and undertakings is unpredictable. If, however, the Purchaser suffers financial distress, any payment due to Playtech in respect of a breach of such warranties and undertakings may be put at risk.

The Sale and Purchase Agreement also provides for a completion accounts adjustment. The consideration payable to Playtech is therefore subject to a completion accounts adjustment of up to USD 25 million in either direction. There is a risk that the net proceeds to Playtech from the sale of Finalto are therefore up to USD 25 million lower than currently envisaged, which is determined by the financial performance of Finalto from 1 January 2021 to Completion. The completion accounts adjustment to the Consideration (as defined in paragraph 1.2 of Part V of this document) is intended to have the effect of transferring approximately USD 109.3 million of regulatory capital, in cash, with the business at Completion.

The Disposal does not proceed

The Disposal is subject to the satisfaction of a number of conditions, including, (i) the approval of the Disposal by Shareholders at the General Meeting and (ii) receipt of consent of the Regulatory Authorities to the change of control of the relevant members of the Finalto Group. Further details in relation to these conditions are set out in paragraph 1.3 of Part V of this document. Certain termination rights under the Sale

and Purchase Agreement may be exercised if these conditions are not satisfied. There can be no assurance that these conditions will be satisfied. If these conditions are not satisfied, the Disposal will not complete and any of the risks and uncertainties set out in Section 2 of this Part II may adversely affect the Finalto Business and results of operations and, ultimately, the business and results of operations of the Playtech Group.

The Disposal is also contingent (but is not conditional) on the Purchaser having sufficient funds to pay in full the Consideration (as defined in paragraph 1.2 of Part V of this document) payable to Playtech on Completion of the Sale and Purchase Agreement. Whilst the Company understands that the Purchaser has secured financing to complete the Disposal and pay the Consideration, if for any reason such financing were to not remain in place at Completion, the Disposal may not proceed and any of the risks and uncertainties set out in Section 2 of this Part II may adversely affect the results of operations of the Finalto Business and, ultimately, the business and results of operations of the Playtech Group.

The consideration for the Disposal is exposed to foreign currency fluctuations

The consideration for the Disposal is denominated, and payable by the Purchaser, in US Dollars. As a result, there is a risk that, if the Euro strengthens relative to the US Dollar prior to Completion, the Euro proceeds from the Disposal will be lower than Playtech currently anticipates.

Pre-completion changes in the Playtech Group

During the period from the signing of the Sale and Purchase Agreement to Completion, events or developments may occur, including changes in the trading, operations or outlook of the Continuing Group or the Finalto Group, or external market factors, which could make the terms of the Sale and Purchase Agreement less attractive for Playtech and the Continuing Group as a whole. Playtech would be obliged to complete the Disposal notwithstanding such events or developments. This may have an adverse effect on the Continuing Group's business, financial condition and results of operations.

Other risks of the Disposal

Other risks that may arise out of the Disposal include commercial and other risks associated with meeting undertakings to the Purchaser during the period up to Completion, disruption caused to the Continuing Group as a direct or indirect result of the Disposal and other transaction costs and use of management time, which could all adversely affect the Continuing Group's financial condition and results of operations.

2. Risks Factors related to the Disposal not completing

Acquisition may not proceed

The Acquisition is subject to the certain conditions including, *inter alia*, a condition relating to the approval of the Disposal by Shareholders and the terms and conditions of the SPA not having been amended, varied, supplemented or restated in any material and adverse respect. In light of all of the above, should the Disposal not be approved by Shareholders, Bidco may ultimately seek to invoke such condition pursuant to the Takeover Code so as to cause the Acquisition to not proceed. Whether Bidco will be permitted to do so, will ultimately be a decision for the Panel, but in such circumstances there will be some uncertainty as to whether the Acquisition would proceed.

Certain of the Playtech Group's transaction costs will still be payable

The Playtech Group expects to incur legal, accounting, financial adviser and transaction fees and other costs relating to the Disposal, some of which are payable whether or not Completion takes place. If the Disposal does not complete, the Playtech Group will not receive the cash proceeds from the Disposal and will not realise any of the potential benefits of the Disposal. These factors could have an adverse effect on the business, financial conditions, results of operations and prospects of the Playtech Group.

The value of the Finalto Business may be materially lower than the value expected to be realised from the Disposal

The Board believes that the Disposal currently provides the best opportunity to realise value for the Finalto Business. If the Disposal does not complete, the realisable value of the Finalto Business may be lower than could be realised by way of the Disposal. This could result in the value of the Finalto Business being materially different than it would be if the Disposal completes. There is also no assurance that the Playtech Group would be able to dispose of the Finalto Business at a later date at the same or at an improved valuation, or at all. There is a risk that the value of the Finalto Group may erode over time or Playtech could decide to wind the Finalto Group down over time if the Playtech Group is unable or unwilling to support it. If the Disposal does not occur the Continuing Group will forgo the other benefits of the Disposal including enabling the Continuing Group to simplify its business operations and dispose of non-core assets.

The Playtech Group may not realise the expected benefits of the Disposal

If the Disposal does not complete, the Playtech Group will not receive the cash proceeds from the Disposal and will not achieve the anticipated benefits that the Playtech Group expects to realise as a result of the Disposal. Further details of those expected benefits are set out in paragraph 2 of Part I of this document. If the anticipated benefits are not achieved this could have an adverse impact on the Playtech Group's businesses, financial conditions and results of operations.

Potentially disruptive effect on the Finalto Business

If the Disposal does not proceed, uncertainty created by the announcement of the Disposal may lead to management, employee, customer and supplier distraction and concern within the Finalto Business, due to perceived uncertainty as regards the future ownership of the Finalto Group which may have an adverse effect on the performance of the Finalto Group and therefore its value to the Playtech Group. Finalto's key management and/or other employees may choose to leave the Finalto Group which may result in the potential loss of expertise and capability within the Finalto Group in the short to medium term. Further, perceived uncertainty regarding the future ownership of the Finalto Business may make it difficult to maintain key relationships with customers, which may have an adverse effect on the performance of the Finalto Business and therefore its value to the Playtech Group. To maintain Shareholder value, the Board may be required to allocate additional time and cost to the ongoing supervision and development of the Finalto Business. This may adversely affect the Playtech Group's business, financial condition and/or results of operations.

There may be an adverse impact on the Playtech Group's reputation and/or share price

If the Disposal does not complete, there may be an adverse impact on the reputation of the Playtech Group and/or share price due to intensified media scrutiny in connection with the attempted Disposal. Any such share price and/or reputational risk could adversely affect the Playtech Group's business, financial condition and/or operating results.

3. Risks relating to the Continuing Group

New Risks to the Continuing Group as a result of the Disposal

The Continuing Group's operations will be less diversified and will be more dependent on the Continuing Group's business

It is a strategic focus of the Playtech Group to simplify its business operations and dispose of non-core assets, and to focus on its core gambling businesses, where it can leverage its market leading technology. However, following the Disposal, the Continuing Group's business will be less diversified which means that the Continuing Group will be more susceptible to adverse developments in the remaining business and markets in which it operates. Any deterioration in the Continuing Group's performance could have a more pronounced negative effect on the Continuing Group's business, financial condition, results of operations and prospects than if the Disposal does not complete.

Price and liquidity of the Ordinary Shares may fluctuate following the Disposal

Shareholders should be aware that the value of an investment in the Continuing Group may go down as well as up and can be highly volatile. The price at which the Ordinary Shares may be quoted, the price which investors may realise for their Ordinary Shares, and liquidity in the market for the Ordinary Shares will be influenced by a large number of factors, some specific to the Continuing Group and its operations and some which may affect the industry as a whole, other comparable companies or publicly traded companies as a whole. The sentiments of the stock market regarding the Disposal will be one such factor and this, together with other factors including the actual or anticipated fluctuations in the financial performance of the Continuing Group and its competitors, market fluctuations, and legislative or regulatory changes in the applicable industry, could lead to the market price of Ordinary Shares going up or down as well as impacting liquidity in the Ordinary Shares.

The Continuing Group's income stream will be reduced

Following the Disposal, the Continuing Group will no longer receive the contribution that the Finalto Business makes to the consolidated trading position of the Playtech Group. For the six month period ended 30 June 2021, the Finalto Business generated revenues of €31.9 million and Adjusted EBITDA of (€0.2 million). There can be no assurance as to the timeframe to offset the reduction in revenues and Adjusted EBITDA from its other operations, if any offset is achieved at all. Any material reduction in revenues and Adjusted EBITDA could have an adverse effect on the Continuing Group's financial condition and results of operations.

Potential for third party interference with the Disposal

As a listed company, Playtech could receive approaches from third parties in the period between publication of this document and the date of the General Meeting seeking to instigate a public takeover of Playtech or an alternative transaction involving the Finalto Business, which might delay or prevent execution of the Disposal. Although the Sale and Purchase Agreement is binding on Playtech (such that Playtech would be obliged to proceed to Completion in the event that all conditions (including the obtaining of approval from the Shareholders) had been satisfied), in the event of an attractive takeover offer which was predicated on the termination of the Sale and Purchase Agreement, the Board would be obliged to consider that offer in accordance with their fiduciary duties and may, as a result of any such offer, withdraw their recommendation of the Resolution and the Disposal. Any such withdrawal of the Board's recommendation of the Resolution might delay or prevent Completion of the Disposal without necessarily resulting in completion of a more favourable transaction, which may adversely affect the Playtech Group's business, financial condition, results of operations and/or prospects.

PART III

HISTORICAL FINANCIAL INFORMATION RELATING TO THE FINALTO GROUP

The following unaudited historical financial information relating to the Finalto Group has been extracted without material adjustment from the underlying consolidation schedules and accounting records that underlie the Playtech Group's audited consolidated financial statements for the financial years ended 31 December 2018, 31 December 2019, and 31 December 2020, and the unaudited condensed financial statements for the six months ended 30 June 2021.

The financial information in this Part III has been prepared in accordance with the IFRS accounting policies adopted in the Playtech Group's consolidated financial statements for each of the financial periods presented. The financial information reflects, therefore, the Finalto Group's contribution to the Playtech Group during the periods presented, applying the relevant Playtech Group accounting policies. The income statement and the net asset statement set out below are unaudited.

The audited consolidated financial statements of the Playtech Group in respect of the three years ended 31 December 2020 and unaudited condensed financial statements for the six months ended 30 June 2021 are incorporated by reference in this document. BDO LLP was the auditor of the Playtech Group in respect of the financial statements for each of the relevant financial periods.

Shareholders should read the whole document and not rely solely on the summarised financial information contained in this Part III.

HISTORICAL INCOME STATEMENT FOR THE FINALTO GROUP FOR THE THREE YEARS ENDED 31 DECEMBER 2018, 31 DECEMBER 2019 AND 31 DECEMBER 2020 AND THE SIX MONTHS ENDED 30 JUNE 2021

	<i>Year ended 31 December 2018 €'000</i>	<i>Year ended 31 December 2019 €'000</i>	<i>Year ended 31 December 2020 €'000</i>	<i>Six months ended 30 June 2021 €'000</i>
Revenue	92,882	67,915	121,883	31,885
Distribution costs before depreciation and amortisation	(43,578)	(39,313)	(49,107)	(25,475)
Administrative expenses before depreciation and amortisation	(24,144)	(23,018)	(25,696)	(4,608)
Impairment of financial assets	—	(4,026)	(1,780)	(2,301)
EBITDA	25,160	1,558	45,300	(499)
Depreciation and amortisation	(24,378)	(27,791)	(27,960)	(11,349)
Impairment of tangible and intangible assets	—	(90,013)	(221,255)	2,028
Finance income	42,867	76,915	380	5,923
Finance cost	(4,040)	(764)	(18,478)	(396)
Unrealised fair value changes on equity investments	(710)	—	—	—
Realised fair value changes in equity investments disposed	73,586	—	—	—
Profit/(loss) before taxation	112,485	(40,095)	(222,013)	(4,293)
Tax expenses	(13,261)	(2,536)	(2,731)	(1,423)
Profit/(loss) for the year	99,224	(42,631)	(224,744)	(5,716)

Notes:

- The income statements presented above are unaudited.
- Depreciation and amortisation for the six months ended 30 June 2021 is charged in the underlying accounting records of the Finalto Group, and included in the income statement above. In accordance with IFRS, such charges are eliminated on consolidation on the basis that, as of 31 December 2020, the Finalto Group was classified as being available for sale and therefore the asset is subject to impairment review.
- Adjusted EBITDA for the three years ended 31 December 2020 is computed as follows:

	<i>Year ended 31 December 2018 €'000</i>	<i>Year ended 31 December 2019 €'000</i>	<i>Year ended 31 December 2020 €'000</i>	<i>Six months ended 30 June 2021 €'000</i>
EBITDA	25,160	1,558	45,300	(499)
Impairment of financial assets	—	—	1,657	—
Employee stock option expense	3,785	4,850	4,536	314
Legal claims	—	—	1,986	—
Costs of a fundamental business reorganisation	733	—	—	—
Professional fees and other costs relating to acquisitions	427	1,404	2,983	—
Adjusted EBITDA	30,105	7,812	56,462	(185)

HISTORICAL NET ASSET STATEMENT FOR THE FINALTO GROUP AS AT 31 DECEMBER 2020 AND 30 JUNE 2021

	<i>As at 31 December 2020 €'000</i>	<i>As at 30 June 2021 €'000</i>
ASSETS		
Non-current assets		
Property, plant and equipment	2,562	2,486
Right of use assets	4,243	4,164
Intangible assets	72,176	69,832
Other non-current assets	2,075	2,177
	<u>81,054</u>	<u>78,659</u>
Current assets		
Trade receivables	833	(636)
Other receivables	7,518	10,149
Cash and cash equivalents	416,151	380,565
	<u>424,502</u>	<u>390,078</u>
TOTAL ASSETS	<u>505,556</u>	<u>468,737</u>
LIABILITIES		
Non-current liabilities		
Lease liability	4,067	3,690
Deferred tax liability	6,188	6,378
Other non-current liabilities	155	205
	<u>10,410</u>	<u>10,273</u>
Current liabilities		
Trade payables	1,795	2,059
Amounts owed to parent company	212,762	172,703
Lease liability	1,522	1,801
Client deposits	109,495	132,216
Client funds	170,867	162,001
Corporate and gaming taxes payable	3,810	3,155
Other payables	10,713	6,347
	<u>510,964</u>	<u>480,282</u>
TOTAL LIABILITIES	<u>521,374</u>	<u>490,555</u>
NET ASSETS/(LIABILITIES)	<u>(15,818)</u>	<u>(21,818)</u>

Notes:

1. The net asset statements presented above are unaudited.
2. Property, plant and equipment, right of use assets, and intangible assets include charges for depreciation and amortisation for the six months ended 30 June 2021 as provided for in the underlying accounting records of the Finalto Group, and included in the net asset statement above. In accordance with IFRS, such charges are eliminated on consolidation on the basis that, as of 31 December 2020, the Finalto Group was classified as being available for sale and therefore the asset is subject to impairment review.

PART IV

UNAUDITED PRO FORMA FINANCIAL INFORMATION

Overview

Section A of this Part IV is an unaudited pro forma statement of the net assets of the Continuing Group as at 30 June 2021 that has been prepared to illustrate the effect on the consolidated net assets of the Playtech Group as if the proposed disposal of the Finalto Group had taken place on 30 June 2021.

Section B of this Part IV sets out the opinion from PricewaterhouseCoopers LLP on the unaudited pro forma financial information contained in Section A of this Part IV.

SECTION A: UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE CONTINUING GROUP

The following unaudited pro forma statement of the net assets of the Continuing Group (the “Unaudited Pro Forma Financial Information”) has been prepared in accordance with Annex 20 of the Prospectus Regulations and on the basis of the notes set out below to illustrate the effect of the Disposal on the consolidated net assets of the Continuing Group as if the Disposal had taken place on 30 June 2021.

The Unaudited Pro Forma Financial Information is based on the consolidated net assets of the Playtech Group as at 30 June 2021, set out in the unaudited condensed financial statements of the Playtech Group for the six months ended 30 June 2021, and has been prepared in a manner consistent with the accounting policies adopted by the Company in preparing such information and on the basis set out in the notes set out below. The Unaudited Pro Forma Financial Information has been prepared in accordance with Listing Rule 13.3.3R.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not, therefore, represent the actual financial position of the Continuing Group. Furthermore, it does not purport to represent what the Continuing Group’s financial position would actually have been if the Disposal had been completed on the indicated date and is not indicative of the results that may or may not be expected to be achieved in the future. The Unaudited Pro Forma Financial Information does not constitute statutory financial statements within the meaning of section 434 of the Act.

Shareholders should read the whole of this document and not rely solely on the information in this Part IV.

		<i>Adjustments</i>		
	<i>Playtech Group (note 1) €m</i>	<i>Finalto Group (notes 2, 3) €m</i>	<i>Transaction adjustments (note 4) €m</i>	<i>Continuing Group €m</i>
ASSETS				
Non-current assets				
Property, plant and equipment	316.1	–	–	316.1
Right of use assets	59.8	–	–	59.8
Intangible assets	1,068.0	–	–	1,068.0
Investments	12.1	–	–	12.1
Derivative financial assets	343.4			343.4
Trade receivables	11.0	–	–	11.0
Deferred tax assets	102.4	–	–	102.4
Other non-current assets	96.8	–	–	96.8
	<u>2,009.6</u>	<u>–</u>	<u>–</u>	<u>2,009.6</u>
Current assets				
Trade receivables	166.7	–	–	166.7
Other receivables	74.6	–	–	74.6
Inventories	5.5			5.5
Cash and cash equivalents	540.8	–	196.3	737.1
	<u>787.6</u>	<u>–</u>	<u>196.3</u>	<u>983.9</u>
Assets classified as held for sale	<u>500.1</u>	<u>(480.1)</u>	<u>–</u>	<u>20.0</u>
TOTAL ASSETS	<u>3,297.3</u>	<u>(480.1)</u>	<u>196.3</u>	<u>3,013.5</u>
LIABILITIES				
Non-current liabilities				
Loans and borrowings	214.3	–	–	214.3
Bonds	874.1	–	–	874.1
Lease liabilities	58.1	–	–	58.1
Deferred revenues	2.1	–	–	2.1
Deferred tax liability	43.3	–	–	43.3
Contingent consideration and redemption liability	5.6	–	–	5.6
Other non-current liabilities	12.2	–	–	12.2
	<u>1,209.7</u>	<u>–</u>	<u>–</u>	<u>1,209.7</u>
Liabilities directly associated with assets classified as held for sale	<u>317.9</u>	<u>(317.9)</u>	<u>–</u>	<u>–</u>

		<i>Adjustments</i>		
	<i>Playtech Group (note 1) €m</i>	<i>Finalto Group (notes 2, 3) €m</i>	<i>Transaction adjustments (note 4) €m</i>	<i>Continuing Group €m</i>
Current liabilities				
Trade payables	38.4	—	—	38.4
Lease liability	17.7	—	—	17.7
Progressive operators' jackpots, security deposits	104.9	—	—	104.9
Client funds	25.4	—	—	25.4
Income tax payable	7.8	—	—	7.8
Corporate and gaming taxes payable	95.9	—	—	95.9
Deferred revenues	6.3	—	—	6.3
Contingent consideration and redemption liability	1.5	—	—	1.5
Provisions for risks and charges	17.6	—	—	17.6
Other payables	132.2	—	(0.6)	131.6
	<u>447.7</u>	<u>—</u>	<u>(0.6)</u>	<u>447.1</u>
TOTAL LIABILITIES	<u>1,975.3</u>	<u>(317.9)</u>	<u>(0.6)</u>	<u>1,656.8</u>
NET ASSETS	<u>1,322.0</u>	<u>(162.2)</u>	<u>196.9</u>	<u>1,356.7</u>

Notes:

- The net assets of the Playtech Group at 30 June 2021 have been extracted without material adjustment from the unaudited condensed interim financial statements of the Playtech Group for the six months ended 30 June 2021 which are incorporated by reference in this document.

Adjustments:

- The total assets of the Finalto Group, classified as available for sale, have been extracted from the financial information on the Finalto Group, set out in Part III of this document, adjusted as follows:

	<i>€m</i>
Total assets of the Finalto Group as set out in Part III of this document*	468.8
Depreciation and amortisation**	<u>11.3</u>
Assets classified as available for sale	<u>480.1</u>

* Total assets of Finalto Group at 30 June 2021 include USD 109.5 million of regulatory capital. Under the terms of the Sale and Purchase Agreement, the Finalto Group will be transferred to the Purchaser, on Completion, with USD 109.3 million of regulatory capital in cash.

** Depreciation and amortisation is charged in the underlying accounting records of the Finalto Group. In accordance with IFRS, such charges are eliminated on consolidation on the basis that, as of 31 December 2020, the Finalto Group was classified as being available for sale and therefore the asset is subject to impairment review.

- The total liabilities of the Finalto Group, classified as directly associated with assets available for sale, have been extracted from the financial information on the Finalto Group, set out in Part III of this document, adjusted as follows:

	<i>€m</i>
Total liabilities of the Finalto Group as set out in Part III of this document	490.6
Amounts owed to parent company eliminated on consolidation***	<u>(172.7)</u>
Liabilities directly associated with assets classified as available for sale	<u>317.9</u>

*** The outstanding amount of €172.7 million owed to the parent company is being acquired by the purchaser.

4. At Completion, the Playtech Group is expected to receive €196.3 million of net cash proceeds, after adjustment for estimated transaction costs of €6.4 million, a contribution to the Purchaser's Warranty and Indemnity Insurance of €0.3 million, and a break fee due to the Consortium of €7.4 million.

	<i>€m</i>
Consideration payable in cash on Completion (\$250 million at \$1.1884:€1)	210.4
Transaction costs	(6.4)
Contribution to Purchaser's Warranty and Indemnity insurance policy	(0.3)
Break fee due to the Consortium (\$8.8 million at \$1.1884:€1)	(7.4)
Net cash proceeds on completion	<u>196.3</u>

Transaction costs include €0.6 million of costs which were accrued, and included within other payables, at 30 June 2021. Accordingly, this amount has been adjusted through a reduction in other payables within the pro forma statement of net assets.

As noted in paragraph 1.2 of Part V of this document, the exact consideration is subject to certain adjustments in relation to Finalto's financial performance for the period between 1 January 2021 and Completion which have not been factored into this pro forma statement of net assets as this will only be determined at Completion.

Further, this pro forma statement of net assets does not take into account any daily incremental consideration of USD 24,000 that may be due to the Playtech Group in the event that Completion occurs after 28 March 2022.

5. Following the disposal of Finalto Group, the remaining assets classified as held for sale relate to the real estate area in Milan as follows:

	<i>€m</i>
Assets classified as held for sale	
Property, plant and equipment	<u>20.0</u>

6. No account has been taken of the financial performance of the Playtech Group or the Finalto Group since 30 June 2021, nor of any other event save as disclosed above.

SECTION B: ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION ON THE CONTINUING GROUP



The Directors (the “**Directors**”)⁷

Playtech plc
Ground Floor
St George’s Court
Upper Church Street
Douglas
Isle of Man
IM1 1EE

UBS AG London Branch
5 Broadgate
London
United Kingdom
EC2M 2QS

Goodbody Stockbrokers UC
Ballsbridge Park, Ballsbridge
Dublin 4
Republic of Ireland
D04 YW83

15 November 2021

Dear Ladies and Gentlemen

Playtech plc (the “Company”)

We report on the unaudited pro forma financial information (the “**Pro Forma Financial Information**”) set out in Section A of Part IV of the Company’s circular dated 15 November 2021 (the “**Circular**”).

This report is required by item 13.3.3R of the Listing Rules of the Financial Conduct Authority (the “**Listing Rules**”) and is given for the purpose of complying with that item and for no other purpose.

Opinion

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH
T: +44 (0) 2075 835 000, F: +44 (0) 2072 124 652, www.pwc.co.uk

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

Responsibilities

It is the responsibility of the Directors to prepare the Pro Forma Financial Information in accordance with item 13.3.3R of the Listing Rules.

It is our responsibility to form an opinion, as required by item 13.3.3R of the Listing Rules, as to the proper compilation of the Pro Forma Financial Information and to report our opinion to you.

No reports or opinions have been made by us on any financial information of the Company and its subsidiaries used in the compilation of the Pro Forma Financial Information. In providing this opinion we are not providing any assurance on any source financial information of the Company and its subsidiaries on which the Pro Forma Financial Information is based beyond the above opinion.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and which we may have to shareholders of the Company as a result of the inclusion of this report in the Circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 13.4.1R(6) of the Listing Rules, consenting to its inclusion in the Circular.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis described in the notes to the Pro Forma Financial Information, for illustrative purposes only, to provide information about how the proposed sale of the Finalto Group by the Company might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the interim condensed financial statements for the period ended 30 June 2021.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council (“FRC”) in the United Kingdom. We are independent in accordance with the FRC’s Ethical Standard as applied to Investment Circular Reporting Engagements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Yours faithfully

PricewaterhouseCoopers LLP

Chartered Accountants

PART V

SUMMARY OF THE PRINCIPAL TERMS OF THE DISPOSAL

1. The Sale and Purchase Agreement

The following is a summary of the principal terms of the Sale and Purchase Agreement. The Sale and Purchase Agreement is available for inspection as described in paragraph 14 of Part VI of this document.

1.1 *The Disposal*

Playtech currently holds the entire issued share capital of Finalto.

On 29 September 2021, Playtech and the Purchaser entered into a Sale and Purchase Agreement and related documentation.

Pursuant to the Sale and Purchase Agreement, Playtech shall sell to the Purchaser the Finalto Shares and the Finalto Loan, subject to the conditions set out in paragraph 1.3 of this Part V.

1.2 *Consideration*

The Purchaser has paid a deposit of USD 10 million as security for the Purchaser's obligations under the Sale and Purchase Agreement. The Deposit will be released to Playtech on the earlier of Completion and the termination of the Sale and Purchase Agreement in accordance with its terms, other than where such termination is because: (i) the Resolution is not passed at the General Meeting (where the Purchaser has complied with its obligations in respect thereof); (ii) Playtech has caused the consent of the Regulatory Authorities to the change of control of the relevant members of the Finalto Group not to be obtained; or (iii) Completion does not occur due to Playtech's default.

The Purchaser may deposit an additional USD 4 million to extend by an additional 20 business days the date by which it is required to make certain of the applications, submissions, notifications and filings required under the Sale and Purchase Agreement.

The total consideration payable in cash to Playtech at Completion is USD 250 million (inclusive of the Deposit) (the "**Consideration**").

The final consideration payable to Playtech is subject to a completion accounts adjustment of up to USD 25 million in either direction, which is determined by the financial performance of Finalto from 1 January 2021 to Completion and is intended to have the effect of transferring approximately USD 109.3 million of regulatory capital, in cash, with the business at Completion.

Accordingly, the final consideration payable to Playtech is subject to a completion accounts adjustment of up to USD 25 million in either direction, which is determined by the financial performance of Finalto from 1 January 2021 to Completion as follows:

- (a) where Finalto generates profits which have the effect of increasing regulatory capital or excess cash, Playtech will withdraw an amount of up to US\$25 million from Finalto, immediately prior to Completion, on a dollar for dollar basis; or
- (b) where Finalto generates losses which have the effect of reducing regulatory capital, or creating a deficit in cash requirements, Playtech will inject an amount of up to US\$25 million into Finalto, immediately prior to Completion, on a dollar for dollar basis.

Playtech may also receive a daily amount of USD 24,000 in respect of each day in the period commencing on 28 March 2022 and ending on the day before Completion, save that if Completion occurs on or before 28 March 2022, such daily additional consideration will not be payable to Playtech.

The consideration payable to Playtech under the Sale and Purchase Agreement will be allocated between the Finalto Shares and the Finalto Loan of USD 172.7 million, as adjusted in accordance with the provisions of the Sale and Purchase Agreement, to the Finalto Loan and the balance to the Finalto Shares.

1.3 ***Conditions Precedent***

Completion of the Disposal is conditional upon:

- (a) the passing of the Resolution at the General Meeting; and
- (b) the consent of the Regulatory Authorities to the change of controller of the relevant members of the Finalto Group.

Playtech has received an irrevocable undertaking subject to certain exceptions to vote in favour of the Disposal at the General Meeting from the Purchaser representing, in aggregate, approximately 4.97 per cent. of Playtech's issued share capital as at 12 November 2021, being the latest practicable date prior to publication of this document.

If the conditions have not been satisfied or waived on or before 29 June 2022 (the "**Long Stop Date**"), Playtech may extend the Long Stop Date by up to three months. Playtech may not extend the Long Stop Date more than once without the Purchaser's consent.

1.4 ***Pre-Completion restrictions***

Playtech has agreed not to undertake certain material corporate actions in respect of the members of the Finalto Group, including not to issue any new shares in any member of the Finalto Group. However, customary exceptions to the restrictions apply, including that the restrictions do not apply where the Purchaser has given its prior written consent to such actions or if such actions are required in order to comply with any applicable law, regulation or court order.

1.5 ***Completion***

Completion will take place:

- (a) on the date that falls on the final business day of the month in which the last of the conditions to be satisfied has been satisfied;
- (b) if the date on which the last of the conditions to be satisfied has been satisfied falls in the final 15 days of a calendar month, on the final business day of the next calendar month; or
- (c) on such other date as the parties agree.

If Completion does not occur on the date set for Completion due to Completion formalities not taking place, the non-defaulting party may request an extension of five business days, proceed to Completion as far as practicable or terminate the Sale and Purchase Agreement.

1.6 ***Termination***

If the conditions have not been satisfied or waived before the Long Stop Date (including any extension of the Long Stop Date), the Sale and Purchase Agreement shall terminate.

If the Resolution is not passed at the General Meeting, either party may terminate the Sale and Purchase Agreement.

If the Sale and Purchase Agreement terminates because the Resolution was not passed at the General Meeting and, within 12 months following such termination, an exit event in respect of the Finalto Group occurs that values the Finalto Group at an enterprise value in excess of USD 240 million, Playtech will pay to the Purchaser USD 8.8 million.

If, prior to Completion, Playtech is in material breach of:

- (a) its obligation not to engage with any third party regarding a potential transaction involving the sale of the Finalto Group; or
- (b) its obligation to procure that Finalto does not (i) issue or grant any option in respect of any share, loan capital or other securities of whatsoever nature convertible into shares, or (ii) increase, reduce or make any other alteration to its share capital; or (iii) engage with any third party regarding a potential transaction involving the sale of the Finalto Group; or
- (c) any of the warranties given by it under the Sale and Purchase Agreement (as set out in paragraph 1.7 of this Part V),

and the liability of Playtech in respect of such breach exceeds USD 15 million, the Purchaser will have the right to terminate the Sale and Purchase Agreement by written notice to Playtech within 20 business days of the Purchaser becoming aware of the breach.

1.7 Warranties and Indemnity

Playtech has given limited warranties (relating to title, authority, capacity and solvency) in favour of the Purchaser under the Sale and Purchase Agreement and will also provide an indemnity to the Purchaser and certain members of the Finalto Group on Completion in respect of certain claims which have been threatened against members of the Finalto Group as described in paragraph 7.3 of Part VI below. The indemnity is subject to a financial cap of USD 60 million, and gives Playtech the right to retain conduct of the claims on behalf of the Finalto Group, save that Playtech cannot without the consent of the Purchaser settle proceedings in respect of any or all of the claims for an amount that is in excess of USD 60 million.

Key members of the Finalto Business' management team who will transfer with the Finalto Business, including Ron Hoffman (Chief Executive Officer of the Finalto Business) and Liron Greenbaum (Chief Operating Officer of the Finalto Business), have given certain business and tax warranties in favour of the Purchaser under a management warranty deed.

The Purchaser has also given customary warranties (relating to authority, capacity and solvency) in favour of Playtech.

All warranties given in the Sale and Purchase Agreement will be repeated at Completion. The Purchaser intends to obtain warranty and indemnity insurance in respect of certain matters related to the Finalto Group and Playtech has agreed to contribute up to USD 400,000 in aggregate at Completion towards the premium for such policy.

1.8 Limitations of liabilities

The Sale and Purchase Agreement includes customary financial thresholds, time limitations and other limitations and exclusions in relation to certain claims made under the Sale and Purchase Agreement by the Purchaser.

The aggregate financial liability of Playtech under the Sale and Purchase Agreement (other than in respect of claims for leakage) is limited, if the Sale and Purchase Agreement terminates before Completion, to USD 60 million and, on and after Completion, to the amount of the consideration paid by the Purchaser. The financial liability of Playtech in respect of claims for leakage is limited to the amount of the leakage received by the Continuing Group, plus amounts reasonably incurred by the Purchaser in recovery of such leakage.

No claims under the Sale and Purchase Agreement in respect of the warranties may be brought against Playtech after the second anniversary of Completion. No other claims under the Sale and Purchase Agreement (other than in respect of claims for leakage) may be brought against Playtech after the third anniversary of Completion. No claims in respect of leakage may be brought against Playtech after the date that is nine months from the date of Completion.

1.9 ***Playtech's restrictive covenants***

Playtech has agreed to customary non-solicitation provisions relating to senior employees and customers of the Finalto Business and to a customary non-compete in relation to the Finalto Business as carried on at Completion, in each case for a period of two years from Completion. Playtech has agreed to procure that its subsidiaries comply with such restrictions.

1.10 ***Governing Law***

The Sale and Purchase Agreement and any non-contractual obligations connected with it are governed by English law. The English courts have exclusive jurisdiction to determine any claim or dispute arising in connection with the Sale and Purchase Agreement, including disputes relating to any non-contractual obligations.

PART VI

ADDITIONAL INFORMATION

1. Responsibility

The Company and the Directors, whose names appear on page 7 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Company

- 2.1 The Company was incorporated and registered in the British Virgin Islands on 12 September 2002 under the International Business Companies Act (cap 291) of the British Virgin Islands with registered number 513063 as a company limited by shares and was automatically re-registered under the British Virgin Islands Business Companies Act, 2004 on 1 January 2007. On 21 June 2012, the Company's registration was re-domiciled to the Isle of Man with registration number 008505V.
- 2.2 The registered office of the Company is Ground Floor, St George's Court, Upper Church Street, Douglas, Isle of Man IM1 1EE. The principal place of business of the Company is Midcity Place, 71 High Holborn, London WC1V 6EA and its telephone number is +44 1624 645 999.
- 2.3 The principal legislation under which the Company operates and under which the Ordinary Shares have been created is the Isle of Man Companies Act 2006 and regulations made thereunder.
- 2.4 The secretary of the Company is Brian Moore.

3. Interests in Ordinary Shares

As at 12 November 2021 (being the latest practicable date prior to the date of this document), the interests (all of which are beneficial) of the Directors and the members of senior management and their immediate families (including any interest known to that Director or member of senior management (as applicable) or which could with reasonable diligence be ascertained by him or any person connected with a Director or member of senior management (as applicable) within the meaning of section 252 to 255 of the Act) in the issued shares of the Company are as follows:

<i>Name</i>	<i>Number of issued Ordinary Shares</i>	<i>Percentage of issued Ordinary Shares</i>	<i>Number of Ordinary Shares under Option</i>
Directors			
Mor Weizer	277,550	0.0905	3,012,225
Andrew Smith	84,875	0.0277	324,550
Brian Mattingley	—	—	—
Ian Penrose	17,500	0.0057	—
Anna Massion	32,000	0.0104	—
John Krumins	10,000	0.0032	—
Linda Marston-Weston	—	—	—
Senior Management			
Uri Levy	—	—	458,567
Shimon Akad	58,275	0.0190	421,183
Fabio Schiavolin	50,000	0.0163	693,916
Ron Hoffman	50,300	0.0164	437,726

4. Significant Shareholders

As at 12 November 2021 (being the latest practicable date prior to the date of this document), the Company is aware of the following existing Shareholders who, by virtue of the notifications made to it pursuant to the Articles and/or by the Listing Rules, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, the rules of London Stock Exchange plc or by law, are interested, directly or indirectly, in 3 per cent. or more of the issued shares of the Company:

<i>Name</i>	<i>Number of issued shares interested in</i>	<i>Percentage of issued shares interested in</i>
Setanta Asset Management	26,670,361	8.71
TT Bond Partners*	15,237,921	4.97
BlackRock, Inc.**	13,821,893	4.51
Barclays	13,711,773	4.48
Vanguard Group	13,648,053	4.45
Societe Generale collateral account	11,911,470	3.89
Mr Paul Suen Cho Hung	11,206,979	3.66
Boussard & Gavaudan Asset Management***	10,788,426	3.52
Dimensional Fund Advisors	10,737,180	3.50

* Gopher Investments is the registered shareholder of these shares. TT Bond Partners controls the governance of Gopher Investments both at a board level and at a shareholder level through its 100% holding of ordinary shares in Gopher Investments.

** BlackRock, Inc. holding includes an interest in 341,209 (0.11%) Playtech ordinary shares via cash settled derivatives.

*** Boussard & Gavaudan Asset Management holding includes an interest in 2,441,796 (0.79%) Playtech ordinary shares via cash settled derivatives.

5. Service Agreements

Linda Marston-Weston

As announced by Playtech on 17 September 2021, Linda Marston-Weston has been appointed as Non-Executive Director with effect from 1 October 2021.

Linda Marston-Weston has a letter of appointment (effective from 1 October 2021), rather than a service contract. Her remuneration is determined by the Board within limits set by the Articles and is set taking into account market data as obtained from independent Non-executive Director fee surveys and her responsibilities.

Linda Marston-Weston has been appointed for an initial term of three years and, under normal circumstances, would be expected to serve for additional three-year terms, up to a maximum of nine years, subject to satisfactory performance and re-election at the Annual General Meeting as required. Linda Marston-Weston's letter of appointment may be terminated on three months' notice by either party, will be terminated immediately if she is not re-elected, and may be terminated by Playtech immediately if she is disqualified or she commits gross misconduct.

Linda Marston-Weston's letter of appointment is available for inspection at the Company's registered office.

Linda Marston-Weston's emoluments in 2021 will be paid as follows:

<i>Fees</i>	<i>Annual bonus</i>	<i>Benefits</i>	<i>Pension</i>	<i>Total</i>
£107,625	—	—	—	£107,625

All Directors

No compensation is payable to the Directors upon termination of their appointment; the Directors shall be entitled to payment of accrued fees and reimbursement of expenses properly incurred, in each case up to the date of termination.

Other than as set out above in this paragraph 5, the Directors are not entitled to any termination benefits under the terms of their service agreements that have not already been published by the Company before the date of this document.

6. Material Contracts

Continuing Group

The following is a summary of the contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Playtech and/or members of the Continuing Group either (i) within the two years immediately preceding the date of this document which are, or may be, material to Playtech or the Continuing Group; or (ii) which contain any provisions under which Playtech or any member of the Continuing Group has any obligations or entitlements which are, or may be, material to the Continuing Group as at the date of this document, in each case the details of which the Directors consider that Shareholders would reasonably require for the purpose of making a properly informed assessment of how to vote at the General Meeting.

6.1 Sale and Purchase Agreement

A detailed summary of the Sale and Purchase Agreement is set out in Part V of this document.

Finalto

There are no contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Finalto and/or members of the Finalto Group either (i) within the two years immediately preceding the date of this document which are, or may be, material to the Finalto or the Finalto Group; or (ii) which contain any provisions under which the Finalto or any member of the Finalto Group has any obligations or entitlements which are, or may be, material to the Finalto Group as at the date of this document, in each case the details of which the Directors consider that Shareholders would reasonably require for the purpose of making a properly informed assessment of how to vote at the General Meeting.

7. Legal and arbitration proceedings

7.1 Continuing Group

There are no, nor have there been any, governmental, legal or arbitration proceedings (including such proceedings which are pending or threatened of which the Company is aware), during a period covering the previous 12 months prior to the publication of this document which may have, or have had in the recent past, significant effects on the Company and/or the Continuing Group's financial position or profitability.

7.2 Finalto Group

Other than as set out in paragraph 7.3 below, there are no, nor have there been any, governmental, legal or arbitration proceedings (including such proceedings which are pending or threatened of which the Company is aware), during a period covering the previous 12 months prior to the publication of this document which may have, or have had in the recent past, significant effects on the Finalto Group's financial position or profitability.

7.3 Dispute related to the Finalto Group

The former management team of ACM Group Limited ("ACM") (and their related entities) have threatened certain claims against the Finalto Group. The Company purchased the ACM business in October 2017. The threatened claims include a claim that they are entitled to additional earn-out consideration referable to the financial year ended 31 December 2019 in respect of such purchase and unpaid broker commissions that relate to their period as employees of the Finalto Group. Whilst the claimants suggested that such threatened claims are for significant amounts, they have not particularised such claims and the Company considers that the merits in relation to each of these threatened claims are strongly in favour of the Finalto Group and that it has strong counterclaims against the relevant parties should any claims be made. The threatened claims and counterclaims are not the subject of any active proceedings.

As detailed in paragraph 1.7 of Part V above, the Company intends to provide the Finalto Group with an indemnity in respect such potential claims and the Company will retain conduct of the claims on behalf of the Finalto Group.

8. Significant change

8.1 Continuing Group

There has been no significant change in the financial position and financial performance of the Continuing Group which has occurred since 30 June 2021, being the end of the last financial period for which condensed financial statements have been published.

8.2 Finalto Group

There has been no significant change in the financial position and financial performance of the Finalto Group which has occurred since 30 June 2021, being the date to which the historical information in Part III of this document was prepared.

9. Working capital

The Company is of the opinion that the Continuing Group has sufficient working capital available for its present requirements, that is, for at least the period of 12 months from the date of this document.

10. Details of key individuals important to the Finalto Business

<i>Name</i>	<i>Position</i>
Ron Hoffman	Chief Executive Officer of the Finalto Business
Liron Greenbaum	Chief Operations Officer of the Finalto Business

11. Related Party Transactions

Other than those matters referred to in Note 24 to the Financial Statements of the Playtech Group for the six months ended 30 June 2021, which are incorporated by reference into this document, those matters referred to in Note 36 to the Financial Statements of the Playtech Group for the year ended 31 December 2020, which are incorporated by reference into this document; those matters referred to in Note 36 to the Financial Statements of the Playtech Group for the year ended 31 December 2019, which are incorporated by reference into this document, those matters referred to in Note 31 to the Financial Statements of the Playtech Group for the year ended 31 December 2018, which are incorporated by reference into this document, during the period commencing on 1 January 2018 and terminating on the date of this document, the Company has not entered into any related party transactions.

12. Information incorporated by reference

Your attention is drawn to the following information which is incorporated by reference into this document:

<i>Document</i>	<i>Section</i>	<i>Page numbers in such document</i>
Condensed Financial Statements for the six months ended 30 June 2021	Note 24	Page 77
Annual Report and Financial Statements for the year ended 31 December 2020	Note 36	Page 185
Annual Report and Financial Statements for the year ended 31 December 2019	Note 36	Page 155
Annual Report and Financial Statements for the year ended 31 December 2018	Note 31	Page 170

13. Consents

- 13.1 UBS has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context in which they appear.

- 13.2 Goodbody has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context in which they appear.
- 13.3 PricewaterhouseCoopers LLP has given and has not withdrawn its written consent to the inclusion in this document of its accountant's report on the unaudited pro forma financial information in Section B of Part IV in the form and context in which it appears.

14. Documents available for inspection

Copies of the following documents will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Ground Floor, St George's Court, Upper Church Street, Douglas, Isle of Man IM1 1EE from the date of this document up to and including the date of the General Meeting and for the duration of the General Meeting:

- (a) the memorandum and articles of association of the Company;
- (b) the Annual Report and Financial Statements of the Company, including the audited consolidated accounts and the independent auditors' reports for each of the years ended 31 December 2018, 31 December 2019 and 31 December 2020;
- (c) the unaudited condensed financial statement for the six months ended 30 June 2021;
- (d) the accountant's report on the Unaudited Pro Forma Financial Information on the Continuing Group set out in Section B of Part IV of this document;
- (e) the consent letters referred to in paragraph 13 above;
- (f) the Sale and Purchase Agreement;
- (g) this document; and
- (h) the Form of Proxy.

Dated: 15 November 2021

PART VII

DEFINITIONS

The following definitions apply throughout this document, unless stated otherwise:

Acquisition	the recommended cash acquisition of the entire issued and to be issued ordinary share capital of Playtech by Aristocrat (UK) Holdings Limited to be effected by means of a scheme of arrangement under Chapter 2 of Part X of the Isle of Man Companies Act 2006 (or by way of takeover offer under certain circumstances in accordance with the co-operation agreement dated 17 October 2021 between Aristocrat and Playtech) and, where the context admits, any subsequent revision, variation, extension or renewal thereof
Act	the UK Companies Act 2006, as amended from time to time
Adjusted EBITDA	EBITDA adjusted for certain non-cash and one-off items (i) in respect of the Playtech Group, for the year ended 30 June 2021, in accordance with Note 10 (<i>Adjusted items</i>) to the financial statements in the Company's unaudited condensed financial statement for the six months ended 30 June 2021, and (ii) in respect of the Finalto Group, for the three years ended 30 June 2021, in accordance with Note 2 to Part III of this document
Aristocrat	Aristocrat Leisure Limited
Articles	the articles of association of the Company, as amended from time to time
B2B	business to business
B2C	business to consumer
Board	the board of the Company comprising the Directors
Caliente	Corporacion Caliente SAPI (formerly Turística Akalli, S. A. de C.V)
Caliplay	Tecnologia en Entretenimiento Caliplay, S. de R.L. de C.V
Completion	completion of the Disposal in accordance with the terms of the Sale and Purchase Agreement
Continuing Group	the Playtech Group excluding, following completion of the Disposal, the Finalto Group
CREST	the paperless settlement system operated by Euroclear to facilitate the transfer of title to, and the holding of, shares in uncertificated form
CREST Manual	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary

	of Terms promulgated by Euroclear on 15 July 1996 and as amended since)
CREST Proxy Instruction	a properly authenticated CREST message appointing and instructing a proxy to vote in place of a Shareholder at the General Meeting and containing the information required to be contained in the CREST Manual
Directors	the directors of the Company, as set out on page 7 of this document
Disclosure Guidance and Transparency Rules	the Disclosure Guidance and Transparency Rules of the FCA made in accordance with section 73A of FSMA
Disposal	the proposed disposal of the Finalto Business which is structured as a sale of the Finalto Shares and the Finalto Loan by Playtech to the Purchaser pursuant to the Sale and Purchase Agreement
Euro or EUR	the official currency of certain of the member states of the European Union
Euroclear	Euroclear UK & Ireland Limited
FCA	the Financial Conduct Authority
Finalto	Finalto Group Limited
Finalto Business	the business carried on by the Finalto Group
Finalto Group	Finalto and its subsidiary undertakings
Finalto Loan	the amount of €172,703,191, as adjusted in accordance with the provisions of the Sale and Purchase Agreement, being the aggregate principal amount borrowed and not repaid at the date of the Sale and Purchase Agreement under a €248,979,343.82 loan facility made available by Playtech to Finalto in or around May 2015 and later documented in an intragroup loan agreement between Playtech and Finalto dated 26 May 2021
Finalto Shares	the entire issued share capital of Finalto
Form of Proxy	the form of proxy accompanying this document for use by Shareholders in relation to the General Meeting
FSMA	the Financial Services and Markets Act 2000 (as amended)
General Meeting	the general meeting of the Company to be held at Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom at 10.00 a.m. on 1 December 2021 (or any adjournment thereof), notice of which is set out at the end of this document
GGR	gross gaming revenue
Goodbody	Goodbody Stockbrokers UC of Ballsbridge Park, Ballsbridge, Dublin 4, D04 YW83 Republic of Ireland
Indemnity	the indemnity to be provided by Playtech to the Purchaser and certain members of the Finalto Group on Completion pursuant to the terms of the Sale and Purchase Agreement, details of which are set out in paragraph 1.7 of Part V of this document

Joint Sponsors	UBS and Goodbody, as joint sponsors to the Company
Listing Rules	the Listing Rules of the FCA made in accordance with section 73A of FSMA
Long Stop Date	29 June 2022, which may be extended by Playtech by up to three months
MAR	the UK version of the Market Abuse Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
online	unless the context otherwise requires, shall include communications using the internet, mobile or tablet
Ordinary Shares	the ordinary shares of no par value in the capital of the Company
Panel	the Panel on Takeovers and Mergers
Playtech Group or Group	the Company and its subsidiary undertakings from time to time
Playtech or Company	Playtech plc
Prospectus Regulation Rules	the rules made for the purposes of Part VI of FSMA in relation to the offer of securities to the public and admission of securities to trading on regulated markets
Purchaser	Gopher Investments c/o Ogier Global (Cayman) Limited of 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands
Registrars	Computershare Investor Services (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol BS99 6ZY
Regulatory Authorities	the FCA, the Cyprus Securities and Exchange Commission, the British Virgin Islands' Financial Services Commission and the Monetary Authority of Singapore (as the case may be)
Resolution	the ordinary resolution to approve the Disposal as set out in the notice of General Meeting at the end of this document
SaaS	Software as a Service
Sale and Purchase Agreement	the sale and purchase agreement between Playtech and the Purchaser dated 29 September 2021 in connection with the Disposal, details of which are set out in Part V of this document
Shareholders	the holders of the Ordinary Shares
Snaitech	Snaitech S.p.A
SPAC	a special purpose acquisition corporation
subsidiary or subsidiaries	as defined in section 1159 of the Act (as amended)
Takeover Code	the UK City Code on Takeovers and Mergers
TTB	TT Bond Partners
UBS	UBS AG London Branch, 5 Broadgate, London, EC2M 2QS

NOTICE OF GENERAL MEETING

Playtech PLC

(Incorporated in the Isle of Man with registered number 008505V)

Notice is given that a General Meeting of Playtech plc (the “**Company**”) will be held at Bryan Cave Leighton Paisner LLP, Governor’s House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom on 1 December 2021 at 10.00 a.m. to consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution.

Resolution

THAT the Disposal by the Company of the Finalto Business to the Purchaser pursuant to the terms set out in the Sale and Purchase Agreement dated 29 September 2021 including the Indemnity (capitalised terms as defined in the circular to Shareholders dated 15 November 2021),

be and is hereby approved, and that the directors of Playtech plc (the “**Directors**”) (or a committee of the Directors) be and are hereby authorised to do or procure to be done all such acts and things as they may consider necessary, expedient or appropriate in connection with the Disposal and/or the Sale and Purchase Agreement and to agree such modifications, variations, revisions, waivers or amendments to the documents relating to any part of such matters (provided that any such modifications, variations, revisions, waivers or amendments are not of a material nature for the purposes of the FCA’s Listing Rule 10.5.2), as the Directors may in their absolute discretion think fit.

Voting on the resolution will be by way of a poll

BY ORDER OF THE BOARD

Brian Moore
Company Secretary

15 November 2021

Registered Office:
Ground Floor
St George’s Court
Upper Church Street
Douglas
Isle of Man
IM1 1EE

Notes to the Notice of General Meeting

1. The Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on 29 November 2021 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be entitled to vote at the meeting, or any adjourned meeting, in respect of the number of shares registered in their names at that time. Any changes to the register of members after 6.00 p.m. on 29 November 2021 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be disregarded in determining the right of any person to vote at the meeting.
2. Information regarding the meeting is available from the Company’s website at www.playtech.com.
3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies whether or not such proxy is a member of the Company to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
4. A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event must be received not later than 10.00 a.m. on 29 November 2021 (or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting, excluding any part of such 48 hour period falling on a non-Business Day).
5. As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members’ individual SRN and PIN numbers are shown on the printed form of proxy or email notification. For further information, see the instructions printed on the form of proxy.

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd.'s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, must be transmitted so as to be received by the Company's agent (ID number 3RA50) not later than 48 hours before the time appointed for the meeting, excluding any part of such 48 hour period falling on a non-Business Day. For this purpose, the time of receipt will be taken to the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular message. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST systems and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 18(4) (a) of the Uncertificated Securities Regulations 2006 (Isle of Man).
9. In the case of joint holders, the vote of the senior who tenders a vote whether in person, remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). Seniority will be determined by the order in which the names of the joint holders stand in the Company's register of members.
10. To be passed, the ordinary resolution proposed in the notice of general meeting requires the approval of a simple majority of the votes cast at the meeting.
11. A corporation which is a member may by resolution of its directors or other governing body authorise a person to act as its representative who may exercise, on its behalf, all its powers as a member, provided that they do not do so in relation to the same shares. A certified copy of any such resolution must be deposited at the registered office of the Company not less than 48 hours before the time appointed for the meeting to be valid.
12. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
13. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrar). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to whom it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.
14. As at 5.00 p.m. on 12 November 2021, the Company's issued share capital comprised 309,294,243 Ordinary Shares (including 2,937,550 shares held as treasury shares). Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on 12 November 2021 is 306,356,693. The website referred to in note 2 will include information on the number of shares and voting rights.
15. Voting on the resolution will be conducted by way of a poll rather than on a show of hands as this is considered by the Board to reflect the views of shareholders more accurately. As soon as practicable, following the meeting the results of voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of the resolution will be announced via a Regulatory Information Service and also placed on the Company's website referred to at note 2 above.

16. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted) calling our shareholder helpline on +44 (0)870 707 4040. You may not use any electronic address provided either: (i) in this notice of general meeting; or (ii) any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
17. While it is currently anticipated that the General Meeting will be held at Governors House, 5 Laurence Pountney Hill, London EC4R 0BR in a COVID-19 secure manner, due to the evolving nature of the situation and the possibility for circumstances to change before the date of the General Meeting such that larger gatherings indoors are no longer permissible and the Board is forced to revise its position and run the General Meetings as a closed meeting, you are strongly encouraged to appoint the "chairman of the meeting" as your proxy to ensure that your vote is able to be cast in accordance with your wishes. If any other person is appointed as your proxy and COVID-19 restrictions are introduced which affect the holding of the General Meeting, that proxy may not be entitled to attend the General Meeting in person and vote on your behalf. The Board will keep the situation under review and may need to make further changes to the arrangements, including as to how the General Meeting is conducted. Shareholders should therefore continue to monitor the Company's website and announcements via a Regulatory Information Service for any updates in relation to the arrangements for the General Meeting 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 you from attending the General Meeting and voting in person should the situation regarding COVID-19 allow and you wish to do so.

