



Offer to acquire Playtech plc expected to lapse; Aristocrat to accelerate alternative plans

Sydney, 2 February 2022

On 18 October 2021 the Boards of Aristocrat Leisure Limited (“Aristocrat”) and Playtech plc (“Playtech”) announced the terms of a recommended all cash offer pursuant to which Aristocrat, through a wholly-owned subsidiary, would acquire the entire issued and to be issued ordinary share capital of Playtech at 680 pence for each Playtech share (the “Recommended Acquisition”). Playtech shareholder meetings convened for the purposes of considering the Recommended Acquisition will be held later today, 2 February 2022 (UK time).

We understand that based on proxy votes received to date, a majority of votes cast were in favour of Aristocrat’s Recommended Acquisition, albeit short of the 75% threshold required to implement the Recommended Acquisition under Isle of Man law. As a result, the Recommended Acquisition is expected to lapse.

Aristocrat’s Recommended Acquisition attracted support from the majority of Playtech shareholders who have voted to date. Aristocrat understands that a number of material investors who have not engaged meaningfully about their views on the Recommended Acquisition account for the majority of votes cast against, effectively blocking the Recommended Acquisition.

Based on public disclosures, the majority of these shareholders arrived on Playtech’s register after the announcement of the Recommended Acquisition. Aristocrat has taken every possible step to engage with this group of shareholders and progress the Recommended Acquisition, and to consider all options including alternate transaction structures.

Aristocrat CEO and Managing Director, Trevor Croker, said “We are disappointed that our recommended offer to acquire Playtech plc is expected to lapse. Notwithstanding extensive due diligence on Aristocrat’s part, developments since the announcement of our offer have been highly unusual and largely beyond Aristocrat’s control.

“In particular, the emergence of a certain group of shareholders who built a blocking stake while refusing to engage with either ourselves or Playtech materially impacted the prospects for the success of our offer, which had been recommended by the Board of Playtech plc.

“The long term interests of our shareholders are the absolute focus of M&A at Aristocrat. We will always take a highly disciplined, strategic approach to our investment choices, consistent with our customer-centric philosophy.

“Aristocrat has entered into 2022 with excellent operational momentum, flexibility and resilience with continued strong product-led performance across Gaming and Pixel United. We look forward to providing further detail to shareholders at our upcoming AGM later this month.

“From a strategic perspective, Aristocrat’s commitment to participate in the online RMG segment will not change. In the future, online RMG capability will be one way we deliver new and connected experiences that leverage our world-leading content, and unlock additional value across Aristocrat’s portfolio while deepening customer engagement.

“Our focus now shifts to accelerating our plans for alternative online RMG scaling options, and continuing to execute our growth strategy, in a way that is consistent with our rigorous

investment criteria, high regulatory standards and integrity. We look forward to sharing more details with shareholders as we move forward” Mr Croker concluded.

Investor Conference call

Aristocrat Managing Director and CEO Trevor Croker will host a conference call at 9.00am on 3 February 2022 (Sydney time).

To register to access the conference call please click on the link to the Aristocrat Leisure Limited Group website <https://ir.aristocrat.com/proposed-acquisition-playtech-plc>

Authorised for lodgement by:
Kristy Jo, Company Secretary

Further information:

Financial: Rohan Gallagher
General Manager, Investor Relations
Mobile: (61) 421 051 416
rohan.gallagher@aristocrat.com

Media: Natalie Toohey
Chief Corporate Affairs Officer
Mobile: (61) 409 239 459
natalie.toohey@aristocrat.com

Aristocrat Leisure Limited (ASX: ALL) is a leading global gaming content and technology company and top-tier mobile games publisher, with more than 7,000 employees in over 20 locations around the world. Aristocrat offers a diverse range of products and services including electronic gaming machines, casino management systems and free-to-play mobile games. The company's regulated gaming products are approved for use in more than 300 licensed jurisdictions and are available in more than 100 countries.