

RNS Result of Meeting

Results of Court Meeting & Gamesys General Meeting

GAMESYS GROUP PLC

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30 June 2021

RECOMMENDED COMBINATION

of

Bally's Corporation ("Bally's")

(and Premier Entertainment Sub, LLC an indirect wholly-owned subsidiary ("Premier Entertainment"))

with

Gamesys Group plc ("Gamesys")

Results of Court Meeting and Gamesys General Meeting

On 13 April 2021, the boards of Gamesys and Bally's announced that they had agreed the terms of a recommended combination of Bally's and Gamesys pursuant to which Bally's and Premier Entertainment will acquire the entire issued and to be issued ordinary share capital of Gamesys (the "**Combination**").

The Combination is to be implemented by way of a scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**"), and is subject to the terms and conditions set out in the scheme document published on 1 June 2021 (the "**Scheme Document**").

Gamesys announces that the Court Meeting to consider the Scheme and the Gamesys General Meeting to consider the Special Resolution relating to the Combination were each held today and the Scheme and the Special Resolution were approved by the requisite majorities, as set out in further detail below.

Details of the resolutions passed are set out in the notices of the Court Meeting and Gamesys General Meeting contained in Parts 11 and 12 (respectively) of the Scheme Document.

The total number of Gamesys Shares in issue as at the Scheme Voting Record Time was 109,718,519 carrying one vote each. Therefore, the total voting rights in Gamesys as at the Voting Record Time were 109,718,519 Gamesys Shares. The detailed voting results in relation to the Court Meeting and the Gamesys General Meeting are summarised below.

Number of Scheme Shareholders voting and votes cast at Court Meeting

The results of the poll at the Court Meeting held on 30 June 2021 were as follows:

	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Scheme Shares votes as a % of the issued ordinary share capital
FOR	66,497,713	99.13	182	92.39	60.61

	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Scheme Shares votes as a % of the issued ordinary share capital
AGAINST	583,517	0.87	15	7.61	0.53
TOTAL	67,081,230	100	197	100	61.14

Number of Gamesys Shareholders voting and votes cast at Gamesys General Meeting

The results of the poll at the Gamesys General Meeting held on 30 June 2021 were as follows:

	Number of Gamesys Shareholders voting	Number of Gamesys Shares voted	% of votes cast
FOR*	185	66,585,066	99.13
AGAINST	15	583,641	0.87
WITHHELD**	1	2,942	0.00

* Includes discretionary votes.

** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' and 'Against' the Special Resolution.

A copy of the Special Resolution passed at the Gamesys General Meeting will be submitted to the National Storage Mechanism and will be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Next steps and timetable

The outcome of today's meetings means that Conditions 2(a), 2(b) and 2(c) (as set out in Part A of Part 3 of the Scheme Document) have been satisfied.

The Scheme remains subject to the sanction by the Court at the Court Hearing and the satisfaction (or, where applicable, the waiver) of the other Conditions to the Scheme (as set out in the Scheme Document). Subject to the Scheme receiving the sanction of the Court, the filing of the Court Order with the Registrar of Companies and the satisfaction or, where applicable, the waiver of the other Conditions, the Scheme is expected to become effective in the fourth quarter of 2021.

The expected timetable of principal events for the implementation of the Scheme remains as set out on page 13 of the Scheme Document. If any of the key dates and/or times set out in the timetable change, Gamesys will give notice of this change by issuing an announcement through a Regulatory Information Service, and, if required by the Panel, by posting notice of the change(s) to Gamesys Shareholders and persons with information rights.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document.

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Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, subscribe for, otherwise acquire, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. This announcement does not constitute a prospectus or a prospectus equivalent document.

The Combination is made solely pursuant to the terms of the Scheme Document, which, together with the Forms of Proxy and Form of Election, contains the full terms and Conditions of the Scheme, including details of how to vote in respect of the Combination. Gamesys urges Gamesys Shareholders to read the Scheme Document carefully because it contains important information in relation to the Combination. Any decision in respect of, or other response to, the Combination by Gamesys Shareholders should be made only on the basis of the information contained in the Scheme Document.

This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom.

The Combination will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange ("LSE") and the Financial Conduct Authority ("FCA").

Important Notice

Macquarie Capital (Europe) Limited ("Macquarie Capital"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Gamesys and for no one else in connection with the Combination and/or any other matter referred to in this announcement and will not be responsible to anyone other than Gamesys for providing the protections afforded to its clients or for providing advice in relation to the Combination, the contents of this announcement, or any other matters referred to in this announcement. Macquarie Capital is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia), and its obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542. Macquarie Bank Limited does not guarantee or otherwise provide assurance in respect of the obligations of Macquarie Capital.

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Information for Overseas Shareholders

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulations. Persons who are not resident in the United Kingdom or who are subject to the laws and regulations of other jurisdictions should inform themselves of, and observe, any applicable requirements, as any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.

Unless otherwise determined by Bally's or Premier Entertainment or required by the Takeover Code, and permitted by applicable law and regulation, the Combination will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Combination by any such use of the mails of or any other means, instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or securities exchange of or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Combination (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from such jurisdictions where to do so would violate the laws in those jurisdictions. If the Combination is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), such Takeover Offer may not be made available directly or indirectly, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction.

The availability of the Cash Offer and the Share Alternative to Gamesys Shareholders who are not resident in the United Kingdom (and, in particular, their ability to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf) may be affected by the laws of the relevant jurisdictions in which they are resident.

The Combination will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA. Further details in relation to Overseas Shareholders are contained in the Scheme Document.

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

Additional information for US investors in Gamesys

The Combination relates to shares of an English company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act of 1934 (the "US Exchange Act") and other requirements of US law.

Instead, the Combination is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. Neither the US Securities and Exchange Commission (the "SEC"), nor any securities commission of other jurisdictions, has approved or disapproved of the Combination, passed upon the fairness of the Combination or passed upon the adequacy or accuracy of this announcement. Any representation to the contrary is unlawful.

The New Bally's Shares have not been registered under the US Securities Act of 1933 (the "US Securities Act") and will be issued pursuant to the exemption from registration provided by Section 3(a)(10) under the US Securities Act. If, in the future, Bally's or Premier Entertainment exercises its right to implement the Combination by way of a Takeover Offer or otherwise in a manner that is not exempt from the registration requirements of the US Securities Act, it will file a registration statement with the SEC that will contain a prospectus with respect to the issuance of New Bally's Shares under the US Securities Act. In this event, Gamesys Shareholders are urged to read these documents and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they would contain important information, and such documents will be available free of charge at the SEC's website at www.sec.gov or by directing a request to Bally's contact for enquiries identified above.

New Bally's Shares issued to persons other than "affiliates" of Bally's (defined as certain control persons, within the meaning of Rule 144 under the US Securities Act) will be freely transferable under US law after the Combination. Persons (whether or not US persons) who are or will be "affiliates" of Bally's within 90 days prior to, or of the Combined Group after, the Effective Date will be subject to certain transfer restrictions relating to the New Bally's Shares under US law.

In addition, if Bally's exercises its right to implement the Combination by way of a Takeover Offer, which is to be made into the US, such Takeover Offer will be made in compliance with the applicable US laws and regulations, including Section 14(e) and Regulation 14E under the US Exchange Act.

If the Combination is implemented by way of Takeover Offer, in accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice, Deutsche Bank and their respective affiliates may continue to act as exempt principal traders or exempt market makers in Gamesys Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, as permitted by Rule 14e-5(b)(9) under the US Exchange Act. In addition, in accordance with normal United Kingdom practice, Bally's, Premier Entertainment or their nominees or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Gamesys outside of the US, other than pursuant to the Combination, until the date on which the Combination and/or Scheme becomes effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including United Kingdom laws and the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. To the extent that such information is required to be publicly disclosed in the United Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.

The receipt of cash consideration by a Gamesys Shareholder for the transfer of its Gamesys Shares pursuant to the Scheme will be a taxable transaction for United States federal income tax purposes and under applicable US state and local, as well as overseas and other, tax laws. The receipt of New Bally's Shares may also be taxable for such purposes. In certain circumstances, Gamesys Shareholders that are not US persons and that receive cash consideration pursuant to the Scheme may be subject to US withholding tax. Each Gamesys Shareholder is urged to consult an independent professional adviser regarding the applicable tax consequences of the Combination, including under applicable United States, state and local, as well as overseas and other, tax laws.

Financial information relating to Gamesys included in this announcement and the Scheme Document has been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States ("US GAAP"). US GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom.

Gamesys is incorporated under the laws of England and Wales. In addition, some of its officers and directors reside outside the United States. Some or all of its assets are or may be located in jurisdictions outside the United States. Therefore, It may be difficult for US holders of Gamesys Shares to enforce their rights and any claim arising out of the US federal securities laws in connection with the Combination, since investors may have difficulty effecting service of process within the United States upon those persons or recovering against Gamesys or its officers or directors on judgments of United States courts, including judgments based upon the civil liability provisions of the United States federal securities laws. It may not be possible to sue Gamesys or its officers or directors in a non-US court for violations of the US securities laws.

Disclosure requirements of the Takeover Code

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

contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3:30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3:30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3:30 p.m. (London time) on the business day following the date of the relevant dealing.

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

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

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

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Publication on Website

A copy of this announcement will be made available on Gamesys' website at <https://www.gamesysgroup.com/investors/offer-for-gamesys/> and Bally's website at <https://www.ballys.com/gamesys-documentation/> by no later than 12 noon (London time) on 1 July 2021 (being the first Business Day following the date of this announcement). Neither the contents of Gamesys' website nor Bally's website are incorporated into or form part of this announcement.

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