

This letter 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 independent financial advice immediately from a stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser authorised under the Financial Services and Markets Act 2000, 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.

20 November 2020



Dear Matt

**Your buyout award under the Deferred Bonus Buyout Award Agreement entered into on 18 August 2020 ("Buyout EDSBP Award") and the recommended cash offer for William Hill PLC by Caesars Entertainment, Inc.**

**Buyout EDSBP Award**

As you know, William Hill PLC ("**William Hill**") and Caesars Entertainment, Inc. ("**Caesars**") announced on 30 September 2020 that they had reached agreement on the terms of a recommended cash offer for the entire issued and to be issued share capital of William Hill by Caesars UK Holdings Limited ("**Caesars UK Bidco**"), a wholly-owned subsidiary of Caesars (the "**Acquisition**").

**1. Why are we writing to you?**

We are writing to explain how the Acquisition will affect your Buyout EDSBP Award.

Please read everything in this letter and its appendix carefully. **Their contents are very important.**

If you participate in other William Hill share plans you will receive separate letters about the effect of the Acquisition on your other options or awards. Please also read those letters carefully.

**No action is required by you as a result of this letter.**

**2. The Acquisition**

The Acquisition will result in William Hill and its subsidiaries becoming wholly owned by Caesars.

The Acquisition will take place through what is called a "scheme of arrangement" (the "**Scheme**"). This is a procedure that is subject to approval by William Hill Shareholders and the Court. In particular, as part of the Acquisition, the Court will sanction the Scheme on a date referred to throughout this letter as "**Court Sanction**". This date is not the date

on which the Acquisition will be completed. The Acquisition is currently due to complete a few days after Court Sanction on the “**Effective Date**”.

Further information on the Scheme is set out in the Scheme Document dated 26 October 2020 which was sent to William Hill Shareholders. This letter should be read together with the Scheme Document. Copies of the Scheme Document and this letter are available on the William Hill website at <https://www.williamhillplc.com/investors-centre/offer-for-the-company/> and on the Caesars website at <https://investor.caesars.com/>.

A brief explanation of some of the terms used in this letter is given in the appendix to this letter. Terms defined in the Scheme Document will have the same meaning in this letter unless otherwise defined.

### **3. What are the terms of the Acquisition?**

The terms of the Acquisition are set out in full in the Scheme Document. However, in summary, William Hill Shareholders will be entitled to receive **£2.72 in cash** for each William Hill Share they own at the Scheme Record Time.

### **4. When is the Acquisition likely to take place?**

The Acquisition is currently expected to take effect in the second quarter of 2021, subject to receipt of the relevant anti-trust and regulatory approvals. Shareholder approval of the Acquisition was obtained on 19 November 2020. The date of Court Sanction will be announced by a Regulatory Information Service (with such announcement being made available on William Hill's website at <https://www.williamhillplc.com/>) and you will be updated when the timing is confirmed. An expected timetable of key events relating to the Acquisition is available in the Scheme Document.

### **5. How will the Acquisition affect your Buyout EDSBP Award?**

Normally, your Buyout EDSBP Award would vest in full on 9 March 2021 (the “**Normal Vesting Date**”) and the William Hill Shares under the Buyout EDSBP Award would be transferred to you.

However, as a result of the Acquisition, your Buyout EDSBP Award will vest immediately on the earlier of (i) the Normal Vesting Date and (ii) Court Sanction (which is currently expected to be in the second half of 2021), unless it lapses earlier in accordance with its terms.

If Court Sanction does not happen for any reason, your Buyout EDSBP Award will continue as normal, subject to the terms of the Buyout EDSBP.

If your Buyout EDSBP Award vests on Court Sanction, the William Hill Shares you receive will be automatically acquired by Caesars UK Bidco as part of the Scheme and you will receive £2.72 in cash for each William Hill Share (less any income tax and social security contributions that William Hill is required to withhold, as set out in more detail in section 9, and applicable fees). If your Buyout EDSBP Award vests before Court Sanction, William Hill Shares will be transferred to you and any William Hill Shares you own at the Scheme Record Time will also be automatically acquired by Caesars UK Bidco as part of the Scheme.

**6. What do you need to do?**

You do not need to do anything to receive your cash payment. On the earlier of the Normal Vesting Date and Court Sanction, your Buyout EDSBP Award will vest automatically.

**7. Can you opt out of the Scheme and retain your existing Buyout EDSBP Award?**

No. If Court Sanction occurs, your Buyout EDSBP Award will be automatically treated in the way described above, in accordance with the terms of the Buyout EDSBP.

**8. What if you leave employment with the William Hill Group?**

**(A) Leaving the William Hill Group before Court Sanction**

The leaver provisions under the Buyout EDSBP will apply in the normal way if you leave the William Hill Group before Court Sanction. This means that if you leave employment before Court Sanction (and your Buyout EDSBP Award has not yet vested on the Normal Vesting Date):

- (i) if you do not qualify as a “good leaver” under the terms of the Buyout EDSBP, your Buyout EDSBP Award will lapse on the date on which you give or receive notice to leave employment (or the date on which you leave employment, in the absence of any such notice); or
- (ii) if you do qualify as a “good leaver” (for example, if you leave because of death, injury, or disability), your Buyout EDSBP Award will continue to be subject to the terms of the Buyout EDSBP until it vests on the earlier of the Normal Vesting Date or Court Sanction.

**(B) Leaving the William Hill Group after Court Sanction**

Because your Buyout EDSBP Award will have vested on Court Sanction, it will not exist after this point and so leaving after Court Sanction will have no effect. You will still receive your cash payment in the normal way.

**9. What are the UK tax implications?**

Income tax and social security contributions will be withheld when you receive the cash payment in connection with your Buyout EDSBP Award vesting. If you have any questions, please contact [REDACTED]. This letter does not constitute tax advice.

Please note that neither Computershare, Caesars, Caesars UK Bidco nor William Hill can provide you with legal, personal tax or financial advice. If you are in any doubt as to the action you should take, you are recommended to seek advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

10. **How will you receive the proceeds from the sale of your William Hill Shares to Caesars UK Bidco?**

Any proceeds due to you from the sale of your William Hill Shares to Caesars UK Bidco will be paid to you by Computershare (less any income tax and social security contributions that William Hill is required to withhold and applicable fees) via the bank details held within your EquatePlus account. We would recommend that you review the details held within your account to ensure that they are up to date, or to add them should they be missing. The payment of cash consideration will be made as soon as reasonably practicable after Computershare receives the proceeds – meaning the payment is likely to be approximately three weeks after the Effective Date. If no bank details are provided, the cash consideration will be held on your EquatePlus account until you enter a valid bank account.

In accordance with the terms and conditions for Computershare's Share Plan Account, available via the Library tab on EquatePlus, there may be a deduction from your payment to cover any banking charges. Intermediary banks may also make a charge for the processing of this payment.

11. **What if you have questions?**

If you have any questions that relate to your Buyout EDSBP Award, please contact the Computershare helpline on +44 (0370) 703 6251. Please note that no legal, tax or financial advice on the merits of the Acquisition or its effect on your Buyout EDSBP Award can be provided.

If you are in any doubt as to the effect the Acquisition will have on your personal tax position, you are strongly recommended to seek your own independent financial and/or tax advice.

**No action is required by you as a result of this letter.**

**Any payments that become due to you as explained in this letter will be made to you without you needing to take any action.**

12. **Important notes**

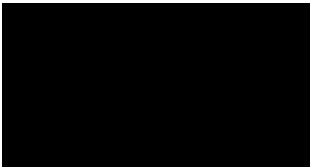
As your Buyout EDSBP Award will vest automatically on Court Sanction and the William Hill Shares you receive will be subject to the Scheme, no Proposals are being made to you in respect of the Acquisition. The William Hill Directors, who have been so advised by Barclays, Citigroup, and PJT Partners, consider it fair and reasonable in the context of the Acquisition that no Proposals are being made. In providing their advice to the William Hill Directors, Barclays, Citigroup, and PJT Partners have taken into account the commercial assessments of the William Hill Directors. Barclays is providing independent financial advice to the William Hill Directors for the purposes of Rule 15(b) of the City Code on Takeovers and Mergers.

Nothing in this letter constitutes financial advice to any holder of shares, share awards or share options in William Hill, Caesars or Caesars UK Bidco.

If you have received this letter electronically, you may request a hard copy of this letter, free of charge, by contacting the Computershare helpline on +44 (0370) 703 6251 or by emailing [MyPortfolio@computershare.co.uk](mailto:MyPortfolio@computershare.co.uk) and stating your name, and the address to which the hard copy should be sent. You may also request that all future letters, documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

If there is a conflict between the information in this letter and appendix and the terms of the Buyout EDSBP or any relevant legislation, the terms and the legislation will prevail.

Yours faithfully



Roger Devlin

For and on behalf of

William Hill PLC

Yours faithfully



Stephanie Lepori

For and on behalf of

Caesars UK Holdings Limited

## Appendix

### A brief explanation of some definitions

**“Acquisition”** means the recommended cash offer for the entire issued and to be issued share capital of William Hill made by Caesars UK Bidco, a wholly-owned subsidiary of Caesars;

**“Barclays”** means Barclays Bank PLC, acting through its Investment Bank;

**“Buyout EDSBP”** means the Matt Ashley Deferred Bonus Buyout Award Agreement entered into on 18 August 2020;

**“Buyout EDSBP Award”** means the conditional share award granted to Matt Ashley under the Buyout EDSBP;

**“Caesars”** means Caesars Entertainment, Inc.;

**“Caesars Directors”** means the directors of Caesars;

**“Caesars Group”** means Caesars Entertainment, Inc. and its subsidiaries and subsidiary undertakings from time to time;

**“Caesars UK Bidco”** means Caesars UK Holdings Limited;

**“Caesars UK Bidco Directors”** means the directors of Caesars UK Bidco;

**“Citigroup”** means Citigroup Global Markets Limited;

**“Court”** means the High Court of Justice in England and Wales;

**“Court Sanction”** means the date on which the Court approves the Scheme under section 899 of the Companies Act 2006;

**“Effective Date”** means the date on which the Scheme becomes effective in accordance with its terms;

**“Normal Vesting Date”** has the meaning given in section 5;

**“PJT Partners”** means PJT Partners (UK) Limited;

**“Proposals”** means the proposals made by Caesars UK Bidco for the purpose of Rule 15 of the City Code on Takeovers and Mergers;

**“Scheme”** means the procedure by which Caesars UK Bidco will become the holder of the entire issued and to be issued ordinary share capital of William Hill;

**“Scheme Document”** means the document setting out the terms of the Scheme dated 26 October 2020 sent to William Hill Shareholders;

**“Scheme Record Time”** means 6.00pm on the business day immediately after the day on which Court Sanction occurs;

**“William Hill”** means William Hill PLC;

**“William Hill Directors”** means the directors of William Hill as at the date of this letter;

**“William Hill Group”** means William Hill and its subsidiaries and subsidiary undertakings from time to time;

**“William Hill Shareholders”** means holders of William Hill Shares; and

**“William Hill Shares”** means ordinary shares with a nominal value of £0.10 each in the capital of William Hill.

The distribution of this letter (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this letter comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Barclays, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for William Hill and no one else in connection with the Acquisition and shall not be responsible to anyone other than William Hill for providing the protections afforded to clients of Barclays nor for providing advice in connection with the Acquisition or any other matter referred to herein.

Barclays has given and not withdrawn its written consent to the issue of this letter with the inclusion of references to its name in the form and context in which they are included.

Citigroup, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively as financial adviser to William Hill and no one else in connection with the Acquisition and other matters described in this letter, and shall not be responsible to anyone other than William Hill for providing the protections afforded to clients of Citigroup nor for providing advice in connection with the Acquisition or any matter referred to herein. Neither Citigroup nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citigroup in connection with this letter, any statement contained herein, the Acquisition or otherwise.

Citigroup has given and not withdrawn its written consent to the issue of this letter with the inclusion of references to its name in the form and context in which they are included.

PJT Partners, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for William Hill and no one else in connection with the Acquisition or any other matters described herein and will not be responsible to anyone other than William Hill for providing the protections afforded to clients of PJT Partners or for providing advice in connection with the matters described herein. Neither PJT Partners nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of PJT Partners in connection with this letter, any statement contained herein or otherwise.

PJT Partners has given and not withdrawn its written consent to the issue of this letter with the inclusion of references to its name in the form and context in which they are included.

Neither this letter nor any accompanying documents do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities in any jurisdiction pursuant to the Acquisition (a) in which such offer or invitation is not authorised, (b) in which the person making such offer or invitation is not qualified to do so, or (c) in which, or to any person to whom, it is unlawful to make such offer or invitation or where the making of such offer or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on William Hill, Caesars UK Bidco or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with



respect to the possession or distribution of this letter other than in any jurisdiction where action for that purpose is required. Neither William Hill nor Caesars UK Bidco nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The William Hill Directors, whose names are set out in section 2.1 of the Scheme Document, accept responsibility for the information contained in this letter, including expressions of opinion, other than information for which responsibility is taken by the Caesars UK Bidco Directors and the Caesars Directors. To the best of the knowledge and belief of the William Hill Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Caesars UK Bidco Directors and the Caesars Directors, whose names are set out in sections 2.2 and 2.3 of the Scheme Document, respectively, accept responsibility for the information contained in this letter, including any expressions of opinion, relating to Caesars UK Bidco, Caesars, the Caesars Group, the Caesars UK Bidco Directors, the Caesars Directors and their respective immediate families and the related trusts of and persons connected with the Caesars UK Bidco Directors or the Caesars Directors, and persons acting in concert with Caesars UK Bidco or Caesars (as such term is defined in the City Code on Takeovers and Mergers). To the best of the knowledge and belief of the Caesars UK Bidco Directors and the Caesars Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.