

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 Participant

**The William Hill PLC 2012 International Savings Related Share Option Plan (“International Sharesave”) and the recommended cash offer for William Hill PLC by Caesars Entertainment, Inc.**

**2018 International Sharesave Options – Bulgaria**

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 2018 International Sharesave Options and the decisions you need to make.

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

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

**Please be aware that you will need to take action to realise value from your 2018 International Sharesave Options as this will NOT happen automatically. You can do so by completing the online instruction which you can find online on Computershare’s EquatePlus portal via the Corporate Actions Taskbar (the “Instruction”) before your 2018 International Sharesave Options lapse and your savings are returned to you.**

**Please note that if your 2018 International Sharesave Options have not been exercised by (at latest) 20 days after the Effective Date (explained further below), they will cease to be exercisable. It is, therefore, recommended that you take action in respect of your 2018 International Sharesave Options as soon as possible. Further details about your choices are explained in section 7 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 2018 International Sharesave Options?

**Please be aware that you will need to take certain actions to realise value from your 2018 International Sharesave Options as this will NOT happen automatically. If you do not take any action, your 2018 International Sharesave Options will lapse and your savings will be returned to you.**

Normally, you would keep saving until the end of your savings contract and then decide if you want to use your savings to exercise your 2018 International Sharesave Options and acquire William Hill Shares.

However, as a result of the Acquisition, your 2018 International Sharesave Options will become exercisable early to the extent of your savings on the date of exercise. You will

be able to exercise your 2018 International Sharesave Options within the 20 days following the Effective Date. If you elect in advance to exercise any 2018 International Sharesave Options conditional on the Effective Date, you may be eligible for the Additional Payment(s) (described below). If the Acquisition does not happen for any reason, your 2018 International Sharesave Options will continue as normal, subject to the rules of the International Sharesave, and you will not receive the Additional Payment(s).

Please note that the normal maturity date for your 2018 International Sharesave Options is December 2021 (unless you have taken a payment holiday). If Court Sanction and the Effective Date have not occurred by the normal maturity date for your 2018 International Sharesave Options, they will become exercisable on their normal maturity date in the ordinary way, although the normal six-month exercise period may be shortened if Court Sanction and the Effective Date occur after maturity (as set out in this letter).

**You will need to take action in order to exercise your 2018 International Sharesave Options as this will not happen automatically. 2018 International Sharesave Options will cease to be exercisable (at latest) 20 days after the Effective Date if they are not exercised, and your savings will be returned to you. An explanation of the steps you will need to take to exercise your 2018 International Sharesave Options is set out in section 7 below.**

The exercise price for your 2018 International Sharesave Options is £1.99 per Share. If you exercise your 2018 International Sharesave Options on or after the Effective Date, the William Hill Shares you receive for the proportion of your 2018 International Sharesave Options that you exercise will be automatically acquired by Caesars UK Bidco. In consideration, you will receive £2.72 in cash for each William Hill Share (less any tax and social security contributions that William Hill is required to withhold, as set out in more detail in section 10, and applicable fees).

## **6. Additional Payment(s)**

Subject to your continued employment (see section 9 below), you will be paid an “**Additional Payment(s)**” if you elect in advance to exercise any 2018 International Sharesave Options conditional on the Effective Date. You can do this by submitting your Instruction on the EquatePlus online portal (see section 7 below).

The value of the Additional Payment(s) will be as follows:

- (A) you will receive an Additional Payment(s) equal to the additional profit (if any) that you would have received had you been able to exercise your 2018 International Sharesave Options in full over the remaining number of William Hill Shares otherwise available to you at the normal maturity date, assuming a share price of £2.72 (the “**Profit Payment**”); and
- (B) you will receive an Additional Payment(s) equal to the value of future contributions (if any) which would have been deducted from your salary between the date of exercise and the normal maturity date if you had been able to contribute until the normal maturity date (the “**Contribution Payment**”).

The Additional Payment(s) will be subject to tax and social security contributions as set out in more detail in section 10.

Please note that this letter explains the effect of the Acquisition on your 2018 International Sharesave Options. If you have options granted under the International Sharesave in 2017, 2019 and/or 2020, you will receive separate letters about the effect of the Acquisition on those options.

**You will not receive any Additional Payment(s) if you exercise your 2018 International Sharesave Options at any point after the Effective Date.**

7. **What do you need to do to realise value from your 2018 International Sharesave Options?**

(A) **Exercise on the Effective Date**

To elect to exercise your 2018 International Sharesave Options conditional on the Effective Date and receive:

- £2.72 in cash per William Hill Share (less any tax and social security contributions that William Hill is required to withhold and applicable fees) following automatic acquisition of the relevant William Hill Shares by Caesars UK Bidco, and
- the Additional Payment(s),

you must complete the Instruction on the EquatePlus online portal before the Effective Date. The relevant deadline will be advised once the Effective Date is known.

If William Hill receives your Instruction as above by the deadline, you will be eligible to receive any applicable Additional Payment(s) described above. This Additional Payment(s) will be paid by William Hill through payroll in due course shortly after the Effective Date.

(B) **Exercise after the Effective Date**

If you wish to exercise your 2018 International Sharesave Options in the 20 days after the Effective Date, you may do so using the EquatePlus online portal. The relevant deadline will be advised once the Effective Date is known. However, **you will not be eligible to receive the Additional Payment(s) if you exercise your 2018 International Sharesave Options after the Effective Date.**

Please note that if you are a Person Discharging Managerial Responsibilities (“**PDMR**”) or an insider under the William Hill PLC Share Dealing Code (the “**Dealing Code**”), or you have otherwise been told that the Dealing Code applies to you, you must obtain permission to exercise your 2018 International Sharesave Options under that Code before you submit an Instruction and your Instruction must normally be submitted within two business days of permission being granted. You can seek permission to deal by following the process set out in Part A of the Dealing Code. However, unless exceptional circumstances exist it is unlikely you will be granted permission to deal whilst you are an

insider or, if you are a PDMR or closely associated person of a PDMR, during a closed period.

**8. Can you opt out of the Scheme and retain your existing 2018 International Sharesave Options?**

No. If Court Sanction and the Effective Date occur, and you exercise your 2018 International Sharesave Options, the William Hill Shares that you acquire will be automatically acquired by Caesars UK Bidco.

If you choose not to exercise your 2018 International Sharesave Options, they will cease to be exercisable 20 days after the Effective Date (at latest). If your 2018 International Sharesave Options cease to be exercisable, you will receive no value for your 2018 International Sharesave Options and your accumulated savings will be returned to you. You will not receive any Additional Payment(s).

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

If you leave employment with the William Hill Group before the Effective Date, at any time and for any reason, your unexercised 2018 International Sharesave Options will lapse on the date that your employment ceases and you will receive your accumulated savings back.

If you leave employment with the William Hill Group after the Effective Date, but you have not yet exercised your 2018 International Sharesave Options, your unexercised 2018 International Sharesave Options will lapse on the date that your employment ceases and you will receive your accumulated savings back.

**10. What are the tax implications?**

When you exercise your 2018 International Sharesave Options, income tax at a 10% flat rate will be due on the difference between the fair market value of the William Hill Shares you acquire and the exercise price. In addition, social security contributions may be due (if you have not reached with your regular salary the capped monthly income for social security purposes, which is BGN 3,000 for 2020). The amount due in respect of income tax and social security contributions will be deducted by William Hill through payroll. No capital gains tax will be due.

If you exercise your 2018 International Sharesave Options and receive an Additional Payment(s), that Additional Payment(s) will be taxed at a 10% flat rate plus social security contributions (if applicable) and the amount due will be withheld by William Hill.

If you have any questions, please contact [REDACTED]. This letter does not constitute tax advice to any individual participant.

Please remember that tax law can and often does change, and you should not necessarily assume the current tax position will continue.

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 authorised independent financial and/or tax adviser.

**11. 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 applicable fees – any tax and social security contributions that William Hill is required to withhold may be deducted separately through payroll) 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 (or approximately three weeks after you exercise your 2018 International Sharesave Options, if you exercise 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, particularly if there is an international currency conversion.

Any international currency conversion will be made as soon as practicable for all international payments. The currency exchange rate can fluctuate so the exact amount you will receive in your local currency will not be known until the time of payment. In accordance with the terms and conditions for Computershare's Share Plan Account Computershare accept no liability for any losses or expenses which you may suffer as a result of any such movement in the currency exchange rate.

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

If you have any questions that relate to your 2018 International Sharesave Options, 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 2018 International Sharesave Options can be provided.

If you are in any doubt as to the effect the Acquisition will have on your personal tax position (including how you should fill out your tax return, if you have to complete one), you are strongly recommended to seek your own independent financial and/or tax advice.

**13. Important notes**

The William Hill Directors recommend that you exercise your 2018 International Sharesave Options conditional on the Effective Date (in accordance with section 7(A) of this letter). You should consider your own personal circumstances, including your tax

position, when deciding your preferred timing for exercising your 2018 International Sharesave Options.

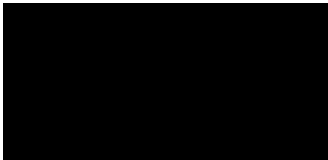
The William Hill Directors, who have been so advised by Barclays, Citigroup, and PJT Partners as to the financial terms of the Proposals, consider the terms of the Proposals described above to be fair and reasonable in the context of the Acquisition. In providing their advice to the William Hill Directors, 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 via the EquatePlus platform, 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 rules of the International Sharesave or any relevant legislation, the rules and the legislation will prevail.

Yours faithfully

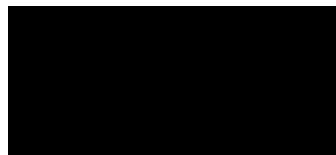


Roger Devlin

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

**“2018 International Sharesave Options”** means options granted in 2018 over William Hill Shares to employees and former employees of the William Hill Group under the International Sharesave;

**“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;

**“Additional Payment(s)”** means the Contribution Payment and/or the Profit Payment;

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

**“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;

**“Contribution Payment”** means a payment equal to the value of future contributions which would have been deducted from salary between the date of exercise and the normal maturity date had contributions continued until the normal maturity date of the relevant 2018 International Sharesave Options;

**“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;

**“Dealing Code”** means the William Hill PLC Share Dealing Code;

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

**“Instruction”** has the meaning given in section 1;

**“International Sharesave”** means the William Hill PLC 2012 International Savings Related Share Option Plan as amended;

**“PDMR”** means a Person Discharging Managerial Responsibilities;

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

**“Profit Payment”** means a payment equal to the additional profit that would have been received on the exercise of an 2018 International Sharesave Option, had such option been able to be exercised in full over the remaining number of William Hill Shares otherwise available at the normal maturity date of the relevant 2018 International Sharesave Option, assuming a share price of £2.72;



**“Proposals”** means (i) the cash payment of £2.72 for each William Hill Share issued in connection with the exercise of 2018 International Sharesave Options after the Scheme Record Time and automatically acquired by Caesars UK Bidco, and (ii) the Profit Payment, being the proposals made by Caesars UK Bidco in connection with the International Sharesave 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.