

12 August 2021

*To: Participants in the G MINE SIP*

Dear Participant

### **Combination of Bally's and Gamesys and how it affects your G MINE SIP Shares**

Gamesys and Bally's have agreed a recommended combination of Bally's and Gamesys pursuant to which Bally's and Premier Entertainment Sub, LLC will acquire the entire issued and to be issued ordinary share capital of Gamesys.

If the Combination completes, any G MINE SIP Shares you own under the G MINE SIP will be sold as part of the Combination. You will have two options:

- 1) **Do nothing**, and your G MINE SIP Shares will automatically be sold to Bally's for cash; or
- 2) **Elect for the Share Alternative**, and your G MINE SIP Shares held, or received in respect of Matching Share rights and, if applicable, Free Share rights you hold, on the date falling 3 business days before the Share Alternative election window closes will be converted into New Bally's Shares and will be retained on your behalf within a nominee account operated by the G MINE SIP Administrator. Any G MINE SIP Shares you receive after that date (save in respect of Matching Share rights and, if applicable, Free Share rights you hold on that date) will automatically be sold to Bally's for cash.

If you would like to elect for the Share Alternative, please complete the relevant sections of the Form of Election on the Portal **by no later than 5 p.m. on 15 September 2021**.

You can find further details on the Combination, what will happen to your G MINE SIP Shares if the Combination completes and what choices are available to you in the Frequently Asked Questions accompanying this Letter. A Definitions section explaining the key defined terms used also accompanies this Letter.

You can find a summary of your outstanding G MINE SIP Shares on the Portal by going to "My Contributory Plans" followed by "My Purchase Statement".

If you have any questions regarding this Letter, please contact the G MINE SIP Administrator by clicking on "Helpdesk" on the Portal. Please note that Gamesys, Bally's, the G MINE SIP Administrator and the G MINE SIP Trustee cannot provide advice on the merits of the Combination or give any financial, legal or tax advice.

Yours faithfully

The G MINE Team

**On behalf of Gamesys Group plc**

**THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. Please read it carefully. If you are in any doubt as to the contents of this Letter or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial 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 taking advice in a territory outside the United Kingdom.**

**In the event of a conflict between this Letter and the rules of the Gamesys Group plc 2016 International Share Incentive Plan and/or any relevant legislation, the rules or the legislation will prevail.**

**References to taxation are for guidance only. You are encouraged to seek advice from a suitably authorised tax adviser.**

## FREQUENTLY ASKED QUESTIONS

### 1. How does the Combination work?

The Combination has been approved by the Court and the Gamesys Shareholders. It is currently expected that the Combination will complete in the fourth quarter of 2021 (assuming all Combination conditions are met).

More information about the Combination is set out in the Scheme Document sent to Gamesys Shareholders on 1 June 2021 and which is available to download from [www.gamesysgroup.com](http://www.gamesysgroup.com), along with other documents relating to the Combination (including the Bally's prospectus and supplemental prospectuses). You will also find a copy of this Letter on the same website.

### 2. What will Gamesys Shareholders get if the Combination completes?

Under the terms of the Combination, Gamesys Shareholders will be entitled to receive:

**for each Gamesys Share      1850 pence in cash (the "Cash Offer")**

Alternatively, Gamesys Shareholders can elect to receive New Bally's Shares in lieu of part or all of the cash consideration which they would otherwise be entitled to receive pursuant to the Combination (the "**Share Alternative**"), using the following exchange ratio:

**for each Gamesys Share      0.343 New Bally's Shares**

Gamesys Shareholders will automatically receive the Cash Offer for their Gamesys Shares unless they elect for the Share Alternative. If you would like to elect for the Share Alternative, please complete the relevant sections of the Form of Election on the Portal **by no later than 5 p.m. on 15 September 2021**. Please see section 4 below for the impact of electing for the Share Alternative.

In addition, Gamesys has proposed and paid a final dividend in respect of the year ended 31 December 2020 of £30.7 million in aggregate, which equates to 28 pence per Gamesys Share (the "**Gamesys Final Dividend**"). Further, if the Combination has not completed before the ex-dividend date of 9 September 2021, Gamesys reserves the right to declare an interim dividend for the six months ended 30 June 2021 of an aggregate amount of up to £16.45 million, which, based on Gamesys' issued share capital as at 12 April 2021, being the last business day before the announcement of the Combination, would equate to a dividend of up to 15 pence per Gamesys Share (the "**Second Gamesys Interim Dividend**"). If the Second Gamesys Interim Dividend is paid and you continue to hold your Partnership Shares at the Second Gamesys Interim Dividend record date, you will also receive the Second Gamesys Interim Dividend payment as Dividend Shares in the usual way, if practicable. The Dividend Shares will be treated in the same way as all other G MINE SIP Shares as set out in this Letter.

### 3. What will happen to my G MINE SIP Shares?

If the Combination goes ahead your Matching Share rights and, if applicable, Free Share rights will vest when the Court sanctions the Scheme and will be converted into Matching Shares and, if applicable, Free Shares, which will be treated in the same way as all other G MINE SIP Shares as set out in this Letter.

#### **Option A – Cash Offer**

**If you do nothing**, your G MINE SIP Shares will automatically be sold to Bally's for the Cash Offer.

#### **Option B – Share Alternative**

**If you elect for the Share Alternative** by completing the Form of Election on the Portal, you will receive New Bally's Shares in respect of your G MINE SIP Shares held, or received in respect of Matching Share rights and Free Share rights you hold, on the date falling 3 business days before the Share Alternative election window closes and these will be retained on your behalf within a

nominee account operated by the G MINE SIP Administrator without any further action required from you. Any G MINE SIP Shares you receive after that date (save in respect of Matching Share rights and, if applicable, Free Share rights you hold on that date) will automatically be sold to Bally's for the Cash Offer.

These shares will not be subject to any ongoing restrictions and can be removed from the nominee account at any time without forfeiture by completing the "Transfer Wizard" within the Portal which will appear shortly after the Combination completes. If you have any questions, please contact the G MINE SIP Administrator by clicking on "Helpdesk" on the Portal. **Please note that the transfer of these shares out of the nominee account will be subject to applicable transfer costs, fees and commission.**

If the Combination does not go ahead, your Matching Share rights and, if applicable, Free Share rights will not vest and any G MINE SIP Shares will continue to be held in the G MINE SIP in the normal way.

**4. When will I get my cash and/or New Bally's Shares?**

Any cash proceeds due to you will be paid through the next practicable payroll after the Combination completes.

Any New Bally's Shares will go into the nominee account operated by the G MINE SIP Administrator as soon as practicable after the Combination completes but, at the latest, within 30 days of completion.

**5. What happens to fractions of New Bally's Shares?**

Entitlements to New Bally's Shares will be rounded down to the nearest whole number. Gamesys Shareholders will not receive fractions of New Bally's Shares. The fractions will be aggregated and sold after the date the Combination completes. The sale proceeds (if £5 or more) will then be paid in cash to the relevant Gamesys Shareholders via payroll on the fractions they would have received.

**6. Will I have to pay income tax and social security contributions?**

Please refer to the separate country specific schedule for your jurisdiction for information on the tax treatment of your G MINE SIP Shares, which is available to download from the Portal by clicking on "Resources" followed by "Document Library".

**7. Am I entitled to receive the Agreed Dividends?**

You are only entitled to receive the Agreed Dividends on your Partnership Shares. Please refer to the separate country specific schedule for your jurisdiction for information on the applicable tax treatment of any Agreed Dividends, which is available to download from the Portal by clicking on "Resources" followed by "Document Library".

**8. Can I continue to acquire G MINE SIP Shares until the Combination completes?**

Yes, you can continue to make your usual contributions to purchase Partnership Shares and will receive your normal award of Matching Share rights up to completion of the Combination.

**9. What happens if I leave Gamesys before the Combination completes?**

If you leave Gamesys before completion of the Combination by reason of death, injury, disability, redundancy, retirement or for any other reason the Gamesys Directors decide, your Matching Share rights and, if applicable, Free Share rights will vest, be converted into Matching Shares and, if applicable, Free Shares and you will be able to keep your G MINE SIP Shares and participate in the Combination.

If you leave Gamesys before completion of the Combination for any other reason, you will be able to keep your Partnership Shares. Your Matching Share rights and, if applicable, Free Share rights will lapse.

**10. Will I be eligible for further awards under the SIP?**

If the Combination goes ahead, the G MINE SIP will be closed but Bally's intends to operate a share purchase plan over Bally's shares for at least 12 months after the Combination completes. You will receive further information, including how you can participate, at that time.

**11. How do I access the Portal?**

To access the Portal if you are a current Gamesys employee, head to your Gamesys Okta dashboard (<https://gamesys.okta.com/>) and click on the G MINE icon, which will direct you to the Portal and you will automatically be logged on via your Gamesys credentials.

To access the Portal if you are not a current Gamesys employee, go to <https://gamesys.globalsharesequity.co.uk/en-GB/> and login using your username and password. You would have created these login details when you received an activation link when you left Gamesys. If you have any issues, please contact [HRAdmin@gamesys.co.uk](mailto:HRAdmin@gamesys.co.uk).

## DEFINITIONS

<b>"Agreed Dividends"</b>	the Gamesys Final Dividend and Second Gamesys Interim Dividend
<b>"Bally's"</b>	Bally's Corporation
<b>"Combination"</b>	the proposed transaction pursuant to which Bally's will become the ultimate parent company of Gamesys by means of the direct or indirect acquisition by Bally's directly, or with or through Premier Entertainment Sub, LLC or another indirect wholly owned subsidiary, of the entire issued and to be issued ordinary share capital of Gamesys, to be effected by means of the Scheme
<b>"Court"</b>	the High Court of Justice in England and Wales
<b>"Form of Election"</b>	the form of election on the Portal by which you may elect for the Share Alternative
<b>"G MINE SIP"</b>	the Gamesys Group plc International Share Incentive Plan
<b>"G MINE SIP Administrator"</b>	Global Shares Execution Services Limited
<b>"G MINE SIP Shares"</b>	Partnership Shares, Matching Shares, Free Shares and Dividend Shares received under the SIP
<b>"G MINE SIP Trustee"</b>	Mourant Corporate Trustee (Jersey) Limited
<b>"Gamesys"</b>	Gamesys Group plc, registered in England and Wales (no. 10303804)
<b>"Gamesys Directors"</b>	the directors of Gamesys
<b>"Gamesys Shareholders"</b>	holders of Gamesys Shares
<b>"Gamesys Shares"</b>	ordinary shares with a nominal value of 10 pence each in the capital of Gamesys
<b>"Letter"</b>	the letter dated 12 August 2021 from the G MINE SIP Administrator explaining the impact of the Combination on your G MINE SIP Shares, including the accompanying Frequently Asked Questions and these Definitions
<b>"New Bally's Shares"</b>	the common stock of Bally's having a par value of \$0.01 per share to be issued to satisfy valid elections under the Share Alternative
<b>"Portal"</b>	the website operated by the G MINE SIP Administrator which contains information on your G MINE SIP Shares
<b>"Scheme"</b>	the scheme of arrangement proposed to be made between Gamesys and the Gamesys Shareholders
<b>"Scheme Document"</b>	the document dated 1 June 2021 sent to Gamesys Shareholders to explain the Scheme