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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 (WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR")).

THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY, AND DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY SECURITIES OF ENTAIN PLC.

THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY PRIMARYBID LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 779021).

13 June 2023

Entain plc

PrimaryBid Offer

- Entain plc (LSE: ENT), the global sports-betting, gaming and interactive entertainment group ("Entain", the "Company" and, together with its subsidiaries, the "Group"), announces a conditional offer for subscription of new Ordinary Shares via [PrimaryBid](#);
- The issue price for the new Ordinary Shares will be determined at the close of the bookbuilding process;
- Investors can access the PrimaryBid Offer through [PrimaryBid's website](#) and on [PrimaryBid's app](#);
- Investors may also be able to take part through PrimaryBid's extensive network of retail brokers, wealth managers and investment platforms, subject to their participation;
- Applications for new Ordinary Shares through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as General Investment Accounts (GIAs);
- The PrimaryBid Offer is available to existing shareholders only;
- The issue price for the new Ordinary Shares will be equal to the Placing Price;
- There is a minimum subscription of £250 per investor in the PrimaryBid Offer;
- No commission will be charged by PrimaryBid on applications to the PrimaryBid Offer.

PrimaryBid Offer

The Company is conducting a placing of new Ordinary Shares by way of an accelerated bookbuilding process (the "Placing") as announced earlier today. The issue price of the new Ordinary Shares to be issued pursuant to the PrimaryBid Offer and the Placing will be determined following the close of the bookbuilding process (the "Placing Price").

The PrimaryBid Offer is conditional on the new Ordinary Shares to be issued pursuant to the PrimaryBid Offer and the Placing being admitted to the premium listing segment of the Official List

of the Financial Conduct Authority and admitted to trading on the main market for listed securities of London Stock Exchange plc ("Admission"). Admission is expected to take place at 8.00 a.m. on 16 June 2023. The PrimaryBid Offer will not be completed without the Placing also being completed.

Entain has separately announced today that Entain CEE, Entain's venture in Central and Eastern Europe with EMMA Capital, is launching a tender offer to acquire 100% of STS Holding S.A., a sports-betting operator in Poland listed on the Warsaw Stock Exchange (WSE:STH) (the "Acquisition"). The net cash consideration of the Acquisition payable by Entain is expected to be approximately £450m. The Company will use the remaining £150m of the expected £600m proceeds of the Placing and the PrimaryBid Offer to fund further near-term acquisitions.

The Placing and PrimaryBid Offer are not conditional on completion of the Acquisition and should the Acquisition not complete, the Group will retain the net proceeds of the Placing and the PrimaryBid Offer. In such circumstances, the proceeds would be used to pursue the Group's broader strategy through ongoing investment in both organic and inorganic opportunities.

Reason for the PrimaryBid Offer

While the Placing has been structured as a non-pre-emptive offer within the Company's existing authorities from shareholders for non-pre-emptive offers so as to minimise cost and time to completion, the Company values its retail investor base and is therefore pleased to provide retail investors with the opportunity to participate in the PrimaryBid Offer in line with the Pre-Emption Group guidelines.

The PrimaryBid Offer is open to existing shareholders only. Investors can access the PrimaryBid Offer through [PrimaryBid's website](#) and on [PrimaryBid's app](#). Investors may also be able to take part through PrimaryBid's extensive partner network of investment platforms, retail brokers and wealth managers, subject to their participation. Applications for new Ordinary Shares through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. The PrimaryBid app is available on the UK Apple App Store and Google Play Store.

After consideration of the various options available to it, the Company believes that the separate PrimaryBid Offer is in the best interests of shareholders, as well as wider stakeholders in the Company.

The PrimaryBid Offer will open to existing shareholders resident and physically located in the United Kingdom following the release of this Announcement. The PrimaryBid Offer is expected to close at the same time as the Placing. The PrimaryBid Offer may close early if it is oversubscribed.

The PrimaryBid Offer is not being made into the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where it would be unlawful to do so. In particular, the PrimaryBid Offer is being made only to persons who are, and at the time Ordinary Shares via the PrimaryBid Offer are subscribed for, will be outside the United States and subscribing for such Ordinary Shares in an "offshore transaction" as defined in, and in accordance with, Regulation S under the U.S Securities Act of 1933, as amended. Persons who are resident or otherwise located in the United States will not be eligible to register for participation in the PrimaryBid Offer or subscribe for any Ordinary Shares via the PrimaryBid Offer.

There is a minimum subscription amount of £250 per investor in the PrimaryBid Offer.

The Company reserves the right to scale back any order at its discretion. The Company and PrimaryBid reserve the right to reject any application for subscription under the PrimaryBid Offer without giving any reason for such rejection.

Investors who apply for new Ordinary Shares through PrimaryBid's website or PrimaryBid's app will not be charged any fee or commission by PrimaryBid. It is vital to note that once an application for new Ordinary Shares has been made and accepted via PrimaryBid, an application cannot be withdrawn.

Investors wishing to apply for new Ordinary Shares through their investment platform, retail broker or wealth manager using their ISA, SIPP or GIA should contact them for details of the process and any relevant fees or charges.

The new Ordinary Shares to be issued pursuant to the PrimaryBid Offer will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the new Ordinary Shares to be issued pursuant to the Placing and the Company's existing Ordinary Shares.

For further information on PrimaryBid or the PrimaryBid Offer visit www.PrimaryBid.com or email PrimaryBid at enquiries@primarybid.com. The terms and conditions on which the PrimaryBid Offer is made, including the procedure for application and payment for new Ordinary Shares, are available to all persons who register with PrimaryBid.

Brokers wishing to offer their customers access to the PrimaryBid Offer and future PrimaryBid transactions, should contact partners@primarybid.com.

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Important notices

It is a term of the PrimaryBid Offer that the total value of the Ordinary Shares available for subscription in the PrimaryBid Offer at the Placing Price does not exceed €8,000,000 equivalent (approximately £6.86 million). Accordingly, the Company is not required to publish, and has not published, a prospectus in connection with the PrimaryBid Offer as it falls within the exemption set out in section 86(1)(e) and 86(4) of FSMA.

The PrimaryBid Offer is offered under the exemptions from the requirement to publish a prospectus in the United Kingdom under the FCA's Prospectus Regulation Rules. As such, there is no requirement for publication of a prospectus pursuant to the Prospectus Regulation Rules in connection with the PrimaryBid Offer, or for approval of the same by the Financial Conduct Authority (as competent authority under Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018).

The PrimaryBid Offer is not being made into the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where it would be unlawful to do so.

This Announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This Announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly in, into or within the United States absent registration under the U.S. Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or any other jurisdiction of the United States. The PrimaryBid Offer is not available to persons in the United States. The securities referred to herein have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any states securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the securities referred to herein. No public offering of securities is being made in the United States. No money, securities or other consideration from any person inside the United States is being solicited and, if sent in response to the information contained in this Announcement, will not be accepted.

This Announcement and the information contained herein, is restricted and is not for publication, release or distribution, directly or indirectly, in whole or in part, in or into Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction in which such publication, release or distribution would be unlawful. Further, this Announcement is for information purposes only and is not an offer of securities in any jurisdiction.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this Announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for new Ordinary Shares and investment in the Company carries a number of risks. Investors should consider the risk factors set out on www.PrimaryBid.com and the PrimaryBid app before making a decision to subscribe for new Ordinary Shares. Investors should take independent advice from a person experienced in advising on investment in securities such as the new Ordinary Shares if they are in any doubt.

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