

This announcement is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important information" at the end of this announcement and in the offer document which will be published shortly before the commencement of the acceptance period under the Offer. Shareholders in the United States should also refer to the section titled "Special notice to shareholders in the United States" at the end of this announcement.

PRESS RELEASE

7 January 2021

Entain announces a recommended cash offer to the shareholders of Enlabs AB

Entain plc (formerly known as GVC Holdings plc) the global sports-betting and gaming group, through its wholly-owned subsidiary Bwin Holdings (Malta) Limited ("**Entain**"), hereby announces a recommended cash offer to the shareholders of Enlabs AB ("**Enlabs**" or the "**Company**") to tender all their shares in Enlabs to Entain at a price of SEK 40 per share (the "**Offer**").

The shares in Enlabs are admitted to trading on Nasdaq First North Growth Market ("**Nasdaq First North**") of Sweden.

The Offer in brief

- Entain offers SEK 40 in cash per share in Enlabs.¹ The Offer values Enlabs at around SEK 2.80 billion (equivalent to approximately GBP 250 million at the time of this announcement).²
- The Independent Bid Committee of Enlabs has unanimously resolved to recommend the Company's shareholders to accept the Offer. The recommendation is supported by a fairness opinion provided by Mangold Fondkommission AB.
- Shareholders holding in aggregate around 42.2% of the total number of Enlabs shares have undertaken to accept the Offer.
- The Offer represents a premium of:
 - approximately 42.3% compared to the volume-weighted average price of SEK 28.12 per Enlabs share on Nasdaq First North during the last 180 trading days prior to the announcement of the Offer;
 - approximately 15.6% compared to the volume-weighted average price of SEK 34.61 per Enlabs share on Nasdaq First North during the last 90 trading days prior to the announcement of the Offer; and
 - approximately 1.1% compared to the closing price of SEK 39.55 per Enlabs share on Nasdaq First North on 5 January 2021, which was the last trading day prior to the announcement of the Offer.
- The acceptance period is expected to commence on or around 21 January 2021 and expire on or around 18 February 2021.

¹ If Enlabs pays dividends or makes any other distributions to Enlabs shareholders, for which the record date occurs prior to the settlement of the Offer, the price under the Offer will be reduced accordingly.

² Based on 69,924,433 shares in Enlabs.

Background to and reasons for the Offer

Enlabs is an established and leading gaming company operating in the Baltics. Based on total revenues, the Company is the market leader in Latvia, the second largest in Estonia, and among the five largest operators in Lithuania. Enlabs is headquartered in Riga with offices in Tallinn, Vilnius, Minsk, Malta, Marbella and Stockholm.

The Baltic region represents a highly attractive, locally regulated and fast-growing gaming market. Entain does not currently operate in these geographies and entry is aligned with Entain's strategy to focus on growth markets which are locally regulated and taxed. The acquisition of Enlabs represents a synergistic combination with a pre-eminent operator, with high operating standards and a market-leading customer proposition.

Entain believes that a combination with Enlabs would allow Enlabs to accelerate delivery of its ambitions both in terms of growth within its existing markets and successful expansion into adjacent markets, including Belarus and Ukraine. Leveraging the combined expertise across the enlarged group would deliver an enhanced proposition to Enlabs' customers. In a highly competitive and regulated industry, Entain believes scale and diversification is essential to continue to create shareholder value. Entain places great value on Enlabs' organization and, by leveraging Entain's scale, proprietary technology, marketing skills and products, will drive further growth in order to create long-term positive effects for Enlabs employees and other stakeholders. Entain's plans for the future business and general strategy do not currently include any material changes to Enlabs' organization, management and employees, including their terms of employment, or to the locations of Enlabs' operations.

As further described under "*Undertakings to accept the Offer and certain other contractual arrangements*", subject to completion of the Offer, Entain intends to retain the services of Niklas Braathen, the current chairman of the board of Enlabs, to develop the Entain group's operations in the Baltic and Nordic regions and its expansion into parts of Eastern Europe.

Shay Segev, CEO of Entain plc comments:

"The acquisition of Enlabs is perfectly aligned with our strategy of expanding across new regulated international markets. We are hugely excited by the growth opportunities it presents both in its existing markets and through new market opportunities. Enlabs is already a strong and rapidly growing business in its own right, but we now have a fantastic opportunity to turbocharge its growth by leveraging the power of our unparalleled proprietary technology, scale, product and marketing expertise."

Niklas Braathen comments:

"When Entain's interest to acquire Enlabs emerged, we instantly saw the strategic logic. Our interaction with them so far has confirmed they will provide an excellent home for the company, its customers and employees. Entain's experience and track record in many different geographic markets, together with its market-leading proprietary technology and world-class marketing skills are key attractions for Enlabs as we look to grow in the Baltics and beyond. Finally, Enlabs has achieved an enormous amount as an independent business, but we recognise the established trend of industry consolidation and the growing importance of scale."

The Offer

Entain offers SEK 40 in cash per share in Enlabs. If Enlabs pays dividends or makes any other distributions to the shareholders, for which the record date occurs prior to the settlement of the

Offer, the price under the Offer will be reduced accordingly. The Offer values Enlabs at approximately SEK 2.80 billion (based on 69,924,433 shares in Enlabs).

No commission will be charged in respect of the settlement of the Enlabs shares tendered to Entain under the Offer.

The Offer represents a premium of:

- approximately 42.3% compared to the volume-weighted average price of SEK 28.12 per Enlabs share on Nasdaq First North during the last 180 trading days prior to the announcement of the Offer;
- approximately 15.6% compared to the volume-weighted average price of SEK 34.61 per Enlabs share on Nasdaq First North during the last 90 trading days prior to the announcement of the Offer; and
- approximately 1.1% compared to the closing price of SEK 39.55 per Enlabs share on Nasdaq First North on 5 January 2021, which was the last trading day prior to the announcement of the Offer.

Entain does not hold any shares in Enlabs or any financial instruments that give a financial exposure to Enlabs shares. Nor has Entain during the six months preceding the announcement of the Offer acquired or agreed to acquire any Enlabs shares or any financial instruments that give a financial exposure to Enlabs shares. For information about undertakings given by larger Enlabs shareholders to accept the Offer, please see “*Undertakings to accept the Offer and certain other contractual arrangements*” below.

The Offer does not include warrants issued by Enlabs and acquired by employees under the incentive program implemented by Enlabs. Entain will offer the holders of such warrants a fair treatment in connection with the Offer.

Entain may acquire, or enter into arrangements to acquire, shares in Enlabs outside the Offer. Any acquisitions made or arranged will be in accordance with Swedish law and the Takeover rules for certain trading platforms adopted by the Swedish Governance Board (the “**Takeover Rules**”) and will be disclosed in accordance with applicable rules.

Statement from the Independent Bid Committee of Enlabs

Niklas Braathen is the sole board member of Erlinghundra AB (an entity that is controlled by Niklas Braathen’s family), and Christian Haupt is a part-owner of Atletico Nordic B.V. Entain has been informed by Enlabs that as a result of Erlinghundra AB’s and Atletico Nordic B.V.’s undertakings to accept the Offer, an Independent Bid Committee consisting of the remaining board members was appointed on 6 January 2021 and has since handled questions relating to the Offer. For more information about the acceptance undertakings, please refer to “*Undertakings to accept the Offer and certain other contractual arrangements*” below.

The Independent Bid Committee of Enlabs has informed Entain that it has unanimously resolved to recommend to the shareholders of Enlabs to accept the Offer and that the recommendation is supported by a fairness opinion provided by Mangold Fondkommission AB.

Undertakings to accept the Offer and certain other contractual arrangements

The shareholders set out below have provided irrevocable undertakings to Entain to accept the Offer. In aggregate, such shareholders hold 29,528,370 Enlabs shares, corresponding to approximately 42.2% of the shares and votes in Enlabs. The undertakings are conditional only on the Offer being declared unconditional on or before 17 May 2021.

SHAREHOLDER	NUMBER OF SHARES	PERCENTAGE OF CAPITAL AND VOTING RIGHTS
Erlinghundra AB	13,772,207	19.7%
Atletico Nordic B.V.	11,281,429	16.1%
Anders Tangen	2,435,283	3.5%
Filip Andersson	1,418,451	2.0%
TNGN Invest AB	300,000	0.4%
Jan Ove Tangen	250,000	0.4%
Norrlandet Invest AB	71,000	0.1%
Total	29,528,370	42.2%

Erlinghundra AB has further undertaken, subject to the Offer being declared unconditional, to invest EUR 15 million into shares in Entain plc within four months of receipt of the payment of the consideration under the Offer. Erlinghundra AB has agreed not to sell or otherwise dispose of such shares prior to 31 December 2023. These undertakings have been agreed in connection with Entain's intention, subject to completion of the Offer, to retain the services of Niklas Braathan, the current chairman of the board of Enlabs, to develop the Entain group's operations in the Baltic and Nordic regions and its expansion into parts of Eastern Europe. The remuneration that Mr Braathan is expected to receive under these arrangements would be consistent with the remuneration packages of senior executives of the Entain corporate group in accordance with Entain plc's remuneration policy.

The Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) has in its statement AMN 2021:01 confirmed that the above contractual arrangements are in compliance with the Takeover Rules.

Conditions to the Offer

Completion of the Offer is conditional on:

1. the Offer being accepted to such an extent that Entain becomes the owner of shares in Enlabs representing more than 90% of the total number of shares of the Company (on a fully diluted basis);
2. with respect to the Offer and the acquisition of Enlabs, receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities and gaming authorities, in each case on terms which, in Entain's opinion, are acceptable;

3. there being no circumstances, which Entain did not have knowledge of at the time of the announcement of the Offer, having occurred which would have a material adverse effect or could reasonably be expected to have a material adverse effect on Enlabs' sales, results, liquidity, equity ratio, equity or assets;
4. neither the Offer nor the acquisition of Enlabs being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of court or public authority, or any similar circumstance, which is actual or can reasonably be anticipated, and which Entain could not reasonably have foreseen at the time of the announcement of the Offer;
5. Enlabs not taking any action that is likely to impair the prerequisites for making or completing the Offer;
6. no information made public by Enlabs or disclosed by Enlabs to Entain being inaccurate, incomplete or misleading in any material respect, and Enlabs having made public all information which should have been made public by Enlabs; and
7. no other party announcing an offer to acquire shares in Enlabs on terms more favourable to the shareholders of the Company than the Offer.

Entain reserves the right to withdraw the Offer in the event it becomes clear that either of the above conditions is not satisfied or cannot be satisfied. With regard to conditions 2.–7., however, such withdrawal will only be made if the non-satisfaction is of material importance to Entain's acquisition of shares in Enlabs.

Entain reserves the right to waive, in whole or in part, one or more of the conditions above, including with respect to condition 1. above, to complete the Offer at a lower level of acceptance.

Financing

The Offer is not subject to any financing condition. Entain plc has undertaken to finance the consideration under the Offer through available cash resources.

Due Diligence

Entain has conducted a confirmatory due diligence review of Enlabs in connection with the preparation of the Offer. In connection with such review Entain has received certain preliminary financial information concerning the performance of Enlabs during fourth quarter 2020. Entain has been informed by the board of Enlabs that Enlabs will announce this information in a separate press release today.

Indicative timetable

The acceptance period of the Offer is expected to commence on or around 21 January 2021 and expire on or around 18 February 2021. An offer document regarding the Offer is expected to be made public shortly before the commencement of the acceptance period. Assuming that the Offer is declared unconditional no later than on or around 23 February 2021, settlement is expected to begin on or around 2 March 2021.

Entain reserves the right to extend the acceptance period of the Offer as well as to postpone the date of settlement.

The acquisition of Enlabs will be filed with relevant gaming and competition authorities. Regulatory approvals are expected to have been received prior to the expiry of the acceptance period.

Compulsory acquisition and delisting

If Entain becomes the owner of more than 90% of the shares of Enlabs, Entain intends to initiate a compulsory acquisition procedure in respect of the remaining shares in the Company under the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*). In connection therewith, Entain will act in furtherance of a delisting of the Enlabs shares from Nasdaq First North.

Entain plc and Bwin Holdings (Malta) Limited in brief

Entain PLC (LSE:ENT) is a constituent member of the FTSE100 index of companies and is one of the world's largest sports-betting and gaming groups, operating both online and in the retail sector. The group owns a comprehensive portfolio of established brands; sports brands include bwin, Coral, Crystalbet, Eurobet, Ladbrokes, Neds and Sportingbet; gaming brands include CasinoClub, Foxy Bingo, Gala, Gioco Digitale, partypoker and PartyCasino. The group owns proprietary technology across all of its core product verticals and in addition to its B2C operations provides services to a number of third-party customers on a B2B basis. The group has also entered into a joint-venture with MGM Resorts to capitalise on the sports-betting and gaming opportunity in the US. The group is tax resident in the UK with licences in more than 20 countries, across five continents. Entain plc's shares are listed on the London Stock Exchange. Further information about Entain plc is available at www.entaingroup.com.

Bwin Holdings (Malta) Limited is a wholly-owned subsidiary of Entain plc and is domiciled in Malta with its registered office at Penthouse, Palazzo Spinola Business Centre, Number 46, St Christopher Street, Valletta VLT 1464 Malta. Bwin Holdings (Malta) Limited's corporate identity number is C59121 and it is a holding company of various subsidiaries within the Entain plc group. Its business objective is to acquire and hold assets, including interests in companies, within the Entain plc group.

Governing law and disputes

The Offer, as well as the agreements entered into between Entain and the Enlabs shareholders as a result of the Offer, shall be governed by and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be exclusively settled by Swedish courts, and the City Court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance. The Takeover Rules and the Swedish Securities Council's rulings and statements on the interpretation and application of the Takeover Rules, including, where applicable, the Swedish Securities Council's rulings and statements on the interpretation and application of the formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee (Sw. *Näringslivets Börskommitté*), are applicable to the Offer.

Advisers

Entain has retained Lazard as financial adviser and Mannheimer Swartling and Cobalt as legal advisers.

For further information, please contact:

Entain plc

Investor Relations,
David Lloyd-Seed, Director of Investor Relations & External Communications
investors@entaingroup.com

Media

Tessa Curtis, Head of Media Relations
Jay Dossetter, Head of ESG and Press Office
media@entaingroup.com
tessa.curtis@entaingroup.com
jay.dossetter@entaingroup.com

Powerscourt

Rob Greening / Elly Williamson
Tel: +44 (0) 20 7250 1446
entain@powerscourt-group.com

Information about the Offer is made available at: www.entaingroup.com

Entain discloses the information provided herein pursuant to the Takeover Rules. The information was submitted for publication on 7 January 2021, 8.00 a.m. CET.

Enlabs in brief

Enlabs owns and manages companies that are active in the gaming and media sector. The Company creates entertainment in three business areas namely gaming, media and solutions. Gaming, online casinos and land-based gaming stores operate under prime brands such as Optibet and NinjaCasino. The firm's products are casino, betting, poker, bingo, fantasy and virtual sports. Within the media segment, Enlabs conducts performance-based marketing towards the online gaming sector whereas, in the solutions business area, the Company's B2B operations include service for sports results and technology solutions. The Company generates a significant majority of its revenue from the gaming area. The operating subsidiaries hold national licences for their operations and the group employs approximately 330 employees. The corporate group has offices in Tallinn, Riga, Vilnius, Malta, Marbella, Minsk and Stockholm. Enlabs' shares are listed on the Nasdaq First North under ticker symbol NLAB.

Important information

The Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa by use of mail or any other communication means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the Internet) of interstate or foreign commerce, or of any facility of national securities exchange or other trading venue, of Australia, Canada, Hong Kong, Japan, New Zealand or South Africa, and the Offer cannot be accepted by any such use or by such means, instrumentality or facility of, in or from, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Accordingly, this press release or any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa.

This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa must not forward this press release or any other document received in connection with the Offer to such persons.

The Offer, the information and documents contained in this press release are not being made and have not been approved by an authorised person for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the “FSMA”). The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire day to day control of the affairs of a body corporate; or to acquire 50 per cent or more of the voting shares in a body corporate, within article 62 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “intends”, “expects”, “believes”, or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Entain. Any such forward-looking statements speak only as of the date on which they are made and Entain has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.

Special notice to shareholders in the United States

The Offer described in this press release is made for the issued and outstanding shares of Enlabs, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which may be different from those of the United States. The Offer is made in the United States pursuant to Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”) and Regulation 14E thereunder, to the extent applicable, and otherwise in compliance with the disclosure and procedural requirements of Swedish law, including with respect to withdrawal rights, the Offer timetable, notices of extensions, announcements of results, settlement procedures (including as regards to the time when payment of the consideration is rendered) and waivers of conditions, which may be

different from requirements or customary practices in relation to U.S. domestic tender offers. Holders of the shares of Enlabs domiciled in the United States (the “**U.S. Holders**”) are encouraged to consult with their own advisors regarding the Offer.

Enlabs’ financial statements and all financial information included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to the financial statements or financial information of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles. The Offer is made to the U.S. Holders on the same terms and conditions as those made to all other shareholders of Enlabs to whom an offer is made. Any information documents, including the offer document, are being disseminated to U.S. Holders on a basis comparable to the method pursuant to which such documents are provided to Enlabs’ other shareholders.

The Offer, which is subject to Swedish law, is being made to the U.S. Holders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder. To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. Holders and thus will not give rise to claims on the part of any other person. The U.S. Holders should consider that the Offer Price is being paid in SEK and that no adjustment will be made based on any changes in the exchange rate.

It may be difficult for Enlabs shareholders to enforce their rights and any claims they may have arising under the U.S. federal or state securities laws in connection with the Offer, since Enlabs and Entain are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. Enlabs shareholders may not be able to sue Enlabs or Entain or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel Enlabs or Entain and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

To the extent permissible under applicable law or regulations, Entain and its affiliates or its brokers and its brokers’ affiliates (acting as agents for Entain or its affiliates, as applicable) may from time to time and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase shares of Enlabs outside the United States, or any securities that are convertible into, exchangeable for or exercisable for such shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, and information about such purchases will be disclosed by means of a press release or other means reasonably calculated to inform U.S. Holders of such information. In addition, the financial advisors to Entain may also engage in ordinary course trading activities in securities of Enlabs, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements are in compliance with the applicable law. Any information about such purchases will be announced in Swedish and in a non-binding English translation available to the U.S. Holders through relevant electronic media if, and to the extent, such announcement is required under applicable Swedish or U.S. law, rules or regulations.

The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult an independent professional adviser regarding the tax consequences of accepting the Offer. Neither Entain nor any of its affiliates and their respective directors, officers, employees or agents or any other person acting on their behalf in connection with the Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS PRESS RELEASE OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THIS PRESS RELEASE IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.