888

Acquisition of William Hill International

Creating a global leader in online betting and gaming



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Overview Itai Pazner, CEO

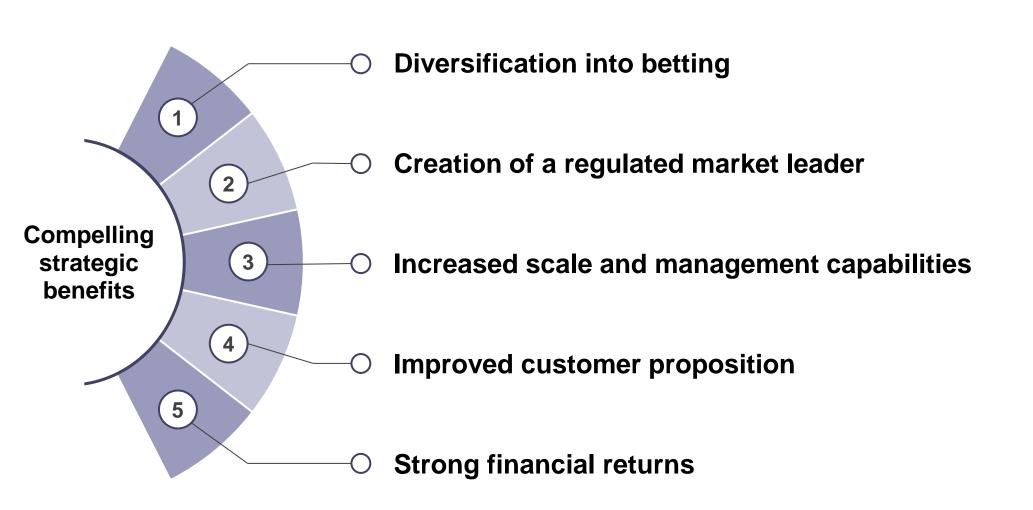
# **AGENDA**

- 1) Overview
- 2 Strategic rationale
- 3 Platform for future growth
- 4 Financial summary
- (5) Q&A



### **HIGHLIGHTS**

Transformational acquisition creating a high-growth global leader with significant scale





### A POWERFUL COMBINATION

#### Significant increase in scale, with complementary profiles to drive value creation

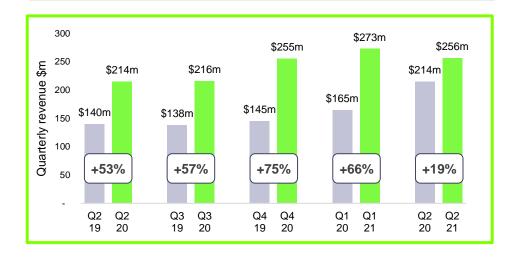
#### 888

- Scalable and proven proprietary technology platform
- End-to-end product suite across Casino, Sports, Poker, Bingo
- Diversified geographic footprint with a focus on casino
- Licenses in 16 jurisdictions, with more in the pipeline
- Over 1,500 employees, with significant online marketing expertise
- Al powered product personalisation

#### Strong momentum across both businesses

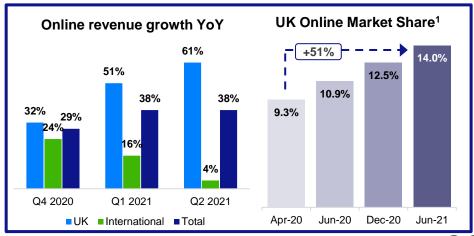
**Business** 

overview



#### William Hill International

- Founded in 1934 iconic sports heritage and trusted brand
- William Hill is the #1 betting brand in the UK for awareness
- Over 1,400 retail betting shops in the UK
- Over 3 million active online customers across Europe through renowned William Hill and Mr. Green brands
- Strong positions in the UK, Italy, Spain and Nordics
- Over 10,000 employees across multiple locations, with a strong management team significantly enhancing capabilities





Strategic rationale Vaughan Lewis, CSO

## A TRANSFORMATIONAL COMBINATION

## Placing the business in the best position to capitalise on significant growth opportunities

**Diversifying revenue mix** 

- Enhanced exposure to sports betting, the world's largest and fastest growing online segment
- Increases regulated and taxed revenue mix (FY20: 86%), improving sustainability

Building leading positions in key regulated markets

- Oreates a platform for strong growth in the most attractive regulated / regulating markets

Enhancing scale and capabilities to address growth opportunities

- ⊚ Step-change in scale, alongside huge influx of operational and management talent from William Hill
- Ability to drive operating leverage, providing cash flow to grow, including expansion in the US

Improving customer proposition through complementary strengths

- Leveraging best of both sharing across proprietary technology, product, brand, and marketing
- Omni-channel opportunity to leverage UK retail footprint to improve experience and drive FTDs

Delivering significant shareholder value creation

- Pre-tax cost synergies of c.£100 million per year, along with potential revenue upside
- ROIC exceeds WACC and over 50% EPS accretion expected, both in the first year

#### **MULTIPLE STRATEGIC BENEFITS**

### Combining complementary businesses creates significant growth opportunities

#### **Sports betting is the fastest growing segment**

- Access to a leading brand with strong sports heritage
- Influx of operating expertise in sports betting

#### Increasingly regulated, large, growing market

- Strengthens position across core and growth markets

#### Scale critical given pace of regulatory change

- Operating leverage and ability to manage challenges

#### **Customer experience is key**

- Ability to leverage complementary strengths across all key areas, including technology, product, brand, and marketing
- Leverage the combined skills and talent of >12,000 staff

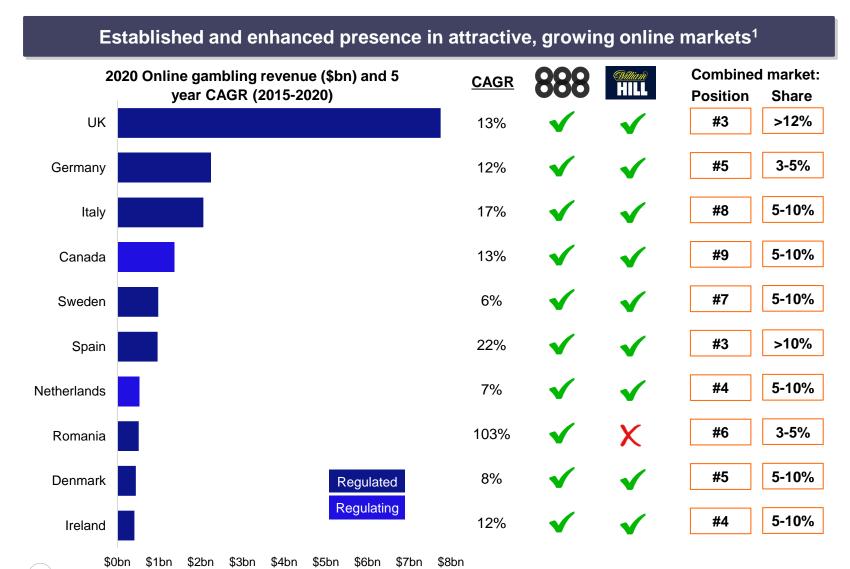
#### Scale and capabilities creates a virtuous circle



Underpinned by continued focus on safer gambling

#### ATTRACTIVE REGULATED MARKETS

## Enhanced position in attractive end markets, supporting superior growth profile



#### Clear route to becoming a global leader

- Significant exposure to UK, the world's largest regulated online market with significant growth potential from both further online migration and market share gains driven by increased share of wallet
- Both 888 and William Hill among fastest growing brands in the UK<sup>2</sup>
- Established presence in Germany,
   Canada and Netherlands with combined group having greater ability to accelerate growth post-regulation
- Strong and growing positions in Italy and Spain, with scale benefits from brand positions given marketing restrictions
- Greater operational and product flexibility to drive share gains in existing markets and well positioned to capitalise on emerging markets

<sup>&</sup>lt;sup>1</sup> Source: Regulus Partners. Market share and position reflects 2020

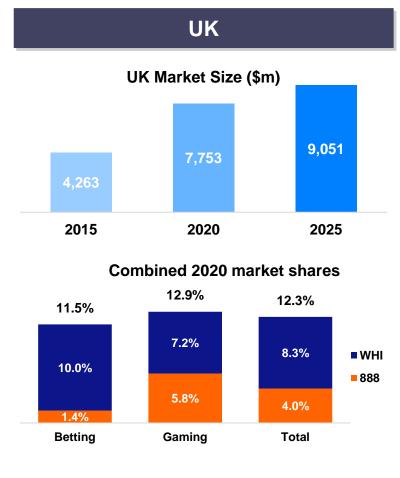
<sup>&</sup>lt;sup>2</sup> Management estimates for H1 2021 based on UKGC market data and publicly listed competitor filings

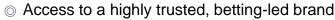


Platform for future growth Itai Pazner, CEO

#### **CORE MARKETS**

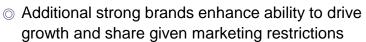
## Strong positions in UK, Italy and Spain, but with significant headroom for growth



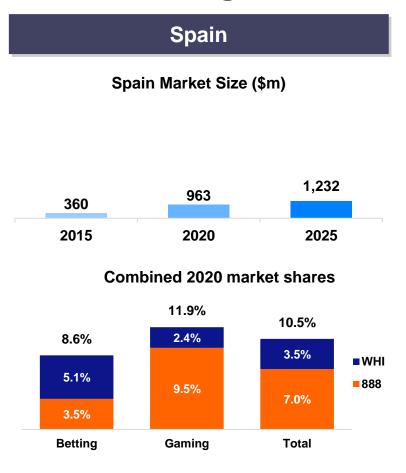


 Ability to enhance gaming cross-sell from betting, a significant market opportunity





Significant headroom for further digital migration

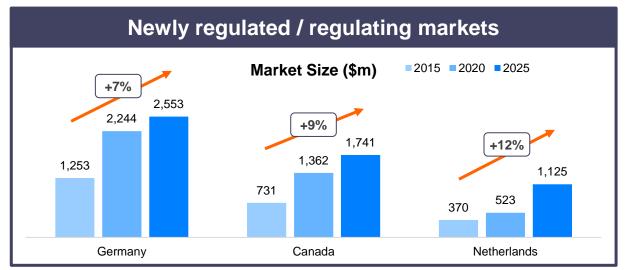


- $\,\odot\,$  Access to a highly trusted, betting-led brand
- Creates leadership position in an attractive market, defends against marketing restrictions

Source: Regulus Partners. Translated to dollars at the average 2020 exchange rates (£1:\$1.284; and €1:\$1.142)

#### **GROWTH MARKETS**

### Platform for strong growth in newly regulating markets, and other high growth markets





# \$7.5bn

Medium term opportunity

- Germany: New regulatory framework has somewhat reset the market, and presents an opportunity to take share
- Canada: Potential new regulations, both 888 and William Hill brands well known locally
- Netherlands: Rapid growth expected following new licensing regime, allowing localisation of product and marketing
- Romania: Strong market growth since launch. 888 continues to take share, with revenue growth in Romania of 138% in H1 2021
- Denmark: High growth market for Mr Green (revenue +70% in 2020) driving strong market share gains. Combined top 5 position
- Ireland: Both 888 (+87%) and William Hill (+75%) delivered strong revenue growth in 2020, with further share of wallet opportunity

### THE USA

### Bolstering US expertise to enhance the SI Sportsbook growth profile

#### Strong foundations to drive market share gains and exploit long-term opportunity

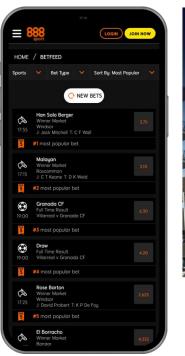


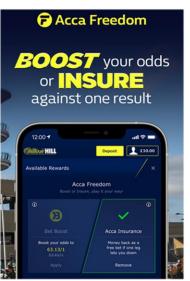
Source: Comscore (refers to SI Media Group)

<sup>&</sup>lt;sup>2</sup> Source: Comscore

## **IMPROVING CUSTOMER EXPERIENCE**

# Leverage best in class product features across brands to enhance customer proposition





Al driven personalisation Differentiated product features Range of sports/gaming free to play games

- Shared ethos to make products as safe as possible and raise industry standards
- Industry leading Control Centre product

William HILL

Q Search

oth teams to score

shot on target

**Ouick Links** 

6/1



WHI new Smart Data Platform enables significantly faster app speeds Chelsea, Leicester & 9/2 y back as a Free Bet if this bet

Today's Horse Racing

MUN

£75

CONTROLS

£745.83

Control Centre

0 Days

Active 2 Days

888 in-house technology allows full control and flexibility over user experience

**Control Centre** 

£155

Time Spent Reminder

ACTIVITY

CONTROLS

Time Spent

- 888's in-house games studio Section 8 produces high quality exclusive games
- Integrations with all leading 3<sup>rd</sup> parties including significant live casino presence across brands









- 888 gaming platform adding ~700 games per year, with record levels of activity Highly scalable WHI trading engine processing
  - over £3bn worth of sports wagers each year





#### **RETAIL**

### An attractive omni-channel opportunity in the UK, and key enabler of online growth

>1,400 Locations \$661m Revenue<sup>1</sup>

**\$125m** EBITDA<sup>1</sup>





#### Now PLUS gives you even more...

- + Withdraw online funds as cash in shop
- + Bet with online funds in shop



- Right-sized, profitable estate (~30% fewer shops post 2019 FOBT changes)
- Highest rated retail brand for 'convenient location', a key driver of consumer choice<sup>2</sup>

#### **Customer focus**

- Focus on product and user experience extends to retail, with a world-class gaming platform, market leading SSBTs, digital screens and more...
- Most recommended retail brand<sup>2</sup>



#### **Omni-channel**

- Plus Card seamlessly integrates online and retail experience
- Unified Online and Retail teams, building the capabilities and tools to cross-sell and service customers more effectively





Financial summary Yariv Dafna, CFO

#### TRANSACTION OVERVIEW

#### Creation of a global leader in online betting and gaming

# Asset to be acquired

- William Hill International ("WHI") comprises all operations outside the US of William Hill and Mr Green
- © William Hill is one of the UK's leading bookmakers, with >1,400 retail betting shops across the UK, and c.2 million UK online actives
- © Core territories in Europe are Italy, Spain and the Nordics. Alongside William Hill, it operates the Mr Green brand across Europe

# Financing and capital structure

- Enterprise value of £2.2 billion (inclusive of £0.1 billion IFRS-16 capitalised leases)
- Represents an attractive acquisition multiple of approximately 9.2x normalised EBITDA, and 6.8x on a post-synergy basis for WHI for the 12 months ending December 2020¹
- © 888 has obtained fully committed debt financing of approximately £2.1 billion to fund the transaction
- © Currently expect no changes to 888's existing dividend policy; cash generative business enables de-leveraging to below 3x in medium term

#### Financial profile

- Pre-tax cost synergies of c.£100 million per year by 2025, with approximately 1x cash costs to achieve
- © Expected to be value accretive and deliver a post-tax ROIC that exceeds 888's cost of capital in the first full year following completion
- Over 50% enhancement to 888's adjusted net earnings per share expected in the first full year following completion

# Approvals and timetable

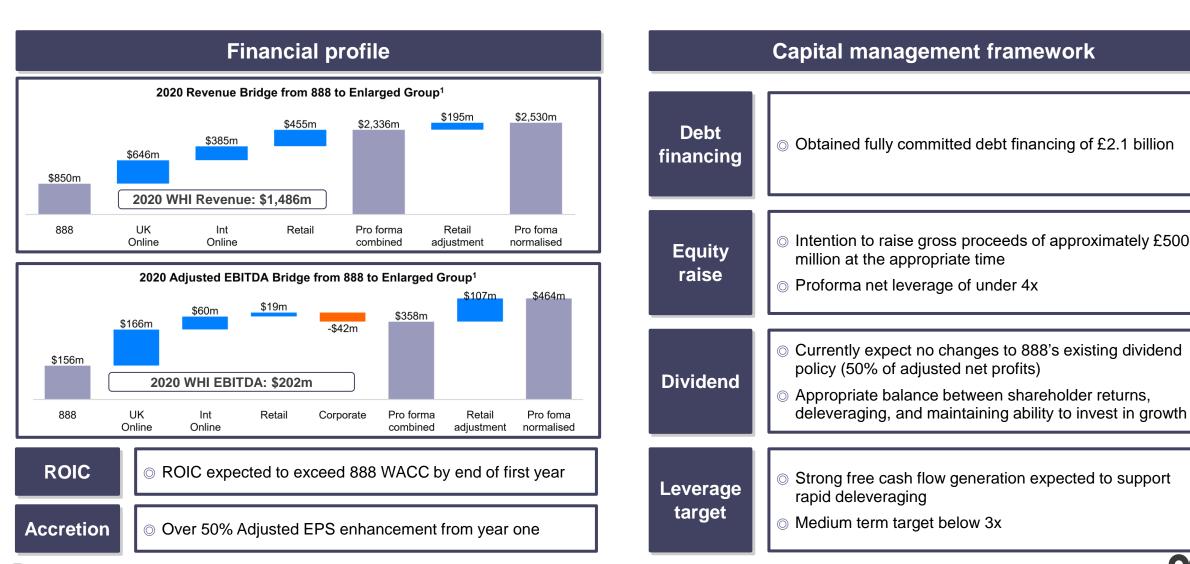
- © Conditional, amongst other things, on the approval of 888's shareholders at a general meeting expected to be held in early 2022
- The board intends to unanimously recommend that 888 shareholders vote in favour
- Subject to satisfaction of the conditions to the acquisition, completion is expected to occur during the first half of 2022

Normalised EBITDA for WHI on a post IFRS16 basis and including an adjustment to include a full year of retail contribution based on the performance during weeks 27-40 of 2020. 6.8x multiple includes £85m synergies

<sup>2</sup> Reflects the combined results as if 888 had owned WHI for the entire period, inclusive of the Normalised EBITDA of WHI referred to. WHI results in £ have been translated to \$ at the 2020 average exchange rate of £1:\$1.2841

#### ATTRACTIVE FINANCIAL PROFILE

## Strong shareholder value creation, with optimised longer term capital structure



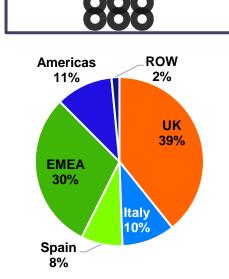
<sup>888</sup> 

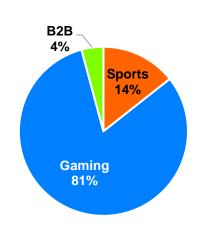
### **ONLINE REVENUE MIX**

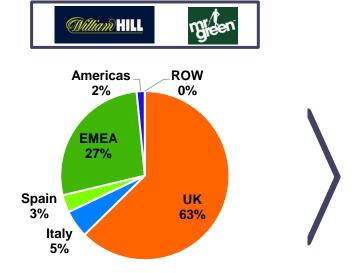
# Complementary geographic profiles with diversified and balanced product offering

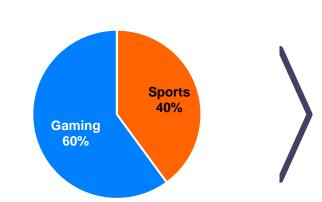
Well diversified geographic split and enhanced regulated mix

Balanced
product portfolio
with enhanced
exposure to high
growth sports
betting

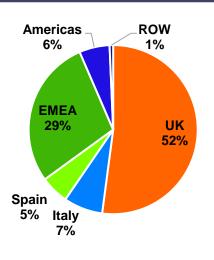


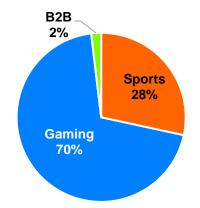






#### **Enlarged group**





### **SYNERGIES**

## Significant synergy potential to drive immediate value creation and fuel growth

**Summary** 

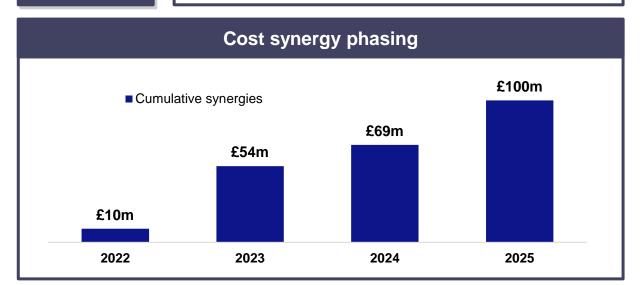
- Pre-tax cost synergies of c.£100m<sup>1</sup> p.a. including c.£15m capex synergies, to be realised by the end of 2025
- Estimated one-time cash costs ~1x synergies, to be incurred in the first three years post completion

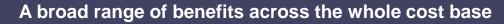
Integration principles

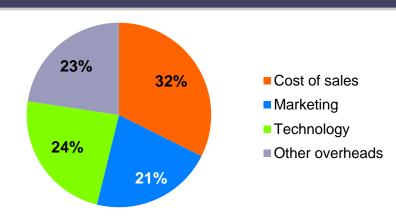
- Maintain momentum in existing businesses
- Explore the best of both for technology and product

Potential upside

 Potential revenue upside from an enhanced customer proposition and product offerings







#### Cost of sales

- Economies of scale in payment processing fees
- Economies of scale in revenue share for third party content across sports and gaming

#### Technology

- Consolidating operations and back office onto common platforms, where possible
- Achieving scale efficiencies in third party costs

#### Marketing

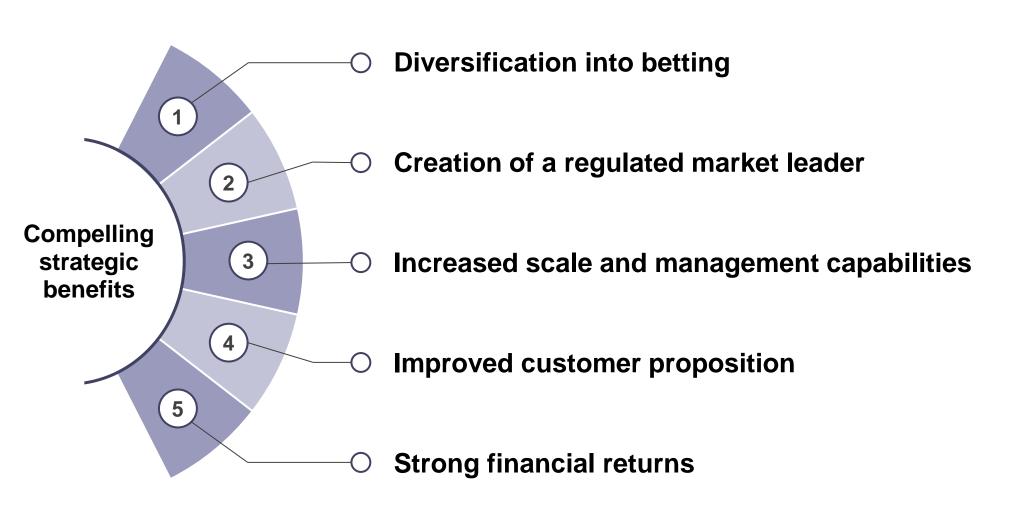
- External marketing economies of scale and optimising spend
- Removal of duplicate marketing technology costs
- Country specific approach to brands

#### Other overheads

- Consolidation of corporate and support functions and removal of duplicate activities
- Reducing other costs e.g. facilities, travel and professional services fees

#### **SUMMARY**

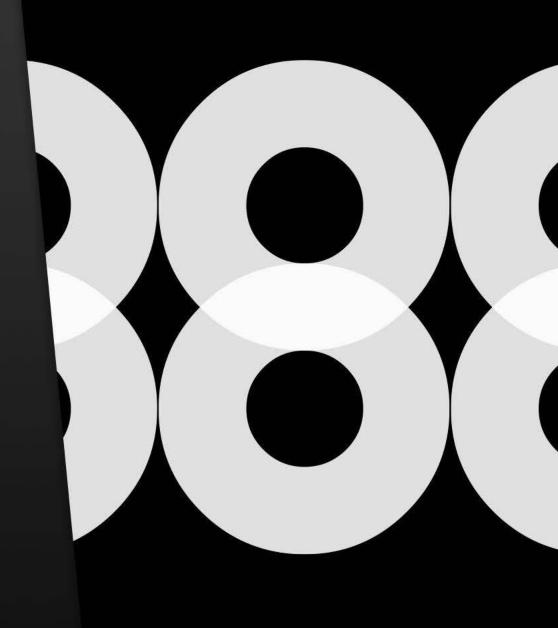
Transformational acquisition creating a high-growth global leader with significant scale







Itai Pazner, CEO Q&A
Yariv Dafna, CFO
Vaughan Lewis, CSO **APPENDIX** 



# PROFORMA NORMALISED FINANCIALS

**Note:** All WHI financial information in this presentation may be different in the Combined Circular and Prospectus, which will be prepared in accordance with IFRS and 888's accounting policies.

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Group	FY19 Actuals - £m FY19 Proforma normalised - \$m													
	UK Online	Int Online	Retail	Corporate	Total WHI	UK Online	Int Online	Retail	Corporate	Total WHI	Adjustments <sup>1</sup>	Normalised Total	888	Proforma normalised
Revenue	481.0	266.2	717.0		1,464.2	614.1	339.9	915.6		1,869.6		1,869.6	560.3	2,429.9
Cost of sales	(149.8)	(89.9)	(162.2)		(401.9)	(191.3)	(114.8)	(207.1)		(513.2)		(513.2)	(183.6)	(696.7)
Gross profit	331.2	176.3	554.8		1,062.3	422.9	225.2	708.4		1,356.5		1,356.5	376.7	1,733.2
Marketing costs	(106.4)	(73.1)	0.0		(179.5)	(135.8)	(93.4)	0.0		(229.2)		(229.2)	(152.9)	(382.1)
Contribution	224.8	103.2	554.8		882.8	287.0	131.8	708.4		1,127.2		1,127.2	223.9	1,351.1
Operating costs	(98.0)	(73.1)	(413.8)	(45.0)	(630.0)	(125.2)	(93.4)	(528.4)	(57.5)	(804.4)		(804.4)	(131.7)	(936.2)
Adjusted EBITDA	126.7	30.1	141.0	(45.0)	252.8	161.8	38.4	180.0	(57.5)	322.8	N/A	322.8	92.1	414.9
IFRS16 depreciation					(41.5)					(53.0)		(53.0)	(6.1)	(59.1)
Other D&A <sup>2</sup>					(74.1)					(94.6)		(94.6)	(15.8)	(110.4)
Adjusted EBIT					137.2					175.2		175.2	70.2	245.4
Gross margin	68.9%	66.2%	77.4%		72.6%	68.9%	66.2%	77.4%		72.6%		72.6%	67.2%	71.3%
Contribution margin	46.7%	38.8%	77.4%		60.3%	46.7%	38.8%	77.4%		60.3%		60.3%	40.0%	55.6%
Adjusted EBITDA margin	26.3%	11.3%	19.7%		17.3%	26.3%	11.3%	19.7%		17.3%		17.3%	16.4%	17.1%
Group		- FV	/20 Actuals	. Cm						V20 Droforms	normalicad Ćn			
Group	FY20 Actuals - £m				FY20 Proforma normalised - \$m  Total Normalised Proforma									
	UK Online	Int Online	Retail	Corporate	Total WHI	UK Online	Int Online	Retail	Corporate	WHI	Adjustments <sup>1</sup>	Total	888	normalised
Revenue	503.1	299.7	354.2		1,157.0	646.1	384.9	454.8		1,485.8	194.9	1,680.7	849.7	2,530.5
Cost of sales	(169.6)	(100.3)	(76.1)		(345.9)	(217.7)	(128.8)	(97.7)		(444.2)	(45.3)	(489.5)	(286.9)	(776.4)
Gross profit	333.6	199.4	278.1		811.1	428.4	256.1	357.2		1,041.6	149.6	1,191.2	562.8	1,754.0
Marketing costs	(103.8)	(85.1)	0.0		(188.9)	(133.3)	(109.3)	0.0		(242.6)	0.0	(242.6)	(237.1)	(479.7)
Contribution	229.8	114.3	278.1		622.2	295.1	146.7	357.2		799.0	149.6	948.6	325.7	1,274.3
Operating costs	(100.6)	(67.7)	(263.7)	(33.0)	(464.9)	(129.2)	(86.9)	(338.6)	(42.4)	(597.0)	(43.0)	(640.1)	(170.0)	(810.1)
Adjusted EBITDA	129.2	46.6	14.5	(33.0)	157.3	165.9	59.9	18.6	(42.4)	201.9	106.6	308.5	155.6	464.2
,	123.2	70.0		(00.0)										
IFRS16 depreciation	123.2	40.0		(ccic)	(32.8)					(42.1)		(42.1)	(6.3)	(48.4)
	123.2	40.0	2.1.0	(00.0)						(42.1) (102.1)	N/A	(42.1) (102.1)	(6.3) (18.6)	(48.4) (120.7)
IFRS16 depreciation	123.2	40.0	1.13	(33.3)	(32.8)						N/A			
IFRS16 depreciation Other D&A <sup>2</sup>	66.3%	66.5%	78.5%	(68.6)	(32.8) (79.5)	66.3%	66.5%	78.5%		(102.1)	N/A	(102.1)	(18.6)	(120.7)
IFRS16 depreciation Other D&A <sup>2</sup> Adjusted EBIT				(COSC)	(32.8) (79.5) <b>45.0</b>	66.3% 45.7%	66.5% 38.1%	78.5% 78.5%		(102.1) 57.7	N/A	(102.1) 164.3	(18.6) 130.7	(120.7) 295.1

<sup>&</sup>lt;sup>1</sup> Adjustment to include a full year of retail contribution based on the performance during weeks 27-40 of 2020 during which retail was open and sport was taking place

<sup>&</sup>lt;sup>2</sup> Other D&A excludes amortisation of acquired intangibles and goodwill impairment

### WHI FINANCIAL SUMMARY

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WHI Group	Actuals - £m				
	FY19	FY20	LTM May-21		
Revenue	1,464.2	1,157.0	1,187.1		
Cost of sales	(401.9)	(345.9)	(333.9)		
Gross profit	1,062.3	811.1	853.2		
Operating costs	(809.5)	(653.9)	(737.2)		
EBITDA	252.8	157.3	116.0		
Gross margin	72.6%	70.1%	71.9%		
EBITDA margin	17.3%	13.6%	9.8%		
Revenue by division					
UK Online	481.0	503.1	611.5		
International Online	266.2	299.7	315.5		
Retail	717.0 354.2		260.1		
Total	1,464.2	1,157.0	1,187.1		
EBITDA by division					
UK Online	126.7	129.2	173.7		
International Online	30.1	46.6	44.5		
Retail	141.0	14.5	(54.6)		
Corporate	(45.0)	(33.0)	(47.6)		
Total	252.8	157.3	116.0		

Adjusted £m						
FY19	FY20	LTM May-21				
1,464.2	1,308.8	1,433.9				
(401.9)	(381.2)	(387.5)				
1,062.3	927.6	1,046.4				
(809.5)	(687.4)	(775.4)				
252.8	240.3	271.0				
72.6%	70.9%	73.0%				
17.3%	18.4%	18.9%				
481.0	503.1	611.5				
266.2	299.7	315.5				
717.0	506.0	506.9				
1,464.2	1,308.8	1,433.9				
126.7	129.2	173.7				
30.1	46.6	44.5				
141.0	97.5	100.4				
(45.0)	(33.0)	(47.6)				
252.8	240.3	271.0				

Adjusted \$m					
FY19	FY20	LTM May-21			
1,869.6	1,680.7	1,913.7			
(513.2)	(489.5)	(517.2)			
1,356.5	1,191.2	1,396.5			
(1,033.7)	(882.7)	(1,034.8)			
322.8	308.5	361.7			
72.6%	70.9%	73.0%			
17.3%	18.4%	18.9%			
614.1	646.1	816.1			
339.9	384.9	421.1			
915.6	649.8	676.5			
1,869.6	1,680.7	1,913.7			
161.8	165.9	231.8			
38.4	59.9	59.4			
180.0	125.1	134.0			
(57.5)	(42.4)	(63.5)			
322.8	308.5	361.7			

#### **Notes**

- Actual and adjusted results for WHI divisions in GBP and USD
- 'Adjusted' reflects the inclusion of a normalisation adjustment to retail to include a full year of retail contribution based on the performance during weeks 27-40 of 2020 during which retail was open and sport was taking place
- EBITDA stated on a post-IFRS16 basis
- O Period average FX rates used:

2019: 1.27692020: 1.2841

LTM May-21: 1.3346

Numbers may not reconcile to previously reported William Hill Plc financial results due to adjustments made to reflect the expected deal perimeter and carve out of the US business