William Hill completes offer to MRG shareholders

The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States or any other jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.

Press release

21 January 2019

William Hill completes the recommended public cash offer to the shareholders in MRG and extends the acceptance period

On 31 October 2018, William Hill PLC (LSE:WMH) ("**William Hill**"), through a controlled affiliate William Hill Holdings Limited ("**William Hill Holdings**"), announced a recommended public cash offer (the "**Offer**") to the shareholders of Mr Green & Co AB (publ) ("**MRG**" or the "**Company**"), to tender all their shares in MRG to William Hill. The shares in MRG are admitted to trading on Nasdaq Stockholm, Mid Cap ("**Nasdaq Stockholm**").

- The Offer has been accepted to such extent that William Hill following completion will hold approximately 92 per cent of the shares and votes in MRG.
- William Hill has decided to complete the Offer and all of the conditions for the completion of the Offer have thus been met, including the condition regarding a minimum acceptance level of 90 per cent.
- William Hill extends the acceptance period for the Offer to and including 31 January 2019, to allow for remaining shareholders to accept the Offer based on this new information.

Subsequent to the announcement of the Offer on 31 October 2018, William Hill has acquired 5,289,789 shares, corresponding to approximately 13 per cent of the shares and votes in MRG, outside the Offer. Up to and including 17 January 2019, 32,338,986 shares have been tendered in the Offer, corresponding approximately 79 per cent of the shares and votes in MRG. This implies that William Hill controls in total 37,628,775 shares in MRG, corresponding to approximately 92 per cent of the shares and votes in MRG. Sand Grove Capital Management LLP, that has publicly disclosed an ownership of approximately 10 per cent of the shares and votes in MRG, has tendered its entire holding of shares in MRG in the Offer. In addition, all individuals who as of 17 January held warrants in MRG, issued as part of MRG incentive programmes for employees and the warrants issued to members of MRG's board of directors, have accepted to sell their warrants to William Hill.

In order to enable shareholders in MRG who have not yet accepted the Offer to tender their shares in MRG to William Hill, the acceptance period for the Offer is extended to and including 31 January 2019. Settlement for shareholders who have already accepted the offer is expected to begin on or around 25 January 2019. Settlement for shareholders who accept the Offer during the extended acceptance period is expected to be commenced on or around 8 February 2019. William Hill may acquire shares in MRG in the market during the extended acceptance period.

William Hill intends to request an extraordinary general meeting to be held in MRG in order to appoint a new board of directors that reflects the new ownership structure. William Hill will also call for compulsory acquisition of the remaining shares in MRG in accordance with the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) and intends to act in favour of having the MRG shares de-listed from Nasdaq Stockholm.

For a comprehensive description of the Offer, including terms, conditions and instructions for participation in the Offer, please refer to the offer document and the acceptance form for the Offer which are provided on www.williamhillplc.com and www.danskebank.se/prospekt.

Shareholders in MRG whose shares are directly registered with Euroclear Sweden AB and who wish to accept the Offer must sign and submit a duly filled in acceptance form to Danske Bank A/S, Denmark, Sverige Filial, at the address stated on the acceptance form. The acceptance form must be submitted or sent by mail in sufficient time before 15:00 (CET) on 8 February 2019. Acceptance from shareholders in MRG whose shares are nominee registered shall be made in accordance with instructions from the nominee.

Since the Offer is now unconditional, the shareholders who have accepted the Offer, or will accept the Offer, have no right to withdraw acceptances.

Information about the Offer

For further information about the Offer, see www.williamhillplc.com

OAM: Additional Regulated Information

William Hill LEI: 213800MDW41W5UZQIX82

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The information was submitted for publication, through the agency of the contact persons set out above, on 21 January 2019 at 07:00 (GMT) / 08:00 CET.

Important notice

This is a translation of the original Swedish language press release. In the event of discrepancies, the original Swedish wording shall prevail.

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