

Ad hoc Release



bwin and PartyGaming to merge

Vienna, 29 July 2010

Highlights

- bwin Interactive Entertainment AG ("**bwin**") and PartyGaming PLC ("**PartyGaming**") to merge and form a combined entity incorporated in Gibraltar and listed on the London Stock Exchange.
- Merger implementation agreement signed by bwin and PartyGaming on 29 July 2010.
- Combined entity to be owned approximately 48.4 % and 51.6 % by PartyGaming and bwin shareholders, respectively.
- Merger approved by supervisory board of bwin and board of directors of PartyGaming and supported by core shareholders of both companies.
- Norbert Teufelberger and Jim Ryan to be Co-CEOs of the combined entity and key management positions to be held by senior management individuals of both companies.

Commenting on the proposed merger, Norbert Teufelberger, Co-Chief Executive of bwin said:

"This business combination makes great strategic, operational and financial sense. We will be in pole position to capitalise on the wealth of opportunities that will flow from the continued evolution and expansion of the global online gaming industry."

Commenting on the proposed merger, Jim Ryan, Chief Executive of PartyGaming added:

"With market-leading positions in poker, sports betting, casino and games (in particular bingo), the enlarged Group will have a winning formula to exploit the growing online gaming market, supported by a strong balance sheet, significant cashflow generation and a highly experienced management team."

On 29 July 2010, bwin and PartyGaming entered into an implementation agreement on the proposed merger (the "Proposed Merger").

Under the Proposed Merger, the assets and liabilities of bwin will be transferred to PartyGaming thereby forming a *Societas Europaea* (European joint stock company)

Ad hoc Release



incorporated in Gibraltar. Current shareholders of bwin will receive approximately 51.6 % of the shares and current shareholders of PartyGaming 48.4 % of the shares in the combined entity. The Proposed Merger does not entail a mandatory takeover offer (*Pflichtangebot*) to the shareholders of bwin under the Austrian Takeover Act (*Übernahmegesetz*). Upon completion of the Proposed Merger, bwin shares will be delisted from the Vienna Stock Exchange and the shares in the combined entity will be listed exclusively on the London Stock Exchange.

The Proposed Merger is subject to certain conditions which include:

- the approval of the transaction by separate extraordinary meetings of the bwin and PartyGaming shareholders;
- the receipt of certain antitrust and regulatory clearances; and
- satisfaction of employee consultation requirements as applicable to the formation of a *Societas Europaea*.
-

The supervisory board of bwin and board of directors of PartyGaming have agreed a balanced management structure for the enlarged group, drawing upon the management strength of both groups. The board of the enlarged group will be led by Norbert Teufelberger and Jim Ryan who will be Co-Chief Executives. Martin Weigold will be Group Finance Director and Joachim Baca will be Chief Operating Officer. It is intended to appoint a new independent, Non-Executive Chairman who will join the board of the enlarged Group upon completion. Excluding the Chairman, there will be equal executive and non-executive representation from current members of the PartyGaming Board, the bwin Board and senior management. Manfred Bodner (Co-CEO bwin) will move from the bwin Board to be a non-executive director on the board of the enlarged group and will be involved in brand-integration management and strategic sales topics.

Key shareholders of both bwin and PartyGaming have undertaken to vote in favour of the Proposed Merger in the relevant shareholders' meetings which are currently envisaged to take place during the first quarter of 2011. Completion of the Proposed Merger is expected to take place soon after the shareholders' meetings.

PartyGaming has published a more detailed announcement regarding the Proposed Merger in accordance with applicable law in the United Kingdom which may be obtained at www.partygaming.com/prty/en/investors/ifinancialnews/fn_pressreleases.

Further announcements regarding the above transaction will be made as appropriate.

Ad hoc Release



Analyst meeting, webcast, dial-in and conference call details: 29 July 2010

There will be an analyst meeting for invited UK-based analysts at **Deutsche Bank, 1 Great Winchester Street, London EC2N 2EQ** starting at 12.00 am BST. There will be a simultaneous webcast and dial-in broadcast of the meeting. To view the live webcast, please visit the Group website (www.bwin.org). Details for the dial-in facility are given below. A copy of the webcast and slide presentation given at the meeting will be available on the Group's website later today.

Dial-in details to listen to the analyst presentation: 29 July 2010

11.50 am Please call +44 (0) 203 003 2666
 UK Toll Free 0808 109 0700

Title PartyGaming/bwin

12.00 am Meeting starts

A recording of the meeting will be available for a period of seven days from 29 July 2010. To access the recording please dial the following replay telephone number:

Replay telephone number +44 (0) 208 196 1988

Replay passcode: 6939753#

International Conference call: 29 July 2010

For international analysts and investors there will also be an opportunity to put questions to Norbert Teufelberger, Chief Executive Officer of bwin and Jim Ryan, Chief Executive Officer of PartyGaming, by way of a conference call. The details of the call are as follows:

6.50 pm Please call +44 (0)203 003 2666
 UK Toll Free 0808 109 0700

Ad hoc Release



7.00 pm *Conference call starts*

A recording of the conference call will be available for a period of seven days from 29 July 2010. To access the recording please dial the following replay telephone number:

UK Replay number telephone +44 (0)208 1961 988

UK Replay passcode: 9129104#

All times are British Summer Time.

Ad hoc Release



Contact information:

Investors

Konrad Sveceny, Head of Investor Relations

P: +43(0)50 858-20017

E: investorrelations@bwin.org

Press

Katharina Riedl, Head of Corporate Communications

P: +43 (0)50 858-20069

E: press@bwin.org

bwin Interactive Entertainment AG

Börsegasse 11

1010 Vienna, Austria

www.bwin.org