

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

KONAMI GROUP CORPORATION

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on November 1, 2023, and before the Nevada Gaming Commission (“Commission”) on November 16, 2023; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Konami Group Corporation for (i) a three-year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (“Affiliate”), and (ii) approval to guarantee securities issued by it or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by it or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval; and

b. The applications of Konami Gaming, Inc. and Konami Australia Pty Ltd for approval to guarantee securities issued by Konami Group Corporation or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Konami Group Corporation or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval.

2. THAT for a period of three years, Konami Group Corporation and its Affiliate(s) are granted approval, pursuant to NGC Regulation 16.115 and Paragraph 15 of Konami Group Corporation's Eighth Revised Order of Registration, dated August 25, 2022, to make public offerings, subject to the following conditions:

a. That at all times during the three year period, Konami Group Corporation and its Affiliate(s) shall timely file all material documents with the Tokyo Stock Exchange ("TSE"), the London Stock Exchange ("LSE") and any other governmental agency which regulates the sale of its securities, as set forth in Paragraph 14(a) of its Eighth Revised Order of Registration, dated August 25, 2022;

b. That upon filing documents with TSE or LSE regarding the sale of any securities for which approval would otherwise be required, Konami Group Corporation and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Investigations Division - Corporate Securities Section ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Konami Holdings Corporation or its subsidiaries which would be subject to reporting to the TSE or LSE; and,

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chair of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THAT the Commission hereby delegates to the Chair of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of three years, Konami Group Corporation is granted approval, pursuant to NGC Regulation 16.100, to guarantee securities issued by it or its Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by it or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of three years, Konami Gaming, Inc. and Konami Australia Pty Ltd are each granted approval, pursuant to NGC Regulation 16.100, to guarantee securities issued by Konami Group Corporation or its Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Konami Group Corporation or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

.....
.....
.....
.....
.....
.....
.....
.....
.....
.....

6. THAT the Commission hereby expressly finds that the exemption herein granted is consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED, this 16th day of November 2023.