

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

ENTAIN PLC

(Delayed Public Offering) _____

ORDER

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on May 1, 2024, and before the Nevada Gaming Commission (“Commission”) on May 16, 2024, at Las Vegas, Nevada; 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 application of Entain plc for 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

b. The application of bwin.party (USA) Inc. for approval to guarantee securities issued by Entain plc, or its Affiliate(s), and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Entain plc, 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, Entain plc, and its Affiliate(s), are granted approval, pursuant to NGC Regulation 16.115 and Paragraph seventeen (17) of Entain plc's Fifth Revised Order of Registration, dated May 16, 2024, to make public offerings, subject to the following conditions:

a. That at all times during the three-year period, Entain plc, and its Affiliate(s), shall timely file all material documents with the London Stock Exchange ("LSX"), the Financial Conduct Authority of the United Kingdom ("FCA") and any other governmental agency which regulates the sale of its securities, as set forth in Paragraph 16(a) of its Fifth Revised Order of Registration, dated May 16, 2024;

b. That upon filing documents with the LSX or FCA regarding the sale of any securities for which approval would otherwise be required, Entain plc 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 Entain plc or its subsidiaries which would be subject to reporting to the LSX, FCA or any other governmental agency which regulates the sale of its securities; 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 any cause deemed reasonable by the Chair, 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, bwin.party (USA) Inc. is granted approval, pursuant to NGC Regulation 16.100, to guarantee securities issued by Entain plc, or its

Affiliate(s) in conjunction with 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 Entain plc, or its Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.


ENTERED at Las Vegas, Nevada, this 16th day of May 2024.

FOR THE COMMISSION:



Hon. Jennifer P. Togliatti (Ret), Chair

Submitted by:



Russell Tegio, Deputy Chief
Investigations Division
Corporate Securities Section

APPROVED AS TO FORM:

AARON FORD
ATTORNEY GENERAL

By 

Deputy Attorney General

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CERTIFICATE OF MAILING

I hereby certify that I am employed by the Nevada Gaming Control Board as an Administrative Assistant to the Executive Secretary of the Nevada Gaming Commission and the Nevada Gaming Control Board, and that on the date shown below I deposited for mailing at Carson City, Nevada, a true copy of the attached **SHELF ORDER** addressed to:

ENTAIN PLC (PTC)
C/O ERICA OKERBERG ESQ
10845 GRIFFITH PEAK DR STE 600
LAS VEGAS NV 89135

I further certify that I forwarded a copy to the Investigations Division and the Records & Research Services department.

DATED: May 20th, 2024.



Dawn Michel, Administrative Assistant