

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

EVERI HOLDINGS INC.

(Registration)_____

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on June 10, 2020, and before the Nevada Gaming Commission (“Commission”) on June 25, 2020; 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 Everi Holdings Inc. for (i) approval to pledge the equity securities of Everi Games Holding Inc. and Everi Payments Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with a credit agreement and (ii) for an amendment to its Order of Registration, and
 - b. The application of Everi Games Holding Inc. for approval to pledge the equity securities of Everi Games Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with a credit agreement.

2. THAT the Sixth Revised Order of Registration of Everi Holdings Inc. dated September 21, 2017, is hereby amended and restated, in its entirety, by this Seventh Revised Order of Registration.

3. THAT Everi Holdings Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Everi Payments Inc. and Everi Games Holding Inc.

4. THAT Everi Games Holding Inc. is registered as an intermediary company and is found suitable as the sole shareholder of Everi Games Inc.

5. THAT Everi Payments Inc. is licensed as a cash access and wagering instrument service provider and an interactive gaming service provider, and is found suitable as a manufacturer and distributor of associated equipment, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Everi Games Inc. is licensed as a manufacturer, a distributor and an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Everi Holdings Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, to pledge the equity securities of Everi Payments Inc. and Everi Games Holding Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with a Credit Agreement dated May 9, 2017 ("Credit Agreement"), provided that:

a. This approval is pursuant to the Security Agreement with Jefferies Finance LLC dated May 9, 2017 ("Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Everi Holdings Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Everi Payments Inc. and Everi Games Holding Inc. evidencing said pledge of the

equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

8. THAT Everi Games Holding Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030, to pledge the equity securities of Everi Games Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Everi Games Holding Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Everi Games Inc. evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

9. THAT the Pledge Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the Pledge Agreement that increases the number of shares of stock that are the subject of the pledges, or that change the identity of the Collateral Agent.

10. THAT Everi Holdings Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, to pledge the equity securities of Everi Payments Inc.

and Everi Games Holding Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with a Credit Agreement dated April 21, 2020 (“Term Loan Credit Agreement”), provided that:

- a. This approval is pursuant to the Security Agreement with Jefferies Finance LLC dated April 21, 2020 (“Term Loan Pledge Agreement”);
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Everi Holdings Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Everi Payments Inc. and Everi Games Holding Inc. evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

11. THAT Everi Games Holding Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030, to pledge the equity securities of Everi Games Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with the Term Loan Credit Agreement, provided that:

- a. This approval is pursuant to the Term Loan Pledge Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Everi Games Holding Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Everi Games Inc. evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be

made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

12. THAT the Term Loan Pledge Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the Term Loan Pledge Agreement that increases the number of shares of stock that are the subject of the pledges, or that change the identity of the Collateral Agent.

13. THAT Everi Holdings Inc., shall maintain a its existing gaming compliance program for the purpose of, at a minimum, reviewing Everi Holdings Inc.'s gaming operations, and to review and ensure compliance by Everi Holdings Inc., and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which Everi Holdings Inc., its subsidiaries and any affiliated entities are involved in gaming operations. The gaming compliance program, and any amendments thereto, shall be administratively reviewed and approved by the Chairperson of the Board or his/her designee, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively acknowledged by the Chairperson of the Board, or his/her designee. Everi Holdings Inc., shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairperson of the Board or his/her designee relating to a review of activities relevant to the continuing qualifications of Everi Holdings Inc., under the provisions of the Act and Regulations.

14. THAT Everi Holdings Inc. shall fund and maintain with the Board a revolving fund in the amount of \$75,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without

limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Everi Holdings Inc., its subsidiaries and any affiliated entities.

15. THAT, pursuant to NRS 463.625, Everi Holdings Inc. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

16. THAT Everi Holdings Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

17. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED this 25th day of June 2020.