

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

INTERNATIONAL GAME TECHNOLOGY PLC

(Registration)\_\_\_\_\_

TWELFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board ("Board") on October 9, 2019, at Carson City, Nevada, and before the Nevada Gaming Commission ("Commission") on October 24, 2019, 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 applications of International Game Technology PLC for an amendment to its Order of Registration, and

b. The application of IGT for licensure as an information service.

2. THAT the Eleventh Revised Order of Registration of International Game Technology PLC, dated November 15, 2018, is hereby amended and restated, in its entirety by this Twelfth Revised Order of Registration.

3. THAT International Game Technology PLC is registered as a publicly traded corporation and is found suitable as the sole shareholder of International Game Technology and IGT UK Interactive Holdings Limited.

4. THAT International Game Technology is registered as an intermediary company and is found suitable as the sole shareholder of IGT.

5. THAT IGT UK Interactive Holdings Limited is registered as an intermediary company and is found suitable as the sole shareholder of IGT UK Interactive Limited.

6. THAT IGT UK Interactive Limited is licensed as a manufacturer, a distributor, an information service, and a service provider (information technology service provider only), subject to such conditions or limitations as may be imposed by the Commission.

7. THAT IGT is licensed as a manufacturer, a distributor, an operator of a slot machine route, an operator of a mobile gaming system, a manufacturer of an interactive gaming system, an information service and an interactive gaming service provider, subject to such conditions or limitations as may be imposed by the Commission, and IGT, dbat Reno Tahoe International Airport, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2000 East Plumb Lane, Reno, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT International Game Technology PLC is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030 and 15.585.7-2, to pledge the equity securities of International Game Technology to The Royal Bank of Scotland plc, as Common Security Agent, in conjunction with the €500 million 3.5% Guaranteed Notes due 2020, the €700 million 4.125% Senior Secured Notes due 2020, the \$1.50 billion 6.25% Senior Secured Notes due 2022, the €850 million 4.75% Senior Secured Notes due 2023, the \$1.1 billion 6.5% Senior Secured Notes Due 2025, the \$1.20 billion and €725 million Multicurrency Revolving Credit Facilities due 2021, the €1.50 billion Term Loan Facility due 2023, the €500 million 3.5% Senior Secured Notes due 2024 and the \$750 million 6.25% Senior Secured Notes due 2027, provided that:

a. This approval is pursuant to the Pledge Agreement between International Game Technology PLC and The Royal Bank of Scotland plc dated April 7, 2015, as confirmed pursuant to a Confirmation of Pledge Agreement dated July 28, 2017 (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 International Game Technology PLC) and before any other resort to the collateral or other enforcement of a 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 International Game Technology evidencing said pledge of 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 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 increase the number of shares of equity securities that are the subject of the pledge, or that change the identity of the Common Security Agent.

10. THAT Marco Drago is found suitable, pursuant to NRS 463.643(5) and NGC Regulation 16.400, as a beneficial owner and controlling beneficial owner of International Game Technology PLC, and Pietro Boroli and Renzo Pellicoli are each found suitable, pursuant to NRS 463.643(5) as a beneficial owner of International Game Technology PLC, provided that no other shareholder, officer, director or employee of B & D Holding di Marco Drago e.C.S.a.P.A., or De Agostini S.p.A. shall have any influence or involvement with International Game Technology PLC as it relates to the operations of IGT or IGT UK Interactive Limited. The Commission may require, upon the recommendation of the Board, any shareholder, officer, director or employee of B & D Holding di Marco Drago e.C.S.a.P.A., or De Agostini S.p.A. to file

an application for licensure or a finding of suitability. The failure of such member or partner to file an application may be grounds for a finding of unsuitability and subject the member or partner to mandatory divestiture of the relevant interest.

11. THAT any and all documents (which includes, but is not limited to, securities filings, company reports, letters, memoranda, correspondence and the like) filed with the Board or the Commission by International Game Technology PLC, or any of its subsidiaries, shall be in the English language. If original documents required to be filed with the Board are in the Italian language, such documents shall also include translation into the English language with each such document accompanied by a certification by a nationally recognized independent public accounting firm that the English translation is true and correct.

12. THAT International Game Technology PLC shall maintain its gaming compliance program plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure the compliance of International Game Technology PLC, its subsidiaries and any affiliated entities, with the Act as amended, and the Regulations as amended, and the laws and regulations of any other jurisdiction in which International Game Technology PLC, its subsidiaries and any affiliated entities operate. The Plan, 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 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. Furthermore, upon request of the Chairperson of the Board, or his/her designee International Game Technology PLC shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairperson of the Board or his/her designee related to a review of activities relevant to the continuing qualification of International Game Technology PLC under the provisions of the Act and Regulations.

13. THAT International Game Technology PLC shall fund and maintain with the Board a revolving fund in the amount of \$100,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. 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 International Game Technology PLC, its subsidiaries and any affiliated entities.

14. THAT, pursuant to NRS 463.625, International Game Technology PLC is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

15. THAT International Game Technology PLC is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

16. THAT the lottery operations conducted by International Game Technology PLC and any of its subsidiaries and/or affiliates shall be deemed to be the conduct of foreign gaming, and that NRS 463.680 through NRS 463.720 shall therefore apply to and govern said operations.

17. THAT the Commission finds that the activities of International Game Technology PLC are regulated in a manner which protects the investors and the State of Nevada.

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

ENTERED at Las Vegas, Nevada, this 24<sup>th</sup> day of October 2019.