

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

KONAMI GROUP CORPORATION

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

EIGHTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on August 10, 2022, and before the Nevada Gaming Commission (“Commission”) on August 25, 2022, 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 application, as amended and supplemented, has been filed:
  - a. The applications of Konami Holdings Corporation for (i) approval to transfer the equity securities in Konami Australia Pty Ltd to Konami Corporation of America and for (ii) an amendment to its Order of Registration, and
  - b. The applications of Konami Corporation of America for (i) licensure as the sole shareholder of Konami Australia Pty Ltd and for (ii) approval to transfer the equity securities in Konami Australia Pty Ltd to Konami Gaming, Inc., and
  - c. The applications of Konami Gaming, Inc. for (i) registration as an intermediary company and for (ii) licensure as the sole shareholder of Konami Australia Pty Ltd.

2. THAT the Seventh Revised Order of Registration of Konami Holdings Corporation dated September 17, 2015, is hereby amended and restated, in its entirety, by this Eighth Revised Order of Registration of Konami Group Corporation.

3. THAT Konami Group Corporation, a Japanese corporation, is registered as a publicly traded corporation and is found suitable as the sole shareholder of Konami Corporation of America.

4. THAT Konami Group Corporation is licensed as a manufacturer, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Kagemasa Kozuki is found suitable, pursuant to NRS 463.643(5) and NGC Regulation 16.400, as a shareholder and as a controlling shareholder of Konami Group Corporation.

6. THAT Kozuki Holding B.V., a Netherlands private limited corporation, is found suitable, pursuant to NRS 463.643(5) as a shareholder, and pursuant to NGC Regulation 16.400, as a controlling shareholder of Konami Group Corporation, and Kozuki Holding B.V. is registered as a holding company.

7. THAT Stichting Administratiekantoor Kozuki Foundation, a Netherlands foundation, is registered as a holding company, is found suitable, pursuant to NGC Regulation 15.585.7-4, as a shareholder of Kozuki Holding B.V. and is found suitable, pursuant to NGC Regulation 16.400, as a controlling shareholder of Konami Group Corporation.

8. THAT Kozuki Foundation, a Japanese foundation, is found suitable, pursuant to NRS 463.643(5) as a shareholder, and pursuant to NGC Regulation 16.400, as a controlling shareholder of Konami Group Corporation.

9. THAT Konami Corporation of America, a Delaware corporation, is registered as an intermediary company and is found suitable, pursuant to NGC Regulation 15.530-1, as the sole shareholder of Konami Gaming, Inc.

10. THAT Konami Gaming, Inc., a Nevada corporation, is licensed as a manufacturer, a distributor, and as an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Konami Gaming, Inc., a Nevada corporation, is registered as an intermediary company and is licensed, pursuant to NGC Regulation 15.530-1, as the sole shareholder of Konami Australia Pty Ltd.

12. THAT Konami Australia Pty Ltd is licensed as a manufacturer and as a distributor, and pursuant to NRS 463.489, is granted a waiver of the requirements of NRS 463.490(1), subject to such conditions or limitations as may be imposed by the Commission.

13. THAT in addition to the requirements imposed by NRS 463.639(2), Konami Group Corporation shall, pursuant to NRS 463.639(2), provide the Board the following:

a. Within 10 days of receipt, a true copy of all statements regarding ownership of Konami Group Corporation securities filed with it pursuant to Articles 27-23, 27-25 and 27-27 of The Securities and Exchange Law of 1948 of Japan, as amended, or pursuant to Part VI of the Companies Act of 1985 of the United Kingdom, as amended.

14. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Konami Group Corporation shall provide to the Board the following:

a. Copies of all drafts and filings similar to the information provided in a publicly traded corporation's Registration Statements(s) filed with the United States Securities and Exchange Commission ("SEC"), which includes, but is not limited to, Forms S-1, S-2, S-3, S-4, S-8, SB-1, 10 and 10-SB and any amendments thereto, which such Registration Statements are filed pursuant to Article 5 and Chapter II of The Securities and Exchange Law of 1948 of Japan, as amended, or pursuant to Section 146 of the Financial Services Act of 1986, as amended, or Chapters V and VI of the Companies Act of 1985 of the United Kingdom, as amended, or Paragraphs 17.5 and 17.6 of the London Stock Exchange Listing Rules, as amended.

b. Copies of all drafts, filings and amendments similar to the information provided in a publicly traded corporation's Proxy Statements(s), whether or not subject to Regulation 14A of the SEC, and the information provided in its information statements, whether or not subject to Regulations 14C of the SEC, which such "Information Statements" are filed pursuant to Article 24 of The Securities and Exchange Law of 1948 of Japan, as amended, or the Proxy Regulation rules of the Ministry of Finance or the Tokyo Stock Exchange, as amended, or pursuant to Section 146 of the Financial Services Act of 1986, as amended, or the London Stock Exchange Listing Rules, as amended.

c. Copies of all filings similar to the information provided in a publicly traded corporation's Annual and Quarterly Reports to Stockholders, Forms 10-K, 10-KSC, 10-Q and 8-K, and amendments thereto, and all other material documents or documents to be considered to be confidential or furnished to the holders of debt or equity securities of a domestic publicly traded corporation, which may be filed by a publicly traded corporation with the SEC or any other national or regional securities exchange, which such documents are filed pursuant to Articles 24 and 24-5 of The Securities and Exchange Law of 1948 of Japan, as amended, or pursuant to Section 146 of the Financial Services Act of 1986, as amended, or the London Stock Exchange Listing Rules, as amended.

d. Copies of all filings similar to the information provided in a publicly traded corporation's SEC Forms 3, 4 and 5, and amendments thereto, and Schedules 13D and 13G, and amendments thereto, and all other documents received by a publicly traded corporation which were filed with the SEC by any other person and which relate to such publicly traded corporation, which such documents are filed pursuant to Articles 27-23 and 27-25 of The Securities and Exchange Law of 1948 of Japan, as amended, or pursuant to Section 146 of the Financial Services Act of 1986, as amended, or the London Stock Exchange Listing Rules, as amended.

e. All drafts, filings and amendments similar to the information provided in a publicly traded corporation's report to the SEC or a national or regional stock exchange involving insider trading, self-dealing, related third party transactions, fraud, market manipulations, short-swing profits, margin accounts and the like, which such documents are filed pursuant to Chapter VI of The Securities and Exchange Law of 1948 of Japan, as amended, or pursuant to Section 146 of the Financial Services Act of 1986, as amended, or the London Stock Exchange Listing Rules, as amended.

f. A copy of all press releases issued by Konami Group Corporation or a licensed subsidiary thereof, faxed to the Corporate Securities Section - Investigations Division in Carson City, Nevada, at or before the time of release, to be followed by the filing of a hard copy of any such press release within 5 calendar days after its release;

g. Within 10 days of receipt, a true copy of all material documents received from any national or regional securities exchange. In addition, Konami Group Corporation shall immediately advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sales of Konami Group Corporation's securities; and

h. Within 5 calendar days of the request (oral or written) by the Board and/or the Corporate Securities Section - Investigations Division for any additional information which may be required to effectively and adequately investigate, monitor and regulate Konami Group Corporation, its subsidiaries and its business and gaming activities.

15. THAT if Konami Group Corporation conducts an offering of securities that is a "public offering" pursuant to Article 4 and Chapter II of The Securities and Exchange Law of 1948 of Japan, as amended, or pursuant to Section 59 of Part III or pursuant to Part IV of the Companies Act of 1985 of the United Kingdom, as amended, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC

Regulation 16.110(2) then Konami Group Corporation shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130 and 16.140, as applicable.

16. THAT before any proxy or information statement subject to Article 24-6 of The Securities and Exchange Law of 1948 of Japan, as amended, or the Proxy Regulation rules of the Ministry of Finance or the Tokyo Stock Exchange, as amended, or pursuant to Part XI of the Companies Act of 1985 of the United Kingdom, as amended, or Section 146 of the Financial Services Act of 1986, as amended, is sent to the holders of the voting securities of Konami Group Corporation which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act"), and Commission Regulations (the "Regulations"), such proxy statement or information statement must be approved by the Board. A proxy statement or information statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

17. THAT Konami Group Corporation shall not issue securities in the form of Bearer Bonds that are convertible into voting securities if as a result of the exercise of all conversions of such bonds, the holders thereof would own greater than 10% of the then outstanding voting securities of Konami Group Corporation without the prior approval of the Commission upon the recommendation of the Board.

18. THAT Konami Group Corporation shall, at least annually, notify its security holders that any person who, individually or in association with others, has acquired directly or indirectly, beneficial ownership of more than 5% of any class of Konami Group Corporation's voting securities, is required to notify the Board, in writing, within 10 days of knowledge of such acquisition. If Konami Group Corporation becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 5% of any class of its voting securities, Konami Group Corporation shall notify the Board in writing, within 10 days of knowledge of such acquisition.

19. THAT Konami Group Corporation shall, within 6 months of the effective date of this Order of Registration, and at least annually thereafter, notify its security holders of the nature and scope of, and procedures under, the Act and Regulations, in a written form approved by the Chair of the Board, or his/her designee.

20. THAT within 6 months from the effective date of this Order of Registration, Konami Group Corporation shall take the necessary actions to ensure the ability of the Board and the Commission to enforce the provisions of NGC Regulation 16.440(2).

21. 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 Konami Group Corporation, or any of its subsidiaries, shall be in the English language. If original documents required to be filed are in the Japanese 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.

22. THAT Konami Group Corporation shall maintain a gaming compliance program ("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 Konami Group Corporation, 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 Konami Group Corporation, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chair of the Board, or his/her designee. Furthermore, upon request of the Chair of the Board, or his/her designee, Konami Group Corporation shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chair of

the Board or his/her designee related to a review of activities relevant to the continuing qualification of Konami Group Corporation under the provisions of the Act and Regulations.

23. THAT Konami Group Corporation shall fund and maintain with the Board a revolving fund in the amount of \$50,000 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 Konami Group Corporation, its subsidiaries and any affiliated entities.

24. THAT Kozuki Holding B.V. shall, within 10 days of the date the transaction is effected, report to the Board in writing any sale, assignment, transfer, pledge or other distribution of Konami Group Corporation stock owned or controlled by Kozuki Holding B.V. and to whom the sale, assignment, transfer, pledge or other distribution was made including the purpose for such sale, assignment, transfer, pledge or other distribution.

25. THAT Kozuki Holding B.V. shall not, without the prior administrative approval of the Chair of the Board, alter, change, amend or modify the beneficiaries of the Kozuki Trust.

26. THAT, pursuant to NRS 463.625, Konami Group Corporation is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635, 463.637, 463.639(1)(a) and (2), and 463.641 through NRS 463.645, inclusive, and all other provisions of the Act that apply to publicly traded corporations registered with the Commission.

27. THAT Konami Group Corporation is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, and all other Regulations that apply to publicly traded corporations registered with the Commission.

28. THAT the Commission finds that the activities of Konami Group Corporation are regulated in a manner which protects the investors and the State of Nevada.



29. THAT the Commission hereby expressly finds that the waivers or 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 25<sup>th</sup> day of August 2022.