

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

\_\_\_\_\_  
In the Matter of

NEOGAMES S.A.

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

ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the Nevada Gaming Control Board (“Board”) on May 17, 2023, and regularly for hearing before the Nevada Gaming Commission (“Commission”) on May 18, 2023, in 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 NeoGames S.A. for (i) registration as a publicly traded corporation, (ii) for a finding of suitability as sole shareholder of NeoGames Systems Ltd., and (iii) for a finding of suitability as a limited liability partner and managing partner of NeoGames US, LLP; and
  - b. The applications of Barak Matalon for a finding of suitability as a beneficial owner and controlling beneficial owner of NeoGames S.A.; and

c. The applications of NeoGames Systems Ltd. for (i) registration as an intermediary company, (ii) a finding of suitability as a limited liability partner of NeoGames US, LLP and (iii) licensure as a manufacturer; and

d. The applications of NeoGames US, LLP for (i) registration as an intermediary company, and (ii) for licensure as sole member and manager of NeoGames Solutions LLC; and

e. The applications of NeoGames Solutions LLC for licensure as a manufacturer and as a distributor.

2. THAT NeoGames S.A. is registered as a publicly traded corporation, is found suitable as the sole shareholder of NeoGames Systems Ltd, and as a 99% limited liability partner of NeoGames US, LLP.

3. THAT Barak Matalon is found suitable as a beneficial owner and controlling beneficial owner of NeoGames S.A.

4. THAT NeoGames Systems Ltd. is registered as an intermediary company, is found suitable as a 1% limited liability partner of NeoGames US, LLP, and is licensed as a manufacturer, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT NeoGames US, LLP is registered as an intermediary company and is licensed as the sole member and manager of NeoGames Solutions LLC.

6. THAT NeoGames Solutions LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT before any proxy or information statement, or similar such document, required pursuant to The United States Securities and Exchange Commission, as amended, or required by any other statutes, regulations, rules or standards, is sent to the holders of the voting securities of NeoGames S.A., which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act") and the 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.

8. THAT, pursuant to NRS 463.643(4)(5), NeoGames S.A. 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 NeoGames S.A.'s voting securities, that such person is required to notify the Board in writing, within 10 days of knowledge of such acquisition. If NeoGames S.A. 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, NeoGames S.A. shall notify the Board in writing, within 10 days of knowledge of such acquisition.

9. THAT, pursuant to NRS 463.643(4)(5), any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 10% of any class of voting securities of NeoGames S.A., must apply to the Commission for a finding of suitability within 30 days after the Board's Chair mails a written notice.

10. THAT NeoGames S.A. shall establish and maintain a gaming compliance program 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 compliance by NeoGames S.A., its subsidiaries and any affiliated entities, with the Act, as amended, the Regulations, as amended, and the laws and regulations of any other jurisdictions in which NeoGames S.A., its subsidiaries and any affiliated entities operate. The gaming compliance program, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Board's Chair or the Chair's designee. NeoGames S.A., shall amend the gaming compliance program, or any element thereof, and

perform such duties as may be assigned by the Board's Chair or the Chair's designee, related to a review of activities relevant to the continuing qualification of NeoGames S.A., under the provisions of the Act and Regulations.

11. THAT NeoGames S.A., 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. 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 NeoGames S.A., its subsidiaries and any affiliated entities.

12. THAT pursuant to NRS 463.625, NeoGames S.A., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

13. THAT NeoGames S.A., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED, at Las Vegas, Nevada, this 18<sup>th</sup> day of May 2023.