

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

INTERNATIONAL GAME TECHNOLOGY PLC

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

NINTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on October 7, 2015, and before the Nevada Gaming Commission ("Commission") on October 22, 2015, at Carson City, 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 International Game Technology PLC for an amendment to its Order of Registration,
  - b. The application of GTECH Global Services Corporation Limited for a finding of suitability as the sole shareholder of GTECH Sports Betting Solutions Limited,
  - c. The applications of GTECH Sports Betting Solutions Limited for (i) registration as an intermediary company and (ii) a finding of suitability as the sole shareholder of GTECH UK Interactive Limited, and

d. The applications of GTECH UK Interactive Limited for (i) licensure as a manufacturer, (ii) licensure as a distributor, (iii) licensure as an information service, and (iv) licensure as a service provider (information technology service provider only).

2. THAT the Eighth Revised Order of Registration of International Game Technology PLC, dated September 17, 2015, is hereby amended and restated, in its entirety by this Ninth 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, GTECH Canada ULC and GTECH German Holdings Corporation GmbH.

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

5. THAT IGT is registered as an intermediary company and is found suitable as the sole shareholder of IGT Global Solutions Corporation.

6. THAT IGT Global Solutions Corporation is registered as an intermediary company and is found suitable as the sole shareholder of GTECH Global Services Corporation Limited.

7. THAT GTECH Global Services Corporation Limited is registered as an intermediary company, is licensed as the sole shareholder of GTECH Sweden Interactive AB, is found suitable as the sole shareholder of GTECH (Gibraltar) Holdings Limited and GTECH Sports Betting Solutions Limited.

8. THAT GTECH Sports Betting Solutions is registered as an intermediary company and is found suitable as the sole shareholder of GTECH UK Interactive Limited.

9. THAT GTECH Sweden Interactive AB is licensed as an interactive gaming service provider, a manufacturer of an interactive gaming system and a distributor (interactive gaming system only), subject to such conditions or limitations as may be imposed by the Commission.

10. THAT GTECH 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.

11. THAT GTECH (Gibraltar) Holdings Limited is registered as an intermediary company and is licensed as the sole shareholder of GTECH (Gibraltar) Limited.

12. THAT GTECH (Gibraltar) Limited is licensed as an interactive gaming service provider, a manufacturer of an interactive gaming system and a distributor (interactive gaming system only), subject to such conditions or limitations as may be imposed by the Commission.

13. THAT GTECH German Holdings Corporation GmbH is registered as an intermediary company and is found suitable as the sole member and manager of GTECH Germany GmbH.

14. THAT GTECH Germany GmbH is registered as an intermediary company, is licensed as the sole member and manager of GTECH Austria GmbH and is licensed as a manufacturer, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT GTECH Austria GmbH is licensed as a manufacturer, an interactive gaming service provider, a manufacturer of an interactive gaming system and a distributor (interactive gaming system only), subject to such conditions or limitations as may be imposed by the Commission.

16. THAT GTECH Canada ULC is licensed as a manufacturer, a distributor, an interactive gaming service provider and a manufacturer of an interactive gaming system, subject to such conditions or limitations as may be imposed by the Commission.

17. 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 and an interactive gaming service provider, subject to such conditions or limitations as may be imposed by the Commission, and IGT, dba 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.

18. 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 5.375% Guaranteed Notes due 2018, 3.5% Guaranteed Notes due 2020, 5.625% Senior Secured Notes due 2020, 6.25% Senior Secured Notes due 2022, 6.5% Senior Secured Notes Due 2025, 4.125% Senior Secured Notes due 2020, 4.75% Senior Secured Notes due 2023, Multicurrency Revolving Credit Facilities and Term Loan Facilities, provided that:

a. This approval is pursuant to the Pledge Agreement with The Royal Bank of Scotland plc dated April 7, 2015 (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.

19. THAT the Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board, or his 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.

20. 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 GTECH Sweden Interactive AB, GTECH (Gibraltar) Limited, GTECH Canada ULC, IGT, GTECH Germany GmbH GTECH Austria GmbH or GTECH 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.

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 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.

22. 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, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, and one such member who shall be knowledgeable in the conduct of lottery operations and the regulatory requirements associated therewith, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee International Game Technology PLC shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his 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.

23. 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.

24. 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.

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

26. 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.

27. 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.

28. 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.

29. THAT this Eighth Revised Order of Registration shall not become effective until the execution copies of all merger documents for Invest Games S.à r.l., GTECH USA, LLC and GTECH Holdings Corporation have been received, reviewed and administratively approved by the Chairman of the Board or his designee. If the execution copies of all such documents are not provided to the Board within sixty (60) days of the date of this Eighth Revised Order of Registration, unless such time period is administratively extended by the Chairman of the Board, then this Eighth Revised Order of Registration of International Game Technology PLC shall be rendered null and void, and the Seventh Revised Order of Registration of GTECH S.p.A. shall remain effective.

30. THAT any of the merger approvals herein granted pursuant to this Eighth Revised Order of Registration may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman 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.

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31. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable, which shall remain in effect until lifted by the Commission as provided in Paragraph thirty (30) above.

ENTERED at Carson City, Nevada, this 22<sup>nd</sup> day of October 2015.

FOR THE COMMISSION:

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Tony Alamo, M.D., Chairman

Submitted by:

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Marc Warren, Deputy Chief  
Investigations Division  
Corporate Securities Section

APPROVED AS TO FORM:

ADAM PAUL LAXALT  
ATTORNEY GENERAL

By \_\_\_\_\_  
Deputy Attorney General