

Appendix 5 - Ordinary Resolution Approving Share Consolidation

Company Number 00937830

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SG Gaming Limited (formerly Barcrest Limited) (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**


In accordance with section 288 of the Companies Act 2006 (the "Act"), **WE**, Barcrest Group Limited (company number 03500514) being the sole member of the Company who, at the date this written resolution is circulated, would have been entitled to vote on the resolution **DECLARE** that this written resolution shall take effect as an ordinary resolution:

WE RESOLVE THAT:

ORDINARY RESOLUTION

The 1,003,001 ordinary shares of £0.05 each in issue in the Company be consolidated into 50,150.05 Ordinary Shares of £1.00 each pursuant to section 618 of the Act.

By order of the board:


.....

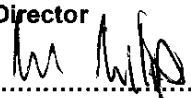
for and on behalf of Barcrest Group Limited

Phil Horne

9 July 2018

Director

Date


.....

for and on behalf of Barcrest Group Limited

Paul Phillips

9 July 2018

Director

Date



Appendix 5 - Ordinary Resolution Approving Share Consolidation

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4)

OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 9 July 2018 (the "**Circulation Date**")
3. The procedure for signifying agreement by the sole eligible member to the written resolution is as follows:
 - (A) The sole member signifies its agreement to the proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) The sole member's agreement to the written resolution, once signified, may not be revoked.
 - (D) The written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

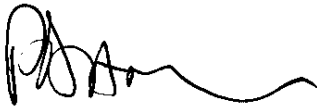
Appendix 5 - Ordinary Resolution Approving Share Consolidation

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

9 July 2018 at 10:00

We, being the sole eligible member of the Company on the Circulation Date:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as an ordinary resolution.

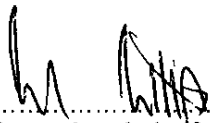


.....
for and on behalf of Barcrest Group Limited

9 July 2018 at 10:00

Phil Horne

Director



.....
for and on behalf of Barcrest Group Limited

9 July 2018 at 10:00

Paul Phillips

Director