

**Return of Allotment of Shares**Company Name: **INTERNATIONAL GAME TECHNOLOGY PLC**Company Number: **09127533**Received for filing in Electronic Format on the: **07/05/2015**

X46WNM74

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
07/04/2015

Class of Shares:	ORDINARY	Number allotted	198526804
Currency:	USD	Nominal value of each share	0.1
		Amount paid:	0.1
		Amount unpaid:	0.0

No shares allotted other than for cash

Class of Shares:	SPECIAL	Number allotted	198526804
	VOTING	Nominal value of each share	0.000001
Currency:	USD	Amount paid:	1.0E-6
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1
Currency:	GBP	Aggregate nominal value:	1
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES SHALL BE NON REDEEMABLE BUT SHALL HOLD FULL RIGHTS IN RESPECT OF VOTING, AND SHALL ENTITLE THE HOLDER TO FULL PARTICIPATION IN RESPECT OF EQUITY AND IN THE EVENT OF A WINDING UP OF THE COMPANY. THE SHARES MAY BE CONSIDERED BY THE DIRECTORS WHEN CONSIDERING DIVIDENDS FROM TIME TO TIME.

Class of Shares:	ORDINARY	Number allotted	50000
Currency:	GBP	Aggregate nominal value:	50000
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

A) THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL HAVE NO RIGHT TO ATTEND, SPEAK OR VOTE, EITHER IN PERSON OR BY PROXY, AT ANY GENERAL MEETING OF THE COMPANY OR ANY MEETING OF A CLASS OF MEMBERS OF THE COMPANY IN RESPECT OF THE STERLING NON-VOTING SHARES (SAVE WHERE REQUIRED BY LAW) AND SHALL NOT BE ENTITLED TO RECEIVE ANY NOTICE OF MEETING. B) THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP OR OTHERWISE, THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL BE ENTITLED TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS THE SUM OF, IN AGGREGATE, £1 BUT SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OF THE COMPANY. D) THE COMPANY MAY REDEEM THE STERLING NON-VOTING SHARES FOR CIL CONSIDERATION AT ANY TIME.

Class of Shares:	ORDINARY	Number allotted	198526804
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Currency:	USD	Aggregate nominal value:	19852680.4
		Amount paid per share	0.1
		Amount unpaid per share	0

Prescribed particulars

EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH IT IS THE HOLDER THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS ON ORDINARY SHARES ON A RETURN OF CAPITAL ON A WINDING UP OR OTHERWISE ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL AFTER PAYING ANY HOLDERS OF SPECIAL VOTING SHARES AND STERLING NON-VOTING SHARES THE AMOUNTS SET OUT IN THE ARTICLES, BE DISTRIBUTED TO EACH HOLDER OF AN ORDINARY SHARE PRO RATA TO ITS SHAREHOLDING THE ORDINARY SHARES ARE NOT REDEEMABLE

Class of Shares:	SPECIAL	Number allotted	198526804
	VOTING	Aggregate nominal value:	198.53
Currency:	USD	Amount paid per share	0.000001
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL HAVE 0.9995 VOTES FOR EVERY SPECIAL VOTING SHARE OF WHICH IT IS THE HOLDER SAVE IN RESPECT OF THE NOMINEE APPOINTED BY THE COMPANY TO HOLD THE SPECIAL VOTING SHARES IN ACCORDANCE WITH THE ARTICLES. A MEMBER MUST DIRECT THE EXERCISE OF THE 0.9995 VOTES ATTACHING TO EACH SPECIAL VOTING SHARE IN THE SAME WAY AS IT EXERCISES THE VOTE ATTACHING TO THE ASSOCIATED ORDINARY SHARE (AND FOR THE AVIODANCE OF DOUBT, IF A MEMBER DOES NOT EXERCISE THE VOTE ATTACHING TO THE ASSOCIATED ORDINARY SHARE, IT MAY NOT VALIDLY DIRECT THE EXERCISE OF THE 0.9995 VOTES ATTACHING TO THE SPECIAL VOTING SHARE. B) THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL OF THE COMPANY ON WINDING UP OR OTHERWISE, THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL BE ENTITLED TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS THE SUM OF, IN AGGREGATE, US\$1 BUT SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OF THE COMPANY. D) SPECIAL VOTING SHARES MAY BE PURCHASE OR REDEEMED BY THE COMPANY TO REDUCE THE NUMBER OF SPECIAL VOTING SHARES HELD BY THE NOMINEE IN ORDER TO ALIGN THE AGGREGATE

NUMBER OF ORDINARY SHARES AND SPECIAL VOTING SHARES IN ISSUE FROM TIME TO TIME. THE COMPANY MAY REDEEM THE SPECIAL VOTING SHARES FROM THE NOMINEE FOR NIL CONSIDERATION. IF, AT ANY TIME, THE AGGREGATE NUMBER OF SPECIAL VOTING SHARES IN ISSUE IS MORE THAN THE AGGREGATE NUMBER OF ORDINARY SHARES IN ISSUE, THE COMPANY SHALL AS SOON AS PRACTICABLE EITHER REDEEM OR REPURCHASE FROM THE NOMINEE FOR NIL CONSIDERATION, AND CANCEL, OR CONVERT INTO DEFERRED SHARES SUCH NUMBER OF SPECIAL VOTING SHARES AS IS REQUIRED TO RESULT IN AN EQUAL NUMBER OF SPECIAL VOTING SHARES AND ORDINARY SHARES IN ISSUE. UPON TERMINATION OF THE LOYALTY PLAN, THE DIRECTORS MAY ELECT TO REDEEM OT REPURCHASE THE SPECIAL VOTING SHARES, OR TO RECLASSIFY THE SPECIAL VOTING SHARES INTO DEFERRED SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	50001
		Total aggregate nominal value:	50001
Currency:	USD	Total number of shares:	397053608
		Total aggregate nominal value:	19852878.93

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.