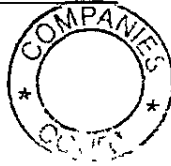


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IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No 3581 of 2015

MR REGISTRAR BAISTER

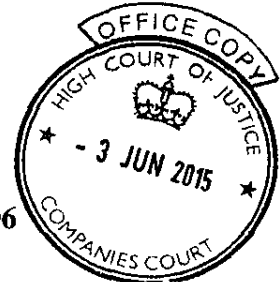


Wednesday the 3rd day of June 2015

IN THE MATTER OF INTERNATIONAL GAME TECHNOLOGY PLC



- and -



IN THE MATTER OF THE COMPANIES ACT 2006

UPON THE CLAIM of the above named International Game Technology PLC (the "Company")

AND UPON HEARING Martin Moore QC for the Company

AND UPON READING the Claim Form and the evidence

IT IS ORDERED THAT the cancellation of the bonus share of US\$1 00 and the share premium account of the Company in the amount of US\$3,715,904,609 (the "**Reduction of Capital**") resolved on and effected by a special resolution passed at a general meeting of the Company held on 13 March 2015 be and is hereby confirmed in accordance with the provisions of the Companies Act 2006

AND THE COURT HEREBY APPROVES the statement of capital set out in the schedule hereto (the "**Statement**")

AND IT IS ORDERED

- (i) THAT this Order and the Statement be produced by the Company to the Registrar of Companies and that it deliver an Office Copy of the Order to him together with a copy of the Statement, and
- (ii) THAT notice of the registration by the Registrar of Companies of this Order and of the Statement be published once in "The Times" newspaper within 21 days after such registration

163756-4-9850-v0 12

THURSDAY



LD1

04/06/2015

#37

COMPANIES HOUSE

47-40570352

416115 63

No 3581 of 2015

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
MR REGISTRAR BAISTER

Wednesday 3 June 2015

**IN THE MATTER OF
INTERNATIONAL GAME
TECHNOLOGY PLC**

- and -

**IN THE MATTER OF - THE
COMPANIES ACT 2006**

ORDER

Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ
Ref 47-40570352
Solicitors for the Company

SH19

Statement of capital



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

☐ **What this form is NOT for**

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 9 1 2 7 5 3 3

Company name in full INTERNATIONAL GAME TECHNOLOGY PLC

→ **Filing in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
STERLING NON-VOTING	1 00	0	50,000	£ 50,000 00
				£
				£
				£
Totals			50,000	£ 50,000 00

3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency United States Dollars

Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	0 10	0	199,158,255	\$19,915,825 50
SPECIAL VOTING	0 000001	0	199,158,255	\$199 16
Totals			398,316,510	\$19,916,024 66

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

SH19

Statement of capital

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

Continuation pages

Please use a Statement of Capital continuation page if necessary

❸ Total number of issued shares in this class

4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		❶ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	398,366,510	
Total aggregate ❶ nominal value	£50,000 + \$19,916,024 66	

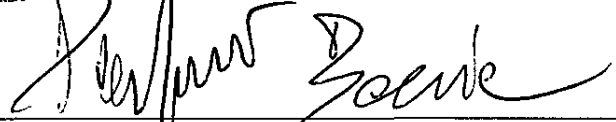
5 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3		❶ Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	ORDINARY	
Prescribed particulars ❶	SEE CONTINUATION PAGE	
Class of share	STERLING NON-VOTING	
Prescribed particulars ❶	SEE CONTINUATION PAGE	

Statement of capital

Class of share	SPECIAL VOTING	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars ①	SEE CONTINUATION PAGE	
Class of share		
Prescribed particulars ①		

Signature

	I am signing this form on behalf of the company		<p>2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership</p>
Signature	<div style="text-align: center;"> X  X </div>		<p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	This form may be signed by Director (s) , Secretary, Person authorised (s) , CIC manager		

SH19

Statement of capital



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Monica Gemes**

Company name **Clifford Chance LLP**

Address **10 Upper Bank Street**

Post town **London**

County/Region

Postcode **E 1 4 5 J J**

Country **United Kingdom**

DX

Telephone **020 7006 4035**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH19 - Continuation page

Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share
Prescribed particulars	<p>A) EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH IT IS THE HOLDER</p> <p>B) THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS ON THE ORDINARY SHARES</p> <p>C) 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</p> <p>D) THE ORDINARY SHARES ARE NOT REDEEMABLE</p>	

SH19 - Continuation page

Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)	
<div>Class of share</div> <div>Prescribed particulars</div>	<div>STERLING NON-VOTING</div> <div> <p>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</p> <p>B) THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE PROFITS OF THE COMPANY</p> <p>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</p> <p>D) THE COMPANY MAY REDEEM THE STERLING NON-VOTING SHARES FOR NIL CONSIDERATION AT ANY TIME</p> </div> <div> <p>Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> </div>

SH19 - Continuation page

Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SPECIAL VOTING
Prescribed particulars ①	<p>A) 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 COMPNAY 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 AVOIDANCE 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)</p> <p>B) THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE PROFITS OF THE COMPANY</p> <p>C) ON A RETURN OF CAPITAL OF THE COMPANY ON A 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</p> <p>D) SPECIAL VOTING SHARES MAY BE PURCHASED 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 OR REPURCHASE THE SPECIAL VOTING SHARES, OR TO RECLASSIFY THE SPECIAL VOTING SHARES INTO DEFERRED SHARES</p>
<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">a particulars of any voting rights, including rights that arise only in certain circumstances,b particulars of any rights, as respects dividends, to participate in a distribution,c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>	