In accordance with Section 555 of the Companies Act 2006.

SH01
Return of allotment of shares

Companies House

Go online to file this information
www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is NOT for**
You cannot use this form to gi notice of shares taken by subs on formation of the company for an allotment of a new clas shares by an unlimited compa

THURSDAY

A7DFDXFK
A09 30/08/2018 #297
COMPANIES HOUSE

1 Company details

Company number	0 9 1 2 7 5 3 3
Company name in full	International Game Technology PLC

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

From Date	d 0 d 1	m 0 m 7	y 2 y 0 y 1 y 8
To Date	d 3 d 1	m 0 m 7	y 2 y 0 y 1 y 8

❶ **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Currency ❷	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
USD	Ordinary	2,596	0.10	0.10	0
USD	Special Voting	2,596	0.000001	0.000001	0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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4 Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Sterling Non-Voting	50,000	£50,000	
	Totals	50,000	£50,000	£0.00
Currency table B				
USD	Ordinary	204,204,020	$20,420,402	
USD	Special Voting	204,204,020	$204.20	
	Totals	408,408,040	$20,420,606.20	$0.00
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	408,458,040	$20,420,606.20 +	£0.00 + $0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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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 share capital tables in **Section 4**.

Class of share	Sterling Non-Voting
Prescribed particulars ❶	Please see continuation page.
Class of share	Ordinary
Prescribed particulars ❶	Please see continuation page.
Class of share	Special Voting
Prescribed particulars ❶	Please see continuation page.

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.

A separate table must be used for each class of share.

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

6 Signature

I am signing this form on behalf of the company.

Signature

X Sophie Pilcher X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006.

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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: Sophie Pilcher

Company name: International Game Technology PLC

Address: 2nd Floor, Marble Arch House

66 Seymour Street

Post town: London

County/Region:

Postcode: W1H 5BT

Country:

DX:

Telephone: 02075343224

Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

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

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

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3 Shares allotted

Please give details of the shares allotted, including bonus shares.

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share

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If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

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4 Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares *E.g. Ordinary/Preference etc.*	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
	Totals			

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

Class of share	Sterling Non-Voting	
Prescribed particulars	A) The holder 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 a 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 shall be entitled to recieve 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 at any time for nil consideration.	

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

Class of share	Ordinary	
Prescribed particulars	A) Each holder of an Ordinary share shall have one vote for every Ordinary share of which it is the holder. B) The Directors may declare and pay dividends on the Ordinary shares. 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 relevant amounts set out in accordance with the Articles, be distributed to each holder of an Ordinary share pro rata to its shareholding. D) The Ordinary shares are not redeemable.	

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

Class of share	Special Voting
Prescribed particulars	A) The holder 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 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). 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 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. 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 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.