



Registration of a Charge

Company name: **INTERNATIONAL GAME TECHNOLOGY PLC**

Company number: **09127533**



X7G7UOQ2

Received for Electronic Filing: **09/10/2018**

Details of Charge

Date of creation: **26/09/2018**

Charge code: **0912 7533 0011**

Persons entitled: **NATWEST MARKETS PLC (FORMERLY KNOWN AS THE ROYAL BANK OF SCOTLAND PLC)**

Brief description:

Contains fixed charge(s).

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by:

JANAM NAGRA



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 9127533

Charge code: 0912 7533 0011

The Registrar of Companies for England and Wales hereby certifies that a charge dated 26th September 2018 and created by INTERNATIONAL GAME TECHNOLOGY PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 9th October 2018 .

Given at Companies House, Cardiff on 11th October 2018

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THIRD SECURITY AND PLEDGE CONFIRMATION

THIS THIRD SECURITY AND PLEDGE CONFIRMATION dated as of September 26, 2018 is delivered with respect to the Security Agreement dated as of April 7, 2015, as confirmed pursuant to a Security and Pledge Confirmation dated as of July 28, 2017 and a Second Security and Pledge Confirmation dated as of June 27, 2018 (as it may from time to time be amended, modified or supplemented in accordance with its terms, the "Security Agreement"), among International Game Technology PLC, a public limited company incorporated under the laws of England and Wales (the "Issuer"), and IGT Canada Solutions ULC, a Nova Scotia unlimited company formerly known as GTECH Canada ULC ("IGT Canada" and, together with the Issuer, the "Grantors"), as Grantors, and NatWest Markets Plc (formerly known as The Royal Bank of Scotland plc), as Security Agent (the "Security Agent"). Capitalized terms used herein but not defined herein are used with the meanings given them in the Security Agreement.

Each of the Grantors hereby confirms, as set forth in the Security Agreement, that it has pledged, assigned, transferred and granted (and, to the extent necessary, each of the Grantors hereby pledges, assigns, transfers and grants) to the Security Agent, for its benefit and for the benefit of the Secured Parties, a continuing security interest in, all of its right, title and interest in, to and under the Pledged Collateral as security for the prompt and complete payment and performance in full when due (whether at stated maturity, by acceleration or otherwise) of all Secured Obligations in accordance with the terms of and subject to the limitations specified in the Security Agreement. For the avoidance of doubt, each of the Grantors hereby acknowledges and agrees that the Indenture dated as of the date hereof among the Issuer, as Issuer; IGT Canada and certain other subsidiaries of the Issuer, as Guarantors; BNY Mellon Corporate Trustee Services Limited, as Trustee; The Bank of New York Mellon, London Branch, as Paying Agent and Transfer Agent; The Bank of New York Mellon SA/NV, Luxembourg Branch, as Registrar; and the Security Agent, as Security Agent, as amended, restated, supplemented or otherwise modified from time to time, shall be a Senior Secured Debt Document for the purposes of the Security Agreement and the obligations of the Issuer and the Guarantors under the Indenture shall be Secured Obligations for purposes of the Pledge Agreement.

This Security and Pledge Confirmation and the rights and obligations of the parties hereunder shall be governed by, and construed in accordance with, the law of the State of New York.

Each of the parties hereto irrevocably and unconditionally submits, for itself and its property, to the non-exclusive jurisdiction of the courts of the State of New York sitting in New York City in the Borough of Manhattan and of the United States District Court of the Southern District of New York, and any appellate court from any thereof, in any action or proceeding arising out of or relating to this Security and Pledge Confirmation, or for recognition or enforcement of any judgment, and each of the parties hereto irrevocably and unconditionally agrees that all claims in respect of any such action or proceeding may be heard and determined in such New York state court or, to the fullest extent permitted by applicable law, in such federal court. Each of the parties hereto agrees that a final judgment in any such action or proceeding

shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law.

Each of the parties hereto irrevocably and unconditionally waives, to the fullest extent permitted by applicable law, any objection that it may now or hereafter have to the laying of venue of any action or proceeding arising out of or relating to this Security and Pledge Confirmation in any court referred to in the preceding paragraph. Each of the parties hereto hereby irrevocably waives, to the fullest extent permitted by applicable law, the defense of an inconvenient forum to the maintenance of such action or proceeding in any such court.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

IN WITNESS WHEREOF, each Grantor has caused this Security and Pledge Confirmation to be duly executed and delivered by its duly authorized officer or representative as of the date first written above.

Grantors:

**INTERNATIONAL GAME TECHNOLOGY
PLC**

By _____

Claudio Demolli,
Attorney-in-fact

Place: Providence, Rhode Island

IGT CANADA SOLUTIONS ULC

By _____

Claudio Demolli,
Treasurer

Place: Providence, Rhode Island

ACKNOWLEDGED AND AGREED:

Security Agent:

NATWEST MARKETS PLC

For and on behalf of National Westminster Bank Plc
acting as agent for NatWest Markets Plc,
as Security Agent

By 

Name S. SWANN

Title ASSOC DIRECTOR