

Company No 9127533

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

INTERNATIONAL GAME TECHNOLOGY PLC

At a general meeting of the Company held at 10 Memorial Boulevard, Providence, RI 02903 on 13 March 2015 at 2 30 p m GMT (9 30 a m Eastern Time) the following resolutions were passed, in the case of resolutions 1-2, as ordinary resolutions, and in the case of resolutions 6-9, as special resolutions

ORDINARY RESOLUTIONS

1 ALLOTMENT OF SHARES AT COMPLETION

THAT the directors of the Company be authorised (in accordance with section 551 of the Companies Act 2006 (the "Act")) to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) up to an aggregate nominal amount of \$25,000,000 00 in connection with the transactions contemplated by the merger agreement dated 15 July 2014 between, among others, the Company, GTECH S p A and International Game Technology (the "Transactions") for a period commencing on the date of the passing of this resolution and ending on 15 July 2015

2 ALLOTMENT AUTHORITY

THAT, subject to the Transactions having become effective, in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of \$185,000,000 00 (the "Allotment Amount") for a period of five years commencing on the date of this resolution, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 2 to the nominal amount of rights to subscribe for or to convert any security into shares are to the nominal amount of shares that may be allotted pursuant to the rights



SPECIAL RESOLUTIONS

6 DISAPPLICATION OF PREEMPTION RIGHTS

THAT, subject to the Transactions having become effective and subject to the passing of resolution 2, in substitution for all existing powers, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 2 free of the restriction in section 561(1) of the Act, for a period of five years commencing on the date of this resolution but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power had not expired. This power is limited to the allotment of equity securities up to a nominal amount equal to the Allotment Amount.

7 CAPITALISATION OF MERGER RESERVE

THAT, subject to the Transactions having become effective, and subject to the allotment by the Company of one bonus share with a nominal value of \$1.00 (the "Bonus Share") to Elian Corporate Services (UK) Limited to hold for the benefit of the ordinary shareholders of the Company as a whole, an amount equal to (i) the merger reserve arising as a result of the Transactions, less (ii) the aggregate nominal value of the special voting shares in the capital of the Company to be issued upon completion of the Transactions, less (iii) \$1.00 being the nominal value of the Bonus Share, be applied as the share premium for the Bonus Share.

8 REDUCTION OF CAPITAL

THAT, subject to the Transactions having become effective and the Bonus Share having been allotted and issued, and subject to the confirmation by the Court, the Bonus Share and the share premium account of the Company be cancelled and the nominal value of the Bonus Share and the amount of the share premium account so cancelled be credited to a reserve.

9 ADOPTION OF MEMO ARTICLES

THAT, subject to the Transactions having become effective, the articles of association in the form of the copy produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



COMPANY SECRETARY