

Company number 3534726

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*Nabarro LLP*  
Dated *14 March 2013*  
File NABARRO LLP  
Ref 84 Theobald's Road  
London WC1X 8RW

**SPECIAL RESOLUTION OF THE COMPANY**

**PURSUANT TO SECTION 283 OF THE COMPANIES ACT 2006**

**PASSED ON 21 FEBRUARY 2013**

Sportingbet plc (the "Company")

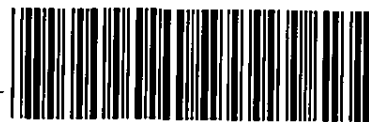
At the general meeting of the above named Company duly convened and held at the offices of the Company, 4<sup>th</sup> Floor, 45 Moorfields, London EC2Y 9AE on 21 February 2013 at 10 45 a m the following resolution was duly passed by the Company as a special resolution

**SPECIAL RESOLUTION**

THAT for the purpose of giving effect to the scheme of arrangement dated 25 January 2013 between the Company and the holders of its Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof in its original form or subject to such modification, addition or condition approved or imposed by the Court and/or agreed by the Company, William Hill Australia Pty Limited and GVC Holdings plc ("GVC") (the "Scheme")

- 1 the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect,
- 2 at the Reclassification Record Time (as defined in the Scheme) each of the Scheme Shares (as defined in the Scheme) shall be subdivided and reclassified as follows
  - 2.1 any Scheme Shares in respect of which no valid Election has been made or is deemed to have been made in accordance with the Scheme under the Mix and Match Facility (as defined in the Scheme) (other than an Optionholder Scheme Share (as defined in the Scheme)) shall be subdivided and reclassified into 448 A ordinary shares of 1/5,500 pence each (the "A Shares") and 102 B ordinary shares of 1/5,500 pence each (the "B Shares"),
  - 2.2 any Scheme Shares in respect of which a valid Election has been made and accepted in accordance with the Scheme under the Mix and Match Facility for cash consideration or any Optionholder Scheme Share shall be subdivided and reclassified into 550 A Shares, and
  - 2.3 any Scheme Shares in respect of which a valid Election has been made and accepted in accordance with the Scheme under the Mix and Match Facility for New GVC Shares (as defined in the Scheme) shall be subdivided and reclassified into 550 B Shares,
- 3 with effect from the Reclassification Record Time (as defined in the Scheme) and notwithstanding anything contrary in the Articles of Association of the Company, the Articles of Association of the Company be amended by the insertion of the following new Article 3

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3 1 The share capital of the company is divided into one ordinary share of 0 1 pence and such numbers of A ordinary shares of 1/5,500 pence each ("**A Shares**") and B ordinary shares of 1/5,500 pence each ("**B Shares**" and, together with the ordinary shares of 0 1 pence and the A Shares, the "**Ordinary Shares**") as the directors of the Company shall specify at the *Reclassification Record Time*, based on the valid Elections (as defined in the scheme of arrangement dated 25 January 2013 (in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by William Hill Australia Pty Limited ("**William Hill Australia**"), GVC Holdings plc ("**GVC**") and the Company) (the "**Scheme**")) received and the provisions of the Scheme,

3 2 The Ordinary Shares shall rank equally as if they were the same class of ordinary shares in all respects and the rights attaching to such shares shall be identical, save that upon the implementation of the Scheme

- (a) each A Share shall confer upon the holder thereof the right to receive 0 1 pence in cash in accordance with, and pursuant to the terms of the Scheme, and
- (b) each B Share shall confer upon the holder thereof the right to receive 0 0435/102 of an ordinary share of €0 01 in the capital of GVC ("**GVC Share**") in accordance with, and pursuant to the terms of the Scheme

3 3 The liability of each Member is limited to the amount, if any, unpaid on the Ordinary Shares held by him "

provided that if the reduction of share capital referred to in paragraph 4 below does not become effective by 6 00 p m (London time) on the Long Stop Date (as defined in the Scheme), or such earlier or later time and date as William Hill Australia, GVC and the Company may agree and the Company may announce through a Regulatory Information Service (as defined in the Listing Rules of the UK Listing Authority), the subdivisions and reclassifications referred to in paragraph 2 above shall be reversed and the A Shares and B Shares shall be consolidated and shall revert to ordinary shares of 0 1 pence each, and the new Article 3 adopted and included pursuant to this paragraph 3 shall be deleted from the Articles of Association of the Company and the original Article 3 shall be reinstated,

4 subject to the subdivisions and reclassification referred to in paragraph 2 above taking effect and the requisite entries having been made in the register of members of the Company, the share capital of the Company be reduced by cancelling and extinguishing all of the A Shares,

5 subject to and forthwith upon the reduction of share capital referred to in paragraph 4 above taking effect, the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in paragraph 4 above shall be applied by the Company in paying up in full at par such number of New Sportingbet Shares (as defined in the Scheme) as shall be equal to the aggregate nominal value of the A Shares cancelled pursuant to paragraph 4 above, which shall be allotted and issued, credited as fully paid, to GVC and/or its nominee(s) in accordance with the terms of the Scheme, and

5 1 for the purposes of section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall bear the same meaning as in the said section 551), the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in connection with the Scheme provided always that

5 1 1 the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the said New Sportingbet Shares created pursuant to paragraph 5 of this resolution,

5 1 2 this authority shall expire (unless previously revoked, varied or renewed) on the fifth anniversary of this resolution, and

5 1 3 this authority shall be in addition and without prejudice to any other authority under section 551 of the Companies Act 2006 previously granted and in force on the date on which this resolution is passed,

- 6 upon the reduction of capital referred to in paragraph 4 above and the application of the reserve arising on the reduction of capital in paying up in full at par New Sportingbet Shares and the allotment and issue of such New Sportingbet Shares to GVC and/or its nominee(s) as described in paragraph 5 above, taking effect and the requisite entries having been made in the register of members of the Company, the Articles of Association of the Company be amended by the deletion of the new Article 3 referred to in paragraph 3 above and its replacement with the following new Article 3

"3 The share capital of the Company is divided into

- (a) ordinary share(s) of 0 1 pence each,
- (b) such number of A ordinary shares of 1/5,500 pence each (the "**New A Shares**") as have an aggregate nominal value equal to the aggregate nominal value of the A Shares (the "**Old A Shares**") cancelled pursuant to clause 1 1 of Part II of the scheme of arrangement dated 25 January 2013 (in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by William Hill Australia Pty Limited ("**William Hill Australia**"), GVC Holdings plc ("**GVC**") and the Company) (the "**Scheme**"), and
- (c) such number of B ordinary shares of 1/5,500 pence each (the "**B Shares**" and, together with the ordinary shares of 0 1 pence and the New A Shares, the "**Ordinary Shares**") as have an aggregate nominal value equal to the aggregate nominal value of the B Shares acquired pursuant to clause 1 4 of Part II of the Scheme

3 2 The Ordinary Shares shall rank equally as if they were the same class of ordinary shares in all respects and the rights attaching to such shares shall be identical

3 3 The liability of each member is limited to the amount, if any, unpaid on the Ordinary Shares held by him "

- 7 with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 164

#### "164 Scheme of Arrangement

164 1 In this article 164, the "**Scheme**" means the scheme of arrangement dated 25 January 2013, between the Company and the holders of its Scheme Shares (as defined in the Scheme) under section 899 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company, William Hill Australia Pty Limited and GVC Holdings plc

("GVC") and (save as defined in this article) expressions defined in the Scheme shall have the same meanings in this article

164 2 Notwithstanding any other provision of these articles, if the Company issues any shares (other than to GVC or its nominee(s)) after the adoption of this article and before the Reclassification Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the new member, and any subsequent holder of such shares (other than GVC and/or its nominee or nominees) shall be bound by the Scheme accordingly

164 3 Notwithstanding any provisions of the Articles and subject to the Scheme and the Reduction of Capital (as defined in the Scheme) becoming Effective (as defined in the Scheme), if any shares are issued to any person (a "New Member") (other than under the Scheme or to GVC or its nominee(s)) on or after the Reclassification Record Time (as defined in the Scheme) (the "Transfer Shares"), they shall be immediately transferred to GVC (or as it may direct) (the "Purchaser") in consideration for

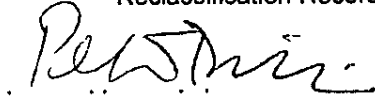
- (a) in the case of an ordinary share of 0 1 pence, the payment to the New Member of 55 pence in cash for each such Transfer Share, and
- (b) in the case of an Old A Share, a New A Share or a B Share the payment to the New Member of 0 1 pence in cash for each such Transfer Share (rounding down to the nearest whole pence the aggregate amount payable to each such New Member),

164 4 The cash payment per share to be paid to a New Member pursuant to paragraph 164 3 of this article may be adjusted by the Directors, in such manner as the auditors of the Company may determine, on any reorganisation of or material alteration to the share capital of either the Company or GVC (including, without limitation, any subdivision and/or consolidation) effected after the close of business on the Effective Date (as defined in the Scheme) References in this article to shares shall, following such adjustment, be construed accordingly

164 5 To give effect to any transfer required by paragraph 164 3 above, the Company may appoint any person as attorney for the New Member to transfer the Transfer Shares to the Purchaser and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Transfer Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Transfer Shares as the Purchaser may direct If an attorney is so appointed, the New Member shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Transfer Shares unless so agreed by the Purchaser The attorney shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Transfer Shares and may register the Purchaser as holder thereof and issue to it certificates for the same The Company shall not be obliged to issue a certificate to the New Member for the Transfer Shares The Purchaser shall settle the consideration due under paragraph 164 3 of this article within 14 days of the time on which such Transfer Shares are issued to the New Member

164 7 If the Scheme shall not have become effective by the date referred to in clause 6(b) of Part II of the Scheme, this article 164 shall be of no effect

164 8 Notwithstanding any other provision of these articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Reclassification Record Time and the Effective Date"

A handwritten signature in black ink, appearing to read 'P. W. M. J.', is written over a horizontal line.

**Chairman**