

THE COMPANIES ACT 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS

Of

SPORTINGBET PLC (the "Company")

COMPANY NUMBER 3534726

PASSED the 18th day of December 2009

TUESDAY



At the Annual General Meeting of the Company duly convened and held on the 18th day of December 2009 the following resolutions were duly passed of which resolutions numbered 1 to 8 and resolution numbered 10 were passed as ordinary resolutions and resolutions numbered 9 and 11 were passed as special resolutions of the Company:

Ordinary Business

ORDINARY RESOLUTIONS

1. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION, to receive and adopt the Accounts for the year ended 31 July 2009 and the Reports of the Directors and Auditors in relation to the same.
2. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to approve the Remuneration Committee's Report for the year ended 31 July 2009.
3. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to declare a final dividend for the year ended 31 July 2009 of 1 pence (£0.01) per ordinary share.
4. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to re-appoint Grant Thornton UK LLP as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
5. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to authorise the Directors to fix their remuneration.
6. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to re-elect Brian Harris as a Director.
7. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to re-elect Sean O'Connor as a Director.

Special Business

ORDINARY RESOLUTION

8. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION that, in accordance with section 551 of the Companies Act 2006 ("**2006 Act**"), the Directors be and they are hereby generally and unconditionally authorised in substitution for all existing authorities conferred on Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act:
- (i) to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £161,375; and
 - (ii) to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the 2006 Act) up to an additional aggregate nominal amount of £161,375 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever, provided that the authorities in 8(i) and 8(ii) shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the Annual General Meeting, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot relevant securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

SPECIAL RESOLUTION

9. On the proposal of the Chairman, it was RESOLVED as a SPECIAL RESOLUTION that in accordance with section 570 of the 2006 Act, the Directors be and they are hereby empowered, to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution number 8 or by way of a sale of treasury shares as if section 561 (1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
- (i) the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority granted conferred by paragraph 8(ii), by way of a rights issue only) in favour of holders of

ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

- (ii) the allotment (otherwise than pursuant to paragraph 9(i) above) of equity securities up to an aggregate nominal amount of £24,206, and shall expire upon the expiry of the general authority conferred by resolution number 8 above, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the Directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

ORDINARY RESOLUTION

- 10. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION that, the Company and any wholly owned subsidiary of the Company be and is hereby authorised to:
 - (i) make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
 - (ii) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
 - (iii) incur political expenditure not exceeding £100,000 in total, during the period beginning on the date of the passing of this resolution 10 and ending on the earlier of the conclusion of the next Annual General Meeting of the Company and 31 December 2010.

For the purposes of this resolution 10 the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given to them by Sections 363 to 365 of the 2006 Act.

SPECIAL RESOLUTION

- 11. On the proposal of the Chairman, it was RESOLVED as a SPECIAL RESOLUTION that, pursuant to section 701 of the 2006 Act and article 7(C) of the Company's articles of association, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares of 0.1p each in the capital of the Company ('**Ordinary Shares**') on such terms and in such manner as the Directors may from time to time determine provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 48,412,446 (representing approximately 10 per cent of the Company's issued ordinary share capital at the date of this notice of meeting);
- (ii) the minimum price, exclusive of any expenses, which may be paid for each Ordinary Share is 0.1p;
- (iii) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotation for an Ordinary Share of the Company for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (iv) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the close of the next Annual General Meeting of the Company or 31 December 2010, whichever is the earlier; and
- (v) under this authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.



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Daniel Talisman, Company Secretary
For and on behalf of Sportingbet Plc