

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**Of**

**SPORTINGBET PLC (the "Company")**

**COMPANY NUMBER 3534726**

PASSED the 17<sup>th</sup> day of December 2010

THURSDAY



At the Annual General Meeting of the Company duly convened and held on the 17<sup>th</sup> day of December 2010 the following resolutions were duly passed of which resolutions numbered 1 to 8 and resolution numbered 11 were passed as ordinary resolutions and resolutions numbered 9, 10, 12 and 13 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 2010 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 2010.
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 2010 of 1.1 pence (£0.011) 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 Sean O'Connor as a Director.
7. On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION to re-elect Nigel Payne 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 551 of the 2006 Act in substitution for all existing authorities:

- (i) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "**Relevant Securities**") up to an aggregate nominal amount of one hundred and sixty seven thousand, three hundred and ninety three pounds (£167,393); 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 £167,393 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 RESOLUTIONS**

9. On the proposal of the Chairman, it was RESOLVED as a SPECIAL RESOLUTION that in accordance with section 570 of the 2006 Act, to allot equity securities (as defined in section 560(1) 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 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 date 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 twenty five thousand, one hundred and nine pounds (£25,109), and shall expire upon the expiry of the authority conferred by resolution 8 above, except that the Company may make an offer or agreement before this power expires 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.
- 10 On the proposal of the Chairman, it was RESOLVED as a SPECIAL RESOLUTION that the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 0.1 pence 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
- the maximum number of Ordinary Shares authorised to be purchased is 50,218,042 (representing approximately 10 per cent of the Company's issued ordinary share capital at the date of this notice of meeting);
  - the minimum price which may be paid for an Ordinary Share is 0.1 pence (exclusive of expenses payable by the Company);
  - the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
    - 105 per cent of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
    - the value of an Ordinary Share calculated on the basis of the higher of:
      - the last independent trade of; or
      - the highest current independent bid for,
- any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and

- the authority conferred shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry

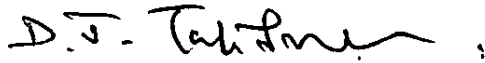
#### **ORDINARY RESOLUTION**

- 11 On the proposal of the Chairman, it was RESOLVED as an ORDINARY RESOLUTION that, That in accordance with sections 366 and 367 of the 2006 Act the Company and all companies which are subsidiaries of the Company during the period when this resolution 11 has effect are authorised to:
- (i) make political donations to political parties or independent election candidates, as defined in the 2006 Act, not exceeding one hundred thousand pounds (£100,000) in total;
  - (ii) make political donations to political organisations other than political parties, as defined in the 2006 Act, not exceeding one hundred thousand pounds (£100,000) in total; and
  - (iii) incur political expenditure, as defined in the 2006 Act, not exceeding one hundred thousand pounds (£100,000) in total, during that period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company provided that the authorised sums referred to in paragraphs 11(i), 11(ii) and 11(iii) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter), or, if earlier, on the day on which the Company enters into any contract or undertaking in relating to the same.

#### **SPECIAL RESOLUTIONS**

12. On the proposal of the Chairman, it was RESOLVED as a SPECIAL RESOLUTION that the Company is authorised to call any general meeting of the Company other than the annual general meeting by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company.
13. On the proposal of the Chairman, it was RESOLVED as a SPECIAL RESOLUTION that:
- (i) the articles of association of the Company be amended by deleting all of the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association;
  - (ii) the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the

exclusion of, the existing articles of association of the Company.

A handwritten signature in black ink, appearing to read 'D. Talisman', followed by a comma.

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