

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
of
SPORTINGBET PLC
(the "Company")

FRIDAY



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17/06/2011

COMPANIES HOUSE

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At the general meeting of the Company duly convened and held at 4th Floor, 45 Moorfields, London EC2Y 9AE on 13 June 2011 at 11 00 a m the following resolutions were duly passed

Ordinary Resolutions

- 1 THAT the acquisition ("Acquisition") by the Company or a wholly owned subsidiary of the Company of all the issued securities in the capital of Centrebet International Limited ABN 55 066 441 067 ("Centrebet") proposed to be effected pursuant to two schemes of arrangement ("Schemes") under section 411 of the *Corporations Act 2001 of the Commonwealth of Australia*, substantially on the terms and subject to the conditions summarised in Part 9 of the prospectus and circular to shareholders of the Company dated 27 May 2011 ("Circular") outlining the Acquisition, including the acquisition of shares and performance rights in Centrebet from certain directors of Centrebet and/or persons related to them, be and is approved and the board of directors of the Company (or any duly constituted committee thereof) ("Board") be and are authorised (1) to take all such steps as the Board considers to be necessary or desirable in connection with, and to implement, the Acquisition including agreeing such modification or variation to the manner in which the Acquisition is proposed to be effected as they may in their discretion think fit, and (2) to agree such modifications, variations, revisions, waivers, extensions or amendments to any of the terms and conditions of the Acquisition and/or to any documents relating thereto (provided such modifications, variations, revisions, waivers, extensions or amendments are non-material), as they may in their absolute discretion think fit ,
- 2 THAT, subject to the passing of Resolutions 1, 3 and 4 the directors of the Company be and are generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), to exercise all powers of the Company to allot and issue ordinary shares in the Company or to grant rights to subscribe for or to convert any security into ordinary shares in the Company (such shares and rights together being "relevant securities") in connection with a firm placing and placing and open offer and convertible bond issue (the terms of which are described in the Circular) up to a maximum aggregate nominal amount of £283,731,

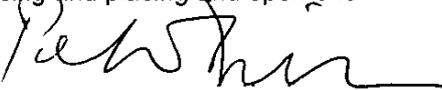
PROVIDED THAT

- (i) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2011 and is in addition to all existing authorities to allot and issue relevant securities of the Company under section 551 of the 2006 Act which shall continue to have effect, and

- (ii) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted and issued after this authority expires and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired,

Special Resolutions

- 3 THAT, subject to the passing of Resolutions 1, 2, and 4, the directors of the Company be and are empowered, in accordance with section 570 of the 2006 Act, to grant and allot relevant securities for cash pursuant to the authority conferred by Resolution 2 above as if section 561(1) of the 2006 Act did not apply to any such grant of rights or allotments, provided that this power shall be limited to the grant or allotment of relevant securities for the purposes of the convertible bond issue (the terms of which are described in the Circular) and shall expire upon the expiry of the authority conferred by Resolution 2 above except that the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted and issued after this authority expires and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired , and
- 4 THAT subject to the passing of Resolutions 1, 2 and 3, the terms of the firm placing and placing and open offer as described in the Circular be and are hereby approved and the directors of the Company be and are hereby directed to implement the firm placing and placing and open offer on the basis described in the Circular and generally and unconditionally authorised to exercise all powers of the Company to the extent the directors determine necessary to implement the firm placing and placing and open offer


Chairman