

Company Number: 6580786

PRIVATE COMPANY LIMITED BY SHARES

MEMBER'S WRITTEN RESOLUTIONS

of

KALIXA PAYMENTS GROUP LIMITED (the Company)

28th May 2015 (the *Circulation Date*)

The directors of the Company (the *Directors*) propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*). The Resolution is proposed as a special resolution.

WHEREAS, by a resolution passed at a general meeting of the Company on 15th May 2015, it was intended by Kalixa Group Limited (the sole shareholder of the Company entitled to attend and vote on resolutions at that meeting) to authorise the Directors, in accordance with section 551 of the Act, to allot a further 168,117 A ordinary shares in the Company (the *New Ordinary Shares*) with a nominal value of £1 each and 51,437,836 cumulative preference shares in the Company with a nominal value of €1 each (the *New Cumulative Preference Shares*). Subsequent to the passing of that resolution, the New Cumulative Preference Shares were allotted and issued to Kalixa Group Limited and the New Ordinary Shares were allotted and issued to the other undersigned persons (such allotments and issuances together being the *Allotments*). In the context of any defect in the effectiveness of that authority, the Resolution below is intended to ratify the Allotments and any conduct by the Directors (or any of them) in respect of authorising and/or implementing the Allotments

SPECIAL RESOLUTION

THAT, (i) the Allotments and (ii) any conduct by the Directors (or any of them) in respect of authorising and/or implementing the Allotments (including, without limitation, any conduct amounting to a default or a breach of duty in relation to the Company) be and are hereby ratified and the Company hereby waives any and all claims which it may, but for this Resolution, have had against any of the Directors in respect thereof.

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THURSDAY



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28/05/2015

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COMPANIES HOUSE

AGREEMENT

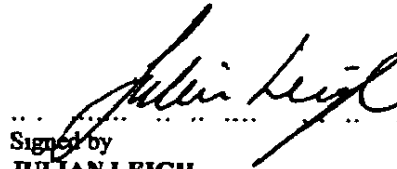
Please read the notes at the end of this document before signifying your agreement to the above Resolution.

The undersigned, being all the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.



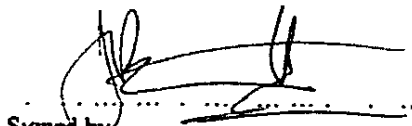
For and on behalf of
KALIXA GROUP LIMITED

Date: 28/05/2015



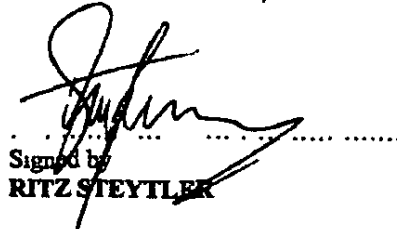
Signed by
JULIAN LEIGH

Date: 28/05/2015



Signed by
JONATHAN BENNETT

Date: 28/05/2015



Signed by
RITZ STEYTLE

Date: 28/5/2015



Signed by
EDWARD CHANDLER

Date: 28 05 2015



Signed by
KAMRAN HEDJRI

Date: 28/05/2015

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **Post:** returning the signed copy by post to Nicki Walker, Deputy Company Secretary, bwin.party digital entertainment plc, Suite 6 Atlantic Suites, Europort Avenue, Gibraltar
- **Fax:** faxing the signed copy to +350 200 42671 marked "For the attention of Nicki Walker, Deputy Company Secretary"
- **E mail:** by attaching a scanned copy of the signed document to an email and sending it to Nicki Walker, Deputy Company Secretary at nicki.walker@bwinparty.com. Please enter "Kalixa Payments Group Limited Member's Written Resolutions" in the e-mail subject box

2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.