

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SPORTINGBET HOLDINGS LIMITED (the
"Company")

(Amended by special resolution passed on
4 August 2015)

WEDNESDAY



1. MODEL ARTICLES

The model articles for private companies contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles apply to the Company (the "**Model Articles**"), except to the extent they are modified or excluded by or are inconsistent with these articles

2 DIRECTORS' INTERESTS AND CONFLICTS

- 2 1 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties), provided that the authorisation is only effective if
- 2 1 1 any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
- 2 1 2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted
- 2 2 If a matter has been authorised by the directors in accordance with article 2 1 (an "**Approved Matter**") then (subject to such terms and conditions, if any, as the directors may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation or the provisions set out below), the relevant director

- 2 2 1 shall not be required to disclose any confidential information relating to the Approved Matter if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that Approved Matter,
- 2 2 2 may be required by the Company to maintain in the strictest confidence any confidential information relating to the Approved Matter which also relates to the Company,
- 2 2 3 may be required by the Company not to attend any part of a meeting of the directors at which anything which may be relevant to the Approved Matter is to be discussed,
- 2 2 4 may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which may be relevant to the Approved Matter,
- 2 2 5 shall not, by reason of his office as a director of the Company, be accountable to the Company for any benefit which he derives from the Approved Matter
- 2 3 A director may, notwithstanding his office or the existence of an actual or potential conflict between the interests of a Company and those of the Company and any subsidiary and holding company of the Company and every subsidiary and holding company of such subsidiary and holding company (a "**Group Company**") which would be caught by section 175(1) of the 2006 Act, be a director or other officer of, or employed by or otherwise interested in, whether directly or indirectly, any other Group Company (a "**Group Company Interest**") and the Director in question
- 2 3 1 shall be entitled to be counted in the quorum and to attend any meeting or part of a meeting of the directors or a committee of the board of directors at which any matter which is or may be relevant to the Group Company Interest may be discussed, and to vote on any resolution of the directors or a committee of the board of Directors relating to such matter or to sign any written resolution relating to such matter, and any board or committee papers relating to such matter shall be provided to the director in question at the same time as the other directors,
- 2 3 2 shall not be obliged to account to the Company for any benefit which he derives from a Group Company Interest,
- 2 3 3 shall not be obliged to disclose to the Company or use for the benefit of the Company, any confidential information received by him by virtue of his Group Company Interest and otherwise than by virtue of his position as a Director, if to do so would result in a breach of a duty or obligation of confidence owed by him to any other Group Company or third party
- 2 4 The provisions of articles 2 1 to 2 3 (inclusive) shall not apply to a conflict of interest which arises in relation to an existing or proposed transaction or arrangement with the Company but the following provisions of this article 2 4 and article 2 5 shall apply Any Director may be interested in an existing or proposed transaction or arrangement with the Company provided that he complies with the 2006 Act and (if applicable) regulations 85 and 86 of Table A
- 2 5 Without prejudice to the obligation of each Director to declare an interest in accordance with sections 177 and 182 of the 2006 Act, a Director may vote at a meeting of the board of Directors or of a committee of the board of directors on any resolution concerning a matter in which he has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty Having so declared any

such interest or duty he may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he votes on such resolution his vote shall be counted

3. MAJORITY HOLDER

- 3 1 In these articles "**Majority Holder**" means the holder or holders from time to time of more than 50 per cent in nominal value of the issued share capital of the Company conferring the right to attend and vote at general meetings
- 3 2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by written notice by the Majority Holder to the Company Article 17 of the Model Articles is amended accordingly
- 3 3 The Majority Holder may remove a director from office by written notice to the Company (such removal to be treated as an act of the Company) Article 18 of the Model Articles is amended accordingly
- 3 4 The directors shall not without the prior written consent of the Majority Holder exercise any power of the Company to allot shares or to grant rights to subscribe for or convert any security into shares
- 3 5 The directors shall not register a transfer, or purported transfer to any person unless the prior written approval of the Majority Holder has been given to that transfer Article 26 of the Model Articles is amended accordingly
- 3 6 Other than in circumstances where the refusal to register a transfer is expressly permitted or required by these articles, the directors may not refuse to register the transfer of a share, and shall promptly approve for registration each transfer which is presented to them for registration In particular the directors will register a transfer where the Majority Holder so directs in writing Article 26 of the Model Articles is amended accordingly
- 3 7 Without prejudice to the ability of shareholders to change the Company's name by special resolution, the directors may change the Company's name by a decision taken in accordance with these articles, and shall do so if so directed in writing by the Majority Holder

4. SPECIAL ARTICLE

- 4 1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)
- 4 2 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 4.3 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 4.2(i) above)