

MISSOURI GAMING COMMISSION  
COMMISSION RESOLUTION NO. 21-046  
REGARDING WAIVER OF LICENSURE  
FOR INSTITUTIONAL INVESTOR

August 25, 2021

WHEREAS, Capital Research Global Investors and Capital World Investors, divisions of Capital Research and Management Company (collectively, "CRGI/CWI"), has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

WHEREAS, CRGI/CWI has stated that it may acquire interests in Caesars Entertainment, Inc., a Missouri licensee, of more than ten percent (10%) but not more than twenty percent (20%); and

WHEREAS, CRGI/CWI has affirmed that it may acquire these interests for investment purposes only and not for the purposes of causing directly or indirectly changes in the management, policies or operations of said licensee, and that CRGI/CWI has no involvement in the business activities of any licensee in which it holds or may acquire interest or any intention of influencing or affecting the affairs of any licensee with the stock that it now owns or may in the future acquire; and

WHEREAS, CRGI/CWI has affirmed that in the event CRGI/CWI subsequently develops an intention of controlling or participating in the management of any licensee, CRGI/CWI will notify the Commission of said changes and refrain from participating in management or exercising such control until approved by the Missouri Gaming Commission; and

WHEREAS, CRGI/CWI has complied and affirmed its willingness to conform to all disclosures and notices required by 11 CSR 45-4.

NOW, THEREFORE, BE IT RESOLVED, that the Missouri Gaming Commission grants CRGI/CWI's request to waive licensure requirements required under 11 CSR 45-4.020 for up to and including twenty percent (20%) ownership in Caesars Entertainment, Inc.

BE IT FURTHER RESOLVED that the granting of this waiver in no way prevents the Missouri Gaming Commission at some future date, with or without cause, from requiring CRGI/CWI to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in CRGI/CWI being required to divest all or part of their interest in a licensee or the loss of the licensee's ability to do business in Missouri.

BE IT FURTHER RESOLVED that this waiver is for a period of two (2) years from the date of this Resolution, and it will be necessary for Capital Research Global Investors and Capital World Investors, divisions of Capital Research and Management Company, to reapply for a waiver on or before sixty (60) days prior to the expiration of this waiver.

SO ADOPTED.

  
\_\_\_\_\_  
Mike Leara, Chairman  
Missouri Gaming Commission

**BLANKROME**  
CELEBRATING **75**<sup>YEARS</sup>

One Logan Square  
130 North 18th Street | Philadelphia, PA 19103-6998

*Phone:* (215) 569-5359  
*Fax:* (215) 754-1730  
*Email:* [heicher@blankrome.com](mailto:heicher@blankrome.com)

**RECEIVED**

JUL 15 2021

**MISSOURI GAMING COMMISSION**

July 14, 2021

**VIA FEDEX**

Missouri Gaming Commission  
Attention: Executive Director  
3417 Knipp Drive  
Jefferson City, Missouri 65109

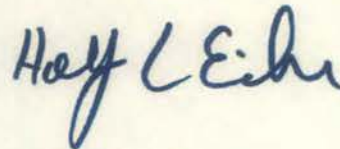
Re: Capital Research Global Investors and Caesars Entertainment Inc.

Dear Sir or Madam:

We represent Caesars Entertainment Inc. and submit herein the Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020) on behalf of Caesars Entertainment, Inc. for Capital Research Global Investors ("CRGI") and Capital World Investors ("CWI"), divisions of Capital Research and Management Company ("CRMC").

Thank you.

Very truly yours,



Holly L. Eicher  
Of Counsel

HLE:dk

Enclosure

cc: Chief Financial Analyst, Missouri Gaming Commission, via FedEx

Exhibit A.

MISSOURI GAMING COMMISSION  
REQUEST OF WAIVER FOR LICENSURE  
OF INSTITUTIONAL INVESTOR  
(Pursuant to 11 CSR 45-4.020)

Name of Individual/Entity Holding Interest Capital Research Global Investors ("CRGI") and Capital World Investors ("CWI"), divisions of Capital Research and Management Company ("CRMC")

Entity (Licensee or Applicant) in which Interest is Held Caesars Entertainment, Inc.

Interest Held: 11.78% percent of a  publicly traded entity  privately held entity (check one).

A holder of any direct or indirect legal or beneficial publicly traded interest of five percent (5%) or more, or privately held interest of one percent (1%) or more, in a Missouri gaming licensee or applicant, is required to obtain a key person or key person business entity license from the Missouri Gaming Commission.

A holder may, however, be exempted from the licensure requirements if such interest is held for passive investment purposes only. Individuals or entities holding up to ten percent (10%) may be exempted by the Executive Director, while the Commission may waive licensure for up to twenty percent (20%). Exemptions may be granted: 1) in advance of interest acquisition, 2) for cumulative acquisitions up to twenty percent (20%), and/or 3) for acquisition of interest in multiple licensees or applicants. Exemptions shall be for a period of two (2) years unless renewed.

Waiver applications shall be submitted to the Executive Director with a copy to the Chief Financial Analyst at the Missouri Gaming Commission's Jefferson City office, 3417 Knipp Drive, Jefferson City, Missouri 65109. Requests for waiver must be accompanied by supporting documentation.

WAIVER TYPE:  In Advance of Interest Acquisition;  Cumulative Acquisitions up to 20%;  
 Interest in Multiple Licensees (Check all that apply)

**REQUEST OF WAIVER** - The individual or entity named above, as holder of such interest hereby applies in writing in advance of acquiring said interest or within ten (10) days thereafter, certifying under oath as follows:

- a) The acquired interest is for passive investment purposes only:
- b) Holder does not and will not have any involvement in the management activities of the entity in which interest is acquired:
- c) Holder has no intention of controlling the entity in which interest is acquired, regardless of additional stock that may be acquired:
- d) The holder will within ten (10) days notify the commission of any purchase of stock in the entity which causes the total holding of the entity's outstanding stock to exceed the threshold for which the waiver is granted.
- e) That in the event an intention of controlling or participating in the management of the entity in which interest is acquired or held subsequently develops, holder shall notify

Exhibit A.

MISSOURI GAMING COMMISSION  
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the commission of said change and refrain from participating in management or exercising such control until approved for licensure by the commission:

f) If the applicant for a waiver is an individual, then the home and business address, occupation, employer and title shall be provided:

- Home Address: \_\_\_\_\_
- Business Address: \_\_\_\_\_
- Occupation: \_\_\_\_\_
- Employer: \_\_\_\_\_
- Title: \_\_\_\_\_

g) If the applicant for a waiver is a business entity, then it shall provide the following:

- Type of entity (corporation, partnership, limited partnership, LLC, LLP, etc.): CRMC is a corporation incorporated in the State of Delaware (CRGI and CWI are divisions of CRMC)  
\_\_\_\_\_
- State of charter Delaware \_\_\_\_\_
- The names and addresses (both home and business) must be included for the following officers: (I)  chief executive officer; (II)  chief financial officer; (III)  chief operating officer; (IV)  managing partner; (V)  general partners; (VI)  members of the board of directors; and (VII)  the registered agent.  
\*\* Check all that apply \*\* (Use page 2a for information on additional officers)

Name and title: Please see enclosed, list of CRMC's directors and officers

Home address:

Business address: 

Attn: ABXM  
The Capital Group Companies, Inc.  
333 South Hope Street, 55th Floor  
Los Angeles, CA, 90071

**Exhibit A.**

**MISSOURI GAMING COMMISSION  
REQUEST OF WAIVER FOR LICENSURE  
OF INSTITUTIONAL INVESTOR  
(Pursuant to 11 CSR 45-4.020)**

This page is used to include additional information required for section g.

Name and title: \_\_\_\_\_

Home address:

Business address:

Name and title: \_\_\_\_\_

Home address:

Business address:

Name and title: \_\_\_\_\_

Home address:

Business address:

Name and title: \_\_\_\_\_


Home address:

Business address:

Exhibit A.

MISSOURI GAMING COMMISSION  
REQUEST OF WAIVER FOR LICENSURE  
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I, the undersigned, in my capacity as Secretary with CRMC attest that the foregoing information is accurate, and that nothing in the granting of this waiver shall prohibit the commission, at a future date, in its sole discretion, with or without cause, from requiring any owner of any interest in a licensee from becoming licensed by the commission or to divest itself of stock ownership.

Signed:  Date: 7/12/2021

Notary: (see attached) Date: \_\_\_\_\_

Affix seal:

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

**CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California )  
County of Los Angeles )  
On July 12, 2021 before me, Laura Stephens, Notary Public  
Date Here Insert Name and Title of the Officer  
personally appeared Donald H. Rolfe  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Laura Stephens  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

**Description of Attached Document**

Title or Type of Document: Attestation Document Date: 7/12/2021  
Number of Pages: \_\_\_\_\_ Signer(s) Other Than Named Above: none

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: Donald H. Rolfe  
 Corporate Officer — Title(s): Secretary  
 Partner —  Limited  General  
 Individual  Attorney in Fact  
 Trustee  Guardian or Conservator  
 Other: \_\_\_\_\_  
Signer Is Representing: CRMC

Signer's Name: \_\_\_\_\_  
 Corporate Officer — Title(s): \_\_\_\_\_  
 Partner —  Limited  General  
 Individual  Attorney in Fact  
 Trustee  Guardian or Conservator  
 Other: \_\_\_\_\_  
Signer Is Representing: \_\_\_\_\_

Appendix A

Set out below is a list of persons who collectively may have significant influence over CRMC:

**Directors & Officers:**

<b>Title</b>	<b>Name</b>
Chairman & Director	Carl M. Kawaja
Vice Chairman & Director	Michael C. Gitlin
Vice Chair, President & Director	Joanna F. Jonsson
Chief Executive Officer & Director	Robert W. Lovelace
Senior Vice President, Chief Financial Officer & Director	Canise M. Arredondo
Senior Vice President, Chief Operating Officer - Investment Group & Director	William H. Waesche Jr
Treasurer & Director	Carmelo Spinella
Director	Timothy D. Armour
Director	Aline Avzaradel
Director	L. Alfonso Barroso
Director	David J. Betanzos
Director	Walter R. Burkley
Director	Steven Guida
Director	David K. Hummelberg
Director	Simon Mendelson
Director	Matthew P. O'Connor
Director	Chad M. Rach
Director	Paul F. Roye
Director	Lisa B. Thompson
Director	Christopher Thomsen
Director	Michael J. Triessl
Director	Diana Wagner
Director	Alan J. Wilson
Senior Vice President	Peter D. Stutsman
Senior Vice President & Chief Legal Officer	Reginald D. Hedgebeth
Chief Compliance Officer	Herbert Y. Poon
Secretary	Donald H. Rolfe