

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 22-064
REGARDING WAIVER OF LICENSURE
FOR INSTITUTIONAL INVESTOR

October 26, 2022

WHEREAS, Rice Hall James & Associates, LLC and its subsidiaries (collectively, "Rice Hall James"), has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

WHEREAS, Rice Hall James has stated that it may acquire interests in multiple Missouri licensees of more than five percent (5%) but not more than twenty percent (20%); and

WHEREAS, Rice Hall James 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 licensees, and that Rice Hall James 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, Rice Hall James has affirmed that in the event Rice Hall James subsequently develops an intention of controlling or participating in the management of any licensee, Rice Hall James 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, Rice Hall James 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 Rice Hall James' request to waive licensure requirements required under 11 CSR 45-4.020 for up to and including twenty percent (20%) ownership in multiple licensees.

BE IT FUTHER 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 Rice Hall James to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in Rice Hall James 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 Rice Hall James, and its

direct and indirect investment management and broker-dealer subsidiaries 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



Missouri Gaming Commission REQUEST OF WAIVER FOR LICENSURE OF INSTITUTIONAL INVESTOR

(Pursuant to 11 CSR 45-4.020)

Name of Individual / Entity Holding Interest: Rice Hall James & Associates, LLC

Business Address: 600 West Broadway, Suite 1000, San Diego, CA 92101

(To enter another row in below table, press **tab** key.)

Entity (Licensee or Applicant) in which Interest is held	% of Interest held	Publicly Traded	Privately Held
Century Casinos, Inc. (CNTY)	5.19%	X	

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 twenty percent (20%) interest in a licensee or applicant may be exempted by the Commission for one or multiple licenses or applicants. Exemptions shall be for a period of two (2) years unless renewed. Ownership of 20% or more in a licensee or applicant requires licensure by the Commission.

Waiver applications shall be submitted to the Missouri Gaming Commission's Jefferson City office, P.O. Box 1847, Jefferson City, Missouri 65102 or emailed to mgcmail@mgc.dps.mo.gov.

REQUEST OF WAIVER – The individual or entity named above, as holder of such interest hereby applies in writing 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 20%;
- 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 the Commission of said change and refrain from participating in management or exercising such control until approved for licensure by the Commission.

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

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

- Home Address: n/a
- Business Address: _____
- Occupation: _____
- Employer: _____
- Title: _____

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.):
LLC
- State of charter DE
- 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 3 for information on additional officers)

Name and title: Thomas McDowell CEO, Thao Buuhoan COO, Carl Obeck CFO

PERSON TO BE CONTACTED IN REFERENCE TO THIS WAIVER REQUEST

<u>Janine Marquez</u>	<u>Chief Compliance Officer</u>	
Name	Title	
<u>janinem@ricehall.com</u>	<u>619-239-9005</u>	_____
E-Mail Address	Telephone Number	Fax Number

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

This page is used to include additional information.

Name and title: Thomas McDowell, CEO

Home address: N/A

Business address: 600 West Broadway, Suite 1000, San Diego, CA 92101

Name and title: Thao Buuhoan, COO

Home address: N/A

Business address: 600 West Broadway, Suite 1000, San Diego, CA 92101

Name and title: Carl Obeck, CFO

Home address: N/A

Business address: 600 West Broadway, Suite 1000, San Diego, CA 92101

Name and title: _____

Home address: _____

Business address: _____

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

I, the undersigned, in my capacity as Chief Compliance Officer with
Rice Hall James & Associates, LLC 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 license from becoming licensed by the Commission or to divest itself of stock
ownership.

Janine Marquvey 9/29/2022
Signed: _____ Date: _____

Notary: _____ Date: _____

Affix seal:

See Attached
CA Notary Document

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 SAN DIEGO)
On 9/29/22 before me, DAVID M LYON NOTARY PUBLIC
Date Here Insert Name and Title of the Officer
personally appeared JANINE MARQUEZ
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 [Handwritten Signature]
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: _____
Document Date: _____ Number of Pages: _____
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

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

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