

MISSOURI GAMING COMMISSION  
COMMISSION RESOLUTION NO. 22-065  
REGARDING WAIVER OF LICENSURE  
FOR INSTITUTIONAL INVESTOR

October 26, 2022

WHEREAS, Janus Henderson Group plc and its subsidiaries (collectively, “Janus Henderson”) has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

WHEREAS, Janus Henderson 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, Janus Henderson 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 Janus Henderson 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, Janus Henderson has affirmed that in the event Janus Henderson subsequently develops an intention of controlling or participating in the management of any licensee, Janus Henderson 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, Janus Henderson 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 Janus Henderson’s 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 Janus Henderson to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in Janus Henderson 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 Janus Henderson, 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.

A handwritten signature in black ink, appearing to read "Mike Ieara", written over a horizontal line.

Mike Ieara

*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: Janus Henderson Group plc

Business Address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

(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
Caesar's Entertainment, Inc.	5.19%	X	
-- unknown licensed entity in MO --			

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](mailto: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: \_\_\_\_\_
- 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.):  
Public Limited Company
- State of charter N/A (Jersey)
- 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: Janus Henderson Group plc is a widely held, publicly-traded company. It has a board of directors who are elected by shareholders on a periodic basis. The board has delegated responsibility for day-to-day management to certain executive officers. For further details on our board of directors and executive management, please refer to <https://ir.janushenderson.com/corporate-governance> . All directors and executive officers are eligible and qualified to serve in these roles under applicable regulatory requirements, including the federal securities laws.

**PERSON TO BE CONTACTED IN REFERENCE TO THIS WAIVER REQUEST**

<u>Holly Louden</u>	<u>Compliance Manager</u>	
Name	Title	
<u>holly.louden@janushenderson.com</u>	<u>303.396.5967</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: Ali Dibadj, CEO

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

Name and title: Roger Thompson, CFO

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

Name and title: James Lowry, COO

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

Name and title: Richard Gillingwater, Chairman of the Board

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

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

I, the undersigned, in my capacity as Head of Compliance N.A. with Janus Henderson Group, plc 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.

Signed: Kristin Mariani Date: 9/15/2022  
Notary: Sara Russell Date: 9/15/2022

Affix seal:





**Missouri Gaming Commission**  
**REQUEST OF WAIVER FOR LICENSURE OF**  
**INSTITUTIONAL INVESTOR**  
(Pursuant to 11 CSR 45-4.020)

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Entity (Licensee or Applicant) in which Interest is held	% of Interest held	Publicly Traded	Privately Held
Century Casinos, Inc.	7.2%	X	

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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.

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**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%;
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- Home Address: \_\_\_\_\_
- 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.):  
Public Limited Company
- State of charter N/A (Jersey)
- 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: Janus Henderson Group plc is a widely held, publicly-traded company. It has a board of directors who are elected by shareholders on a periodic basis. The board has delegated responsibility for day-to-day management to certain executive officers. For further details on our board of directors and executive management, please refer to <https://ir.janushenderson.com/corporate-governance> . All directors and executive officers are eligible and qualified to serve in these roles under applicable regulatory requirements, including the federal securities laws.

**PERSON TO BE CONTACTED IN REFERENCE TO THIS WAIVER REQUEST**

<u>Holly Louden</u>	<u>Compliance Manager</u>	
Name	Title	
<u>holly.louden@janushenderson.com</u>	<u>303.691.3960</u>	<u></u>
E-Mail Address	Telephone Number	Fax Number



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Name and title: Ali Dibadj, CEO

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

Name and title: Roger Thompson, CFO

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom



Name and title: James Lowry, COO

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

Name and title: Richard Gillingwater, Chairman of the Board

Home address: N/A

Business address: 201 Bishopgate, London, EC2M 3AE, United Kingdom

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

I, the undersigned, in my capacity as Head of Compliance, N.A. with

Janus Henderson Group plc 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.

Signed: *Ignite Marain* Date: 10/12/2022

Notary: *[Signature]* Date: 10/12/2022

Affix seal:

