

MISSOURI GAMING COMMISSION  
RESOLUTION NO. 25-094  
APPROVING OMNIBUS PETITION  
FOR TRANSFER OF INTEREST AND CHANGE OF CONTROL

June 25, 2025

WHEREAS, AP X Voyager VoteCo, LLC ("AP X VoteCo"), a Delaware limited liability company, is an applicant for a Key Business Entity license in Missouri; and

WHEREAS, International Game Technology, PLC ("IGT PLC"), a public limited company incorporated under the laws of England and Wales, is the holder of a Supplier license in Missouri; and

WHEREAS, Everi Holdings, Inc. ("Everi Holdings"), a Delaware corporation, is the holder of a Key Business Entity license in Missouri; and

WHEREAS, AP X VoteCo, LLC, IGT PLC, and Everi Holdings (collectively "Petitioners") petitioned the Missouri Gaming Commission ("Commission") for approval of transfer of interest and change of control; and

WHEREAS, 11 CSR 45-10.040(12) requires approval from the Commission prior to any voluntary material change in the ownership or control of a gaming licensee; and

WHEREAS, 11 CSR 45-10.040(8)(A)(2) defines a "material change in ownership or control" as "any sale, transfer, or lease by a licensee of all or any portion of the real estate upon which a riverboat gaming operation is conducted or located;" and

WHEREAS, Petitioners request approval from the Commission of the following:

- 1) The merger of Everi Holdings, which is the ultimate parent company of Everi Games Inc. ("Everi Games") and Everi Payments Inc. ("Everi Payments"), each a licensed Missouri Supplier, with Voyager Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of Voyager Parent, LLC ("Parent"), with Everi Holdings as the surviving entity; and
- 2) The acquisition by Parent of 100% of the equity of Ignite Rotate, LLC ("Ignite Rotate"), which is a direct subsidiary of IGT PLC and, immediately prior to the Transactions, will become the ultimate parent company of IGT, a licensed Missouri Supplier ("IGT"). Indirect voting control of Parent is vested in AP X VoteCo; and

WHEREAS, the Commission has reviewed the "Omnibus Petition for Approval of Transfer of Interest and Change in Control" and other documents and information relating to said Petition; and

WHEREAS, the proposed merger provides for the acquisition of Everi Holdings, including its subsidiaries Everi Games and Everi Payments through a merger of Merger Sub with and into

Everi Holdings and Everi Holdings surviving, resulting in Everi Holdings becoming the direct subsidiary of Parent; and

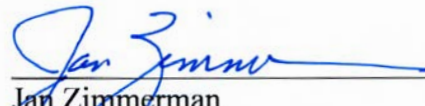
WHEREAS, in accordance with 11 CSR 45-10.040(12), the Commission finds that the Petitioners have proven by clear and convincing evidence that:

- (A) The transfer of ownership and change in control is in the best interest of the state of Missouri; and
- (B) The transfer of ownership and change in control is not injurious to the public health, safety, morals, good order, or general welfare of the people of the state of Missouri, and that it would not discredit or tend to discredit the gaming industry or the state of Missouri; and
- (C) It would have no material negative competitive impact; and
- (D) It would have no potential to affect the licensees' suitability to hold a gaming license; and
- (E) It would not potentially result in any significant negative changes in the financial condition of any of the licensees; and

NOW, THEREFORE, BE IT RESOLVED by the Missouri Gaming Commission that the Omnibus Petition for Approval of Transfer of Interest and Change in Control jointly filed by AP X Voyager VoteCo, LLC, International Game Technology, PLC, and Everi Holdings, Inc., a copy of which is attached hereto and incorporated herein by reference, is hereby approved.

IT IS FURTHER ORDERED the conditions set forth in this Resolution shall be a valid order and ruling of the Commission pursuant to § 313.812.14(2), RSMO.

SO ADOPTED.

  
\_\_\_\_\_  
Jan Zimmerman  
*Chairman*  
*Missouri Gaming Commission*