

MISSOURI GAMING COMMISSION
RESOLUTION NO. 25-123
APPROVING JOINT PETITION
FOR TRANSFER OF INTEREST AND CHANGE OF CONTROL

June 25, 2025

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

WHEREAS, PlayAGS, Inc. ("PlayAGS"), a Nevada corporation, is the holder of a Supplier Key Business Entity license in Missouri; and

WHEREAS, Brightstar and PlayAGS (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 PlayAGS, which is the ultimate parent company of AGS, LLC ("AGS"), a licensed Missouri Supplier, with Bingo Merger Sub, Inc. ("Merger Sub"), a fully controlled indirect subsidiary of Brightstar, with PlayAGS as the surviving entity (collectively the "Transaction").

WHEREAS, the Commission has reviewed the "Joint 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 PlayAGS by Brightstar; 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

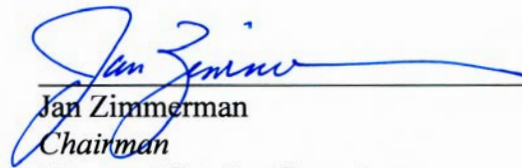
(D) It would have no potential to affect the licensees' suitability to hold a gaming license; and

(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 Joint Petition for Approval of Transfer of Interest and Change in Control jointly filed by Bingo VoteCo, LLC and PlayAGS, 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