

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 23-015
REGARDING WAIVER OF LICENSURE
FOR INSTITUTIONAL INVESTOR

February 22, 2023

WHEREAS, The Vanguard Group, Inc. and its subsidiaries (collectively, "Vanguard"), has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

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

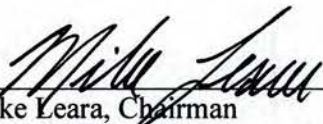
WHEREAS, Vanguard has complied and affirmed its willingness to conform to all disclosures and notices required by 11 CSR 45-4.

NOW, THEREFORE, BE IT RESOLVED, that the Commission grants Vanguard'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 FURTHER RESOLVED, that the granting of this waiver in no way prevents the Commission at some future date, with or without cause, from requiring Vanguard to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in Vanguard 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 Vanguard, 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