

International Game Technology PLC
Loyalty Plan
Shareholder Frequently Asked Questions

1. What is the Loyalty Plan?

International Game Technology PLC (the "**Company**") has established the Loyalty Plan to reward long-term ownership of the Company's Ordinary Shares and promote stability of the shareholder base by granting eligible long-term shareholders the equivalent of 1.9995 votes for each Ordinary Share they hold.

2. What is the purpose of the Special Voting Shares?

Each Special Voting Share carries 0.9995 votes. The Special Voting Shares will be held at all times by Computershare Company Nominees Limited (the "**SVS Nominee**"), however participants in the Loyalty Plan will be entitled to direct the SVS Nominee to exercise any Special Voting Shares associated with their Ordinary Shares registered in the Loyalty Register, so that in effect, long-term shareholders have the equivalent of 1.9995 votes for each Ordinary Share they hold.

The Special Voting Shares and Ordinary Shares will be treated as if they are a single class of shares and not divided into separate classes for voting purposes (save upon a resolution in respect of any proposed termination of the Loyalty Plan).

3. Will I have the right to elect to participate in the Loyalty Plan?

All shareholders are eligible to participate in the Loyalty Plan provided that they satisfy the relevant conditions. In order to become entitled to elect to participate in the Loyalty Plan, a person must maintain ownership (beneficially, or otherwise as determined by the Company's Board, in accordance with the terms and conditions of the Loyalty Plan from time to time, to have been held (or deemed to have been held) beneficially by a person (a "**relevant interest**") of one or more Ordinary Shares for a continuous period of three years or more (an "**Eligible Person**"). This means that no person, other than the SVS Nominee, will be entitled to exercise any rights in Special Voting Shares until after the third anniversary of completion of the merger of GTech SpA and International Game Technology (at the earliest), being 7 April 2018.

4. If my Ordinary Shares are held in DTC (with legal title being registered in the name of Cede & Co.), or through a nominee arrangement involving legal title to my Ordinary Shares being held by a bare trustee/nominee, will that prevent me from participating in the Loyalty Plan?

No, provided that for a continuous period of three years you (and/or your Loyalty Transferee(s)) hold a beneficial interest in those Ordinary Shares.

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If your Ordinary Shares are held in DTC, you may be required to complete certain documentation in connection with custody arrangements to authorise Computershare to hold your Eligible Ordinary Shares in the Loyalty Register. Custody arrangements may not be available to persons resident outside of the US, UK and Italy. Please contact Computershare for further details.

5. How do I elect to participate in the Loyalty Plan?

After a person has maintained such ownership of one or more Ordinary Shares for a continuous period of three years or more, they may elect to participate in the Loyalty Plan by submitting a validly completed and signed Election Form (available on the Company's website), together with any information or documentation specified in the Election Form or otherwise required by the Company, to the Company's designated agent ("**Agent**"), Computershare Inc. The Election Form includes: (i) a declaration from the Eligible Person and, if relevant, their broker, bank or intermediary that such Eligible Person has held a relevant interest in the relevant Ordinary Shares for a continuous period of three years; and (ii) agreement by the Eligible Person to be bound by and to comply with the terms and conditions of the Loyalty Plan.

Following receipt and validation of a completed Election Form, the Agent will register the relevant Ordinary Shares in a separate register—the Loyalty Register.

6. Can I elect to register some (but not all) of my Ordinary Shares in the Loyalty Plan?

Yes. You may choose to register some or all of your Eligible Ordinary Shares in the Loyalty Register. Upon doing so, you will receive the right to direct the exercise the voting rights attaching to the same number of associated Special Voting Shares.

7. If my Ordinary Shares are held with my broker, why does my broker need to sign the election form and medallion guarantee it?

This is to ensure that you have maintained ownership (see further paragraph 3) of one or more Ordinary Shares for a continuous period of three years or more.

8. What if I transfer my shares to another broker prior to the 3 year eligibility term? Are my shares still eligible to participate in the Loyalty Plan?

Changing your broker/DTC Participant will not restart the three year qualification period, provided that you maintain your beneficial interest for the entirety of the qualification period. Note, however, that your broker/DTC Participant will be required to confirm in your Election Form that you satisfy the three year qualification period requirement, so you may wish to confirm they are prepared to do so before making any transfer.

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9. **If my Ordinary Shares are represented by a share certificate, do I need to deliver my share certificate with my Election Form?**

Yes.

If you only wish to enter some (but not all) of your holding of Ordinary Shares in the Loyalty Register, you should still deliver your share certificate with your Election Form. The Agent will then issue to you a new share certificate for the balance of your holding of Ordinary Shares and mail the certificate to the address of record.

10. **How will I know if my Election Form was accepted?**

You will receive a statement from the Agent, Computershare, noting the number of Eligible Ordinary Shares that were entered in the Loyalty Register.

11. **Once my Ordinary Shares have been registered in the Loyalty Register, can I transfer my Ordinary Shares?**

No, save in the very limited circumstances set out in the next paragraph. For so long as your Ordinary Shares remain in the Loyalty Register, they may not be sold, disposed of, transferred, pledged or subjected to any lien, fixed or floating charge or other encumbrance, except in very limited circumstances. If you wish to transfer your Ordinary Shares, you will need to deliver a duly completed Withdrawal Form to the Agent.

However, if you wish to transfer your Ordinary Shares to any Affiliate (that is any person who, as at the date of the transfer, directly or indirectly through one or more intermediaries controls or is controlled by, or is under common control with, you), or to your spouse or other family member, or any family trust, you may submit a Transfer Request (available on the Company's website) requesting prior approval to transfer your Ordinary Shares (and, if those shares are held in the Loyalty Register, the right to direct the voting rights of any associated Special Voting Shares).

12. **What rights will my Special Voting Shares hold?**

The Special Voting Shares will not be transferred into your name. The only right you will have in respect of Special Voting Shares is the right to direct the exercise (by the SVS Nominee) of the votes attaching to such number of Special Voting Shares as equals the number of Ordinary Shares registered in your name in the Loyalty Register.

13. **How do I direct the exercise of the voting rights attaching to the Special Voting Shares associated with my Ordinary Shares in the Loyalty Register?**

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The proxy or voting instruction form which you receive in respect of your Ordinary Shares registered in the Loyalty Register will contain an instruction and authorisation from you to the SVS Nominee to exercise the votes attaching to the Special Voting Shares associated with your Eligible Ordinary Shares in the same manner as you exercise the votes attaching to those Ordinary Shares. If you choose to abstain from exercising the votes attaching to your Ordinary Shares, the votes attaching to the associated Special Voting Shares will not be exercised.

14. Can I transfer or sell my Special Voting Shares?

No. The Special Voting Shares will not be transferred into your name (Please see question 12 for further details). However, if your Ordinary Shares are transferred to a Loyalty Transferee (see question 11), upon such transfer, your right to direct the exercise of the voting rights attaching to the associated Special Voting Shares will be transferred simultaneously to the Loyalty Transferee.

15. Can I purchase Special Voting Shares?

No.

16. What is the value of the Special Voting Shares?

Each Special Voting Share has a nominal value of \$0.000001 and the holders of all of the Special Voting Shares, in aggregate, are entitled to \$1 on a winding up of the Company. The Special Voting Shares carry no rights to participate in any profits of the company so no dividends will be paid in respect of Special Voting Shares.

17. Do the Special Voting Shares receive a dividend?

No. Please see further question 16.

18. For non-natural persons (e.g. corporates), if there is a change of control of the beneficial owner of the Ordinary Shares, will that affect its rights in respect of the Loyalty Plan?

A change of control of beneficial ownership is not permitted under the Loyalty Plan save in very limited circumstances. Under the terms and conditions of the Loyalty Plan, you are required to notify Computershare on or prior to the change of control taking place. Please contact Computershare at the earliest possible opportunity in advance of a possible change of control.

19. Can I withdraw my shares from the Loyalty Plan?

Yes, you may withdraw your Ordinary Shares from the Loyalty Plan at any time. You will need to deliver a duly completed Withdrawal Form to the Agent.

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20. How do I withdraw my shares from the Loyalty Plan?

Upon receipt of the duly completed Withdrawal Form (available on the Company's website), the Agent will examine the same, and provided that the Withdrawal Form is valid, shall use its reasonable endeavours to remove the Ordinary Shares specified in the Withdrawal Form from the Loyalty Register within three Business Days of acceptance of a valid Withdrawal Form and release them to a designated DTC participant or (re)issue a share certificate in respect of those shares. No sale, disposal, transfer or other grant of any interest in such Ordinary Shares, or creation of or permitting to exist any pledge, lien, fixed or floating charge or other encumbrance over any interest in such Ordinary Shares shall be permitted until such Ordinary Shares have been removed from the Loyalty Register. If your Ordinary Shares are to be withdrawn from the Loyalty Register but maintained within DTC (i.e. in dematerialised form), the Withdrawal Form must contain a signature medallion guarantee from your DTC participant.

21. What will happen to my rights in Special Voting Shares if I withdraw from the Loyalty Plan?

Your right to direct the exercise of the voting rights attaching to the relevant Special Voting Shares will cease immediately on the date on which your Withdrawal Form is processed by the Agent.

22. Can I withdraw some (but not all) of my Eligible Ordinary Shares from the Loyalty Register?

Yes, you can choose to withdraw some or all of your Eligible Ordinary Shares from the Loyalty Register. Upon doing so, you will lose the right to direct the exercise the voting rights attaching to the same number of associated Special Voting Shares.

23. How will I know if my Withdrawal Form was accepted?

You will receive a statement from the Agent, Computershare, noting the number of Eligible Ordinary Shares (if any) that are held in the Loyalty Register.

24. Where can I find out more information about the Loyalty Plan?

The terms and conditions of the Loyalty Plan are available on the Company's website of IGT PLC. If you have any questions, you can contact Computershare on:

Within USA, US territories & Canada 866-395-6419

Outside USA, US territories & Canada 781-575-3458

25. Can my Eligible Ordinary Shares be held on the Loyalty Register in a Corporation Name, Estate Name, etc.? If so, how do I sign the Election Form/Withdrawal Form and is there any legal documentation required to evidence my authority and capacity?

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Yes, they can. You should contact Computershare to confirm what additional documentation or signing formalities may be required in this regard.

26. Is Stamp Duty applicable/payable on the Special Voting Shares?

No. There will be no transfer of Special Voting Shares in connection with the Loyalty Plan. (Please see question 12 for further details)

27. Are there any tax consequences of participating in or withdrawing from the Loyalty Plan?

No statutory, judicial or administrative authority has provided published guidance on the US, UK or Italian tax consequences of the receipt, ownership or loss of the entitlement to instruct the Nominee on how to vote in respect of special voting shares and as a result, such tax consequences are uncertain. Accordingly we urge you to consult your own duly authorised tax adviser as to the tax consequences of the receipt, ownership and loss of the entitlement to instruct the nominee on how to vote in respect of Special Voting Shares.