



**International Game Technology PLC
Nominating and Corporate Governance Committee
of the Board of Directors**

Approved by the Board of Directors on 3 November 2020

The following will serve as the Charter for the Nominating and Corporate Governance Committee (the “**Charter**”) of the Board of Directors (the “**Board**”) of International Game Technology PLC (“**IGT**” or the “**Company**”).

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of IGT is to identify individuals qualified to become members of the Board and its committees, consistent with criteria approved by the Board (as set forth in the Company’s Corporate Governance Guidelines), and to recommend that the Board select the director nominees for any meeting of shareholders at which directors are to be elected; to ensure that qualified candidates are presented to the Board for election as members and chairs of Board committees; to ensure that the Board and the Company’s Articles of Association are structured in a way that best serves the Company’s practices and objectives; to develop, maintain and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; and to oversee the evaluation of the Board and management.

2. Membership

Members of the Committee (including its Chairperson) shall be appointed by and serve at the discretion of the Board. The Committee shall comprise not less than three members, all of whom shall meet the independence and eligibility requirements of the New York Stock Exchange and applicable law. Each Committee member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Committee members may be removed from the Committee, with or without cause, by the Board.

3. Authority, Duties and Responsibilities

The Committee shall have the following authority, duties and responsibilities:

- a. Identify individuals qualified to serve as directors, consistent with criteria approved by the Board (as set forth in the Company’s Corporate Governance Guidelines) and consistent with policies, processes and criteria approved by the Committee, and recommend to the Board candidates to be nominated for election or re-election as directors.
- b. Review each director’s character and integrity prior to appointment and in connection with re-nomination decisions and Board evaluations.
- c. Review, at least annually, the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and its committees.
- d. Periodically review the size, composition (including diversity) and leadership of the Board and committees thereof and recommend to the Board any proposed



changes to the size, composition (including diversity) and leadership of the Board and committees thereof.

- e. Make recommendations to the Board concerning CEO emergency succession plans.
- f. Review directorships in other companies held by or offered to directors of the Company. Directors are required to allocate sufficient time to the Company to discharge their responsibilities effectively. The Committee shall review the number of and level of commitment demanded by external positions held by directors with a view to ensuring that such external positions do not have a negative impact on the performance of such director and taking into account the criteria set forth in the Corporate Governance Guidelines.
- g. Ensure that on appointment to the Board (i) non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and (ii) executive directors enter into a service agreement with the Company.
- h. Recommend to the Board the action to be taken with respect to any offer of resignation from a director who is a non-employee director and who has experienced a significant change in his or her principal business, professional position, employment or responsibility.
- i. Give due consideration to any induction, training and education for the Board as a whole.
- j. Evaluate Company policies relating to the recruitment of directors and director protections, including D&O insurance, exculpation, indemnification and expense advancement rights, and make recommendations to the Board, or any appropriate Board committees, regarding such matters.
- k. Review periodically with the Company's General Counsel and/or Company Secretary, as well as with the Chief Compliance Officer, in the light of changing conditions, new legislation, regulations and other developments, the Company's Code of Business Conduct, make recommendations to the Board for any changes, amendments and modifications to the Code that the Committee shall deem desirable and promptly disclose any waivers for directors or executive officers, as required by applicable law.
- l. Review and reassess from time to time the Corporate Governance Guidelines of the Company and recommend any changes to the Board.
- m. Review, at least annually, the independence of each director under the independence requirements of the New York Stock Exchange and any other regulatory requirements and make recommendations to the Board.
- n. Oversee, at least annually, the evaluation of the performance of the Board and each Board committee, as well as individual directors where appropriate.
- o. Evaluate the Committee's performance at least annually and report such evaluation to the Board.



- p. Assist the Company in making the periodic disclosures related to the Committee and required by rules issued or enforced by the Securities and Exchange Commission and the Companies Act 2006 and any other rules and regulations of applicable law.
- q. Give due consideration to the Company's legal obligations in the context of nominations and corporate governance, including any changes in applicable law and to recommendations and associated guidance from advisors, professional bodies and proxy advisory firms.
- r. Oversee management's corporate social responsibility program and give due consideration as to diversity and inclusion, sustainability, environmental and social matters that could impact the Company, the environment or the communities in which the Company operates.
- s. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board, as appropriate, and publish this Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- t. Take such other actions as may be requested or required by the Board from time to time.
- u. Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.

4. **Meetings**

The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. Meetings of the Committee may take place in person, by telephone or by video conference. Where considered expedient or desirable in the circumstances, decisions of the Committee may be made by unanimous written consent. Meetings of the Committee may be called by the Company Secretary at the request of the Committee Chairperson. The Company Secretary or his or her nominee shall act as secretary to the Committee, ensuring that supporting documents shall be sent to the Committee and other attendees, as appropriate, in a timely manner, and in any event, in advance of the meeting. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board of Directors with the assistance of the Company Secretary or his or her nominee. Other individuals (for example, other directors, management and external advisors) may be invited by the Committee Chairperson to attend all or any part of a meeting of the Committee.

5. **Subcommittees and Delegation of Authority**

The Committee has the power to appoint, and delegate matters to, subcommittees of the Committee consisting of one or more members of the Committee and may delegate any of its duties and responsibilities to such subcommittees, unless otherwise prohibited by applicable laws or listing standards. In addition, the Committee may delegate any of its



duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or listing standards. Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.

6. **Advisors; Reliance; Cooperation**

- a. **Reliance and Cooperation.** The Committee shall have access to and seek (and rely on) any advice or information required from the Company's appointed auditor and accountants and any employee (including management) of the Company or its subsidiaries, as required, in order to carry out its responsibilities, duties and obligations and invite such persons to its meetings or meet with any members of, or consultants or advisors to, the Committee as appropriate.
- b. **Advisors.** The Committee, as it deems necessary or appropriate in order to carry out its responsibilities, duties and obligations, shall appoint, terminate, oversee, retain or obtain advice from and approve fees and reasonable expenses (at the expense of the Company) and other retention terms of independent consultants and other advisors and experts such as search firms, legal counsel, auditors or accountants (but only auditors and accountants other than the Company's appointed auditor and accountant). The Committee may require any such third party to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee as appropriate.