INTERNATIONAL GAME TECHNOLOGY PLC

CORPORATE GOVERNANCE GUIDELINES

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Approved by the Board of Directors on 3 November 2020

1. INTRODUCTION

The following Corporate Governance Guidelines (the "**Guidelines**") have been adopted by the Board of Directors (the "**Board**") of International Game Technology PLC (the "**Company**") to assist the Board in the exercise of its responsibilities, and to ensure compliance with New York Stock Exchange (the "**NYSE**") listing standards. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing shareholder value over the long term. The Guidelines are subject to modification from time to time by the Board.

The Company's Articles of Association provide that for as long as the Company's Ordinary Shares are listed on the NYSE, the Company shall comply with all NYSE corporate governance standards set forth in Section 3 of the NYSE Listed Company Manual applicable to non-controlled domestic U.S. issuers, regardless of whether the Company is a foreign private issuer.

2. BOARD SIZE AND INDEPENDENCE

The Board will periodically review its size and composition, and may adjust the size of the Board in accordance with the requirements of the Company's Articles of Association.

A majority of the directors shall be independent. For a director to be independent, the Board must affirmatively determine that an individual is independent, taking into account any applicable regulatory requirements (including the requirements set forth in NYSE Listed Company Manual Section 303A.02) and such other factors as the Board may deem appropriate.

3. BOARD MEMBERSHIP

The Nominating and Corporate Governance Committee has the responsibility for identifying, screening and recommending to the Board individuals to serve as directors of the Company. Prior to making its recommendations for new Board members, such Committee shall discuss the qualifications of the individuals being considered with the other directors. In considering possible candidates for election as a director, the Nominating and Corporate Governance Committee should be guided by the following principles: (a) each director should be an individual of high character and integrity and must have a suitable background to satisfy the scrutiny of the Company's regulators in the gaming industry; (b) each director should be accomplished in his or her respective field, with superior credentials and recognition; (c) each director should have relevant expertise and experience, and be able to contribute to business judgments as a director and offer advice and guidance to management based on that expertise and experience; (d) each director should have sufficient time available to devote to the affairs of the Company noting that the Board should be informed of any external commitments (such as employment or directorships) of such candidates; (e) each director should represent the long-term interests of the shareholders as a whole; and (f) directors should be selected such that the Board represents a diversity of background and experience.

4. BOARD LEADERSHIP

The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its shareholders. The Board has flexibility to decide whether the roles of the Chief Executive Officer and Chairperson of the Board should be separate or combined and, if separate, whether the Chairperson should be selected from the non-employee directors or be an employee. The Chairperson of the Board, among other things:

- calls, presides at, and chairs, Board meetings and meetings of shareholders,
- establishes agendas and schedules for each Board meeting in consultation with the chairs of applicable committees of the Board, the CEO and other directors,
- leads executive sessions of the Board,
- may attend meetings of all committees of the Board,
- leads the Board in discussions concerning CEO performance, compensation and succession,
- oversees the orientation program of new directors, and
- performs such other duties and responsibilities as requested by the Board.

However, if the Chairperson of the Board is not independent, the independent directors shall elect a Lead Independent Director who shall be an independent director and shall:

- serve as a liaison between the Chairperson of the Board and the independent directors,
- lead executive sessions of the Board, together with the Chairperson of the Board if the Chairperson of the Board is a non-employee director,
- have authority to call meetings of the Board and meetings of the independent directors,
- lead the Board in discussions concerning CEO performance, compensation and succession, together with the Chairperson of the Board if the Chairperson of the Board is a non-employee director,
- have authority to attend meetings of all committees of the Board, and
- if requested by institutional and other major shareholders, be available for consultation and direct communication, and
- perform such other duties and responsibilities as requested by the Board.

5. RESPONSIBILITIES AND DUTIES OF THE BOARD

Each member of the Board shall exercise reasonable care, skill and diligence, exercise his or her business judgment in good faith and in a manner that he or she reasonably believes to be most likely to promote the success of the Company for the benefit of its shareholders, having regard to factors including the long-term consequences of any decision, the interests of employees, the Company's relationships with suppliers and customers, the impacts of the Company's operations on the community and the environment, the Company's desire to maintain a reputation for high standards of business conduct, and the need to act fairly towards all of its shareholders. Each member of the Board is required to act in accordance with their statutory, common law, fiduciary and equitable duties.

Directors must ensure that they carry out their duties and all resolutions and actions taken on behalf of the Company with integrity. The Company is committed to keeping its business and ethical standards high and therefore acting with integrity is of utmost importance, taking into account the legal and regulatory requirements of its business. The Nominating and Corporate Governance Committee will review each director's independence, character and integrity prior to appointment and in connection with re-nomination decisions and Board evaluations.

6. BOARD AND COMMITTEE MEETINGS AND MATERIALS

The Board should meet at least quarterly and may meet more frequently if the Board, the Chairperson, the Lead Independent Director (if any) or the Chief Executive Officer deems it appropriate. Any director may call a Board meeting, pursuant to the Company's Articles of Association. Meetings of the Board may be called by the Company Secretary at the request of any of the foregoing persons.

Notice of Board and committee meetings shall detail the date, time and location of the meeting, along with an agenda, no later than 48 hours before the meeting or as otherwise required by the Company's Articles of Association. Directors may waive the notice requirements in accordance with the Company's Articles of Association.

The Company Secretary or his or her nominee shall act as secretary to the Board and each committee, ensuring that supporting documents shall be sent to the Board, each committee and other attendees, as appropriate, in a timely manner, and in any event, in advance of the meeting. Other individuals (for example, management and external advisors) may be invited by the Chairperson to attend all or any part of a meeting of the Board.

Directors are expected to attend meetings of the Board and meetings of the committees on which they serve and should review carefully information distributed to them prior to Board and committee meetings. Each director should make every reasonable effort to be available to management and the other directors for consultation between meetings.

Non-executive directors shall meet without management in regular executive sessions. Meetings of the non-executive directors shall be chaired by the Chairperson of the Board, or if the Chairperson of the Board is not independent or is not available, the Lead Independent Director (if any), or if the Lead Independent Director is not available, a non-executive director chosen by the non-executive directors.

7. BOARD COMMITTEES

The Board has established Audit, Compensation and Nominating and Corporate Governance Committees. The Board may from time to time, establish additional committees and disband existing committees as it deems advisable, subject to applicable laws and NYSE listing standards.

8. COMMITTEE ASSIGNMENTS

All of the members of the Audit, Compensation and Nominating and Corporate Governance Committees will be independent directors under the criteria established by the NYSE. Committee chairpersons and members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee with consideration of the skillsets, experience and desires of individual directors, and in accordance with the requirements of applicable laws and regulations.

9. BOARD AND COMMITTEE AGENDA

The Chairperson of the Board, in consultation with the Chief Executive Officer and senior management, shall develop the agenda for Board meetings. Each director is free to suggest the inclusion of items on the agenda. The Chairperson of the applicable committee, in consultation with the Chairperson of the Board and the members of such committee, sets the agenda for committee meetings. The Board expects to receive candid and timely information on potential problems and strategic matters.

10. **DIRECTOR ACCESS TO MANAGERS AND OUTSIDE ADVISORS**

Directors shall have access to officers and other management level employees of the Company, provided that any meetings or contacts that a director wishes to initiate are arranged through the Chief Executive Officer. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. It is the expectation of the Board that the directors will keep the Chairperson informed of communications between a director and an officer or other management level employee of the Company, as appropriate.

The Board, as well as each Committee of the Board, shall have authority to retain, at the Company's expense, such independent or other outside advisors as the Board or applicable Committee shall deem appropriate.

11. **STRATEGIC PLANNING**

The Board should dedicate a substantial portion of one meeting per year to presentations by management on Company strategy and a discussion of the Company's strategic plan. The Board also expects management to periodically report to the Board on the Company's programs and actions to implement the strategic plan.

12. **CONFIDENTIALITY AND NON-DISCLOSURE**

Pursuant to their fiduciary duties, directors are required to protect and keep confidential all non-public information received in connection with his or her service as a director or committee member ("**Confidential Information**") absent the express written permission of the Board to disclose such information or to otherwise use Confidential Information for personal benefit or the benefit of persons outside the Company.

For purposes of these Guidelines, Confidential Information includes non-public information about the Company including, but not limited to, information regarding the Company's financial condition, prospects or plans, its sales and marketing programs and research and development information, as well as information relating to mergers and acquisitions or other transactions with other companies, stock splits and divestitures. Confidential Information also includes non-public information about Board discussions and deliberations and discussions with management.

13. **BOARD EVALUATION**

The Board shall conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Board shall also evaluate individual directors, where appropriate. The Nominating and Corporate Governance Committee shall oversee these evaluations.

14. **MANAGEMENT SUCCESSION PLANNING**

The Board approves succession plans for the Chief Executive Officer, other executive directors and senior managers.

The Compensation Committee should monitor issues associated with senior management succession and management development, including the long-term growth and development of the senior management team as well as identifying potential successors to senior management.

The Nominating and Corporate Governance Committee should monitor issues associated with preparedness for the possibility of an emergency situation involving executive directors and identifying executive directors' temporary successors in such circumstances in accordance with existing policies and recommend an emergency succession plan to the Board for approval.

15. CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW

The Board, with input and direction from the Compensation Committee, shall review the performance of the Company's Chief Executive Officer at least annually, in connection with the Compensation Committee's determination of the Chief Executive Officer's compensation.

16. ORIENTATION AND CONTINUING EDUCATION

When a new director joins the Board, management should provide an orientation program to enable the new director promptly to gain an understanding of the Company and its industry. The Chairperson of the Board oversees the orientation program the Company provides for new directors that may include written material, oral presentations and site visits. If a new director has not previously served on the board of a publicly traded company, the new director may attend, at the Company's expense, a continuing education program during the first year of service on the Board. The Company provides all directors with continuing education and training about the Company, through Board or Board committee presentations by management and outside parties concerning, among other things, industry issues and other legal, financial and regulatory matters, and encourages directors to attend continuing education programs designed for directors of publicly-traded companies. Additionally, each director is expected to take steps reasonably necessary to be adequately informed about the Company and external matters affecting it and to enable the director to function effectively on the Board and committees on which the director serves.

17. BOARD COMPENSATION

The Compensation Committee periodically reviews the amount and form of Board compensation in relation to compensation paid by other comparable companies. Director fees and benefits should be determined with appropriate reference to the fees and benefits for directors of comparable companies. A portion of each director's compensation should be in the form of Company equity. Changes in Board compensation, if any, should be approved by the Board upon recommendation of the Compensation Committee and must comply with the Company's director remuneration policy. The Board is aware that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary, and that similar concerns may be raised when substantial contributions (including charitable contributions) are made to organizations in which a director is affiliated. The Compensation Committee will critically evaluate these matters when determining the form and amount of director compensation, and will assist the Nominating and Corporate Governance Committee in its periodic review of the independence of each director.

18. SHARE OWNERSHIP GUIDELINES

The Compensation Committee has adopted share ownership guidelines for (a) non-employee directors, and (b) the Chief Executive Officer and certain members of senior management, to further align their interests with the interests of the Company's shareholders. These guidelines are set forth in the Company's Non-Employee Directors' Compensation Policy and Share Ownership Guidelines, and Executive Share Ownership Guidelines, respectively.

19. **REPORTS**

The Company's annual report and accounts, including the strategic report, the directors' report and the directors' remuneration report and policy must be approved by the Board.

20. **EXTERNAL COMMITMENTS**

Each director shall advise the Nominating and Corporate Governance Committee, through the General Counsel of the Company or the Company Secretary, of all of his or her external commitments (such as employment) or directorships in publicly held companies and shall update such information as circumstances change. Directors are required to allocate sufficient time to the Company to discharge their responsibilities effectively.

The Nominating and Corporate Governance Committee shall review the number of and level of commitment demanded by external commitments held by directors with a view to ensuring that such external commitments do not have a negative impact on the performance of such directors. In determining whether or not such external commitments would have a negative impact the Committee should consider, among others, (a) the size of the company; (b) whether the company is public or private; (c) whether the company is at the top of or part of a group, and whether the prospective external commitment would be in addition to other commitments within the same group or not; (d) whether the concerned director is employed or not; (e) how much time that director is expected to devote to the Company along with his or her role and responsibilities; and (f) latest market practice and trends.

21. **SIGNIFICANT CHANGE IN PERSONAL CIRCUMSTANCES**

Each director shall notify the Nominating and Corporate Governance Committee, through the General Counsel of the Company or the Company Secretary, of any change or anticipated change in his or her affiliations, activities or professional or personal circumstances that (i) may create a conflict or potential conflict of interest, (ii) may trigger any Company reporting obligation, (iii) would change a response that the director has provided in his or her most recent D&O questionnaire (including, without limitation, with respect to the director's involvement in certain regulatory matters or litigation), (iv) may result in the director engaging in significant political activity (such as participating in a visible leadership position in a political campaign, running for office or accepting an elected or appointed political office), (v) has the potential to cause embarrassment, negative publicity or reputational harm to the Company or the director, (vi) could result in a possible inconsistency with the Company's policies or values, and/or (vii) could otherwise impair his or her independence. A change in membership of a board of directors of non-profit organization or a private company in an industry unrelated to the business of the Company will generally not be considered a significant change. If a director has concerns as to whether a change is a significant change, they should consult with the General Counsel and Corporate Secretary for additional guidance.

The Board does not believe that directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. A director who experiences a significant change in his or her principal business, professional position, employment or responsibility (including, without limitation, any change that would result in increased or decreased responsibility or workload) must offer his or her resignation from the Board, which resignation may be accepted or rejected by the Board in its sole discretion. The Nominating and Corporate Governance Committee shall review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

Management directors must offer their resignation from the Board upon their resignation, removal or retirement as an officer of the Company.

22. CONFLICTS OF INTEREST

The UK Companies Act 2006 (the "**Companies Act**") provides that directors of an English company have a duty to avoid a situation in which they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (other than a conflict of interest arising in relation to a transaction or arrangement with the Company). The duty is not infringed if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or the matter has been authorized by the directors. Such authorization is effective only if the conflicted director and any other director interested in the matter under consideration are not counted towards a quorum at the meeting at which the matter is considered, and the matter was agreed to without such directors voting or would have been agreed to if such directors' votes had not been counted. If a director considers that they have, or could have, such a conflict of interest with the Company, they should raise this matter as soon as possible with the General Counsel or the Company Secretary and, where appropriate, seek authorization for the matter giving rise to the conflict from the other directors.

23. PERIODIC REVIEW

The operation of a Board of Directors is a dynamic and evolving process and so these Guidelines should also be periodically reviewed and revised. The Nominating and Corporate Governance Committee will review these Guidelines from time to time to ensure that they remain suitable for the needs of the Company and in accordance with applicable law and regulations. The Nominating and Corporate Governance Committee will recommend for Board approval any changes to these Guidelines.

While no guidelines can cover each and every issue that may surface, we believe these principles set the proper tone for the operation of the Board and will assist us in fulfilling our obligations to the diverse group of owners and other stakeholders of the Company.