

**International Game Technology PLC  
Compensation Committee of the Board of Directors  
Charter**

**Purpose, Duties and Responsibilities**

The Board of Directors (the “Board”) of International Game Technology PLC (the “Company”) has constituted and established a Compensation Committee (the “Committee”) with authority, direct responsibility, and specific duties as described in this Compensation Committee Charter (the “Charter”).

The Committee’s purpose is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executives and directors, to take such other actions within the scope of this Charter as the Committee deems necessary or appropriate. The Company’s compensation policies should be designed to maximize shareholder value and to promote the long-term success of the Company by ensuring that the senior executives of the Company and its wholly owned affiliates are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practices, and the requirements of the appropriate regulatory bodies. More specifically, the Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company’s Articles of Association:

- Ensure that provisions regarding disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, are fulfilled and produce a report of the Company’s remuneration policy (if required) and practices to be included in the Company’s annual report and ensure that it is approved by the Board and put to shareholders for approval at the annual general meeting in accordance with the Companies Act 2006.
- Review management recommendations and advise management on broad compensation policies such as salary ranges, deferred compensation, incentive programs, pension and executive stock plans.
- Review and approve goals and objectives relevant to the Chief Executive Officer’s (“CEO’s”) compensation, provide input and direction to the Board with respect to the Board’s evaluation of the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level (including, but not limited to, salary, long- and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate) based on this evaluation.
- Monitor issues associated with CEO succession and management development, and regularly report to the Board on them. This should include issues associated with the long-term growth and development of the senior management team, and, in consultation with the Nominating and Corporate Governance Committee, identifying the CEO’s successor.
- Make recommendations to the Board with respect to the Company’s non-CEO executive officer compensation, incentive compensation plans and equity-based plans that are subject to Board approval.

- Review and recommend to the Board the form and amount of compensation paid to directors for Board and committee service and for serving as Chairperson of a committee or Chairperson of the Board.
- Create, modify, amend, terminate and monitor compliance with stock ownership guidelines for directors and executives of the Company.
- Design, review, and amend as appropriate the Company's policies relating to anti-harassment and coercion, and provide oversight of the enforcement of such policies by the Company's People & Transformation department.
- Review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board, as appropriate, and publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- Evaluate the Committee's performance and review with the Board at least annually.
- Take such other actions as may be requested or required by the Board from time to time.
- Make recommendations and report to the Board and other Board committees with respect to compensation policy of the Company or any of the foregoing matters.

### **Membership**

The membership of the Committee shall be comprised of two or more members who, as determined by the Board, meet the independence and eligibility requirements of the New York Stock Exchange and applicable law. Each Committee member shall be appointed by and serve at the discretion of the Board and 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. The Chairperson of the Committee shall be appointed by the Board.

### **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. 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.

## **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.

## **Advisors; Reliance; Cooperation**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such independent consultants (including compensation consultants), independent legal counsel and other advisors and experts as may be required for the Committee to carry out its duties.

If the Committee decides, in its discretion, to retain or obtain the advice of such consultants, counsel, advisors or experts, the Board delegates to the Committee the sole authority to terminate any such consultant, advisor, or expert and to approve their fees and other retention terms, with appropriate funding provided by the Company for payment of reasonable compensation to such advisers and other administrative expenses.

The Committee shall select or receive advice from a compensation consultant, legal counsel (other than in-house legal counsel), accountant, or other consultant or adviser only after an independence assessment is conducted by the Committee in accordance with the listing standards of the New York Stock Exchange. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal, accounting, or other consultants or advisers, including compensation consultants, retained by the Committee.

In carrying out its duties, the Committee will act in reliance on management, the Company's independent registered public accounting firm, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

The Committee shall have unrestricted access to the Company's independent registered public accounting firm, the internal auditors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

**Approved by the Board of Directors on 13 November 2018**