

WMS INDUSTRIES INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of WMS Industries Inc. (the “Company”) is to:

- Identify qualified individuals to become board members consistent with the criteria approved by the Board, and to recommend director nominees to the Board of Directors;
- Make recommendations to the Board with respect to assignment of individuals to various committees;
- Develop and recommend to the Board a set of Corporate Governance Guidelines and Code of Conduct for the Company;
- Oversee an annual evaluation of the Board and officers (as such term is defined for purposes of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) of the Company; and
- To take such other actions within the scope of this Charter as the Committee deems appropriate.

II. FUNCTIONS

- The Committee shall lead the search for individuals qualified to become members of the Board of Directors and to recommend to the Board director nominees to be presented for stockholder approval. The Committee shall select individuals for recommendation as director nominees based on business and professional accomplishment, ability to meet gaming regulatory requirements, integrity, reputation, demonstrated ability to make independent analytical inquiries, ability to understand the Company’s business, collegiality, and ability and willingness to devote the necessary time to Board and committee duties and meet such other criteria set by the Board.
- The Committee shall evaluate Company policies relating to the recruitment of directors, including D&O insurance and indemnification bylaws, and make recommendations to the Board, or any appropriate board committees, regarding such matters.
- With the Company’s General Counsel, the Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines (the “Guidelines”) and Code of Conduct (“Code”) for the Company. The Committee

shall review periodically the Company's Guidelines and Code with the Company's General Counsel and make recommendations to the Board of any changes, amendments and modifications to the Guidelines and Code that the Committee shall deem desirable in light of new legislation, regulations or other developments.

- The Committee shall review any outside directorships in other public companies held by or offered to any officer or director of the Company and other key Company management personnel.
- At the end of each fiscal year, the Committee shall solicit from every director comments and evaluations of the performance of the Board and each director. The Committee shall report the results of its inquiry annually to the Board and oversee an annual evaluation of the performance of the Board and each director following the end of each fiscal year.
- At the end of each fiscal year, the Committee shall oversee from a corporate governance standpoint the annual evaluation of Officers of the Company.
- The Committee shall make regular reports to the Board and shall conduct an annual self-assessment of the Committee's own performance.
- The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
- The Committee shall consider recommendations for director nominees offered by stockholders that individually or as a group have beneficial ownership of at least 3% of the Company's common stock. The Committee shall develop and recommend to the Board further policies and procedures for receipt and consideration of stockholders nominations.
- The Committee shall make recommendations to the Board regarding the size and structure of the Board and its Committees.
- The Committee shall perform such other functions as assigned by law, the Company's Certificate of Incorporation or Bylaws, or the Board.

III. MEMBERSHIP

The Committee shall consist of a minimum of three (3) directors, all of whom shall satisfy the independence requirements of the New York Stock Exchange and any applicable law relating to members of nominating committees. Members of the Committee shall be appointed by and serve at the discretion of the Board. The Board shall designate a Chair of the Committee.

IV. AUTHORITY

The Committee shall have the authority to:

- Delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.
- Retain any search firm to assist in identifying director candidates and to retain outside counsel and any other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to engage such advisors and to approve related fees and retention terms for such advisors.

V. MEETINGS

The Committee will meet at least four (4) times per year and in a non-management executive session as required, but no less than once per year. Additional meetings may occur at such times as its Chair, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chair 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.

Amended and Restated by the Board of Directors on September 13, 2012.