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**INTERNATIONAL GAME TECHNOLOGY PLC  
DISCLOSURE CONTROLS POLICY**

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## **INTERNATIONAL GAME TECHNOLOGY PLC**

### **DISCLOSURE CONTROLS POLICY**

**Approved by the Audit Committee on 3 November 2021**

#### **PURPOSE**

One of International Game Technology PLC's ("**IGT**" or the "**Company**") most important assets is its reputation. This Disclosure Controls Policy ("**Policy**") of IGT is designed to protect and enhance this asset, and to provide for the broad non-exclusionary dissemination of material information. No one is permitted to selectively disclose material non-public information about IGT.

#### **SCOPE**

This Policy applies to every Board member and employee of the Company.

#### **POLICY**

IGT is committed to providing consistent, full and fair public disclosure of material information pertaining to its business, in accordance with the requirements of the U.S. Securities and Exchange Commission (the "**SEC**"), the New York Stock Exchange ("**NYSE**"), any other exchange upon which Company securities are listed ("**Other Exchanges**"), and applicable law. It is IGT's policy that all public disclosures made by the Company should (i) be materially accurate and complete, (ii) fairly present, in all material respects, the subject matter of the disclosure, and (iii) be made on a timely basis, as required by the SEC, the NYSE, the Other Exchanges, and applicable law.

IGT has adopted this Policy to:

- A. Ensure that (i) information required to be disclosed by the Company in the reports that it files with or furnishes to the SEC under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and to UK Companies House, information required to be disclosed to the NYSE or the Other Exchanges, and other information that the Company publicly discloses is recorded, processed, summarized and reported accurately and completely, in all material respects, and on a timely basis, and (ii) information is accumulated and communicated to management, including the Company's Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"), as appropriate to allow timely decisions regarding such disclosures; and
- B. Minimize the potential for the selective disclosure of material nonpublic information.

#### **RESPONSIBILITIES**

This Policy applies to every Board member and employee of the Company, violation of which may lead to disciplinary action, up to and including immediate termination.

#### **DEFINITIONS**

"**Control Deficiency**". A "control deficiency" exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis.

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**“Disclosure Controls”**. Rules 13a-15 and 15d-15 under the Exchange Act require that issuers maintain disclosure controls and procedures. The SEC defines the term “disclosure controls” as controls and other procedures designed to ensure that information required to be disclosed by an issuer in all the reports that it files under the Exchange Act is: (a) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and (b) accumulated and communicated to the issuer’s management as appropriate to allow timely decisions regarding required disclosures. Disclosure controls and procedures are designed to collect information (financial or non-financial) required to be included in Forms 20-F and 6-K reports and UK Companies House filings. Internal controls over financial reporting are part of disclosure controls as long as the controls are relevant to the production of financial statements.

**“Financial Disclosures”**. The SEC defines “financial disclosures” to encompass financial statements, footnotes, management’s discussion and analysis of financial condition and results of operations, financial reporting internal controls and any other financial information included in the reports. Non-financial disclosures include any material information included in annual reports, current reports, shareholder meeting materials, information in registration statements, press releases, earnings releases, guidance, presentations to the investment community and information statements. Non-financial disclosure controls and procedures must capture information relevant to disclose new developments and risks that pertain to the issuer’s business and should ensure an issuer’s systems are capable of producing reports that are timely, accurate and reliable.

**“Material”**. Information is “material” if there is a substantial likelihood that a reasonable investor would consider such information important in deciding whether to purchase, sell or hold a security, or information that is likely to significantly alter the total mix of publicly available information about IGT. Any information that could reasonably be expected to affect the market price of a security is likely to be considered material. Material information can be positive or negative and can relate to any aspect of IGT’s business or to any type of IGT securities, whether debt, equity or a hybrid.

**“Material Weakness”**. A “material weakness” in internal control over financial reporting is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. Management should consult with its external auditors to determine if a deficiency is a material weakness. Management includes the Company’s principal executive officer or officers and principal financial officer or officers.

**“Nonpublic”**. “Nonpublic” information is information that is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors, including through the issuance of a press release, a webcast, or a filing with the SEC. In some cases, filings with other U.S., UK or other governmental agencies or Other Exchanges may be required. In addition, even after a public announcement of material information, a reasonable period of time must elapse in order for the market to react to the information. Generally, one full trading day after the public release of material information via the issuance of a press release, a webcast conference call or an SEC filing should give the market sufficient time to react to the information.

**“Significant Deficiency”**. A “significant deficiency” means a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material



weakness, yet important enough to merit attention by those responsible for oversight of the registrant's financial reporting.

## OWNERSHIP

Senior Vice President & General Counsel

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## PROCESS

### 1 DISCLOSURE CONTROLS

#### 1.1. Principles

The Sarbanes-Oxley Act of 2002, as amended, does not require any particular or specific disclosure control or procedure. IGT believes that effective disclosure controls and procedures involve the following key components:

- (a) **Environment**: The establishment of a strong control environment is essential. Accurate and timely disclosure depends on (1) the integrity, ethical values, training and competence of IGT's employees; (2) management's philosophy and operating style; (3) the way management assigns authority and responsibility and organizes and develops its employees; and (4) the attention and direction provided by the Company's Board of Directors (the "**Board**") directly or through the Audit Committee of the Board (the "**Audit Committee**").
- (b) **Risk Management**: The identification, analysis and control of risks relevant to accurate and timely disclosure.
- (c) **Information and Communication**: Timely transmission of information and communications within the organization.
- (d) **Monitoring**: The assessment of the quality of IGT's disclosure system over time through periodic monitoring and separate evaluations, including regular management supervision, with reports of deficiencies up and down through the organization.

#### 1.2. Scope

This Policy covers the Company's:

- (a) Annual reports on Form 20-F filed with the SEC and the U.K. Companies House, (each, an "**Annual Report**"), Reports on Form 6-K, Reports on Form SD, registration statements offering and private placement memoranda and any other information filed with or furnished to the SEC, U.K. Companies House, the NYSE or any Other Exchange;
- (b) Press releases containing financial information, earnings, guidance, information about material acquisitions or dispositions, or other information material to the Company's security holders;



- (c) Correspondence broadly disseminated to security holders (including, without limitation, reports and other information distributed to security holders in connection with the Company's shareholder meetings, such as those reports required under UK law);
- (d) Presentations to analysts and the investment community;
- (e) Presentations to rating agencies and lenders; and
- (f) Disclosures relating to the Company's results of operations and financial position or its securities posted to the Company's website.

The documents referred to in items (a) through (f) above are collectively referred to as the "**Disclosure Statements**".

### 1.3. **Required CEO and CFO Certifications**

The Company's CEO and CFO are required to certify (the "**Certifications**") in each Annual Report on Form 20-F as to the following:

- (a) They have reviewed the report and based on their knowledge, the report does not contain any untrue statement of fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading, and the financial statements and other financial information included in the report fairly present in all material respects the Company's financial condition, results of operations and cash flows;
- (b) They (1) are responsible for establishing and maintaining the Company's disclosure controls and procedures, (2) have designed the disclosure controls and procedures to ensure that material information relating to the Company is made known to them by others within the Company, (3) have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by the report, and (4) have presented their conclusions in the report;
- (c) They have (1) designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with applicable accounting standards, and (2) disclosed any change in internal controls over financial reporting that has occurred that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
- (d) They have disclosed to the audit firm and to the Audit Committee (1) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, and (2) any fraud, whether or not material, that involves management or other employees who have a significant role in internal control over financial reporting.

### 1.4. **Disclosure Committee**

The Company's CEO and CFO shall utilize a Disclosure Committee (the "**Committee**") to assist the CEO and CFO in the fulfillment of their responsibilities to design, establish and maintain



effective disclosure controls and to provide the Certifications. The responsibilities, composition, processes, and functioning of the Committee shall be set forth in a Committee Charter. Members of the Committee should have a general understanding of legal and accounting rules and regulations and other factors that impact disclosures covered by this Policy, including rules and regulations of the SEC governing public company reporting, applicable NYSE rules, particular issues affecting the Company and how it operates as well as the concept of “materiality” and how to apply it. As part of its responsibilities, the Committee will review and reassess this Policy and the Committee Charter periodically and recommend any proposed changes. This Policy shall also be reviewed with the Audit Committee.

### **1.5. Internal Reporting**

The success of this Policy and the Company’s disclosure depends on the communication of information within the Company. This involves communication, through appropriate reporting channels, from the bottom of to the top of the organization, as well as communication among and within functional areas. The functional area heads shall (1) establish reporting channels and procedures within their area that ensure that material information involving their area is reported to them, (2) ensure that their employees understand this Policy and the importance of full and accurate disclosure of material information, and (3) report any material information they receive.

### **1.6. Cybersecurity Reporting**

Given the increasing frequency, magnitude and cost of cybersecurity incidents, it is critical that information about material cyber incidents affecting the Company is appropriately reported and escalated within the Company. The Chief Information Security Officer shall establish reporting channels and procedures to ensure that information regarding any cybersecurity incident which may be considered material to the Company, including but not limited to any cybersecurity incident which has been categorized as “Level 1 – High” under the cyber incident severity classification system established in the Company’s Global Information Security Cyber Security Incident Response Plan, is promptly reported to senior management of the Company, including the CFO, the General Counsel and/or the Corporate Secretary.

### **1.7. Preparation of Annual Reports**

At the beginning of each fiscal year, the CFO and the Chief Accounting Officer shall prepare a timeline for the preparation of the Company’s Annual Report for the previously completed year.

The timeline shall provide sufficient time for proper preparation and review of the Annual Report. This timeline will be provided to each employee involved in a substantial part of preparation or review of the Annual Report.

The CFO and the Chief Accounting Officer, in consultation with the General Counsel, shall assign drafting responsibilities for each Annual Report prior to initiating the annual process. Employees with drafting responsibilities shall be (1) made aware of their role in the process, (2) familiar with SEC reporting requirements in their area of responsibility, and (3) provided with copies of the relevant sections of the SEC’s disclosure rules. Each employee with drafting responsibilities must ensure that he or she is comfortable that he or she understands all of the important elements of the Annual Report, and should ask questions about anything he or she does not understand. Each such person should also be comfortable that he or she has been provided with sufficient information and training to permit such person to properly fulfill his or her responsibilities, and should seek guidance to the extent he or she believes further information or training is required.

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In addition, employees drafting the Annual Report should:

- (a) Provide back-up for any information they include in the Annual Report;
- (b) Report information that is material to their area or department, or to the Company taken as a whole;
- (c) Review disclosures by peer companies, and
- (d) Consider economic and industry trends and other factors that have affected or may affect the Company's business.

After the various sections of an Annual Report have been combined into a single document and have been subject to initial review, the draft of the report should be distributed to members of the Disclosure Committee for its review. The Annual Report will also be distributed to the Company's outside auditors and legal counsel for review. The Company's outside legal counsel shall review the Annual Report with particular reference to compliance with SEC requirements, as well as any legal or regulatory matters on which such counsel has been retained.

After the internal and external reviews described above, the Annual Report will be given to the Company's Audit Committee, along with an oral report highlighting any particular issues. In connection with this presentation, the CEO and the CFO shall disclose to the Company's Audit Committee any significant deficiencies in the design or operation of the Company's internal controls, as well as any fraud that involves management or other employees with a significant role in the Company's internal controls. The CEO and the CFO must certify that they have made this disclosure to the Audit Committee and outside auditors. The Audit Committee shall review the Annual Report and discuss any comments or issues with management, including the CFO, the Chief Accounting Officer and the General Counsel.

#### **1.8. Certifications**

Each Annual Report shall be distributed to members of the Committee, other key management personnel and other individuals responsible for material aspects of the disclosure process. Each such individual shall certify to the CEO and the CFO that they have reviewed the Annual Report and, to such individual's knowledge, (i) the financial statements included in the Annual Report present fairly in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the Annual Report, and (ii) the Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading. The CEO and the CFO will rely on these certifications in making their Certifications.

#### **1.9. Financial Internal Controls**

The procedures and controls described in this Policy are in addition to the Company's system of internal controls for financial reporting purposes. This Policy is meant to supplement, and not replace, the Company's system of financial controls.

#### **1.10. Continuous Reporting**



The preparation of Annual Reports is only one aspect of the Company's disclosure obligations. In addition to the regular gathering of information for Annual Reports, participants in the drafting process and other appropriate Company employees shall notify the CFO, the General Counsel, or the Corporate Secretary as soon as material developments occur to ensure that other Disclosure Statements, including earnings releases and guidance, are timely prepared and disseminated and reflect the Company's current situation. For Reports on Form 6-K and press releases, the CFO, the General Counsel or the Corporate Secretary may use a modified process that reflects the shorter time period needed for preparation and review prior to public dissemination. In connection with the preparation of each Annual Report, drafters and reviewers of the Annual Reports will be required to certify that they have properly and timely reported all material information for the relevant period covered by the Annual Report.

## **2 PROHIBITIONS AGAINST SELECTIVE DISCLOSURE**

### **2.1. Background**

The Company prohibits the disclosure of material nonpublic information to securities professionals (including, for example, analysts, investment advisers, and portfolio managers) or investors unless the information is simultaneously disclosed to the public generally.

If an employee believes that material nonpublic information may have been improperly disclosed to a securities professional or investors, such employee must immediately contact the General Counsel or the SVP Investor Relations. For any communication with the General Counsel required under this Policy, the General Counsel may be contacted directly or through the Corporate Secretary or another senior member of the Legal department.

### **2.2. Authorized Spokespersons**

Only the Chairperson, Vice-Chairperson, Lead Independent Director, Chief Executive Officer, Chief Financial Officer, SVP Communications, SVP Investor Relations, General Counsel, and Corporate Secretary (each an "**Authorized Representative**" and, collectively, the "**Authorized Representatives**") as well as the Investor Relations staff are authorized to communicate with securities professionals or investors, in compliance with applicable laws and policies. A member of the Investor Relations department will, to the extent possible, participate in all communications between an Authorized Representative and securities professionals or investors. Other members of the Company's management may be designated by an Authorized Representative to communicate with securities professionals or investors in a particular instance. The SVP Investor Relations shall be informed of any such designation prior to the communication. These communications may occur only when a member of the Investor Relations staff is participating and after the designated officer has familiarized him or herself with this Policy and applicable rules regarding public disclosure.

Employees who are not Authorized Representatives shall refer all calls and e-mail messages from securities professionals and investors to the SVP Investor Relations or a member of the Investor Relations department.

### **2.3. What is "material nonpublic information"?**

While it is not possible to create an exhaustive list, the following items are some of the types of information that should be reviewed carefully to determine whether they are material:





- (a) Earnings information, including guidance, forecasts and whether or not IGT will meet analyst or Company expectations (including indicating whether the business is performing consistent with previously issued guidance);
- (b) Changes in control, mergers, acquisitions, tender offers, joint ventures, divestitures or other extraordinary transactions, or material changes in assets;
- (c) New products or discoveries;
- (d) Developments regarding customers or vendors (e.g., the acquisition or loss of an important contract);
- (e) Changes to the Board, senior management, key personnel or employee turnover;
- (f) Changes in compensation policy;
- (g) A change in auditors;
- (h) Events regarding IGT's securities (e.g. defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits, declarations of or changes in dividends, changes to the rights of security holders, public or private sales of additional securities);
- (i) Significant litigation;
- (j) Cybersecurity events;
- (k) Deterioration or improvement in the Company's credit status with rating agencies; and
- (l) Bankruptcy, corporate restructuring or receivership.

Any questions regarding what constitutes material nonpublic information should be directed to the General Counsel.

#### **2.4. Co-ordinating Public Disclosures**

Disclosure of material nonpublic information to the investment community must be coordinated with the Investor Relations department and shall be made in one or more of the following methods:

- (a) A press release that is distributed in a manner designed to ensure wide dissemination, as well as stored and filed with the competent exchanges and authorities where appropriate;
- (b) A conference call and/or webcast or other meeting that is designed to provide broad, non-exclusionary distribution of the information to the public and to which the public has been provided adequate notice of the call or meeting and reasonable means for accessing it;
- (c) Filing or furnishing a Form 6-K (or other applicable SEC form) with the SEC;
- (d) Any other means that, after consultation with the General Counsel, is deemed to provide broad, non-exclusionary distribution of information to the public; or



- (e) Any combination of the foregoing methods.

Timing of disclosures shall be determined after consulting with the General Counsel.

## **2.5. Forward-Looking Information**

All public disclosures of forward-looking information, including without limitation projections of future earnings or operational performance, should be in conformity with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended. All public disclosures of forward-looking information shall be accompanied by a “safe harbor” discussion that reviews or refers to specific risk factors that could cause actual results to differ materially from those projected in the statement.

All public disclosures of forward-looking information must be made by and/or approved by one or more of the following: Chief Executive Officer, Chief Financial Officer, SVP Investor Relations, or the General Counsel. Furthermore, once approved, the forward-looking information may be communicated to the public only by the Chief Executive Officer, Chief Financial Officer, SVP Investor Relations, or their designees.

Except to the extent imposed by law, IGT should not undertake any obligation to update any forward looking information, and the Company will not respond, except by means of an appropriate public disclosure as provided herein, to any inquiries or rumors seeking reaffirmation of such information at any date subsequent to the date that such information was originally provided.

No authorized Company representative will provide “comfort” with respect to any earnings estimate or otherwise “walk the Street” up or down. If any analyst or other securities professional or an investor inquires as to the reliability of a previously publicly disseminated projection, authorized Company representatives should follow a “no comment” policy.

## **2.6. Conference Calls; Discussions with Securities Professionals and Investors**

If management determines that it will conduct a conference call to discuss its earnings, the conference call shall be simultaneously webcast after advance public notice. Earnings calls shall be made available for replay on the Company’s website for an appropriate period after the call.

The Company should encourage investor and analyst conferences where Company employees are speaking to be open to the public. The planned portion of any conference presentation should be reviewed in advance by members of the Committee, including the Chief Financial Officer, SVP Investor Relations, and one of the Legal department representatives. If the conference is not open to the public, consideration should be given to both publishing the planned presentation on the Company’s website simultaneously with the conference and making other appropriate public disclosure. If the planned presentation contains information that could be viewed as material, nonpublic information, then the presentation must be published on the Company’s website simultaneously with the conference.

IGT believes that meetings with a single securities professional or investor and other small group meetings with securities professionals and investors are a valuable component of its Investor Relations program. Whenever possible, one authorized Company representative and one Investor Relations representative will be present during any non-webcast interactions with a securities professional or investor. Special care should be given to statements made during



informal or one-on-one meetings with analysts or investors to avoid the inadvertent disclosure of material nonpublic information. Thus, discussions should be limited to clarifications of previously disclosed or generally known information so as not to disclose any material nonpublic information.

Forecasts of the Company's financial performance should be disclosed, if at all, by press release during earnings calls or, where appropriate, other recognized methods of public dissemination, and, thereafter, the need to update this information should be regularly considered. Selective disclosure rules place a high degree of risk on private discussions with analysts or others about whether the Company's anticipated earnings will be higher than, lower than, or even the same as what analysts have been forecasting. Depending on the circumstances, the Authorized Representatives should decline to comment.

## **2.7. Review of Draft Analysts' Reports and Financial Models; Distribution of Analyst Reports**

The Company should anticipate and provide during earnings calls or other public disclosures the information that analysts need to build their financial models. Draft analysts' reports and financial models may be reviewed and commented upon only by an authorized Company representative for disclosures to the investment community. Company comments on these drafts will be limited to the following:

- (a) Corrections of inaccurate historical public information;
- (b) Deviations from information and projections the Company has publicly issued, specifying, without reaffirming, the date and/or occasion of such issuance;
- (c) Non-material information, whether in the public domain or not; and
- (d) Industry-related information.

When commenting on a draft analyst report or a financial model, it should specifically be noted that the Company has not undertaken the obligation to update any forward-looking statement that it makes or has made, and that the Company, as a matter of policy, does not "embrace," "endorse" or state that it "is comfortable with" any analyst's report and/or financial model as a result of the Company's review process.

No Company employee should distribute (including via a web link) copies of, or refer to, selected analysts' reports to anyone outside the Company without the prior approval of the General Counsel as well as the analyst. If approved, any such distribution must include a statement to this effect:

*"This report has been prepared and distributed by an unaffiliated third party and is being provided to you simply for your information. The Company makes no statement regarding the report or its contents. You should not regard the statements made in the report as being affiliated with or confirmed or denied by the Company in any way."*

## **2.8. Responding to Market Rumors**

The Company will not comment on market rumors in the normal course of business. When it is learned that rumors about the Company are circulating, persons authorized to communicate under this Policy should state only that it is Company policy not to comment on rumors. If the



source of the rumor is found to be internal, the General Counsel should be consulted to determine the appropriate response.

## **2.9. “Quiet” Period**

In advance of an earnings release, the Company will observe a partial “quiet period” with respect to communications with securities professionals and investors, commencing after the end of the last day of a fiscal quarter. During this partial quiet period, the Company may choose to participate in investor phone calls, off-site meetings or conferences, but will not discuss current operations or results of the business and will not comment on any previously-issued forward-looking guidance. Commencing three weeks prior to the expected earnings release, the Company will observe a complete quiet period and cease all communication. The quiet period(s) end when the earnings are publicly released. Exceptions to this quiet period policy should be infrequent and require prior approval from the General Counsel.

## **3 REQUESTS FOR INFORMATION**

The Company’s policy is to respond to all legitimate requests from investors, securities analysts and the media for information about the Company. The SVP Investor Relations will oversee maintenance of an investor kit and its contents. Upon legitimate request, an investor kit will be sent. Any request for material, nonpublic information will be denied. Legitimate telephone inquiries about the Company will be returned by an Authorized Representative within a reasonable period of time.

### **3.1. Use of Social Networks**

Social networks, including corporate blogs, employee blogs, chat boards, Facebook, LinkedIn, Twitter, YouTube and any other non-traditional means of communication, may not be used to disclose material nonpublic information concerning the Company. Company employees are prohibited from posting any information about the Company, its business or future performance other than in compliance with the IGT Social Media Guidelines.

### **3.2. Information not to be disclosed**

IGT’s policy is not to disclose any information that could be:

- (a) Useful to a competitor, to someone negotiating with the Company, or in litigation with the Company;
- (b) Contrary to senior management statements on strategy, the state of current business, or the business outlook;
- (c) An embarrassment to the Company, its customers or suppliers; or
- (d) Unfair disparagement of competitors,

unless required to do so by applicable laws or regulations.



### **3.3. Communication and Disclosure of this Policy**

This Policy applies to every Board member and employee of the Company. The Company will post this Policy on the Investor Relations section of its web site for reference by the investment community and the general public.