



**International Game
Technology PLC**

CODE OF CONDUCT

**LEADING WITH
INTEGRITY**

INTRODUCTION TO THE CODE OF CONDUCT

We are a global company operating in a complex and highly regulated business environment. Our employees live and work in countries all over the world. This Code of Conduct (this "Code"), which has been approved by the International Game Technology PLC Board of Directors, provides information about the standards of behavior and the level of integrity expected of all employees, directors, officers and consultants, as well as any third parties, agents or representatives who deal with or act on behalf of International Game Technology PLC and its subsidiaries and controlled affiliates (the "Company" or "IGT").

This Code is not a contract of employment and does not create any contractual rights of any kind between the Company and its employees. However, complying with this Code is an obligation of every employee. Employees who do not comply with this Code or other Company policies may be subject to disciplinary measures to the extent permitted by applicable law and labor contracts, which could result in their dismissal. Third parties, agents and representatives that, as required, do not comply with this Code or other Company policies may be subject to appropriate sanctions in accordance with applicable laws or contractual provisions.

This Code is intended to be applied globally to all of our business activities and corporate operations in accordance with the cultural, social and economic differences in the various countries where the Company operates. Where local laws and regulations contain mandatory requirements that differ from the provisions of this Code, such requirements will prevail.

CORE PRINCIPLES

The Company is committed to the principles of Integrity, Trust, Respect and Excellence in all relationships in which it does business.

- We comply with all applicable laws and regulations governing the business worldwide and expect all of our employees, directors and officers to do the same. Equally, we expect our contractors, consultants and other third parties with whom we do business to comply with all applicable laws and regulations.
- We manage our activities in compliance with our core principles in all business operations and transactions.
- We act with integrity in all relationships and in all workplaces, avoiding all conflicts of interest between work and personal activities of our employees.
- We are committed to the protection of our Company's total assets, including our financial, physical and intellectual property assets, and guarantee the accuracy and transparency of all given information.
- We maintain a culture that fosters a safe workplace, equal opportunity, diversity, communication and innovation where everyone is treated with respect, fairness and dignity.
- We are committed to corporate social responsibility and, in particular, enabling our customers to provide educational, cultural, charitable and philanthropic opportunities to their citizens.

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INTEGRITY

Standard of Conduct

The Company conducts all its activities in an ethical manner, with integrity, trust, respect, and fair dealing. These values should govern our conduct in every decision we make which affects the Company. Regardless of the pressures involved in conducting business, it is our duty to act responsibly and with integrity. This means that we must avoid even the appearance of impropriety in carrying out Company business.

Commitment to Integrity

Compliance is everyone's responsibility. We must comply with all applicable laws and regulations. Unless otherwise prohibited by local law, as a condition of employment, we require all employees to acknowledge their commitment to comply with this Code and all Company policies.

A violation of the applicable laws and regulations can cause harm to the Company in terms of its business reputation and the potential loss of confidence by our customers, shareholders and employees.

Therefore, if at any time you have a question about proper business conduct or you are uncertain about a specific situation or circumstance or need interpretation of any provisions of this Code, you should ask for assistance from your supervisor or a representative of the Compliance, Legal or Human Resources Departments.

In light of the above, we must take the time to learn and understand this Code, the Company's policies and the laws and regulations applicable to our job responsibilities. We may also be required to attend training sessions to ensure we understand such policies, laws and regulations.

Fair Employment, Diversity and Harassment

The Company is committed to providing a work environment where everyone is treated with fairness, dignity and respect. The Company will not discriminate against anyone on the basis of race, color, creed, religion or belief, national origin, age, disability, sex, sexual preference, sexual identity, marital or civil partner status, pregnancy and maternity, military status, veteran status, or any other legally protected status in accordance with applicable law and regulations. Any employee found to have discriminated against a Company employee will be subject to disciplinary action which could result in their dismissal.

Any kind of harassment or bullying by or against Company employees is prohibited. Prohibited conduct includes (but is not limited to) the making of degrading or humiliating jokes, slurs, intimidation, unwelcome sexual advances, or requests for sexual favors in conjunction with employment decisions. Engaging in any verbal or physical conduct with sexual overtones that interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment is unacceptable. Any employee found to have harassed or bullied a Company employee will be subject to disciplinary action which could result in their dismissal.

The Company is also committed to providing a safe and healthy work environment and requires that each person report to work free from the influence of any substance that could prevent him/her from conducting his/her work activities safely and effectively.

Conflict of Interest

We must avoid behaviors, relationships and situations that conflict or appear to conflict with our job responsibilities or the interests of the Company. A conflict of interest is considered to be any situation or arrangement where your personal activities or interests conflict with your responsibilities to the

Company. Any outside activities or relationships that may involve a conflict of interest or even the appearance of a conflict of interest must first be approved by your manager and then disclosed to the Chief Compliance Officer or his designee.

The following are examples of conflicts of interest:

- Engaging in any employment, business, professional or other activity outside of the Company that interferes or conflicts with your job responsibilities.
- Holding a substantial direct or indirect financial interest in a current or prospective customer, supplier or competitor of the Company, or serving as an employee, consultant, officer, or director of that business.
- Directing Company business to a supplier owned or managed by you, a relative or close associate.
- Using confidential Company information, taking advantage of Company business opportunities or improperly using Company assets for the benefit of yourself, a relative or close associate.

Participation in non-business activities such as charity work or the carrying out of political roles can create a conflict of interest if your personal involvement creates obligations for the Company without Company approval or if your activity makes it appear that the Company has undue influence on decisions.

This is not a complete list of possible conflicts of interest but a sample of the kinds of relationships and activities that can create a conflict of interest.

If you have questions whether any activity creates a conflict of interest, you should contact the Chief Compliance Officer or his designee for approval prior to commencing such activity.

Raising Concerns and Prohibition Against Retaliation

Each of us has a responsibility and an obligation to promptly report suspected or known violations of the Code, violations of law or regulations or dangers at work. For example, this may include criminal activity, bribery, financial fraud, negligence or danger to health and safety. Ethical and compliance concerns should be communicated through regular reporting channels; if employees have any queries they should contact the Compliance or Legal department immediately.

Raising concerns or reporting misconduct, especially if it involves a friend or supervisor, may feel like a breach of personal ethical standards. However, being silent and not reporting the concern could bring serious harm to the Company, loss of confidence by customers, fines or other kinds of penalties. The Company hopes that employees feel able to voice concerns openly under the Code. However, if employees want to raise concerns confidentially, the Company will (subject to local laws or regulations) make every effort to maintain confidentiality.

For a complete listing of ways to report suspected or known violations of the Code, law or regulations, please refer to the *Avenues of Communication* section at the end of this Code. The Company will not retaliate or discriminate against anyone for reporting in good faith a suspected or known violation.

Participation in Lotteries

All employees, representatives and consultants shall not participate in or claim or receive any benefit, directly or indirectly, from any lottery game in any jurisdiction where the Company provides lottery services or products. Employees, representatives and consultants should advise immediate family members (parents, spouse, siblings, and children) and members of their household that they may be similarly restricted by state or local laws, regulations or the Company's contracts in various jurisdictions.

In limited instances, employees, representatives and consultants may play customer lottery games provided that such play is related to their job, is permitted under applicable laws and contracts and the person obtains prior approval from their manager. Any winnings resulting from such play must be returned to the customer.

Participation in Gaming

No employee shall make any wager or otherwise participate in gambling activities in any gaming facilities which are prohibited by applicable contracts, regulations or licenses. The list of such facilities can be found on the Compliance Department intranet site.

All Italy-based employees and consultants are prohibited from participating in gaming activities in Italy. However, in limited instances, employees and consultants may play gaming devices provided that such play is related to their job, is permitted under applicable laws and contracts and the individual obtains prior approval from their manager.

Intellectual Property

The Company's intellectual property, including (but not limited to) its copyrights, patents, trademarks and trade secrets are extremely valuable to the Company and its continued success.

Intellectual property is one of the most important assets generated by the Company. These assets include extremely valuable proprietary information, such as computer software and source code, engineering designs and drawings, research and development, confidential processes and know-how, marketing plans, etc. The loss, theft, unauthorized disclosure or misuse of the Company's intellectual property jeopardizes its business and causes it harm.

Each of us is responsible for preserving the Company's intellectual property by complying with policies and procedures for its protection. This obligation continues even after a person leaves the employ of the Company.

The Company also respects the intellectual property of others. It is against the Company's policy to reproduce copyrighted software, documentation, or other materials without the owner's permission. The Company respects the limitations specified in the licensing agreements of its software suppliers and does not use or copy software or documentation except to the extent that the applicable license agreement allows for such use or copying.

All employees agree to assign to the Company all rights he/she may have or may acquire in any intellectual property including (without limitation) in any idea, invention information, concept or thing which is both (i) based upon or related to any Company confidential information, service(s) or product(s) and (ii) is generated during the term of their employment or within one year after termination, except in those instances where local laws and regulations contain mandatory requirements that differ from the provisions of this section.

Confidential Information

Confidential Information (as defined below) is very important to the Company and the loss, theft, unauthorized disclosure or misuse of the Company's Confidential Information jeopardizes its business and causes harm. Employees possessing Confidential Information shall not at any time either during or after the termination of their employment disclose to any person or use for their own purposes any Confidential Information concerning the organisation, business, finances, transactions or affairs of the Company other than as required by local laws or regulations. "**Confidential Information**" means information (whether or not recorded in documentary form, or stored on any magnetic or optical disk or memory) relating to the business, products, affairs and finances of the Company for the time being confidential to the Company and trade secrets including, without limitation, technical data and know-how relating to the business of the Company or any of its business contacts.

Electronic Media and Communications Systems

All electronic media and communication systems, including email, intranet, Internet access and voice mail are Company assets and are to be used for appropriate business purposes.

The Company has policies regarding the use of electronic media and communication systems, which show the importance of the correct use of such tools in order to prevent harm to the Company, in terms of loss of reputation, reduction of productivity and imposition of money penalties.

The ability of the Company to access and control any personal communication or data created or stored on electronic media and communication systems provided by the Company is allowed for legitimate business purposes, unless otherwise prohibited by applicable law and, in any case, in accordance with a reasonable protection of confidentiality of the relationship between the Company and its employees.

Accuracy, Retention and Disposal of Documents and Records

The Company's books and records shall be complete, fair and accurate and shall comply with all legal reporting requirements. No entries will be made that intentionally conceal or disguise the true nature of any transaction. The Company will not create or permit the creation of false or misleading statements in financial reports or other documents submitted to or maintained for government agencies, customers or shareholders.

The Company maintains rigorous business processes and a system of internal controls to protect its physical, financial and intellectual property assets and to ensure that management decisions are based on sound financial and economic analysis, including consideration of the risks.

All records will be retained and destroyed strictly in accordance with the Company's policies and applicable statutory and legal requirements. We are not allowed to remove or destroy records or documents prior to the specified date in the policy or remove or destroy them at all if the destruction policy is suspended due to threatened or pending litigation or investigation.

Press Releases and Media

Employees should not make statements to the media about the Company's business, its prospects or results. All communications concerning the Company with any representative of the media or financial community, including reporters, journalists, authors, commentators, investors, traders and analysts, must be authorized by the Company's Corporate Communications/Investor Relations Departments. All press releases are issued by the IGT Corporate Communications Department in consultation with the IGT Legal/Investor Relations/Finance Departments, among others. Exceptions to this rule are those ordinary – course press releases that are issued by the Company or any subsidiary of the Company that is a lottery operator and is required to provide such information pursuant to its legal obligations as an operator or under a license or concession.

Privacy and Data Protection

The Company will, during the course of its activities, collect, store and process personal data about its employees, customers, suppliers and other third parties. Some of this data will be "sensitive" personal data (for example, information about an employee's health or ethnicity). The Company is committed to individual privacy and recognizes the responsibility it has to protect the privacy rights of all persons whose personal information is within the Company's custody and management. The Company will not intentionally gather or maintain personal information that is not relevant to conducting its business. Each of us must take care to protect individually identifiable and personal information from inappropriate or unauthorized use or disclosure. In addition, the Company will ensure that personal data held is accurate and kept up to date. All Company operations must implement fair and responsible privacy and information protection procedures and take responsible steps to ensure compliance with such procedures and applicable law.

BUSINESS RELATIONSHIPS

Cooperation with Regulators

The Company is committed to cooperating with the various regulators that oversee its business activities. Each of us who act on behalf of the Company will assist the Company in meeting its business obligations to these regulators and will provide maximum availability and responsiveness.

Business Courtesies

Gifts and entertainment are frequently used as business courtesies designed to strengthen and foster business relationships. In some circumstances, however, lavish or disproportionate gifts or entertainment may be used as a form of bribe. We must avoid even the appearance of impropriety when giving gifts to or entertaining individuals who do business or are seeking to do business with the Company. Particular caution should be taken in relation to public officials, as set out below. Requesting or soliciting personal gifts, favors, entertainment, or services is always unacceptable.

Any expenditure on gifts, entertainment or anything of value must be reported promptly and recorded accurately in the Company's books and records.

Business Entertainment

Appropriate business entertainment (e.g., reception, meal, sporting or theatrical event) of business partners, current or prospective, is generally acceptable provided it is clearly intended to facilitate business goals and is not overly lavish. The expenses involved must be moderate and reasonable and the business entertainment must be in good taste, not overly frequent, and not otherwise prohibited by law or Company policy. During these events, topics of a business nature must be discussed and Company employees must be present.

You should also consider the rules applicable to the recipient. If you know or believe that it would be contrary to the recipient's internal code or policy to accept entertainment of a particular type or value, you should not offer such entertainment.

Sometimes business partners extend training and educational opportunities that include travel and overnight accommodations at no cost to you or the Company. Similarly, there are some circumstances where you are invited to an event at a vendor's expense to receive information about new products or services. Accepting these types of invitations at the vendor's expense is generally discouraged. However, occasionally your presence at such an event is important to building a business relationship and may benefit the Company. In those instances, prior to accepting, you must obtain approval from your manager and the Chief Compliance Officer or his designee. If your attendance at the event is approved, the Company should pay for travel and accommodations.

Gifts

It is the Company's policy to discourage the receipt or giving of gifts, directly or indirectly, by Directors or employees to individuals who do business or are seeking to do business with the Company. However, where not otherwise prohibited by law or Company policy, we may give or receive gifts of a promotional nature on condition that: (1) the gift is reasonably connected to a business purpose, (2) the gift has a maximum value of £ 250 unless the gift has been specifically approved by the Chief Compliance Officer or his designee, (3) the gift is not intended, and is not likely to be perceived as intended, to influence a business choice of the recipient of the gift, (4) the same recipient has not received gifts which, in aggregate, over a period of six months would amount to more than £ 250, (5) the gift complies with local applicable law, (6) the gift does not comprise cash or a cash equivalent, (7) the gift is given openly, and not secretly, and (7) as far as you know, the gift is not contrary to the policy or internal rules that apply to the recipient.

If you are offered a gift that does not meet the criteria set out above, but you believe that refusing the gift would be interpreted as an impolite action or would result in prejudice for the Company, you may accept the gift on condition that you give the gift as soon as practicable to the Chief Compliance Officer or his designee. The Chief Compliance Officer or his designee will decide on the appropriate action to be taken in relation to the gift. For example, it may be shared among the team, donated to a Company raffle, or donated to charity.

Gifts and Entertainment and Public Officials

Many national and state governments, and other public bodies, have strict rules and laws regarding gifts and other business courtesies. Each of us must be familiar with such rules and laws when dealing with such governments and bodies, where possible.

Many of us may interact with public officials, including employees of government and government agencies. We must comply with the laws and regulations that pertain to the acquisition of goods and services by our governmental customers. The laws, regulations and government ethics rules regarding the payment of honorarium fees and the offering of items of value, including, among other things, meals, gifts and entertainment to public officials are varied and complex.

No gifts, payments of any kind or any item of any value can be made or offered to any public official without prior written approval of the Compliance and Legal Departments. This prohibition does not apply to the provision of basic hospitality of nominal value only, such as tea and coffee provided to public officials at the Company's premises during the course of a business meeting.

Who is a Public Official?

In this Code, the term "public official" should be interpreted widely, and should be taken to include any individual who performs a public function. It may include individuals you would not necessarily think of as public officials. The following should be treated as public officials: employees, officers or representatives of, or persons otherwise acting in an official capacity for or on behalf of a government, or a governmental body, whether at the national, local or regional level, and whether foreign or domestic; persons holding a legislative, administrative or judicial position of any kind, regardless of whether elected or appointed, including judges, members of parliament, tribunal officials, customs, excise and tax officials, regulators, civil servants, officials responsible for issuing permits or licenses, planning officials and immigration officials; political party officials, and candidates for political office; individuals who hold any other official, ceremonial or other appointed or inherited position with a government or any of its agencies; individuals who exercise a public function for or on behalf of a country or territory or for any public agency or public enterprise of a country or territory; and officials or agents of a public international organization.

If you are in doubt as to whether someone is a public official please contact the Legal Department.

Political Contributions

Contributions of Company funds, directly or indirectly, or by the Company's Directors, or the use of Company assets, facilities or time for the benefit of political candidates, political parties, party officials or political organizations anywhere in the world is prohibited unless approved in advance in accordance with IGT's Approval Matrix.

Under no circumstances will the Company reimburse personal political contributions made by employees, Directors, representatives or consultants, unless required by applicable law. Employees will not be treated any differently because of their party or political affiliation or as a result of making or failing to make any personal political contributions.

Charitable Contributions and Sponsorships

The Company is committed to corporate social responsibility. However, it is essential that charitable contributions and sponsorships are not used as a conduit, or camouflage, for improper payments. All charitable contributions and sponsorships of a value of over \$2,500 even where made by a Company's Director, or any corresponding process of a subsidiary required to comply with local legal or contractual requirements, must therefore be approved in advance by IGT's Corporate Social Impact Committee (SIC).

Where a charitable contribution or sponsorship is specifically requested by a public official or a business partner, special consideration must be given prior to approval in accordance with IGT's Approval Matrix. The name of the individual making the request, and the circumstances in which the request was made must be disclosed. These requests shall be reviewed and processed according to the procedures set forth in the Global Compliance and Governance Plan.

BUSINESS ENVIRONMENT

Competition Laws and Gathering Competitive Information

The purpose of competition laws, which may also be known as antitrust, monopoly, fair trade or cartel laws, are designed to create a level playing field in the marketplace and to promote fair competition. The Company will vigorously compete in the marketplace with integrity and will comply with competition and antitrust laws in all jurisdictions where it conducts business. Anyone who acts on behalf of the Company will not enter into any agreements, formal or informal, that seek to limit or restrict competition or exchange information regarding the marketing and sale of products and services. Unlawful agreements include those which seek to fix or control prices, allocate products, markets or territories, customers or suppliers, establish resale prices of a product, or condition the sale of products on an agreement to buy other Company products. The Company will use only proper and legal means of gathering marketing and business information concerning its competitors. The Company does not induce or solicit confidential information from a competitor's past or present employees.

Severe penalties may be assessed against companies and individuals who violate antitrust laws. Therefore, it is the responsibility of each of us who has a question about potential antitrust implications to contact a representative of the Legal Department before any such action has taken place.

Insider Trading

The Company's equity securities are publicly traded on the New York Stock Exchange. Insider trading generally means buying or selling securities of a company while in possession of material, non-public information about the company as well as communicating or disclosing such information. Insider trading is illegal because it gives certain individuals an unfair advantage in the marketplace. The Company is committed to fair and open markets for publicly traded securities throughout the world. Inside

information is non- public, material information that a reasonable investor is likely to consider important in making a decision to buy or sell a security, including stock, bonds or options. We are prohibited from buying or selling any Company securities or influencing others to trade in such securities while we are aware of inside information about the Company that has not been disclosed to the public. Inside information may relate to IGT or any other company doing business with IGT, such as customers, vendors or business partners. For more information, please refer to IGT's Securities Trading Policy.

Improper Payments

We are not allowed to give, promise, offer, or authorize a third party to make any payment or transfer of anything of value (e.g., money, goods or services), directly or indirectly, to a current or potential customer, supplier or public official to obtain or retain business or to secure any improper advantage. Bribes, kickbacks or other unlawful or improper payments while conducting Company business are strictly prohibited.

This prohibition is absolute and applies at all times and in all countries where the Company conducts business whether or not there are any applicable laws which prohibit such a payment, loan or other action; there can be no exceptions whatsoever regardless of the amount or form of payment involved or the ingenuity used in establishing a scheme or arrangement to conceal the true nature of the payment being made.

For the avoidance of doubt, facilitation payments, by which we mean small unofficial payments made to a public official to expedite or facilitate a routine governmental action for the benefit of the Company (where the payment is not required or permitted by written applicable law), are prohibited under this Code. In exceptional circumstances, such as where you believe that there is a threat to your personal safety, health or liberty if you do not make a requested payment, this Code does not prohibit payment, but you must report the payment as soon as practicable to a representative of the Compliance and Legal Departments, and must ensure that the payment is accurately recorded.

Money Laundering Prevention

The Company will conduct business only with reputable customers and suppliers who are involved in legitimate business activities and whose funds are derived from legitimate sources. Money laundering is the process by which money acquired through illegal means or intended for illegal purposes is converted so that the money appears to be legitimately acquired or becomes untraceable to those using it for illegal purposes. The Company's integrity and reputation can be severely damaged by failing to detect financial transactions which are attempts to launder money.

The Company is committed to complying fully with all applicable anti-money laundering laws throughout the world.

GLOBAL COMPLIANCE AND GOVERNANCE

Global Business Conduct

The Company is committed to abiding by the laws and regulations that govern its business conduct worldwide. The laws of the countries in which the Company conducts business often extend to Company operations, business activities and Company employees throughout the world.

Anti-bribery legislation, including Italian Legislative Decree no. 231/2001, the U.K. Bribery Act 2010 ("UKBA") the U.S. Foreign Corrupt Practices Act ("FCPA") and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, which (inter alia) prohibit bribery of foreign government officials and require proper record keeping and internal accounting controls, are of particular concern. There are also Italian, U.K. and U.S. laws which prohibit participation

in or cooperation with restrictive trade practices or economic boycotts imposed by other nations, as well as regulations on the export of certain products, services, technical data, and software to other countries, as well as the re-export of those items from one non-U.S. destination to another.

The Company treats the FCPA as applicable to all majority-owned subsidiaries, including U.S. and non-U.S. entities. The UKBA may also be applicable, depending on the circumstances, to operations of the Company, and persons performing services for or on behalf of the Company, in any part of the world. Operations proposing to enter into joint ventures or to engage third parties to interact with public officials on behalf of the Company, or to assist the Company in obtaining or retaining business or business benefits should consult with a representative of the Legal Department to determine what due diligence should be carried out, and whether representations regarding FCPA and/or UKBA compliance should be included in the contracts.

Global Compliance and Governance Plan

As a company subject to extensive global gaming laws and regulations and substantial oversight worldwide by lottery authorities and related governmental agencies and bodies, the Company is committed to the highest standard of business ethics and integrity and compliance with the laws and regulations governing its global business operations. This commitment is demonstrated by the Company's Global Compliance and Governance Plan.

The purpose of the Plan is to prevent, detect and correct violations of law and Company policies and procedures. The elements of the Plan include assessing the bribery and ethical risks that face the Company in its global operations, setting ethical business standards that address those risks, communicating these standards, providing a mechanism for reporting potential exceptions and monitoring, auditing and maintaining an organizational structure that supports the furtherance of the Plan.

WAIVERS AND AMENDMENTS

All employees, executive officers and members of the Company's Board of Directors must comply with the Code. If you feel it is necessary to seek a waiver of this Code, you must make full disclosure of your particular circumstances in writing to the General Counsel for approval in advance of any action. Any such waivers for an executive officer or member of the Board of Directors may be granted only by the Board of Directors or a Committee of the Board of Directors and will be disclosed promptly as required by law or applicable stock exchange rules and regulations.

AVENUES OF COMMUNICATION

To report a compliance concern or violation of law related to any issue, please contact one of the following:

Call: +1 401-392-7600

Write: Compliance Department
IGT
6355 S. Buffalo Drive
Las Vegas, NV 89113

Email: asktheboard@igt.com
compliance@igt.com

The Integrity Line, managed by an independent provider, is a confidential way to anonymously report activities that may involve unethical or unlawful conduct.



Legal Department
www.igt.com

Human Resources Department
www.igt.com

Policies and Procedures

The Company maintains policies and procedures that supplement the principles in this Code.

Where Can I Get a Copy of the Code?

The Code is available and may be downloaded from the IGT website (www.igt.com). Alternatively, a copy of the Code may be obtained through the Compliance Department.