

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF  
EVERI HOLDINGS INC.**

**(last updated October 29, 2018)**

**I. Authority and Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of Everi Holdings Inc. (the “Company”) is appointed by the Company’s Board of Directors (the “Board”) to: (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, (2) determine the composition of the Board and its committees, (3) recommend to the Board the director nominees for the annual meeting of stockholders, (4) establish and monitor a process of assessing the Board’s effectiveness, (5) develop and recommend to the Board and implement a set of corporate governance principles and procedures applicable to the Company, and (6) oversee the evaluation of the Board and the management of the Company. The Committee shall undertake those specific duties and responsibilities listed herein and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s Bylaws and by applicable law.

**II. Committee Membership**

The members of the Committee (the “Members”) shall be appointed by a majority vote by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any Members may be removed or replaced by the Board at any time.

The Committee will consist of at least three Members. Members of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”), the independence standards requirements established by the Board from time to time, and any other regulatory requirements.

### **III. Structure and Meetings**

The Committee shall conduct its business in accordance with this Charter, and any direction by the Board.

Unless a Committee Chairperson (“Chairperson”) is elected by the full Board, the Committee Members may designate a Chairperson by a majority vote of the full Committee. The Committee will meet at least four times each year. The Committee may establish its own schedule, which it will provide to the Board in advance. In the case of special Board meetings, the Chairperson or a majority of the Members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company’s Bylaws. A majority of the Committee shall constitute a quorum for the transaction of business and if a quorum is present, any action approved by at least a majority of the Members present (in person or by telephone conference call) shall represent the valid action of the Committee.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. As necessary or desirable, the Chairperson of the Committee may require that any director, officer or employee of the Company, or other person whose advice and counsel are sought by the Committee, be present at meetings of the Committee. Members of the Committee may participate in a meeting through use of conference telephone or similar communication equipment, so long as all persons participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee Chairperson will preside at each meeting and, in consultation with the other Members of the Committee, is responsible for setting the frequency and length of each meeting, establishing the agenda of items to be addressed at each meeting, and conducting the meetings of the Committee. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee Member in advance of the meeting. The Chairperson of the Committee (or other Member designated by the Chairperson or the Committee in the Chairperson’s absence) shall regularly report to the full Board on its proceedings and any actions that it takes. The Committee will maintain written minutes of its meetings, such minutes will be maintained with the books and records of the Company.

#### **IV. Duties and Responsibilities**

The Committee shall have the authority and responsibility for:

##### **A. Corporate Governance Guidelines**

1. Developing and recommending to the Board a set of corporate governance principles (the “Corporate Governance Guidelines”) applicable to the Company that shall be consistent with any applicable laws, regulations, and listing standards. The Corporate Governance Guidelines shall include, at a minimum, the following:

- (i) Director qualifications standards. The Committee shall recommend to the Board director qualification standards; and such standards must reflect, at a minimum, the independence requirements of the NYSE Rules;
- (ii) Director responsibilities;
- (iii) Responsibilities of key Board committees;
- (iv) Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles at least annually;
- (v) Director access to management and, as necessary and appropriate, independent advisors;
- (vi) Annual Board performance evaluations;
- (vii) Director orientation and continuing education; and
- (viii) Management selection and succession.

2. Developing and recommending to the Board, and implementing and monitoring compliance with, a code of business conduct and ethics for directors, officers and employees, and promptly disclosing any waivers for directors or executive officers. The code of business conduct and ethics shall include, at a minimum, the following:

- (i) Rules addressing conflicts of interest;
- (ii) Corporate opportunities;
- (iii) Confidentiality;

- (iv) Fair dealing;
- (v) Protection and proper use of the Company's assets;
- (vi) Compliance with applicable laws, rules and regulations (including insider trading laws); and
- (vii) Reporting of illegal or unethical behavior.

3. Reviewing and reassessing periodically, and at least annually, the adequacy and appropriateness of such Corporate Governance Guidelines and Code of Business Conduct on an annual basis; and recommending to the Board any changes the Committee deems appropriate.

4. Monitoring for compliance with the Company's Code of Business Conduct and the Corporate Governance Guidelines.

5. Reviewing and reassessing periodically, and at least annually, any potential conflicts of interest concerning the Board and senior executives.

6. Making recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the principles or code, including consideration of possible conflicts of interest of Board members and executive officers.

7. Reviewing and reassessing periodically, and at least annually, changes in legislation, regulations and other developments impacting corporate governance and making recommendations to the Board with respect to these matters.

8. Reviewing and reassessing periodically, and at least annually, the Company's policies related to political contributions and lobbying.

9. Overseeing the Company's corporate social responsibility activities.

**B. Review of Board Composition and Performance**

1. Overseeing the evaluation of the Board and management on an annual basis.

2. Conducting annual reviews of each director's independence and making recommendations to the Board based on its findings.

3. Assessing the Board's composition on an annual basis, including size of the Board, diversity, age, skills and experience in the context of the needs of the Board, and making recommendations based on its assessment.
4. Advising the Board on member qualifications for each Board committee, committee member appointments and removals, committee structure and operations (including authority to delegate to subcommittees), and committee reporting to the Board.
5. Reviewing the composition of each committee of the Board and making recommendations to the Board regarding the creation of additional or elimination of committees.
6. Establishing procedures for stockholders to recommend candidates for the Committee's consideration in accordance with the Company's Bylaws and Charter.
7. Identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders. As part of this process, the Committee will consider candidates recommended by the stockholders of the Company. In considering potential new directors, the Committee may review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are character, integrity, independence, judgment, skills, expertise, knowledge, broad experience in business, finance or administration; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what brings most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation, NYSE Rules, and the Company's Corporate Governance Guidelines. The Committee should also review the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration, that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of the Company is to represent the interests of the stockholders as a whole. The screening process shall include a background evaluation and independence determination.

8. Recommending to the Board nominees to stand for election as directors at the next annual meeting of stockholders. In the case of a Board vacancy, including a vacancy created by an increase in the size of the Board, the Committee shall recommend to the Board a nominee to fill such vacancy.

9. Determining whether to recommend incumbent members of the Board to be nominated for re-election based on the incumbent members' performance.

10. Evaluating and recommending termination of membership of individual directors in accordance with the Company's Bylaws, for cause or for other appropriate reasons.

11. Reviewing and recommending to the Board an appropriate course of action in response to the resignation of current Board members.

### **C. Executive Officers**

1. Advising the Board on candidates for the position of Chairman of the Board and Chief Executive Officer, and conducting investigation of such candidates as the Committee and the Board may deem appropriate.

2. Advising the Board on possible candidates to fill other executive offices of the Company and conducting investigation of such candidates as the Committee and the Board may deem appropriate.

3. Reviewing periodically with the Chairman of the Board and Chief Executive Officer the succession plans relating to positions held by elected corporate officers and to make recommendations to the Board with respect to the selection of individuals to occupy these positions.

### **V. Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance of its duties under this Charter. The performance evaluation shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were

adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall report the results of its evaluation to the Board, including any recommended amendments to this Charter.

#### **VI. Committee Authority**

The Committee shall be empowered, without the approval of the Board, to engage or compensate independent legal, accounting or other advisors as it determines necessary to carry out its duties. The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve such firm's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of (i) compensation to any advisor employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may form and delegate authority to subcommittees when appropriate, and may terminate any such subcommittee and revoke such delegation at any time.