

EVERI HOLDINGS INC.

CORPORATE GOVERNANCE GUIDELINES

(As amended effective February 25, 2016)

The following Corporate Governance Guidelines (the “*Guidelines*”) have been adopted by the Board of Directors (the “*Board*”) of Everi Holdings Inc. (the “*Corporation*”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitoring the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing stockholder value over the long term. These Guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, or the Corporation’s Certificate of Incorporation or Bylaws. The Board may amend these Guidelines from time to time as necessary or appropriate. These guidelines are posted on the Corporation’s website.

I. Director Qualification Standards

A. Director Qualifications

The Board will have a majority of independent directors as required by the New York Stock Exchange (“*NYSE*”). The Board will determine each director’s “independence,” on an annual basis, in accordance with the provisions of the NYSE and standards established by the Board from time to time.

The Board’s Nominating and Corporate Governance Committee, which shall be comprised solely of independent directors, will conduct annual reviews of each director’s independence and make recommendations to the Board based on its findings, for the Board’s determination. In addition, on an annual basis, the Nominating and Corporate Governance Committee will assess the Board’s composition regarding diversity, age, skills and experience in the context of the needs of the Board.

B. Size of the Board; Classified Board

The Board will assess its size from time to time. In accordance with the Corporation’s Bylaws, the Board shall have seven (7) directors. The number of members may be changed from time to time depending upon the needs of the Board and the availability of qualified candidates. It is the policy of the Corporation that the number of directors not exceed a number that can function efficiently as a body. The Nominating and Corporate Governance Committee considers and makes recommendations to the Board concerning the appropriate size and composition of the Board.

Except for the initial terms of the initial members of the Board at the time the Board is divided into classes, each member of the Board is elected for a term of three (3) years. The Board is divided into three (3) classes, which are equal as possible in size. One class is elected each year. This staggered election of directors helps maintain continuity and stability to the work of the Board. It ensures that at least a majority of directors at all times will have an in-

depth knowledge of the Corporation. The Board believes that the classified Board format assists it in conducting long-term strategic planning, which is critical to the future success of the Corporation.

C. Selection of Board Members

The Nominating and Corporate Governance Committee will make recommendations to the Board, which will be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. Board members will possess certain core competencies, some of which may include broad experience in business, finance or administration, familiarity with national and international business matters, and familiarity with the Corporation's industry. In addition to having one or more of these core competencies, Board member nominees are identified and considered on the basis of knowledge, experience, integrity, diversity, leadership, reputation, and ability to understand the Corporation's business. Nominees will be screened to ensure each candidate has qualifications which complement the overall core competencies of the Board. The screening process includes conducting a background evaluation and an independence determination.

D. Term Limits

The Board does not believe it should establish term limits given the normal process of periodic election of Board members by the stockholders and the stated retirement age. Such limits may lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operation and therefore provide an increasing contribution to the Board. Directors who have served on the Board for an extended period of time are in a position to provide valuable insight into the operation and future of the Corporation based on their experience with and understanding of the Corporation's history, policies, operations, and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and selection process described herein.

E. Retirement Age

No director after having attained the age of 75 years will be nominated for reelection or reappointment to the Board, except for directors directly or indirectly owning five percent (5%) or more of the corporate stock.

F. Director Compensation

The Nominating and Corporate Governance Committee will recommend to the Board the form and amount of director compensation in accordance with the policies and principles set forth in its Charter, and the Nominating and Corporate Governance Committee will conduct an annual review of director compensation. In discharging this duty, the Committee will be guided by three goals: compensation should fairly pay directors for work required in a company of the Corporation's size and industry; compensation should align directors' interests

with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.

G. Majority Voting for Directors

If a nominee for director in an uncontested election of directors (i.e., an election other than one in which the number of director nominees exceeds the number of directorships subject to election), does not receive the vote of at least “the majority of the votes cast” at any meeting for the election of directors at which a quorum is present and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board. For purposes of this corporate governance guideline, “the majority of votes cast” means that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. “Votes cast with respect to that director’s election” shall include votes to withhold authority but shall exclude abstentions and broker non-votes (i.e., failures to vote with respect to that director’s election).

The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation. The Board must act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, within 90 days from the date of the certification of the election results. The Board shall promptly publicly disclose by furnishing a report with the U.S. Securities and Exchange Commission its decision regarding the tendered resignation, including its rationale for accepting or rejecting the resignation offer. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including, but not limited to, (i) the stated reasons, if any, why stockholders withheld their votes, (ii) possible alternatives for curing the underlying cause of the withheld votes, (iii) the director’s tenure, (iv) the director’s qualifications, (v) the director’s past and expected future contributions to the Corporation, (vi) the overall composition of the Board, and (vii) whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation, including under the NYSE listing requirements and federal securities laws.

The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation. If a majority of the members of the Nominating and Corporate Governance Committee do not receive the vote of at least “the majority of the votes cast”, then the independent directors of the Board (including any who received the vote of at least “the majority of the votes cast” in such election) shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. The Board may accept a director’s resignation or reject the resignation. If the Board accepts a director’s resignation, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board pursuant to the applicable provisions of the Corporation’s bylaws as then in effect. If a director’s resignation is not accepted by the Board, such director will continue to serve through the remainder of his or her term and until his or her successor is duly elected, or his or her earlier resignation or removal.

This corporate governance guideline will be summarized or included in each proxy statement relating to an election of directors of the Corporation.

II. Director Responsibilities

The Board is responsible for oversight of the business and affairs of the Corporation, determination of the Corporation's mission, long-term strategy and objectives, and management of the Corporation's risks while evaluating and directing implementation of its controls and procedures. The Board of Directors fosters and encourages a corporate environment of strong disclosure controls and procedures, including internal controls, fiscal accountability, high ethical standards and compliance with applicable policies, laws and regulations.

A. Business Judgment

Directors are responsible for exercising their business judgment to act in what they reasonably believe to be in the best interests of the Corporation and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Corporation's senior executives and its outside advisors and auditors.

B. Director Time Commitments

Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director of the Corporation. Directors should advise the Chairman of the Board in advance of accepting a position on another public company board. Directors shall not serve on the Boards of more than three (3) public companies without the approval of the Nominating and Corporate Governance Committee.

C. Board Meetings

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors shall attend at least 75% of the Board meetings, unless they have a valid excuse for absence. Meeting agendas, as well as information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting, should generally be distributed in writing to the directors at least several days in advance of the meeting for review by the directors. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting. Directors are expected to review such materials prior to the meeting and should request any additional materials or resources they require to make informed decisions. For example, legal counsel, outside accountants, compensation experts, and others may assist the Board in its consideration of matters.

The Chairman of the Board is responsible for setting and circulating in advance an agenda for each Board meeting. The Board expects that meeting agendas will include, on a regular basis, a review of financial performance and a review of the Corporation's business strategies and practices. Directors are encouraged to be proactive. Any director may suggest

items for inclusion on the agenda. In addition, any director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

D. Independent Director Meetings

The Corporation's independent directors are expected to meet in executive session at least three (3) times per year.

The independent directors shall designate one non-management director to serve as the Presiding Director to chair the Board's executive sessions. In addition, the Presiding Director shall advise the Chairman of the Board and Committee Chairs with respect to agendas and information needs relating to Board and Committee meetings; provide advice with respect to the selection of Committee Chairs; and perform such other duties as the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities. The Presiding Director shall serve for a one (1) year term; provided that no Presiding Director shall serve for more than three (3) years in any five (5) year period. The identity of the Presiding Director shall be set forth in the proxy statement for the Corporation's annual meeting, together with a method for interested parties to communicate directly with the presiding director or with the nonmanagement directors as a group.

E. Director Orientation and Continuing Education

All new directors are required to participate in the Corporation's "new director orientation program," which should be conducted within three (3) months of the annual meeting at which new directors are elected. This orientation program will include briefings by senior management to familiarize new directors with the Corporation's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors.

The Corporation will periodically provide materials or briefing sessions or arrange for outside preparation for all directors on subjects that would assist them in discharging their duties. The Board of Directors encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in director education. Directors may attend continuing education programs at the Corporation's expense, which shall be approved by Chairman of the Board.

F. Communications

The Board believes that senior management speaks for the Corporation. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation, subject to prior consultation with senior management.

III. Board Committees

A. Committees and Charters

The Board will have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each committee will have a Charter that establishes the purposes, goals and responsibilities of the committees as well as the qualifications for committee membership. Charters of the committees will be posted on the Corporation's website. The Board may establish or maintain additional committees from time to time as necessary or appropriate.

B. Independence of Committee Members

The members of the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee will be independent in accordance with the provisions of the NYSE listing requirements and the standards established by the Board from time to time.

C. Composition of Committees

Each committee will have a chairperson designated by the Board, or, if the Board does not do so, the members of each committee shall elect a chairperson by a vote of the majority of the full committee.

The committee chairperson will preside at each committee meeting. The chairperson of the committee will ensure that the agenda for each meeting is circulated to each committee member in advance of the meeting.

IV. Policy on Equity Ownership

A. Overview

The Corporation's President and Chief Executive Officer, the Corporation's named executive officers (the "***Other NEOs***"), the Corporation's other executives (the "***Other Executives***"), and any non-employee director serving on the Board of the Corporation who is eligible to receive compensation for their service on the Board or committee thereof and has not waived his or her right to the same (a "***Compensated Director***"). The President and Chief Executive Officer, the Other NEOs, the Other Executives, and the Compensated Directors (collectively, "***Covered Persons***") should own shares of the Corporation's common stock, par value \$0.001 per share (the "***Shares***"), in an amount commensurate with their respective role at the Corporation.

B. Share Ownership Requirement

The Share ownership requirement will be equal to the following multiple of the Covered Person's annual base salary (or, in the case of a Compensated Director, the amount of the annual cash retainer paid by the Corporation to the Compensated Director for the

Compensated Director's service on the Board (exclusive of any cash retainer payable for service as chairperson of the Board or any committee thereof):

1. President and Chief Executive Officer: 6 times annual base salary
2. Other NEOs: 3 times annual base salary
3. Other Executives: 1-2 times annual base salary
4. Compensated Directors: 5 times annual cash retainer

C. Satisfaction of Requirements

The following may be used in determining Share ownership for purposes of the ownership requirement:

1. Equity interests owned directly (including through open market purchase or acquired and held upon vesting of restricted stock, restricted stock unit or performance-based awards, and shares held and received upon exercise of stock option awards);
2. Equity interests owned jointly with or separately by the individual's spouse;
3. Equity interests held in trust for the benefit of the individual, or one or more family members of the individual;
4. Compensated Director shares or share unit awards;
5. Equity interests held in qualified or nonqualified savings, profit-sharing, or deferred compensation accounts;
6. Shares underlying vested but unexercised stock options (based on the excess of the market price of the stock over the exercise price and after deducting any tax withholding obligations); and
7. Shares underlying vested but unexercised warrants.

Equity interests pledged as collateral, purchased on margin or against which borrowings are made may not be used to satisfy the Share ownership requirements.

D. Timing and Compliance

The applicable required level of Share ownership is expected to be satisfied by Covered Persons within five years of the later of (i) February 25, 2016 and (ii) the date a Covered Person first becomes subject to this Equity Ownership Policy.

Once the level of Share ownership satisfies the applicable guideline, ownership of the guideline amount is expected to be maintained for as long as the individual is subject to this Equity Ownership Policy.

The Compensation Committee of the Board shall have full authority to monitor and interpret this Equity Ownership Policy. The Compensation Committee will determine the action to be taken for failure to comply.

E. Report to the Compensation Committee

The Compensation Committee will receive periodic reports of the ownership achieved by each Covered Person. Until such time as the Covered Person satisfies the Share ownership requirement, the achievement level of Share ownership will be determined by reference to the average closing stock price of the Shares during the fiscal year ended immediately prior to the determination date. Once the Share ownership requirement has been satisfied, future declines in Share price will not impact the Covered Person's compliance with these guideline, as long as the Covered Person holds the number of Shares he or she had at the time he or she achieved the required ownership level.

F. Amendment

This Equity Ownership Policy may be waived or amended by the Board or the Compensation Committee for reasons including, but not limited to, individual hardship or market conditions.

V. Access to Management and Independent Advisors

Directors will have full access to the Corporation's executive officers. Each director is expected to use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Corporation.

As necessary and appropriate, Board committees may retain and consult with independent legal, financial, accounting and other advisors to assist in their duties.

VI. Evaluation of the Chief Executive Officer

The Compensation Committee will conduct annual reviews of the Chief Executive Officer's performance, as set forth in its Charter. The Board of Directors will review the Compensation Committee's report in order to ensure that the Chief Executive Officer is providing the best leadership for the Corporation in the long- and short-term periods.

VII. Management Succession

The Compensation Committee should report annually to the Board on succession planning. The Chief Executive Officer should not less than annually report to the Compensation Committee his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Chief Executive Officer shall

also have in place at all times a confidential written procedure for the timely and efficient transfer of his or her responsibilities in the event of his or her sudden incapacitation or departure, including recommendations for longer-term succession arrangements. The Chief Executive Officer shall review this procedure periodically with the Compensation Committee.

The Chief Executive Officer shall also review periodically with the Compensation Committee directors the performance of other key members of the senior management of the Corporation, as well as potential succession arrangements for such management members.

VIII. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporation's Nominating and Corporate Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board or management believes the Board could improve.

IX. Policy on Equity Compensation

All equity compensation plans shall be submitted to stockholders for approval to the extent required by the listing standards of the NYSE.

X. Policy on Loans to Directors and Executive Officers

The Company shall not make any personal loans to Directors, executive officers or their immediate family members; provided that the foregoing prohibition shall not apply to the issuance of credit cards by Arriva Card, Inc. to the foregoing individuals.