

**CORPORATE GOVERNANCE GUIDELINES**  
**OF EVERI HOLDINGS INC.**

(As amended effective October 28, 2021)

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Everi Holdings Inc. (the “Company”) 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 Company’s Certificate of Incorporation or Bylaws and other corporate governance documents, and are not intended to create any legally binding obligations. The Board may amend these Guidelines from time to time as necessary or appropriate. These Guidelines are posted on the Company’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 affirmatively determine each director’s “independence,” on an annual basis, based upon the recommendation of the Board’s Nominating and Corporate Governance Committee, 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, and make recommendations based on its assessment.

B. Selection of Chairman of the Board and Chief Executive Officer

The Board regularly reviews its leadership structure to evaluate whether the structure remains appropriate for the Company and from time to time, the Nominating and Corporate Governance Committee considers whether the positions of Chairman of the Board and Chief Executive Officer should be held by the same person or by different persons. If the Chairman of the Board is not an independent director, the Board shall elect, by majority vote, an independent director to act as a Lead Independent Director. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board.

C. Size of the Board; Classified Board

The Board will assess its size from time to time. 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 Company 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.

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 Company. 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 Company.

D. 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. In addition, the Nominating and Corporate Governance Committee engages in succession planning for the Board and key leadership roles on the Board and its committees. The committee is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors. 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 Company's industry. In addition to these core competencies, the Nominating and Corporate Governance Committee periodically reviews, and recommends to the Board, the skills, experience, characteristics, and other criteria for identifying and evaluating directors. Board member nominees are identified and considered on the basis of knowledge, experience, expertise, character, integrity, independence, judgment, skills, diversity, leadership, reputation, and ability to understand the Company'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.

E. Service by Directors on Other Boards

Directors are required to notify the Nominating and Corporate Governance Committee prior to accepting any new directorship on boards of public companies. Directors should not serve on more than three (3) boards of public companies in addition to the Company's Board or on more than two (2) audit committees of public companies including the Company's Audit Committee, unless otherwise approved by the Board. A director who is a Chief Executive Officer or a named executive officer of any public company should not serve on more than two (2) boards of public companies including the Company's Board. Directors

will report to the Nominating and Corporate Governance Committee any material change in their service on other public or private company boards. The Nominating and Corporate Governance Committee will review the director's continued service on a case-by-case basis and determine whether service on additional boards is consistent with continued service on the Company's Board.

F. Retirement Age

No director after having attained the age of 75 years should 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.

G. 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 a periodic 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 Company'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.

H. Majority Voting for Directors

The Company has adopted majority voting in the uncontested election of directors and plurality voting in contested elections. 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 the Guidelines, "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 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 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 Company, (vi) the overall composition of the Board, and (vii) whether accepting the tendered resignation would cause the Company 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. 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 Company'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.

## **II. Director Responsibilities**

The Board is responsible for oversight of the business and affairs of the Company, determination of the Company's mission, long-term strategy and objectives, and management of the Company'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. 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 Company.

### **B. 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 100% of the Board meetings and 100% of the meetings of any of its committees on which the director also serves, 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 Company'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.

Directors are encouraged to attend the Company's annual meeting of stockholders.

C. Independent Director Meetings

The Company's independent directors are expected to meet in executive session at least three (3) times per year and designate the independent Chair to chair the Board's executive sessions of non-management directors.

D. Director Orientation and Continuing Education

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

The Company 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 Company's expense, which shall be approved by Chairman of the Board.

E. Directors Changing Their Employment

Upon a material change in a director's business position including, without limitation, retirement from the position on which a director's original nomination was based, the director shall tender a letter of resignation to the Board. The Nominating and Corporate Governance Committee will evaluate whether to accept the resignation and the appropriateness of the affected director remaining on the Board given the changed circumstances. While a change in position or retirement from a position does not mean that the director will be required to resign from the Board, the affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

F. Communications

To enable the Company to speak with a single voice, as a general matter, the Board believes that senior management speaks for the Company. Directors may, from time to time, participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate, subject to prior consultation with senior management.

**III. Board Committees**

A. Committees and Charters

The Board will have three (3) standing committees, 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 Company's website.

The Nominating and Corporate Governance Committee considers and makes recommendations to the Board regarding committee size, structure, composition, and functioning. Committee members and chairpersons are recommended to the Board by the Nominating and Corporate Governance Committee and appointed by the full Board. 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.

D. Rotation of Committee Assignments and Chairpersons

Committee assignments should be based on each director's knowledge, interests, and areas of expertise. There is no mandatory rotation of committee assignments or chairpersons. However, committee chairpersons and members may be rotated as the

Board deems appropriate, and in all cases, should be rotated only if rotation is likely to increase committee performance.

#### **IV. Policy on Equity Ownership**

##### **A. Overview**

The Company's Chief Executive Officer, President, the Company's named executive officers ("Other NEOs"), the Company's other Executive Vice Presidents ("Other EVPs"), and the Company's other executive leadership team members and Chief Accounting Officer ("Other SVPs"), and any non-employee director serving on the Board of the Company 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) (and collectively with the Chief Executive Officer, President, Other NEOs, Other EVPs, and Other SVPs, "Covered Persons") should own shares of the Company's common stock, par value \$0.001 per share (the "Shares"), in an amount commensurate with their respective role at the Company.

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

1. Chief Executive Officer: 6 times annual base salary
2. President: 4 times annual base salary
3. Other NEOs: 3 times annual base salary
4. Other EVPs: 2 times annual base salary
5. Other SVPs: 1 times annual base salary
6. 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 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; provided however that, to the extent that a Covered Person who had previously satisfied a requisite level of Share ownership, (a) receives an increase in base salary, or (b) receives a promotion such that they are now a Covered Person with a greater holding multiple, such Covered Person shall have two (2) years from the date of event to achieve such guideline. In calculation of the additional new holding requirement, the Company shall apply those shares held in satisfaction of the previous requirement at the rate at the time of satisfaction of the previous requirement (i.e., using the applicable average share price used for the incremental requirement when the Share Ownership was previously met).

*For avoidance of doubt, for example, if a Covered Person who has satisfied his/her 1x base salary holding requirement is promoted from an Other SVP position to Other NEO such that his/her holding requirement is now 3x base salary, the Company will apply the number of Shares from satisfaction of the Other SVP holding requirement, then calculate the requisite additional Shares required to satisfy the remaining 2x base salary necessary to satisfy the Other NEO holding requirement using the applicable share price from when the Share Ownership requirement was met as an Other SVP. The Compensation Committee 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 Achievement Date, the achievement level of Share ownership will be determined by reference to the average closing stock price of the Shares during the twelve-month period ended immediately prior to the determination date.

If, after a Covered Person's Achievement Date, the number of shares the Covered Person is required to own increases because of a decline in Share price, the Covered Person's compliance with these Guidelines will not be impacted as long as the Covered Person continues to hold the number of Shares he or she had on the Achievement Date for the duration of their tenure of employment (for employees) or service (for Covered Directors) with the Company, subject to any change in Share ownership requirement as described below. For avoidance of doubt, a Covered Person is not required to "buy up" to a new number of Shares needed to meet the ownership requirements after the Covered Person's Achievement Date.

If, after a Covered Person's Achievement Date, a Covered Person's Share ownership requirement increases because of a promotion, base salary increase, or increase in retainer, the period to achieve compliance with respect to the incremental increase in Share ownership will begin on the date of the promotion, base salary increase, or increase in retainer and end on the second anniversary of the promotion or base salary increase, with the prior Share ownership requirement determined on the Achievement Date remaining in effect as a minimum during this period.

#### 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. The Compensation Committee may evaluate and adjust the Share ownership requirement for any Covered Person, for reasons including, but not limited to, a stock split, reverse stock split, stock dividend, or other similar changes in the Company's capital structure, as well as for a sustained Share price change.

#### V. **Access to Management and Independent Advisors**

Directors will have full access to the Company'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 Company.

As necessary and appropriate, the Board and each of its 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 Company in the long- and short-term periods.

## **VII. Management Succession**

The Nominating and Corporate Governance Committee should report annually to the Board on succession planning. The Chief Executive Officer should periodically, but not less than annually report to the Nominating and Corporate Governance Committee his or her 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 Nominating and Corporate Governance Committee.

The Chief Executive Officer shall also review periodically with the Nominating and Corporate Governance Committee the performance of other key members of the senior management of the Company, 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 Company'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 and its committees' 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 Company and specifically focus on areas in which the Board or management believes the Board could improve.

## **IX. Policy on Loans to Covered Persons**

The Company shall not make any personal loans to Covered Persons or their immediate family members.

## **X. Review of Corporate Governance Guidelines**

The Nominating and Corporate Governance Committee will review these Guidelines on at least an annual basis and recommend any necessary or appropriate changes to the Board for its consideration. Based on such recommendation, the Board will review and amend, as appropriate, these Guidelines.

## **XI. Code of Business Conduct, Standards and Ethics**

The Nominating and Corporate Governance Committee shall prepare and recommend to the Board for approval appropriate codes of conduct and/or ethics and review and recommend changes from time to time. Directors must comply with the Company's Code of Business Conduct, Standards and Ethics and shall recuse themselves from any decision where there is an actual, potential, or appearance of a conflict of interest.

## **XII. Communications with the Board**

Stockholders and other interested parties may communicate with any of the directors or all of the directors as a group by addressing their correspondence to the Board member(s) as follows:

Everi Holdings Inc.  
Attn: Corporate Secretary  
7250 South Tenaya Way  
Suite 100  
Las Vegas, Nevada 89113

Or via e-mail to: [secretary@everi.com](mailto:secretary@everi.com)

All communications received will be sent directly to the Board or the particular director to whom the communication was addressed.