

**COMPENSATION COMMITTEE CHARTER**  
**OF EVERI HOLDINGS INC.**

**(As amended effective December 13, 2022)**

**I. Authority and Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Everi Holdings Inc. (the “Company”) to: (a) assist the Board in discharging its responsibilities relating to compensation of the Company’s Chief Executive Officer, including base salary, bonuses, cash or equity-based awards, and miscellaneous benefits; (b) review periodically current trends, developments, and best practices in compensation and disclosure requirements; (c) administer the Company’s incentive compensation plans (including any cash-based or equity-based incentive compensation plans); and (d) produce an annual report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of stockholders in accordance with applicable law, rules, and regulations. The Committee shall undertake those specific duties and responsibilities listed below 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 the Board on the recommendation of the Nominating and Governance Committee and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal, or death. Any Member of the Committee may be removed or replaced by the Board on the recommendation of the Nominating and Governance Committee.

The Committee shall consist of no fewer than three Members. Each Member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”), the definition of a “Non-employee Director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and any other regulatory requirements, as determined by the Board.

**III. Structure and Meetings**

The Committee shall conduct its business in accordance with this Charter, the Company’s Bylaws, and any direction of the Board. Unless a Committee Chair (the “Chair”) is elected by the full Board, the Members may designate a Chair by the majority vote of the full Committee.

The Committee will meet as often as it determines to be necessary or appropriate, but not less than two times each year, and at such times and places as the Committee or the Chair determines. The Chair or a majority of the Members may call special 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 remote communication) 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.

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

As necessary or desirable, the Chair may invite any director, officer, or member of senior management of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions and subject to reasonable efforts to avoid disruption to the Company's business and operations. The Chief Executive Officer should not attend any meeting where the Chief Executive Officer's performance or compensation is discussed, unless specifically invited by the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

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

The Committee shall:

- a. Oversee the Company's overall compensation philosophy, policies, and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for management and employees.
- b. Annually review and approve the Company's corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of such goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation.
- c. Annually review and make recommendations to the Board with respect to non-Chief Executive Officer compensation and incentive compensation plans and equity-based plans that are subject to Board approval.
- d. In consultation with the Nominating and Governance Committee, select an appropriate peer group or peer groups against which the Company's executive and director compensation programs are measured.

- e. In consultation with the Nominating and Governance Committee, review and reassess periodically, and make recommendations to the Board, regarding the adequacy and appropriateness of the Company's Clawback Policy.
- f. Administer the Company's incentive compensation plans and equity-based plans as in effect and as adopted from time to time by the Board; provided that the Board shall retain the authority to interpret such plans.
- g. Approve any new equity compensation plan or any material change to an existing plan where stockholder approval has not been obtained.
- h. Approve any cash-based or equity-based awards, bonus plans, or benefit plans as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.
- i. Review overall corporate performance measures and goals and determine the extent that established goals have been achieved and any related compensation earned.
- j. Review and approve employment and severance arrangements for the Company's officers, including employment agreements and change-in-control provisions, plans, or agreements.
- k. Oversee the assessment of the risks related to the Company's compensation plans and arrangements applicable to officers and employees, and review the results of that assessment.
- l. Make recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including the frequency of advisory votes on executive compensation.
- m. Review and consider the results of advisory votes on executive compensation.
- n. In consultation with the Nominating and Governance Committee, oversee initiatives and metrics in relation to human capital management, including corporate culture, diversity, acceptance and inclusion, and attracting and retaining talent.
- o. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of a Committee report on executive officer compensation, as required, to be included in the Company's proxy statement for its annual meeting of stockholders or Annual Report on Form 10-K filed with the SEC.

- p. At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

## **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, which shall compare the performance of the Committee with the requirements of this Charter. In conducting this review, the Committee shall address all matters that it 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 the review to the Chair of the Nominating and Governance Committee, who will make a report to the Board, which may take the form of an oral or written report.

## **VI. Outside Advisors**

The Committee shall be empowered, without the approval of the Board or management, to engage and compensate independent legal, accounting, and other advisors, as it determines necessary to carry out its duties. The Committee shall have the sole authority to retain and terminate any consultant that it uses to assist in the Committee's evaluation of director, Chief Executive Officer, or executive officer compensation and shall have the sole authority to approve that consultant's fees and other retention terms. Prior to selecting, or receiving advice from any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the SEC or the NYSE, including the independence factors listed in Section 303A.05 of the NYSE listing rules; provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. 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.