

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-36906

INTERNATIONAL GAME TECHNOLOGY PLC

(Exact name of Registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

10 Finsbury Square, Third Floor

London EC2A 1AF

United Kingdom

(Address of principal executive offices)

Christopher Spears

Executive Vice President and General Counsel

Telephone: (401) 392-1000 Fax: (401) 392-4812

E-mail: Christopher.Spears@IGT.com

IGT Center, 10 Memorial Boulevard, Providence, RI 02903

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---------------------------------------|----------------|---|
| Ordinary Shares, nominal value \$0.10 | IGT | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

199,078,909 ordinary shares, nominal value \$0.10 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|-------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

| | | | | | |
|-----------|-------------------------------------|---|--------------------------|-------|--------------------------|
| U.S. GAAP | <input checked="" type="checkbox"/> | International Financial Reporting Standards as issued by the International Accounting Standards Board | <input type="checkbox"/> | Other | <input type="checkbox"/> |
|-----------|-------------------------------------|---|--------------------------|-------|--------------------------|

If “Other” has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 or Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

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PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

International Game Technology PLC (the “Parent”), together with its consolidated subsidiaries, is a global leader in gaming. In this annual report on Form 20-F, unless otherwise specified or the context otherwise indicates, all references to “IGT”, “IGT PLC”, and the “Company” refer to the business and operations of the Parent and its consolidated subsidiaries.

This annual report on Form 20-F includes the consolidated financial statements of the Company for the years ended December 31, 2022, 2021, and 2020 (the “Consolidated Financial Statements”) prepared in accordance with United States Generally Accepted Accounting Principles as issued by the Financial Accounting Standards Board.

The financial information is presented in U.S. dollars. All references to “U.S. dollars,” “U.S. dollar,” “U.S. \$,” “USD,” and “\$” refer to the currency of the United States of America. All references to “Euro,” “euro,” “EUR,” and “€” refer to the currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended.

Amounts reported in millions are computed based on the amounts in thousands. Certain amounts in columns and rows within tables may not foot due to rounding. Percentages and earnings per share amounts presented are calculated from the underlying unrounded amounts.

The language of this annual report on Form 20-F is English. Certain legislative references and technical terms have been cited in their original language so that the correct technical meaning may be ascribed to them under applicable law.

Glossary of Certain Terms and Abbreviations

The glossary is used to define common terms and abbreviations that appear throughout the annual report on Form 20-F. Other, less common, terms and phrases are defined in the sections in which they appear, as they may either be Company or industry-specific. Additionally, definitions in “Item 18. Financial Statements” stand alone and are independently defined in that section.

| Abbreviation/Term | Definition |
|----------------------------|--|
| ADM | the Agenzia delle Dogane e Dei Monopoli, which regulates gaming in Italy |
| Adjusted EBITDA or AEBITDA | EBITDA adjusted for foreign exchange gain (loss), net, other non-operating expenses, net, impairment losses, restructuring expenses, stock-based compensation, litigation expense (income) and certain other non-recurring items |
| ASC | Accounting Standards Codification |
| ASU | Accounting Standards Update |
| B2B | business-to-business |
| B2C | business-to-consumer |
| BEAT | base-erosion and anti-abuse tax |
| Brexit | the United Kingdom’s withdrawal from the European Union |
| CEO | Chief Executive Officer |
| CFO | Chief Financial Officer |
| Company | the Parent together with its consolidated subsidiaries |
| CA 2006 | Companies Act 2006, as amended |
| Constant-currency | amounts calculated by applying the prior-year/period exchange rates to current financial data expressed in local currency |
| De Agostini | De Agostini S.p.A. |
| EBITDA | earnings before interest, taxes, depreciation and amortization |
| EMEA | Europe, Middle East and Africa |
| ESG | environmental, social and governance |
| E.U. | European Union |
| FMC | facilities management contract |
| Free cash flow | cash flow from operations less capital expenditures |
| GAAP | United States Generally Accepted Accounting Principles |
| GDPR | E.U. General Data Protection Regulation (“E.U. GDPR”) and the E.U. GDPR as retained as law in England and Wales by the European Union (Withdrawal) Act (“U.K. GDPR”) |
| GILTI | global intangible low-taxed income |
| iGaming | digital (interactive) gaming |
| IGT | the Parent together with its consolidated subsidiaries |
| LATAM | Latin America |
| LMA | lottery management agreement |
| Loyalty Plan | the terms and conditions related to the Special Voting Shares |
| Loyalty Register | the register of ordinary shares for which holders thereof have validly elected to exercise the related Special Voting Shares |
| Net debt | debt minus capitalized debt issuance costs and cash and cash equivalents, including cash and cash equivalents held for sale |
| NYSE | New York Stock Exchange |
| Parent | International Game Technology PLC |
| R&D | research and development |
| Same-store sales | wagers, at constant currency, recorded in lottery jurisdictions where we are the operator or facilities management supplier, using the same lottery jurisdictions and perimeter for comparison between periods |
| SEC | United States Securities and Exchange Commission |
| Special Voting Shares | the special voting shares in the Parent, worth U.S.\$0.000001 each and carrying 0.9995 votes |
| U.K. | United Kingdom |
| U.S. | United States of America |
| Wire Act | U.S. Interstate Wire Act of 1961 |

FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F includes forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning the Company and other matters. These statements may discuss goals, intentions, and expectations as to future plans, trends, events, dividends, results of operations, or financial condition, or otherwise, based on current beliefs of the management of the Company as well as assumptions made by, and information currently available to, such management. Forward-looking statements may be accompanied by words such as “aim,” “anticipate,” “believe,” “plan,” “could,” “would,” “should,” “shall,” “continue,” “estimate,” “expect,” “forecast,” “future,” “guidance,” “intend,” “may,” “will,” “possible,” “potential,” “predict,” “project,” or the negative or other variations of them. These forward-looking statements speak only as of the date on which such statements are made and are subject to various risks and uncertainties, many of which are outside the Company’s control. Should one or more of these risks or uncertainties materialize, or should any of the underlying assumptions prove incorrect, actual results may differ materially from those predicted in the forward-looking statements and from past results, performance, or achievements. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include (but are not limited to):

- the possibility that the Parent will be unable to pay dividends to shareholders or that the amount of such dividends may be less than anticipated;
- the effects of COVID-19 or a health crisis on our operations or the operations of our customers and suppliers;
- the effects of geopolitical or military conflicts, including events concerning Ukraine and Taiwan;
- the possibility that the Company may not achieve its anticipated financial results in one or more future periods;
- changing economic conditions in the global markets where the Company operates, including any inflationary pressures, resulting in reductions in customer spending, changes in customer demand for products and services and a slowdown in customer payments;
- unanticipated changes relating to competitive factors in the industries in which the Company operates;
- the Company’s ability to hire and retain key personnel;
- the Company’s ability to attract new customers and retain existing customers in the manner anticipated;
- the impact of supply chain constraints on the Company’s ability to meet demand for its products;
- an increase in costs resulting from supply chain constraints, including, but not limited to, increases in input costs, labor costs and freight costs, among others;
- reliance on and integration of information technology systems;
- changes in legislation, governmental regulations, or the enforcement thereof that could affect the Company;
- enforcement of an interpretation of the Wire Act in such a manner as to prohibit or limit activities in which the Company and its customers are engaged;
- international, national, or local economic, social, or political conditions that could adversely affect the Company or its customers;
- conditions in the credit markets;
- risks associated with assumptions the Company makes in connection with its critical accounting estimates;
- the resolution of pending and potential future legal, regulatory, or tax proceedings and investigations; and
- the Company’s international operations, which are subject to the risks of currency fluctuations and foreign exchange controls.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the Company’s business, including those described in “Item 3. Key Information—D. *Risk Factors*” and other documents filed by the Parent from time to time with the SEC. Except as required under applicable law, the Company does not assume any obligation to update these forward-looking statements. Nothing in this annual report is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per share of the Parent for the current or any future financial years will necessarily match or exceed the historical published earnings per share of the Parent, as applicable. All forward-looking statements contained in this annual report on Form 20-F are qualified in their entirety by this cautionary statement.

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. *Reserved*

B. *Capitalization and Indebtedness*

Not applicable.

C. *Reasons for the Offer and Use of Proceeds*

Not applicable.

D. *Risk Factors*

The following risks should be considered in conjunction with “Item 5. Operating and Financial Review and Prospects”, the Consolidated Financial Statements, including the notes thereto, included in this annual report, and the other risks described in the Forward-Looking Statements safe harbor under the Private Securities Litigation Reform Act of 1995. These risks may affect the Company's operating results and, individually or in the aggregate, could cause its actual results to differ materially from past and anticipated future results. The following discussion of risks may contain forward-looking statements which are intended to be covered by the Safe Harbor Statement. Except as may be required by law, the Company undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events, or otherwise. The Company invites you to consult any further related disclosures made by the Parent from time to time in materials filed with or furnished to the SEC.

Risks related to the Company's Business and Industry

The Company has a concentrated customer base in certain business segments, and the loss of any of its larger customers (or lower sales from any of these customers) could lead to significantly lower revenue

A substantial portion of the Company's revenues is derived from exclusive licenses awarded to the Company by the ADM, the governmental authority responsible for regulating and supervising gaming in Italy. For the years ended December 31, 2022 and 2021, approximately 9% and 12%, respectively, of the Company's total consolidated revenues was earned for service provided for the operation of the Italian Gioco del Lotto game and approximately 9% and 11%, respectively, was earned for service provided for the operation of the Italian Scratch & Win instant ticket game.

The Company expects that a significant portion of its revenues and profits will continue to depend upon the licenses awarded to the Company by ADM. Licenses may be terminated prior to their expiration dates upon the occurrence of certain events of default affecting the Company, or if such licenses are deemed to be against the public interest, or terminated or annulled if successfully challenged by competitors. In addition, the conditions for any new license will be established by law and included in the rules of the new license. Any material reduction in the Company's revenues from these licenses, including as a result of an annulment, early termination, or non-renewal of these licenses following their expiration, could have a material adverse effect on the Company's results of operations, business, financial condition, or prospects.

In addition, recurring revenues from the Company's top 10 customers outside of Italy accounted for approximately 25% of its total consolidated revenues for the year ended December 31, 2022. In 2024, the Company expects to lose one of these customers, Camelot UK Lotteries Limited in the United Kingdom, which represented approximately 1% of consolidated revenue in 2022, and the Company may not be able to replace those revenues. If the Company were to lose any of its other larger customers, or if these larger customers experience lower sales and consequently reduced revenues, which are primarily

service revenues, there could be a material adverse effect on the Company's results of operations, business, financial condition, or prospects.

The Company's operations are dependent upon its continued ability to retain and extend its existing contracts and win new contracts

The Company derives a substantial portion of its revenues from its portfolio of long-term operating contracts, FMCs, and LMAs in the Global Lottery segment (equal to approximately 52% of its total consolidated revenues for the year ended December 31, 2022), awarded through competitive procurement processes. The Company's U.S. lottery contracts typically permit a lottery authority to terminate the contract at any time for material, uncured breaches and for other specified reasons out of the Company's control, such as the failure by a state legislature to approve the required budget appropriations. In addition, many of these contracts in the U.S. permit the lottery authority to terminate the contract at will with limited notice and do not specify the compensation to which the Company would be entitled were such termination to occur. If one or more of the Company's U.S. lottery contracts were terminated, or were not renewed or extended, there is no guarantee that the Company would be able to identify replacement sources of revenue in a timely fashion, or at all. Additionally, the loss of one or more of the Company's U.S. lottery contracts to a competitor could place the Company at a competitive disadvantage.

In the event that the Company is unable or unwilling to perform certain lottery contracts, such contracts permit the lottery authority a right to use the Company's system-related equipment and software necessary for the performance of the contract until the expiration or earlier termination of the contract.

The termination of or failure to renew or extend one or more of the Company's lottery contracts, or the renewal or extension of one or more of the Company's lottery contracts on materially altered terms, could have a material adverse effect on the Company's results of operations, business, financial condition, or prospects.

The COVID-19 pandemic has had, and COVID-19 or other future pandemics may have, an adverse effect on the Company's business, operations, financial condition, and operating results

The COVID-19 pandemic has been, and continues to be, complex and rapidly evolving. In recent years, governments, public institutions, and other organizations have imposed or recommended, and businesses and individuals have implemented, restrictions on various activities or other actions to combat its spread, such as restrictions and bans on travel or transportation, stay-at-home directives, limitations on the size of gatherings, closures of work facilities, schools, public buildings and businesses, cancellation of events, including sporting events, concerts, conferences and meetings, and quarantines and lock-downs. While some of these restrictions have been reduced or eliminated more recently, there is no guarantee that such restrictions or similar restrictions will not be imposed again in the future as the COVID-19 virus and the knowledge about the virus continue to evolve, or if new pandemics or widespread public health issues emerge. Additionally, the COVID-19 pandemic, and the public perception thereof, contributed to consumer unease and decreased discretionary spending and consumer travel in recent years, which had and may continue to have, a negative effect on the Company's gaming business. Other future health epidemics or contagious disease outbreaks could have similar or greater impacts on the Company's gaming or other businesses. The pandemic and its consequences, including the closure of almost all casinos and gaming halls globally in the first half of 2020, dramatically reduced demand for gaming products and services (including as a result of slow growth or declines in the replacement cycle of gaming machines), which had a negative impact on all aspects of the Company's gaming business. While many casinos and gaming halls have since reopened, some remain closed or have enacted new restrictions, and there can be no assurance that the Company will not be further affected by future shutdowns or other restrictions. Furthermore, some of the Company's suppliers have experienced, and may continue to experience or experience again in the future, adverse effects as a result of the COVID-19 virus and public or private sector responses thereto. While the Company navigated supply chain disruptions in 2020, 2021 and 2022, such adverse effects may include, but are not limited to, constraints on ability to meet the Company's supply requirements on schedule, bankruptcy or insolvency, any of which could impact the Company's supply chain and its ability to meet demand for its products and its contractual commitments.

If the COVID-19 pandemic, or another future pandemic, results in renewed restrictive governmental or societal responses, it could have a material adverse effect on the Company's results, operations, outlooks, plans, goals, growth, reputation, cash flows, and liquidity. In addition, COVID-19 or other future pandemics could have an adverse effect on the financial conditions or resources of the Company's customers or their ability to purchase or lease the Company's products or services, which could have a material adverse effect on the Company's revenues.

Adverse changes in discretionary consumer spending and behavior, including as a result of the occurrence or perception of economic slowdown or inflation, may adversely affect the Company's business

Sociopolitical and economic factors that impact consumer confidence may result in decreased discretionary spending by consumers and have a negative effect on the Company's business. Unfavorable changes in social, political and economic

conditions and economic uncertainties, as well as decreased discretionary spending by consumers, including as a result of inflation, may adversely impact customers, suppliers and business partners in a variety of ways.

The revenue generated by the Company's business depends on consumers' discretionary income and their level of gaming activity. Economic factors resulting in a reduction of such discretionary income could result in fewer lottery ticket sales and fewer patrons visiting casinos or engaging in online or digital gaming. A decline in discretionary income over an extended period could cause some of the Company's customers to close casinos or other gaming operations, which would adversely affect the Company's business. A decline in casino visits may also have an adverse impact on the businesses of casino customers and their ability to purchase or lease products and services from the Company.

The occurrence or perception of an economic slowdown or recession may also have a negative impact on consumer discretionary spending, particularly when combined with inflation or the occurrence or perception of increases in the prices of consumer products including food and energy. If these conditions persist or worsen, it may result in declines in lottery ticket sales and fewer patrons visiting casinos and engaging in online or digital gaming, which could have a material adverse effect on the Company's business and results of operations.

The Company is subject to substantial penalties for failure to perform

The Company's Italian licenses, lottery contracts in the U.S. and in other jurisdictions, and other service contracts often require performance bonds or letters of credit to secure its performance under such contracts and require the Company to pay substantial monetary liquidated damages in the event of non-performance by the Company.

At December 31, 2022, the Company had outstanding performance bonds and letters of credit in an aggregate amount of approximately \$978 million. These instruments present a potential expense for the Company and could divert financial resources from other uses. Claims on performance bonds, drawings on letters of credit, and payment of liquidated damages could individually or in the aggregate have a material adverse effect on the Company's results of operations, business, financial condition, liquidity, or prospects.

The Company's success depends in large part on its ability to develop and manage frequent introductions of innovative products and the ability to respond to technological changes, and slow growth or declines in the lottery and gaming markets could lead to lower revenues for the Company

The Company's future success will depend, in part, on the success of the lottery and gaming industries in attracting and retaining new players in the face of increased competition in the entertainment and gaming markets, as well as the Company's own success in developing innovative services, products, and distribution methods/systems to achieve this goal. The Company must continually introduce and successfully market new games and technologies to remain competitive and effectively stimulate customer demand. The process of developing new products is inherently complex and uncertain. It requires accurate anticipation of changing customer needs and end-user preferences as well as emerging technological trends. If the Company's competitors develop new game content or innovative products and the Company fails to keep pace, its business could be adversely affected.

In addition, if the Company fails to accurately anticipate customer needs and end-user preferences through the development of new products, services and technologies, the Company could lose business to its competitors, which would adversely affect its results of operations, business, financial condition, or prospects. While the Company intends to continue investing resources in research and development across Global Lottery, Global Gaming, and PlayDigital, which includes new hardware, software, content, services and systems, there is no assurance that its investments in research and development will guarantee successful products. Because the Company's newer products are generally more technologically sophisticated than those it has produced in the past, the Company must continually refine its design, development, and delivery capabilities across all channels to ensure product innovation. Newer products also require adequate supply of electronic components and other raw materials, for which the Company relies on third party suppliers. See "*The Company depends on its suppliers and faces supply chain risks that could adversely affect its financial results*" within "*Operational Risks*" below.

If the Company cannot efficiently adapt its processes and infrastructure to meet the needs of its product innovations, or if the Company is unable to source adequate supplies to manufacture its newer products, its results of operations, business, financial condition, or prospects could be negatively impacted.

Brexit has created uncertainty that could impact the Company's operations, business, financial condition, or prospects

The U.K. exited the E.U. on January 31, 2020, which commenced a transition period through December 31, 2020, during which the U.K. continued to apply E.U. laws and regulations and the trading relationship between the U.K. and the E.U. remained the same. In December 2020, the U.K. and E.U. announced they had entered into a post-Brexit deal (the "Post-Brexit Trade

Agreement”) on certain aspects of trade and other strategic and political issues and on January 1, 2021, the U.K. left the European Union Single Market and Customs Union. The Post-Brexit Trade Agreement offers U.K. and E.U. companies preferential access to each other’s markets, ensuring imported goods will be free of tariffs and quotas; however, economic relations between the U.K. and the E.U. will now be on more restricted terms than existed previously. While the Post-Brexit Trade Agreement provides some clarity regarding the future relationship between the U.K. and the E.U., uncertainties remain and further negotiations are expected. The continued uncertainty following the U.K.’s withdrawal from the E.U. could adversely affect business activity, restrict the movement of capital and the mobility of personnel and otherwise impair political stability and economic conditions in the U.K., the E.U. and elsewhere. Any of these developments could have a material adverse effect on the Company’s business, future operations, operating results, and cash flows.

If the Company is unable to protect its intellectual property or prevent its unauthorized use by third parties, its ability to compete in the market may be harmed

The Company protects its intellectual property to ensure that its competitors do not use such intellectual property. However, intellectual property laws in the U.S., Italy, and in other jurisdictions may afford differing and limited protection, may not permit the Company to gain or maintain a competitive advantage, and may not prevent its competitors from duplicating its products, designing around its patented products, or gaining access to its proprietary information and technology.

The Company may not be able to prevent the unauthorized disclosure or use of its technical knowledge or trade secrets. For example, there can be no assurance that consultants, vendors, partners, former employees, or current employees will not breach their obligations regarding non-disclosure and restrictions on use. In addition, anyone could seek to challenge, invalidate, circumvent, or render unenforceable any of the Company’s patents. The Company cannot provide assurance that any pending or future patent applications it holds will result in an issued patent, or that, if patents are issued, they would necessarily provide meaningful protection against competitors and competitive technologies or adequately protect the Company’s then-current technologies. The Company may not be able to detect the unauthorized use of its intellectual property, prevent breaches of its cybersecurity efforts, or take appropriate steps to enforce its intellectual property rights effectively. In addition, certain contractual provisions, including restrictions on use, copying, transfer, and disclosure of software, may be unenforceable under the laws of certain jurisdictions.

The Company’s success may depend in part on its ability to obtain trademark protection for the names or symbols under which it markets its products and to obtain copyright protection and patent protection of its technologies and game innovations. The Company may not be able to build and maintain goodwill in its trademarks or obtain trademark or patent protection, and there can be no assurance that any trademark, copyright, or issued patent will provide competitive advantages for the Company or that the Company’s intellectual property will not be successfully challenged or circumvented by competitors.

The Company maintains various patents, trademarks, copyrights and trade secrets and intends to enforce its intellectual property rights. From time to time, the Company may assert claims against third parties, most recently Zynga Inc. and Acres Gaming Inc., that it believes are infringing its intellectual property rights. Litigation initiated or defended to protect and enforce the Company’s intellectual property rights could be costly, time consuming and distracting to management, could fail to obtain the results sought, and could have a material adverse effect on the Company’s results of operations, business, financial condition, or prospects.

If the Company is unable to license intellectual property from third parties, its ability to compete in the market may be harmed

The Company licenses intellectual property rights from third parties. If such third parties do not properly maintain or enforce the intellectual property rights underlying such licenses, or if such licenses are terminated or expire without being renewed, the Company could lose the right to use the licensed intellectual property, which could adversely affect its competitive position or its ability to commercialize certain of its technologies, products, or services.

In addition, some of the Company’s most popular games and features, such as the Wheel of Fortune® family of premium games, are based on trademarks, copyrights, patents, and other intellectual property licensed from third parties. The Company’s future success may depend upon its ability to obtain, retain and/or expand licenses for popular intellectual property rights with reasonable terms in a competitive market. If the Company cannot renew and/or expand existing licenses, it may be required to discontinue or limit its use of the games or gaming machines that use the licensed technology or bear the licensed marks, which could have a material adverse effect on the Company’s results of operations, business, financial condition, or prospects.

Third party intellectual property infringement claims against the Company could limit its ability to compete effectively

The Company cannot provide assurance that its products do not infringe the intellectual property rights of third parties. Infringement and other intellectual property claims and proceedings brought against the Company, whether successful or not,

are costly, time consuming and distracting to management, and could harm the Company's reputation. In addition, intellectual property claims and proceedings could require the Company to do one or more of the following: (i) cease selling or using any of its products that allegedly incorporate the infringed intellectual property, (ii) pay substantial damages, (iii) obtain a license from the third-party owner, which license may not be available on reasonable terms, if at all, (iv) rebrand or rename its products, and (v) redesign its products to avoid infringing the intellectual property rights of third parties, which may not be possible and, if possible, could be costly, time consuming, or result in a less effective product. A successful claim against the Company could have a material adverse effect on its results of operations, business, financial condition, or prospects.

The Company's business may be adversely affected by lower cost of entry into the gaming industry

As a result of developments in digital and internet gaming, the cost of entry to the gaming market has decreased significantly. This has resulted in a highly competitive environment. Digital and internet gaming have emerged as substantial methods of competition from existing competitors and, increasingly, new competitors as a result of the lower cost of entry. The increased competition may result in increased pricing pressures on a number of the Company's products and services, and may impact the Company's results and financial position.

Divestitures may materially adversely affect the Company's financial condition, results of operations or cash flows.

From time to time, the Company may pursue divestitures in support of its strategic goals. For example, on May 10, 2021, the Company completed the sale of its Italian B2C gaming machine, sports betting, and digital gaming businesses ("Italian B2C businesses") to Gamenet Group S.p.A. and on September 14, 2022, a wholly-owned subsidiary of the Company completed the sale of the Company's Italian commercial services business, to PostePay S.p.A. – Patrimonio Destinato IMEL. Divestitures involve risks, including difficulties in the separation of operations, services, products and personnel, the diversion of management's attention from other business concerns, the disruption of business, the potential loss of key employees and the retention of uncertain contingent liabilities related to the divested business. The Company may not be successful in managing these or any other significant risks that it encounters in any divestiture the Company may undertake, and any such divestiture could materially and adversely affect the Company's business, financial condition, results of operations and cash flows, and may also result in a diversion of management attention, operational difficulties and losses. Further, there can be no assurance whether the strategic benefits and expected financial impact of any divestiture will be achieved.

The Company's inability to successfully complete and integrate acquisitions could limit its future growth or otherwise be disruptive to its ongoing business

From time to time, the Company expects it will pursue acquisitions in support of its strategic goals. There can be no assurance that acquisition opportunities will be available on acceptable terms or at all or that the Company will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. The Company's ability to succeed in implementing its strategy will depend to some degree upon the ability of its management to identify, complete, arrange financing for, and successfully integrate commercially viable acquisitions. Acquisition transactions may disrupt the Company's ongoing business and distract management from other responsibilities. Further, the Company may incur unexpected costs, or fail to realize expected benefits from such acquisitions. In connection with any such acquisitions, the Company could face significant challenges in managing and integrating its expanded or combined operations, including acquired assets, operations, and personnel.

The Company faces reputational risks related to the use of social media

The Company frequently uses social media platforms as marketing tools. These platforms provide the Company, as well as individuals, with access to a broad audience of consumers and other interested persons. Negative commentary regarding the Company or the products it sells may be posted on social media platforms and similar devices at any time and may be adverse to the Company's reputation or business. Further, as laws, regulations, and different platforms' terms of service rapidly evolve to govern the use of social media, the failure by the Company, its employees or third parties acting at the Company's direction to abide by applicable laws and regulations in the use of these platforms and devices could adversely impact the Company's business, financial condition, and results of operations or subject it to fines or other penalties.

The Company's results of operations, cash flows and financial condition could be affected by severe weather and other geological events and geopolitical events in the locations where the Company's customers, suppliers or regulators operate.

The Company may be impacted by severe weather and other geological events (including as a result of climate change), including hurricanes, earthquakes, snow or ice storms, floods or tsunamis, that could disrupt the Company's operations or the operations of the Company's customers, suppliers, data service providers and regulators. Natural disasters or other disruptions at any of the Company's facilities or the facilities of the Company's suppliers, may impair or delay the operation, development, provisions or delivery of the Company's products and services. The Company's operations could also be impacted by

geopolitical events, including the outbreak of hostilities (such as the Russia-Ukraine conflict), other acts of violence, including escalation of war or terrorism, any of which could adversely affect the Company's ability to operate and deliver its products and services. While the Company insures against certain business interruption risks, the Company cannot assure that such insurance will compensate the Company for any losses incurred as a result of natural or other disasters. Any serious disruption to the Company's operations, or those of the Company's customers, suppliers, data service providers, or regulators, could have a material adverse effect on the Company's results of operations, cash flows and financial condition.

Legal and Compliance Risks

The Company faces risks related to the extensive and complex governmental regulation applicable to its operations

The Company's activities are subject to extensive and complex governmental regulation, including restrictions on advertising, increases in or differing interpretations by authorities on taxation, limitations on the use of cash, and anti-money laundering compliance procedures. These regulatory requirements are constantly evolving and may vary from jurisdiction to jurisdiction. Any changes in the legal or regulatory framework or other changes, such as increases in the taxation of sports betting or gaming, changes in the compensation paid to licensees, or increases in the number of licenses, authorizations, or licenses awarded to the Company's competitors, could materially affect its profitability.

In addition, in the U.S. and in many international jurisdictions where the Company currently operates or seeks to do business, lotteries, sports betting, and gaming are not permitted unless expressly authorized by law. The successful implementation of the Company's growth strategy and its business could be materially adversely affected if jurisdictions that do not currently authorize lotteries, sports betting, or gaming do not approve such activities or if those jurisdictions that currently authorize lotteries, sports betting, or gaming do not continue to permit such activities.

Investigations by governmental and licensing entities can result in adverse findings or negative publicity

From time to time, the Company is subject to extensive background investigations, and other investigations of various types are conducted by governmental and licensing authorities with respect to applicable gaming regulations. These regulations and investigations vary from time to time and from jurisdiction to jurisdiction where the Company operates. The Company's operations may be impacted if the Company is unable to obtain a privileged gaming license or have a privileged gaming license revoked by a regulatory authority. Because the Company's reputation for integrity is an important factor in its business dealings with lottery and other governmental agencies, a governmental allegation or a finding of improper conduct by or attributable to the Company in any manner, the prolonged investigation of these matters by governmental or regulatory authorities, and/or the adverse publicity resulting therefrom could have a material adverse effect on the Company's results of operations, business, financial condition, or prospects, including its ability to retain existing contracts or to obtain new or renewed contracts, both in the subject jurisdiction and elsewhere.

Failure to comply with data privacy laws, including the GDPR could result in significant penalties

Our business is subject to the E.U. GDPR, which came into effect on May 25, 2018. The U.K. has implemented a similar law: the U.K. GDPR (and together with the E.U. GDPR, the "GDPR"). The GDPR has direct effect where an entity is established in the European Economic Area (the "EEA") or the U.K. and has extraterritorial effect where an entity established outside the EEA or the U.K. processes personal data in relation to the offering of goods or services to individuals in the EEA and/or the U.K. The GDPR imposes a number of obligations on data controllers, including, among others:

- accountability and transparency requirements, which requires data controllers to demonstrate and record compliance with the GDPR and to provide more detailed information to data subjects regarding processing;
- enhanced requirements when obtaining consent;
- obligations to consider data privacy as any new products or services are developed and limit the amount of information collected, processed, and stored as well as its accessibility;
- constraints on automated individual decision-making, including profiling data subjects;
- providing data subjects with personal data in a usable format on request and erasing or rectifying personal data in certain circumstances;
- obligations to implement appropriate technical and organizational security measures to safeguard personal data; and
- reporting of certain personal data breaches to the relevant supervisory authority without undue delay (72 hours where feasible).

In addition, the GDPR also prohibits the international transfer of personal data from the EEA/U.K. to countries outside of the EEA/U.K. unless made to a country deemed to have "adequate" data privacy laws by the European Commission or U.K. Government or if a data transfer mechanism has been put in place. In July 2020, the Court of Justice of the European Union ("CJEU") in its Schrems II ruling invalidated the E.U.-U.S. Privacy Shield framework, a self-certification mechanism that

facilitated the lawful transfer of personal data from the EEA/U.K. to the U.S., with immediate effect. The CJEU upheld the validity of standard contractual clauses (“SCCs”) as a legal mechanism to transfer personal data but companies relying on SCCs will need to carry out a transfer privacy impact assessment, which among other things, assesses laws governing access to personal data in the recipient country and considers whether supplementary measures that provide privacy protections additional to those provided under SCCs will need to be implemented to ensure an essentially equivalent level of data protection to that afforded in the EEA. The U.K. has also published its own form of these clauses called an International Data Transfer Agreement and its own transfer risk assessment tool. However, parties may alternatively choose to rely on the E.U. SCCs with a U.K. Addendum, and the E.U. transfer privacy impact assessment instead. In terms of international data transfers between the U.K. and U.S., it is understood that the U.K. and the U.S. are negotiating an adequacy agreement.

In October 2022, the U.S. President signed an Executive Order to facilitate a new Trans-Atlantic Data Privacy Framework which will act as a successor to the invalidated Privacy Shield. Moreover, in December 2022, the European Commission released a draft adequacy decision for the U.S., reflecting its belief that the Executive Order and Framework address the transfer issues raised when the Privacy Shield was invalidated. If finalized, the agreement will facilitate the transatlantic flow of personal data and provide additional safeguards (in addition to SCCs) for companies transferring personal data from the E.U. to the U.S. In the meantime, the European Commission published new versions of SCCs in June 2021 which place onerous obligations on the parties and the deadline for the implementation of SCCs was December 27, 2022.

Other jurisdictions in which the Company operates have implemented, or are considering implementing, data privacy laws similar to the GDPR. Several of the Parent’s subsidiaries deal with a significant amount of employee personal data. There is a risk that the Company's policies and procedures for compliance with data privacy laws, including the GDPR will not be implemented correctly or that individuals within the Company will not be fully compliant with the new procedures. Failure to comply with data privacy laws may have serious financial consequences to the Company. For example, failure to comply with the GDPR may lead to fines of up to the maximum of either €20 million under the E.U. GDPR and £17.5 million under the U.K. GDPR or 4% of worldwide annual revenue under the E.U. GDPR and U.K. GDPR, and the Company could face significant administrative sanctions and reputational damage that could have a material adverse effect on the Company’s results of operations, business, financial condition, or prospects.

The Company is exposed to significant risks in relation to compliance with anti-corruption laws and regulations and economic sanction programs

Doing business worldwide requires the Company to comply with the laws and regulations of various jurisdictions. In particular, the Company's operations are subject to anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act of 2010, and other anti-corruption laws that apply in countries where the Company operates. Other laws and regulations applicable to the Company control trade by imposing economic sanctions on countries and persons and creating customs requirements and currency exchange regulations. The Company's continued global expansion, including in countries which lack a developed legal system or have high levels of corruption, increases the risk of actual or alleged violations of such laws.

The Company cannot predict the nature, scope, or effect of future regulatory requirements to which its operations might be subject or the manner in which such laws might be administered or interpreted.

There can be no assurance that the policies and procedures the Company has implemented have been or will be followed at all times or will effectively detect and prevent violations of these laws by one or more of the Company's directors, officers, employees, consultants, agents, joint-venture partners or other third-party partners. As a result, the Company could be subject to investigations, criminal and civil penalties, sanctions and/or other remedial measures that in turn could have a material adverse effect on its business, results of operations and financial condition.

Negative perceptions and publicity surrounding the gaming industry could lead to increased gaming regulation

The popularity and acceptance of gaming is influenced by prevailing social attitudes toward gaming, and changes in social attitudes toward gaming could result in reduced acceptance of gaming as a leisure activity. Further, from time to time, the gaming industry is exposed to negative publicity related to gaming behavior, gaming by minors, the presence of gaming machines in too many locations, risks related to digital gaming and alleged association with money laundering. Publicity regarding problem gaming and other concerns with the gaming industry, even if not directly connected to the Company, could adversely impact its business, results of operations, and financial condition. For example, if the perception develops that the gaming industry is failing to address such concerns adequately, the resulting political pressure may result in the industry becoming subject to increased regulation and restrictions on operations. Such an increase in regulation could adversely impact the Company's results of operations, business, financial condition, or prospects.

Changes to U.S. and foreign tax laws could adversely affect the Company

The Company is subject to tax laws in the U.S. and several foreign tax jurisdictions and judgment is required in determining the Company's global provision for income taxes. While the Company believes its tax positions are consistent with the tax laws in the jurisdictions in which it conducts business, it is possible that these positions may be overturned by tax authorities, which may have a significant impact on the Company's global provision for income taxes.

Furthermore, changes in tax laws or regulations may be proposed or enacted that could significantly affect the Company's overall tax expense. For example, the Inflation Reduction Act ("IRA") was recently enacted into law and includes a provision to implement a 15% corporate alternative minimum tax on "adjusted financial statement income" for "applicable corporations" and a 1% excise tax on repurchases of stock. The Company continues to evaluate the provisions of the IRA, but does not currently expect the IRA to have a material impact on our financial position.

In October 2015, the Organisation for Economic Co-operation and Development ("OECD") published its final recommendations on base erosion and profit shifting ("BEPS"). These BEPS recommendations propose measures to coordinate multilateral action on international tax rules. Several of the areas of tax law on which the BEPS project has focused have led or will lead to changes in the domestic law of individual OECD jurisdictions. The implementation of recommendations arising from the action points comprising BEPS has resulted in significant changes to local tax legislation and international double tax treaties over recent years. For example, BEPS has resulted in jurisdictions implementing laws which (among other things): (i) limit deductibility of interest payments; (ii) expand the scope of permanent establishment (thereby extending the scope of jurisdictions' taxing rights); (iii) counteract hybrid mismatch arrangements; and (iv) strengthen 'Controlled Foreign Company' rules. Legislation introduced in relation to hybrid mismatches came into effect on January 1, 2017, and legislation to restrict tax deductions for interest expenses of large groups was brought into effect from April 1, 2017.

On June 21, 2016, the E.U.'s ministers of Finance and Economic Affairs unanimously approved the Anti-Tax Avoidance Directive to harmonize potential BEPS changes in the E.U. These measures are largely directed at counteracting the effects of tax havens and preferential tax regimes in countries around the world. We expect that countries may change their tax laws in response to this project, and several countries have already changed or proposed changes to their tax laws. On July 1, 2020, the Anti-Tax Avoidance Directive II ("ATAD II") entered into force, with provisions on hybrid structures entering into force on January 1, 2021 to apply to income obtained in the tax year starting December 31, 2020. ATAD II is designed to prevent hybrid mismatches giving rise to a double deduction or to a deduction without taxation in different tax jurisdictions. In certain cases, taxpayers may be denied the right to recognize tax deductible costs on payments subject to a double deduction. On December 22, 2021, the E.U. published the draft Anti-Tax Avoidance Directive III ("ATAD III") designed to impose new minimum substance rules to prevent the misuse of shell entities for improper tax purposes. ATAD III proposes to introduce reporting requirements for certain E.U. tax resident companies with mobile and/or passive income (such as interest, dividends and royalty income) that have inadequate economic substance (as prescribed under ATAD III). If an entity fails to meet these substance requirements, it will be denied benefits under double tax treaties and various E.U. directives. As currently drafted, E.U. member states will need to implement the proposed measures, once adopted, by June 30, 2023. ATAD III is currently in draft form and is subject to public consultation. The details of these rules are therefore subject to change.

On May 31, 2019, the OECD published a "Programme of Work" designed to address the tax challenges created by an increasing digitalized economy. The Programme was divided into two pillars. Pillar One addresses the broader challenge of a digitalized economy and focuses on the allocation of group profits among taxing jurisdictions based on a market based concept rather than historical "permanent establishment" concepts. Pillar Two addresses the remaining BEPS risk of profit shifting to entities in low tax jurisdictions by introducing a global minimum tax and a tax on potentially base eroding payments.

The OECD published detailed blueprints of its proposals on October 14, 2020 and public consultations have already been held virtually in January 2021. A meeting of the Inclusive Framework was held on January 27-28, 2021. On October 8, 2021, the OECD announced that a global deal to ensure a minimum tax rate of 15% for large multinational companies, and measures to prevent tax avoidance, was agreed to by 136 countries. The effect of the minimum tax rate will allow home governments to 'top up' the taxes paid in a particular country to the extent those taxes are below 15%, eliminating the advantage of shifting profits. Additionally, it is proposed that countries where revenues are earned will be able to tax 25% of the largest multinationals' so-called excess profit - defined as profit in excess of 10% of revenue. These changes are currently scheduled to take effect by 2023, and the extent to which these changes are enacted into the laws of the various countries will become evident in the interim. Changes to tax laws and additional reporting requirements could increase the complexity, burden, and cost of doing business with our subsidiary entities and/or subject the Company to increased tax and compliance burdens.

The impact of these changes to U.K. tax law in response to the BEPS Reports are still playing out, and it is expected that further reforms will be made in response to the proposed extensions of BEPS (i.e., BEPS: Pillar One and Two, commonly known as

“BEPS 2.0”). BEPS and BEPS 2.0 (if implemented) may have an ongoing effect on the Parent’s and/or Company’s intra-group arrangements, operations, and results.

If U.S. or other foreign tax authorities change applicable tax laws, the Company’s overall taxes could increase, and its results of operations, business, financial condition, or prospects may be adversely affected.

The Company may be subject to an unfavorable outcome with respect to pending regulatory, tax, or other legal proceedings, which could result in substantial monetary damages or other harm to the Company

The Company is involved in a number of legal, regulatory, tax, and arbitration proceedings including claims by and against it as well as injunctions by third parties arising out of the ordinary course of its business or its other business activities and is subject to investigations and compliance inquiries related to its ongoing operations. It is difficult to estimate accurately the outcome of any proceeding. As such, the amounts of the Company’s provision for litigation risks could vary significantly from the amounts the Company may be asked to pay or ultimately pay in any such proceeding. In addition, unfavorable resolution of or significant delay in adjudicating such proceedings could require the Company to pay substantial monetary damages or penalties and/or incur costs that may exceed any provision for litigation risks or, under certain circumstances, cause the termination or revocation of the relevant license or authorization and thereby have a material adverse effect on the Company’s results of operations, business, financial condition, or prospects.

Operational Risks

The Company depends on its suppliers and faces supply chain risks that could adversely affect its financial results

The Company purchases most of the parts, components, and subassemblies necessary for its lottery terminals and electronic gaming machines from outside sources. The Company outsources the manufacturing and assembly of certain gaming and lottery terminals to third-party vendors. The Company’s operating results could be adversely affected if one or more of its manufacturing and assembly outsourcing vendors fails to meet defined quality standards and production schedules. Disruptions and delays could adversely affect our suppliers’ ability to meet production schedules.

Throughout 2020, 2021 and 2022, the Company experienced, and the Company may continue to experience, disruptions throughout its supply chain. In particular, the Company has been adversely impacted by a shortage in the supply of electronic components necessary for the manufacture of gaming machines. These shortages have required the Company to adjust some of its delivery and production schedules, and could cause the Company to be unable to meet demand for its products or to introduce new products on schedule, leading to a reduction in potential sales. The Company cannot provide assurance as to how long it will be impacted by the shortage in electronic components, or whether it will in the future face shortages of other parts, components or subassemblies necessary for the manufacture of any of its finished products. Furthermore, global supply chain constraints have also generally led to an increase in costs, including supply costs (such as the cost of paper and electronic components), freight costs, energy costs and labor costs, among others. The Company may not be able to pass these increased costs on to customers, which may lead to decreased profit margins. As a result, the Company’s results of operations, business, financial condition, or prospects could be adversely affected by these supply chain disruptions, or any future supply chain disruptions.

In the Company’s lottery business, the Company transmits data using cellular technology and satellite transponders, generally pursuant to long-term contracts. The technical failure of any of these cellular or satellite services would require the Company to obtain other communication services, including other cellular or satellite access. In some cases, the Company employs backup systems to limit the Company’s exposure in the event of such a failure. Therefore, the Company cannot assure access to such other cellular services or satellites or, if available, the ability to obtain the use of such other cellular services or satellites on favorable terms or in a timely manner. While cellular and satellite failures are infrequent, the operation of each is outside of the Company’s control.

In the Company’s digital gaming business, the Company often relies on third-party data center providers to, among other things, host the Company’s remote game servers and sports betting platforms. The digital gaming business could be adversely impacted by breaches of or disruptions to these third-party data centers, including potential service level penalties with respect to the Company’s customers, reputational harm, the disclosure of proprietary information or the theft of the Company’s assets.

The Company’s management believes that if a supply contract with one of its vendors were to be terminated or breached, it may take time to replace such vendor under some circumstances and any replacement parts, components, or subassemblies may be more expensive, which could reduce the Company’s operating margins. Depending on a number of factors, including the Company’s available inventory of replacement parts, components or subassemblies, the time it takes to replace a vendor may result in a delay for a customer. Further, supply chain constraints and shortages could cause the Company’s existing vendors to be unable to meet supply commitments, which may cause delays in the Company’s ability to meet its contractually committed

delivery schedules. Generally, if the Company fails to meet its delivery schedules under its contracts, it may be subject to substantial penalties or liquidated damages, or contract termination, which in turn could adversely affect the Company's results of operations, business, financial condition, or prospects.

Failure to attract, retain and motivate personnel may adversely affect the Company's ability to compete

The Company's ability to attract and retain key management, product development, finance, marketing, and research and development personnel, and its ability to attract and maintain a diverse workforce, is directly linked to the Company's continued success. In all of the industries in which the Company operates, the market for qualified executives and highly-skilled technical workers is intensely competitive, and increasing competition for talent and changing expectations of current and prospective employees pose new challenges relating to the attraction and retention of key personnel. The loss of key employees or an inability to hire a sufficient number of technical staff could limit the Company's ability to develop successful products and could cause delays in getting new products to the market. The Company has established an Office of Diversity, Equity, and Inclusion to promote a fair and inclusive culture that enables all employees to feel valued, respected, engaged, and empowered to contribute to the business.

The Company's business prospects and future success rely heavily upon the integrity of its employees, directors, and agents

The Company strives to set exacting standards of personal integrity for its employees, directors and agents and its reputation in this regard is an important factor in its business dealings with lottery, gaming, and other governmental agencies. For this reason, an allegation or a finding of improper conduct on the Company's part, or on the part of one or more of its current or former employees, directors or agents, or the failure to detect fraudulent activity by employees in a timely manner, could have a material adverse effect upon the Company's results of operations, business, financial condition, or prospects, including its ability to retain or renew existing contracts or obtain new contracts.

For example, in October 2020, the Italian Tax Police announced that it was investigating alleged misconduct by a small number of the Company's former employees. The alleged misconduct involved unauthorized access to the Company's lottery system in Italy in order to identify and redeem winning scratch-off lottery tickets. The investigation progressed with the Italian prosecutor commencing criminal proceedings against several of the Company's former employees. The Company fully cooperated with the Italian Tax Police and other regulators in order to facilitate their reviews and has taken proactive steps to ensure the integrity of the Company's games and to protect the interests of the Company's customers. The Company has also taken measures to review its operational systems and processes designed to prevent fraudulent activities and remains focused on ensuring its business is conducted at the highest levels of integrity. Nevertheless, the investigation and other governmental reviews and inspections (including any resulting adverse impact on the perceived integrity and security of the Company's products and systems) could have a material adverse effect upon the Company's results of operations, business, financial condition, or prospects, including its ability to retain or renew existing contracts or obtain new contracts.

The success of the Company's business is dependent on customers' confidence in the integrity of the Company's products and systems

The real and perceived integrity and security of the Company's products and systems are critical to its ability to attract customers and players. In the event of an actual or alleged defect in a Company product or unauthorized access of a Company system, the Company's existing and prospective customers may lose confidence in the integrity and security of the Company's products and systems. Such a failure could have a material adverse effect upon the Company's results of operations, business, financial condition or prospects, including its ability to attract new customers and retain its existing customers.

The Company and its operations are subject to cyber attacks and cybersecurity risks which may have an adverse effect on its business and results of operations and result in increasing costs to minimize these risks

The Company's business involves the storage and transmission of confidential business and personal information, including trade secrets and other sensitive information, and theft and security breaches may expose the Company to a risk of loss of, or improper use and disclosure of, such information, which may result in significant litigation expenses and liability exposure. The Company has developed an information security management system (the "ISMS") to safeguard the confidentiality, integrity, and availability of all physical and electronic information assets and ensure that regulatory, operational, and contractual requirements are fulfilled. Cyber-attacks on businesses are becoming more frequent and increasingly more difficult to anticipate and prevent due to their rapidly evolving nature, and the Company believes that risks and exposures related to cybersecurity will remain high for the foreseeable future.

Within the ISMS, the Company maintains policies, procedures, and controls designed to prevent, detect, and mitigate the potential negative effects of malware attacks, phishing attacks, password attacks, "Man-in-the-Middle" attacks, Denial-of-Service attacks, and other cybersecurity risks. The Company periodically reviews these elements of the ISMS for continued effectiveness, incorporating updates to reflect new business realities and changes to the Company's risk profile. However,

despite these efforts, the Company may not be able to prevent or detect every cyber-attack or incident or reduce the negative effects they may cause.

Any failure, compromise, or breach of the Company's security measures that results in the release of confidential business and/or personal information could seriously harm the Company's reputation and have a materially adverse effect on the results of operations, business, financial condition, or prospects of the Company and the Company's customers. Additionally, cyber-attacks could also compromise trade secrets and other sensitive information and result in such information being disclosed to others and becoming less valuable, which could have a material adverse effect upon the Company's results of operations, business, financial condition, or prospects. The Company's security measures may be breached due to employee error, malfeasance, system errors, or vulnerabilities, including the vulnerabilities of the Company's subcontractors, vendors, suppliers, or otherwise. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, become more sophisticated, and often are not recognized until launched against a target, the Company may be unable to anticipate these techniques or to implement adequate preventative measures.

Though the Company maintains first and third-party cybersecurity insurance coverage in an attempt to mitigate cybersecurity risks, such policies may not be sufficient to mitigate all the potential negative effects of a cyber-attack or incident that occurs.

Technology failures may disrupt the Company's business and have an adverse effect on its results of operations

The Company's success depends on its ability to avoid, detect, replicate, and correct software and hardware defects and fraudulent manipulation of its products. The Company incorporates security features into the design of its products which are designed to prevent its customers and players from being defrauded. The Company also monitors its software and hardware in an effort to avoid, detect and correct any technical errors. However, there can be no guarantee that the Company's security features or technical efforts will continue to be effective in the future.

In addition, any disruption in the Company's network or telecommunications services, or those of third parties that the Company uses in its operations, could affect the Company's ability to operate its systems, which could result in reduced revenues and customer downtime. The Company's network and databases of business and customer information, including intellectual property and other proprietary business information and those of third parties the Company uses, are susceptible to outages due to fire, floods, power loss, break-ins, cyber attacks, network penetration, data privacy or security breaches, denial of service attacks, and similar events, including inadvertent dissemination of information due to increased use of social media. Disruptions with such systems could result in a wide range of negative outcomes, including devaluation of the Company's intellectual property, increased expenditures on data security, and costly litigation and potential payment of liquidated damages, each of which could have a material adverse effect on the Company's results of operations, business, financial condition, or prospects.

Financial Risks

Covenants in the Company's debt agreements may limit its ability to pay dividends, repurchase shares and operate its business, and the Company's breach of such covenants could materially and adversely affect its results of operations, business, financial condition, or prospects

Certain of the Company's debt agreements require it to comply with covenants that may limit the Company's ability to:

- pay dividends and repurchase shares;
- acquire assets of other companies or acquire, merge or consolidate with other companies;
- dispose of assets;
- incur indebtedness; and
- grant security interests in its assets.

The Company's ability to comply with these covenants may be affected by events beyond its control, such as prevailing economic, financial, regulatory and industry conditions. These covenants may limit its ability to react to market conditions or take advantage of potential business opportunities. Further, a breach of such covenants could, if not cured or waived, result in acceleration of its indebtedness, result in the enforcement of security interests or force the Company into bankruptcy or liquidation. Such a breach or any failure to otherwise timely repay outstanding indebtedness could have a material adverse effect on the Company's results of operations, business, financial condition, or prospects.

The Company may incur additional impairment charges

The Company reviews its long-lived and amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. The Company tests goodwill and other indefinite-lived intangible assets for impairment at least annually. Factors that may indicate a change in circumstances, such that the carrying value of the

Company's goodwill, amortizable intangible assets, or other non-amortizing assets may not be recoverable, include a decline in the Company's stock price and market capitalization, reduced future cash flow estimates, and slower growth rates in industry segments in which the Company participates. The Company may be required to record a significant charge in its consolidated financial statements during the period in which any impairment of goodwill or intangible assets is determined, which would negatively affect the Company's results of operations. While during the year ended December 31, 2022, the Company did not identify any events or circumstances that would indicate that it is more likely than not that the fair value of any reporting unit was less than its carrying amount, the Company cannot provide assurance that future changes will not require additional material impairment charges in any of its business segments in the future.

The establishment and utilization of alternative reference rates may increase the amount of interest the Company pays with respect to floating rate indebtedness denominated in U.S. dollars

As of December 31, 2022, \$65 million of the Company's outstanding indebtedness had an interest rate which was calculated with reference to the Secured Overnight Financing Rate ("SOFR"). SOFR is the principal replacement reference rate for the U.S. dollar London Inter-Bank Offered Rate ("USD LIBOR") in the Company's outstanding indebtedness agreements. Because SOFR is based on overnight funding transactions secured by U.S. Treasury securities, it differs fundamentally from USD LIBOR. SOFR has a limited history, having been first published in April 2018. There is no assurance that SOFR will perform in the same or similar way as USD LIBOR would have performed, that SOFR will be a suitable replacement for USD LIBOR, or that the replacement of USD LIBOR with SOFR will not increase the amount of interest that the Company pays with respect to floating rate indebtedness denominated in U.S. dollars.

Fluctuations in foreign currency exchange rates affect our reported operating results in U.S. dollar terms

Revenue generated and expenses incurred by our international subsidiaries are often denominated in the currencies of the local countries. As a result, our consolidated U.S. dollar financial statements are subject to fluctuations due to changes in exchange rates when the financial results of our international subsidiaries are translated from local currencies into U.S. dollars. In addition, our financial results are subject to changes in exchange rates that impact the settlement of transactions in non-functional currencies. Our primary foreign currency exchange rate exposure arises from translating Euros into U.S. dollars.

Global events, as well as geopolitical developments such as the Russia-Ukraine conflict, fluctuating commodity prices, trade tariff developments, and inflation have caused, and may in the future cause, global economic uncertainty, and uncertainty about the interest rate environment, which could amplify the volatility of currency fluctuations. Therefore, fluctuations in the value of foreign currencies may impact our operating results when translated into U.S. dollars. Such fluctuations may also impact our ability to accurately predict our future results. Although we maintain a hedging program to mitigate some of this volatility and related risks, there can be no assurance that the hedging program will be effective in offsetting the adverse financial impacts that may result from unfavorable movements in foreign currency exchange rates.

Risks related to the Loyalty Voting Structure

The concentrated voting power held by De Agostini S.p.A., and the Parent's loyalty voting structure, may limit other shareholders' ability to influence corporate decisions

At February 23, 2023, De Agostini S.p.A. had an economic interest in the Parent of approximately 45.03% (excluding treasury shares) and, due to its election to exercise the Special Voting Shares associated with its ordinary shares pursuant to the loyalty plan, a voting interest in the Parent of approximately 61.50% of the total voting rights (excluding treasury shares). See "Item 7. Major Shareholders and Related Party Transactions" for additional information. This shareholder may make decisions with which other shareholders may disagree, including, among other things, delaying, discouraging, or preventing a change of control of the Company or a potential merger, consolidation, tender offer, takeover, or other business combination and may also prevent or discourage shareholders' initiatives aimed at changes in the Parent's management.

The tax consequences of the loyalty voting structure are uncertain

No statutory, judicial, or administrative authority has provided public guidance in respect of the Special Voting Shares of the Parent and as a result, the tax consequences of owning such shares are uncertain. The fair market value of the Parent's Special Voting Shares, which may be relevant to the tax consequences of owning, acquiring, or disposing of such shares, is a factual determination and is not governed by any guidance that directly addresses such a situation. Because, among other things, (i) the Special Voting Shares are not transferable (other than in very limited circumstances as provided for in the loyalty voting structure), (ii) in a winding up or otherwise, the holders of the Special Voting Shares will only be entitled to receive out of the Parent's assets available for distribution to its shareholders, in aggregate, \$1, and (iii) loss of the entitlement to instruct the nominee on how to vote in respect of Special Voting Shares will occur without consideration, the Parent believes and intends to take the position that the value of each special voting share is minimal. However, the relevant tax authorities could assert that

the value of the Special Voting Shares as determined by the Parent is incorrect. Shareholders are urged to consult their own tax advisors with respect to treatment of Special Voting Shares. See “Item 10. E Taxation” for additional information.

The loyalty voting structure may affect the liquidity of the Parent's ordinary shares and reduce their ordinary share price

The loyalty voting structure may limit the liquidity and adversely affect the trading prices of the Parent's ordinary shares. The loyalty voting structure is intended to reward shareholders for maintaining long-term share ownership by granting persons holding ordinary shares continuously for at least three years the option to elect to receive Special Voting Shares. The Special Voting Shares cannot be traded and, immediately prior to the deregistration of ordinary shares from the register of loyalty shares, any corresponding Special Voting Shares shall cease to confer any voting rights in connection with such Special Voting Shares. This loyalty voting structure is designed to encourage a stable shareholder base, but it may deter trading by those shareholders who are interested in gaining or retaining the Special Voting Shares. Therefore, the loyalty voting structure may reduce liquidity in the Parent's ordinary shares and adversely affect their trading price.

Item 4. Information on the Company

A. History and Development of the Company

International Game Technology PLC was organized in 2014 as a public limited company under the laws of England and Wales. The Parent's principal office is located at 10 Finsbury Square, Third Floor, London EC2A 1AF, United Kingdom, telephone number +44 (0) 203 866 1240. The Parent's agent for service in the United States is CT Corporation System, 701 S. Carson Street - Suite 200, Carson City, Nevada 89701 (telephone number: +1 518 433 4740). The Company conducts business through various subsidiaries and variable interest entities (see “Item 4.C. – *Organizational Structure*”), and the Parent is publicly-traded on the NYSE under the symbol “IGT”.

Capital Expenditures and Divestitures

For a description, including the amount invested, of the Company's principal capital expenditures (including interests in other companies) for the years ended December 31, 2022, 2021, and 2020, see “Item 5. B. Liquidity and Capital Resources—Capital Expenditures.”

For a description of the Company's principal divestitures for the years ended December 31, 2022, 2021, and 2020, see “Item 5.A. *Operating Results*.”

To date, the Company has not made any other capital expenditures or divestitures in calendar year 2023 that were not in the ordinary course of business.

More Information

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>. The Company's SEC filings can be found there and on the Company's website: www.igt.com.

B. Business Overview

The Company is a global leader in gaming that delivers entertaining and responsible gaming experiences for players across all channels and regulated segments, from Lotteries and Gaming Machines to Digital Gaming and Sports Betting. Leveraging a wealth of compelling content, substantial investment in innovation, player insights, operational expertise, and leading-edge technology, the Company's solutions deliver gaming experiences that responsibly engage players and drive growth. The Company has a well-established local presence and relationships with governments and regulators around the world, and creates value by adhering to the highest standards of service, integrity, and responsibility.

The Company operates and provides an integrated portfolio of innovative gaming technology products and services, including: lottery management services, online and instant lottery systems, electronic gaming machines, gaming systems, digital lottery, digital gaming, sports betting, instant ticket printing, and commercial services. The Company is headquartered in London, United Kingdom, with the following principal locations: (i) the corporate functions headquarters in Providence, Rhode Island; (ii) the Lottery headquarters in Rome, Italy; (iii) the Gaming headquarters in Las Vegas, Nevada; (iv) the PlayDigital headquarters in San Francisco, California; and (v) the principal location of manufacturing, logistics, and supply chain leadership in Reno, Nevada. The Company had 10,786 employees at December 31, 2022.

Effective September 1, 2021, the Company adopted a new business segment structure focused on three business segments: Global Lottery, Global Gaming, and Digital & Betting. The Company will be referring to Digital & Betting as “PlayDigital” in these and future disclosures.

The Company's operations for the periods presented herein are reported under this business segment structure.

Products and Services

The Company has three broad categories of products and services: (1) Lottery; (2) Gaming; and (3) PlayDigital.

1. Lottery

Through its Global Lottery segment, the Company supplies a unique set of lottery solutions to approximately 93 customers worldwide, including to 37 of the 48 U.S. lotteries (including the District of Columbia, Puerto Rico, and U.S. Virgin Islands). Lottery customers frequently designate their revenues for particular purposes, such as education, economic development, conservation, transportation, programs for senior citizens and veterans, health care, sports facilities, capital construction projects, cultural activities, tax relief, and others. Many governments have become increasingly dependent on their lotteries as revenues from lottery ticket sales are often a significant source of funding for these programs.

Lottery products and services are provided through operating contracts, FMCs, LMAs, and product sales contracts. In the majority of jurisdictions, lottery authorities award contracts through a competitive bidding process. Typical service contracts are five (5) to ten (10) years in duration, often with multi-year extension options. After the expiration of the initial or extended contract term, a lottery authority generally may either seek to negotiate further extensions or commence a new competitive bidding process. Certain customers may require the Company to pay an upfront fee for the right to exclusively manage their lottery.

The Company designs, sells, leases, and operates a complete suite of point-of-sale machines that are electronically linked with a centralized transaction processing system that reconciles lottery funds between the retailer and the lottery authority. The Company provides and operates highly secure, online lottery transaction processing systems that are capable of processing approximately 1 million transactions per minute. The Company provides more than 379,000 point-of-sale devices to lottery customers and lotteries that it supports worldwide. The Company also produces high-quality instant ticket games and provides printing services such as instant ticket marketing plans and graphic design, programming, packaging, shipping, and delivery services.

The Company has developed and continues to develop new lottery games, licenses new game brands from third parties, and installs a range of new lottery distribution devices, all of which are designed to drive responsible same-store sales growth for its customers. In connection with its delivery of lottery services, the Company actively advises its customers on growth strategies. Depending on the type of contract and the jurisdiction, the Company also provides marketing services, including retail optimization and lottery brand awareness campaigns. The Company works closely with its lottery customers and retailers to help retailers sell lottery games more effectively. These programs include product merchandising and display recommendations, a selection of appropriate lottery product mix for each location, and account reviews to plan lottery sales growth strategies. The Company leverages years of experience accumulated from being the exclusive licensee for the Italian Scratch & Win instant lottery game and the Italian Lotto, one of the world's largest lotteries. This lottery B2C expertise in Italy, which includes management of all the activities along the lottery value chain, allows the Company to better serve B2B customers.

The Company also provides a complete suite of iLottery solutions and services. This, coupled with its professional expertise, allows lotteries to fully engage their players on any digital channel in regulated markets. Existing lottery game portfolios are extended to the digital channel to provide a spectrum of engaging content such as e-Instant tickets.

The Company operates in the highly regulated global lottery market, with a customer base of public and private entities that are secured on a contractual basis. The Company faces competition from vendors in the lottery technology and instant ticket printing segments, who possess a wide range of industry experience and financial capabilities. The Company also faces competition from smaller, less-established iLottery content providers. With high barriers to entry, particularly in the retail lottery and instant ticket segments, the Company's competitor base remains largely static year-to-year.

The primary types of lottery agreements are outlined below:

Operating and Facilities Management Contracts

The majority of the Company's revenue in the Lottery business comes from operating contracts and FMCs.

Since 1998, and for a term expiring in 2025, the Company has been the exclusive licensee for the Italian Lotto game (management of operations commenced in 1994). Beginning in November of 2016, the Company's exclusive license for the Italian Lotto includes purely financial partners as part of a joint venture. Lottoitalia s.r.l. ("Lottoitalia"), a joint venture company among IGT Lottery S.p.A., Italian Gaming Holding a.s., Arianna 2001 (an entity associated with the Federation of Italian Tobacconists), and Novomatic Italia, is the exclusive manager of the Italian Lotto game. Lottoitalia is 61.5% owned by IGT Lottery S.p.A. The Company, through Lottoitalia, manages the activities along the lottery value chain, such as creating games, determining payouts, collecting wagers through its network, paying out prizes, managing all accounting and other back-office functions, running advertising and promotions, operating data transmission networks and processing centers, training staff, providing retailers with assistance, and supplying materials including play slips, tickets and receipts, and marketing and point-of-sale materials for the game. Since 2004, and for a term expiring in 2028, the Company also has been the exclusive licensee for the instant ticket lottery ("Gratta e Vinci" or "Scratch & Win") through Lotterie Nazionali S.r.l., a joint venture 64.0% owned by the Parent's subsidiary IGT Lottery S.p.A., with the remainder directly and indirectly owned by Scientific Games Corporation and Arianna 2001. As of December 31, 2022, the revenue weighted-average remaining term of the Company's existing lottery contracts in Italy was 4.4 years.

The Company's FMCs typically require the Company to design, install, and operate the lottery system and retail terminal network for an initial term, which is typically five (5) to ten (10) years. The Company's FMCs are granted on an exclusive basis, and usually contain extension options under the same or similar terms and conditions, generally ranging from one (1) to five (5) years. Under a typical FMC, the Company maintains ownership of the technology and equipment, and is responsible for capital investments throughout the duration of the contract, although the investments are generally concentrated during the early years. The Company provides a wide range of services to lottery customers related to the technology, equipment, and facilities such as hosting, maintenance, marketing, and other support services. The Company generally provides its lottery customers retailer terminal and communication network equipment through operating leases. In return, the Company typically receives fees based upon a percentage of the sales of all lottery tickets, including draw-based and/or instant ticket games, though under certain of its agreements, the Company may receive fixed fees for certain goods or services. In limited instances, the Company provides instant tickets and online lottery systems and services under the same FMC. As of February 23, 2023, the Company had FMCs with or for the benefit of 22 U.S. jurisdictions. As of December 31, 2022, the Company's largest FMCs by annual revenue were Texas, California, Florida, New York, and Georgia, and the revenue weighted-average remaining term of the Company's existing U.S. FMCs was 5.3 years (6.8 years including available extensions). Also, as of February 23, 2023, the Company operated under operating contracts or FMCs in 20 international jurisdictions, excluding U.S. and Italy.

Operating contracts and FMCs often require the Company to pay substantial monetary liquidated damages in the event of non-performance by the Company. The Company's revenues from operating contracts and FMCs are generally service fees paid to the Company directly by the lottery authority based on a percentage of such lottery's wagers or ticket sales. The Company categorizes revenue from operating contracts and FMCs as service revenue from "Operating and facilities management contracts" as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements."

Another form of operating contract is an LMA. Under an LMA, the Company manages, within parameters determined by the lottery customer, the core lottery functions, including the lottery systems and the majority of the day-to-day activities along the lottery value chain. This includes collecting wagers, managing accounting and other back-office functions, running advertising and promotions, operating data transmission networks and processing centers, training staff, providing retailers with assistance, and supplying materials for the games. LMAs also include a separate FMC, pursuant to which the Company leases certain hardware and equipment, and provides access to software and support services. The Company provides lottery management services in New Jersey as part of a joint venture and in Indiana through a wholly-owned subsidiary of the Parent. The Company's revenues from LMAs include incentives based on achievement of contractual metrics, and, with respect to the supply agreements, are based generally on a percentage of wagers. The Company is also subject to penalties for failure to achieve contractual metrics under its LMAs. The Company categorizes revenue from LMAs as service revenue from "Operating and facilities management contracts" as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements."

Instant Ticket Services

As an end-to-end provider of instant tickets and related services, the Company produces high-quality instant ticket games and provides ancillary services such as instant ticket marketing plans and graphic design, programming, packaging, shipping, and delivery services. Instant tickets are sold at numerous types of retail outlets but most successfully in grocery and convenience stores.

Instant ticket contracts are priced based on a percentage of ticket sales revenues or on a price per unit basis and generally range from two (2) to five (5) years with extension opportunities. Government-sponsored lotteries grant printing contracts on both an exclusive and non-exclusive basis where there is typically one primary vendor and one or more secondary vendors. A primary contract permits the vendor to supply the majority of the lottery's ticket printing needs and includes the complete production process from concept development through production and shipment. It also typically includes marketing and research support. A primary printing contract can include any or all of the following services: warehousing, distribution, telemarketing, and sales/field support. A secondary printing contract includes providing backup printing services and alternate product sources. It may or may not include a guarantee of a minimum or maximum number of games. As of February 23, 2023, the Company provided instant ticket printing products and services to 32 customers in North America and 10 customers in international jurisdictions. The Company categorizes revenue from instant ticket printing contracts, that are not part of an operator or LMA contract, as product sales from "Lottery products" as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements." The instant ticket production business is also highly competitive and subject to strong, price-based competition.

Product Sales and Services Contracts

Under product sales and services contracts, the Company assembles, sells, delivers, and installs turnkey lottery systems or lottery equipment, provides related services, and licenses related software. The lottery authority maintains, in most instances, responsibility for lottery operations. The Company sells additional machines and central computers to expand existing systems and/or replace existing equipment and provides ancillary maintenance and support services related to the systems, equipment sold, and software licensed. The Company categorizes revenue from product sales and services contracts on a case-by-case basis as either service revenue or product sales from "Systems, software, and other" or "Lottery products" respectively, as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements."

Commercial Services

The Company develops innovative technology and offers commercial and payment services over a standalone network. Leveraging its distribution network and secure transaction processing experience, the Company offers high-volume processing of commercial and payment transactions including: prepaid cellular telephone recharges, bill payments, e-vouchers, electronic tax payments, stamp duty services and prepaid card recharges. These services are primarily offered outside of North America. As described in "Notes to the Consolidated Financial Statements—3. *Business Acquisitions and Divestitures*" included in "Item 18. Financial Statements", the Italian commercial services business was sold on September 14, 2022. The Company categorizes revenue from commercial services as service revenue from "Systems, software, and other" as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements."

2. Gaming

The Company designs, develops, assembles or orders the assembly of, and provides cabinets, games, systems, and software for customers in regulated gaming markets throughout the world under fixed fee, participation and product sales contracts. As of February 23, 2023, the Company holds more than 440 global gaming licenses and does business with commercial casino operators, tribal casino operators, and governmental organizations (primarily consisting of lottery operators). The Company provides social casino content as part of a multi-year strategic partnership with DoubleU Games. Gaming products and services are provided through the Global Gaming business segment.

The Company operates in the highly competitive global gaming industry. Primary and secondary competitors possess a wide range of financial resources, technical capabilities, and geographic focus.

Gaming Machines and Game Content

The Company offers a diverse range of gaming machine cabinets from which land-based casino customers can choose to maximize functionality, flexibility, and player comfort. In addition to cabinets, the Company develops a wide range of casino

games taking into account local jurisdictional requirements, market dynamics, and player preferences. The Company combines elements of mathematics, play mechanics, sound, art, and technological advancements with a library of entertainment licenses and a proprietary intellectual property portfolio to provide gaming products designed to provide a high degree of player appeal and entertainment. The Company offers a wide array of casino-style slot machines in a variety of multi-line, multi-coin, and multi-currency configurations.

The Company's slot games typically fall into two (2) categories: (1) premium games and (2) core games.

Premium games include:

- Wide Area Progressives - games that are linked across several casinos and/or jurisdictions and share a large common jackpot, including the Wheel of Fortune® franchise; and
- Multi-Level Progressives - games that are linked to a number of other games within the casino itself and offer players the opportunity to win different levels of jackpots, such as Prosperity Link.

Core games, which include video reel, mechanical reel, and video poker, are typically sold and in some situations leased to customers. Some of the Company's most popular core games in 2022 included Wolf Run Eclipse™, Egyptian Link™, Samurai 888™, Double Chili Mania, Pinball™ Double Gold, Keno Star, Powerhouse Plus™ and Big City 4s™ Poker.

The Company produces other types of games including:

- "Centrally Determined" games which are games connected to a central server that determines the game outcome;
- Class II games which are electronic video bingo machines that can be typically found in North American tribal casinos and certain other jurisdictions like South Africa; and
- Random-number-generated and live dealer electronic table games, including baccarat and roulette.

Gaming service revenue is primarily generated through providing premium game content and cabinets on short duration leases to customers. The pricing of these arrangements is largely variable where the casino customer pays fees to the Company based on a percentage of amounts wagered, net win, or a daily fixed fee for use of the game content, cabinets, and related support services.

Gaming product sales revenues are generated from the sales of land-based gaming machines (equipment and game content), systems, component parts (including game conversion sales), other equipment and services. The Company also licenses intellectual property rights to third parties through royalty bearing patent licensing agreements. The Company categorizes revenue from gaming machines as product sales from "Gaming terminals" and revenue from game content and intellectual property revenue as product sales from "Other" as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements."

Video Lottery Terminals

The Company provides video lottery terminals (each, a "VLT" and together, "VLTs"), VLT central systems, and VLT games worldwide. VLTs are gaming machines which are regulated by lotteries, and are usually connected to a central system.

The Company provides systems and machines to other gaming licensees, either as a product sale or with long-term, fee-based contracts where the service revenue earned is generally based on a percentage of wagers, net of applicable gaming taxes. The Company categorizes revenue from VLTs as either service revenue from "Gaming terminal services" or product sales from "Gaming terminals", depending on the nature of the transaction, as described in "Notes to the Consolidated Financial Statements—4. *Revenue Recognition*" included in "Item 18. Financial Statements."

Gaming Management Systems

The Company offers a comprehensive range of system modules and applications for all areas of casino management. Gaming systems products include infrastructure and applications for casino management, customer relationship management, patron management, and server-based gaming. The Company's main casino management system offering is the Advantage® System, which offers solutions and modules for a wide-range of activities from accounting and payment processing to patron management and regulatory compliance.

The Company's systems feature customized player messaging, tournament management, and integrated marketing and business intelligence modules that provide analytical, predictive, and management tools for maximizing casino operational effectiveness. The server-based solutions enable electronic game delivery and configuration for slot machines, as well as providing casino operators with opportunities to increase profits by enhancing the players' experience, connecting with players interactively, and creating operational efficiencies. Service Window enables operators to market to customers more effectively by leveraging an additional piece of hardware onto existing machines for delivering in-screen messaging. The Company's systems portfolio also encompasses mobile solutions such as the Resort Wallet™, which is a cardless, cashless loyalty solution for casino players. Resort Wallet™ includes IGTPay™, a fully cashless land-based offering for casino operators which provides a direct link to external funding. Mobile solutions that drive efficiencies and enable floor monitoring for operators while decreasing response time to player needs include Mobile Host, Mobile Responder, and Mobile Notifier. The Company categorizes revenue from gaming management systems as product sales from "Other" as described in "Notes to the Consolidated Financial Statements— 4. Revenue Recognition" included in "Item 18. Financial Statements."

3. PlayDigital

PlayCasino

Digital gaming enables game play via the internet for real money on mobile devices or the web. The Company, through its PlayCasino brand, designs, assembles, and distributes a full suite of configurable products, systems, content, and services, and holds more than 45 licenses, 27 of which are specific to digital gaming only, that authorize the provision of digital gaming products and services worldwide, including digital products such as slot games, blackjack, roulette, poker, bingo, and other casino card games with features such as single and multiplayer options with branded titles and select third-party content.

The Company's iGaming systems and digital platforms offer customers a remote game server solution, which is a fast gateway to extensive casino content, and digital gaming services that enhance player experiences and create marketing opportunities around either the Company's games or third-party games via our aggregation capabilities obtained through the acquisition of iSoftBet. PlayCasino has a vast content offering, either through our dedicated studios or our content library to meet the needs of the market served. The content is either digital only or omni-channel in combination with our land-based gaming operations

The Company maintains a diverse iGaming B2B customer base from both the public and private sectors, and faces competition from broad-based traditional B2B providers, as well as from in-house game development by some operators and an increasing number of content providers entering the market. The Company also faces competition in the digital space from other gaming suppliers.

The Company categorizes revenue from digital gaming products as product sales from "Other" and revenue from digital gaming services as service revenue from "PlayDigital services" as described in "Notes to the Consolidated Financial Statements— 4. Revenue Recognition" included in "Item 18. Financial Statements."

PlaySports

The Company provides sports betting technology and management services, branded as PlaySports, to licensed sports betting operators in over 26 states in the U.S. and a province in Canada, holding 54 licenses that authorize the provision of sports betting products and services, 25 of which are specific to sports betting only. The Company does not operate direct to consumer sports betting in the U.S.

The Company offers a combination of technology and services to U.S. licensed sportsbook operators in each state where sports betting is legal. The offering may be different in each market in order to comply with local regulations and market conditions. The Company currently packages services in two (2) ways:

- "Sports betting platform" solutions offer modular services hosted and maintained in each U.S. state or tribal jurisdiction where sports betting is legal. These solutions provide certified and managed sports betting software made available for customers to operate retail and account-based interactive sports as well as retail components such as self-service betting kiosks and employee operated betting terminals, and integrate with pari-mutuel race wagering in a particular jurisdiction; and
- "Turnkey" managed service solutions combine the Company's end-to-end sports betting management technology with a portfolio of value-added services, principally trading and trading support services, but that also may include offer management, payments, fraud management, advisory functions, and interactive components such as mobile web and desktop applications, all of which support the operations of land-based, digital, and omni-channel sports betting operators.

Sports betting operators who are customers of the Company in the U.S. include: FanDuel (Flutter plc), Rhode Island Lottery, Boyd Gaming Corporation, Delaware North, and SuperBook (SBOpco, LLC).

The B2B sports betting supplier business is highly competitive, however IGT has been able to continue to win new contracts in both existing and new jurisdictions due to the reliability of our product offerings and our customer relationships.

The Company categorizes revenue from sports betting as service revenue from “PlayDigital services” as described in “Notes to the Consolidated Financial Statements—4. *Revenue Recognition*” included in “Item 18. Financial Statements.”

Business Segment Revenue

Revenues for the Company by business segment are as follows:

| (\$ in millions) | For the year ended December 31, | | |
|-----------------------|---------------------------------|--------------|--------------|
| | 2022 | 2021 | 2020 |
| Service revenue | 2,436 | 2,690 | 2,043 |
| Product sales | 157 | 123 | 121 |
| Global Lottery | 2,593 | 2,812 | 2,164 |
| Service revenue | 714 | 630 | 483 |
| Product sales | 709 | 482 | 354 |
| Global Gaming | 1,423 | 1,112 | 837 |
| Service revenue | 209 | 163 | 114 |
| Product sales | 1 | 1 | 1 |
| PlayDigital | 209 | 165 | 115 |
| Total revenue | 4,225 | 4,089 | 3,115 |

For a further description of the principal services and products the Company provides by business segment, including a breakdown of the Company’s revenues by geographic market, see “Item 5. Operating and Financial Review and Prospects” and “Notes to the Consolidated Financial Statements—22. *Segment Information*” included in “Item 18. Financial Statements”.

Seasonality

In general, the Company’s business is not materially affected by seasonal variation. In the lottery business, consumption may decrease over the summer months due to the tendency of consumers to be on vacation during that time, while consumption may increase in December around the holidays. Seasonal gaming trends generally show higher play levels in the spring and summer months and lower levels in the fall and winter months. Gaming product sales may be uneven throughout the year, and can be affected by factors including the timing of large transactions and new casino openings. In the sports betting business, the volume of bets that are collected over the year can be affected by the schedules of sporting events and the particular season of such sports. The volume of bets collected may also be affected by schedules of significant sporting events that occur at regular, but infrequent, intervals, such as the Super Bowl[®] and the NCAA March Madness[®] college basketball tournament.

Source of Materials

The Company uses a variety of raw materials to assemble gaming devices (e.g., metals, wood, plastics, glass, electronic components, and LCD screens). Moreover, there is significant paper, toner, and ink consumption at our ticket printing facility. A large portion of the materials used involve packaging, most of which is cardboard and paper.

During 2021 and 2022, the Company experienced shortages in the availability of electronic components necessary for the manufacture of gaming machines. See “Item 3.D. *Risk Factors - Operational Risks* - The Company depends on its suppliers and faces supply chain risks that could adversely affect its financial results.” The ongoing global supply chain crisis may lead to further shortages in 2023 and beyond. Supply chain constraints have also led to an increase in prices for most of the Company’s principal raw materials, including increased paper costs impacting instant ticket printing. The Company generally has global material suppliers and uses multi-sourcing practices to promote component and raw material availability.

Product Development

The Company devotes substantial resources to research and development and incurred \$255 million, \$238 million, and \$191 million of related expenses in 2022, 2021, and 2020, respectively. The Company's research and development efforts cover multiple creative and engineering disciplines for its lottery, gaming and digital businesses, including creative game content, hardware, and software; and land-based, online social, and digital real-money applications. These products are created primarily by employee designers, engineers, and artists, as well as third-party content creators. Third-party technologies are used to improve the yield from development investment and concentrate increased resources on product differentiation engineering.

Product assembly operations primarily involve the configuration and assembly of electronic components, cables, harnesses, video monitors, and prefabricated parts purchased from outside sources.

Intellectual Property

The Company's intellectual property portfolio of patents, trademarks, copyrights, and other licensed rights is significant, and the Company's business depends in part on its ability to maintain its intellectual property rights. For example, some of the Company's most popular games and features, including the Wheel of Fortune® franchise of premium games, are based on trademarks, patents and/or other intellectual property licensed from third parties. The Company routinely obtains, retains, and expands licenses for popular intellectual property. At December 31, 2022, the Company held approximately 4,200 patents and 9,700 trademarks filed and registered worldwide. The Company's intellectual property portfolio is widely diversified with patents related to a variety of products, including game designs, bonus and secondary embedded game features, device components, systems features, and web-based or mobile functionality. The Company also relies on trade secret protection, believing that its technical "know-how" and the creative skills of its personnel are of substantial importance to its success.

Most of the Company's products are marketed under trademarks and copyrights that provide product recognition and promote widespread acceptance. The Company seeks protection for its copyrights and trademarks in the U.S. and various foreign countries, where applicable, and uses intellectual property assets offensively and defensively to protect its innovation. The Company also has a program where it licenses its patents to others under terms designed to promote standardization in the gaming industry.

Software Development

The Company has developed software for use in the management of a range of lottery, gaming, and betting functions and products, including leveraging integration with third-party software components. Software developed by the Company is used in a variety of applications including: (i) in centralized systems for the management of lotteries, gaming (including digital gaming) and betting, and other commercial services; (ii) to enhance functions connected to services provided through websites and mobile applications (including lotteries, sports betting, instant win, and casino style games); and (iii) in a variety of back-office functions. Software developed by the Company is also used in machines for: (i) the management of lotteries, gaming, betting and online payments; (ii) the provision of gaming and non-gaming content; and (iii) integration with other devices such as mobile phones and tablets.

Regulatory Framework

The gaming and lottery industries are subject to extensive and evolving governmental regulation in the U.S. and other jurisdictions. Gaming laws are based upon declarations of public policy designed to ensure that gaming is conducted honestly, competitively, and free of criminal and corruptive elements. While the regulatory requirements vary from jurisdiction to jurisdiction, the majority typically require some form of licensing or regulatory suitability of operators, suppliers, manufacturers, and distributors as well as their major shareholders, officers, directors, and key employees. Regulators review many aspects of an applicant, including their financial stability, integrity, and business experience. Additionally, the Company's gaming and lottery products and technologies require certification or approval in most jurisdictions where the Company conducts business.

A comprehensive network of internal and external resources and controls is required to achieve compliance with the broad governmental oversight of the Company's business. The Company has a robust internal compliance program designed to ensure compliance with applicable requirements imposed in connection with its gaming and lottery activities, as well as legal requirements generally applicable to all publicly traded companies. The Company employs more than 150 individuals to support global compliance which is directed on a day-to-day basis by the Company's Senior Vice President, Chief Compliance and Risk Management Officer. Legal advice is provided by attorneys from the Company's legal department as well as outside experts. The compliance program, accountable to the Parent's Board, is overseen by the Global Compliance Governance

Committee, which comprises employee and non-employee directors and a non-employee gaming law expert. Through these efforts, the Company seeks to assure both regulators and investors that all its operations maintain the highest levels of integrity.

Lottery

Lotteries in the U.S. are regulated by state or other applicable law. There are currently 48 U.S. jurisdictions (including the District of Columbia, Puerto Rico, and the U.S. Virgin Islands) that authorize the operation of lotteries. Additionally, a few state lotteries offer internet instant game sales to in-state lottery customers and several states allow subscription sales of draw games over the internet. The ongoing operations of lotteries and lottery operators are typically subject to extensive and broad regulation, which vary state-by-state. The awarding of lottery contracts and ongoing operations of lotteries in international jurisdictions are also extensively regulated, although international regulations typically vary from those prevailing in the U.S. Lottery regulatory authorities generally exercise significant discretion, including with respect to: (i) the determination of the types of games played; (ii) the price of each wager; (iii) the manner in which the lottery is marketed; (iv) the selection of suppliers of equipment, technology, and services; and (v) the retailers of lottery products. To ensure the integrity of contract awards and lottery operations, most jurisdictions require detailed background disclosure on a continuous basis from vendors and their officers, directors, subsidiaries, affiliates, and principal stockholders. Background investigations of the vendors' employees who will be directly responsible for the operation of lottery systems are also generally conducted. Certain jurisdictions also require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specified percentage of a vendor's securities.

Gaming

The assembly, sale, and distribution of gaming devices, equipment, and related technology and services are subject to federal, state, tribal, and local regulations in the U.S. and foreign jurisdictions. The initial regulatory requirement in most jurisdictions is to obtain the privileged licenses that allow the Company to participate in gaming activities. The Company's operating entities and key personnel have obtained or applied for all known government licenses, permits, registrations, findings of suitability, and approvals necessary to assemble, distribute, and/or operate gaming products in all jurisdictions where the Company does business. Although many gaming regulations across jurisdictions are similar or overlapping, the Company must satisfy all conditions individually for each jurisdiction. Obtaining the required licenses at a corporate and individual level is a thorough process, in which the authorities review detailed information about the companies and individuals applying for suitability, as well as the processes used in the assembly, sale, and distribution of gaming devices. Once the license has been granted, regulatory oversight is designed to ensure that the licensee continues to operate with honesty and integrity.

Frequently, gaming regulators not only govern the activities within their jurisdiction or origin, but also monitor activities in other jurisdictions to ensure that the Company complies with local standards on a worldwide basis. A violation in any jurisdiction could result in disciplinary action in another.

The Company holds over 500 gaming, digital, and sports betting licenses across approximately 350 jurisdictions. Key regulatory authorities that have licensed the Company include, among others, the United Kingdom Gambling Commission, the Nevada State Gaming Control Board and the New Jersey Division of Gaming Enforcement.

PlayDigital

In 2022, there was continued growth in sports wagering across the U.S., with more states legalizing and adopting regulations to govern sports wagers, and others expected to launch in 2023 and beyond. The channels for offering sports wagering differ from state to state, with most states seeking to offer sports wagering both in person and through some electronic means, such as via a mobile phone app.

In the U.S., the Unlawful Internet Gambling Enforcement Act of 2006 ("UIGEA") prohibits, among other things, the acceptance by a business of a wager by means of the internet where such wager is prohibited by any applicable law where initiated, received, or otherwise made. Under UIGEA, severe criminal and civil sanctions may be imposed on the owners and operators of such systems and on financial institutions that process wagering transactions. The law contains a safe harbor for wagers placed within a single state (disregarding intermediate routing of the transmission) where the method of placing the bet and receiving the bet is authorized by that state's law, provided the underlying regulations establish appropriate age and location verification.

Also in the U.S., the Wire Act prohibits several types of wager-related communications over a "wire communications facility." Please see the "Legal Proceedings" discussion included within "Key Factors Affecting Operations and Financial Condition"

within “Item 5.A. - *Operating Results*” for information regarding the U.S. Department of Justice’s (the “DOJ”) interpretations of the Wire Act and the related legal challenges.

Connecticut has joined Michigan, Delaware, New Jersey, Pennsylvania, and West Virginia as states that have authorized internet casino gaming, and Nevada has authorized online poker.

The Company participates in digital gaming and sports wagering in the U.S. as a content and technology provider within fully regulated gaming and lottery frameworks.

Digital gaming in the E.U. is characterized by diverse regulatory frameworks with some E.U. countries having monopolistic regimes run by a sole operator and others having established licensing systems for more than one operator. The Company carefully evaluates each E.U. jurisdiction to ensure adherence to applicable laws and regulations. As local regulations and related guidance from authorities change, the Company re-evaluates its position in any given country. In 2018, the E.U. Court of Justice announced that it was dropping all enforcement proceedings related to gambling which allows the individual E.U. country rulings to stand, regardless of whether or not they violate E.U. laws. As a result, the Company has made adjustments to its strategy, to respect the individual E.U. country rulings.

Italian Gaming Regulations

The Company is subject to regulatory oversight by the ADM in Italy. At December 31, 2022, the Company held licenses for: (1) the activation and operation of the network for Italy’s Gioco del Lotto game; and (2) the operation of the Italian Scratch & Win instant ticket game.

Gaming in Italy is an activity reserved to the State. Any game that is carried out without proper authorization is illegal and subject to criminal penalties. Italian law grants the Ministry of Economy and Finance, through ADM, the power to introduce games and to manage gaming and betting activities directly or by granting licenses to qualified operators selected by means of public tenders as further explained below. The process of creating and granting gaming and betting licenses in Italy is heavily regulated.

Gaming and betting licenses are granted pursuant to a public tender procurement process. The license provides for all of the licensee’s requirements, in accordance with the provisions of Italian law and regulation, activities, and duties, including collection of the game’s revenues, the payment of winnings, the payment of the point of sale, payment of gaming taxes and all the other amounts due to the State, the drawings and the management of all of the technological assets to operate gaming, requirements of the technological infrastructure, and the relevant service levels. Licenses are for a determined time period, generally nine (9) years, and are not renewable unless indicated in the licensing agreement; in such event, the renewal is not guaranteed to be on the same terms. In certain cases, the license may be extended at the option of the ADM on the same terms. Under other circumstances, which are typically defined in the licensing agreement, the license may be revoked or terminated. Most cases of early termination are related to the breach of the terms of the licensing agreement or the non-fulfillment of conditions of that agreement as well as the loss of the requirements prescribed by Italian law and regulation for the assignment and the maintenance of gaming licenses. In some cases, the early termination of the license allows the State to draw upon the entire amount of the performance bond presented by the licensee. Upon governmental request, the licensee has an obligation to transfer, free of charge, the assets subject of the license to the State at the end of the term of the license or in the event of its revocation or early termination. Each single license contains specific provisions enacting such general obligation.

Sustainability

IGT is a global leader in one of the most regulated industries, with operations in more than 100 jurisdictions that encompass a broad spectrum of cultural and social attitudes. IGT is committed to growing its business responsibly by implementing a structured and dedicated governance framework, which includes high standards of ESG practices.

The Nominating and Corporate Governance Committee (the “NCGC”) is responsible for overseeing the Company’s strategy on sustainability, monitoring implementation of the Company’s sustainability program, and reviewing the Company’s public disclosures regarding ESG matters (including the annual Sustainability Report and the Modern Slavery Statement). The most significant ESG-related updates are typically reported by the NCGC to the IGT Board of Directors.

On January 24, 2022, Marco Sala, former CEO of IGT, was appointed Executive Chair of the Board. In this role, he focuses on managing the Board, corporate governance - including sustainability initiatives - and guiding the strategic direction of IGT.

IGT's ongoing commitment to sustainability represents the Company's long-term ambition to serve the global gaming market according to disciplined ethical and integrity principles. This commitment was further advanced in early 2021 by the establishment of the IGT Sustainability Steering Committee ("SSC"), chaired by the Senior Vice President, Marketing, Communications and Sustainability reporting directly to the Company's CEO, and comprising IGT senior management and members of the Global Sustainability team.

The SSC facilitates programs and initiatives that contribute to IGT's sustainability strategy – from energy use to wider environmental and human rights issues, to the implementation of policies and strategic initiatives, such as establishing the Company's Human Rights Policy Statement. The SSC is cultivating a long-term vision and related objectives on sustainability, fostering a consistent sustainability approach across all regions and businesses, and increasing communication on sustainability practices by sharing best practices at global and local levels.

In order to achieve these objectives, the SSC developed the IGT Sustainability Plan to align the Company's sustainability pillars with business priorities, under the theme of "Inspiring Global Transformation." This plan, approved by the SSC in July 2022, aims to further integrate sustainability along the entire value chain and improve ESG impact in daily operations, including establishing a comprehensive set of targets and actions that drive IGT towards its priorities and ambitions.

The Company's ongoing pledge to sustainable growth within the gaming industry includes the guiding principles set forth by the 2030 United Nations ("UN") Agenda for Sustainable Development and its 17 Sustainable Development Goals ("SDGs"). Based on its business activities and its sustainability priorities, the Company has identified nine (9) SDGs as key areas of focus: (i) no poverty (SDG 1); (ii) good health and well-being (SDG 3); (iii) quality education (SDG 4); (iv) gender equality (SDG 5); (v) affordable and clean energy (SDG 7); (vi) decent work and economic growth (SDG 8); (vii) industry innovation and infrastructure (SDG 9); (viii) reduced inequalities (SDG 10); and (ix) climate action (SDG 13).

In early 2019, IGT joined the United Nations Global Compact ("UNGC"), which is widely recognized as the largest corporate responsibility initiative in the world for the development, implementation, and disclosure of responsible corporate policies and practices.

The Company's global sustainability strategy is centered on four (4) pillars:

Valuing and Protecting Our People - The organizational climate of a business is how employees at all levels perceive the workplace environment. Many factors can contribute to an employee's perception, and the Company strives to develop initiatives and programs that support a positive organizational climate. This is evidenced through IGT's Modern Slavery Act statements, and a variety of initiatives to support this pillar in daily work life, including IGT's employee-led Diversity and Inclusion Groups.

Advancing Responsibility - The Company maintains certifications in responsible gaming through both the Global Gaming Guidance Group (G4) ("G4") and World Lottery Association. Responsible gaming capabilities and features are part of the Company's core products and IGT is positioned to help customers achieve their responsible gaming goals. IGT's commitment to responsible gaming starts with its own people and is woven into the fabric of product development, services, programs, and policies. IGT ensures that employees, at all levels and responsibilities, are trained to support and promote responsible gaming in their daily activities, with additional in-depth courses for employees in specific roles, such as game designers and contact center associates.

IGT's products, games, systems, and portals include advanced responsible gaming tools that help safeguard players' interests and address regulators' concerns. IGT maintains close relationships with customers, gaming regulators, and researchers to further its support of player protection. For the first time, IGT received a responsible gaming certification for sports betting from G4, while the Global Gaming and PlayDigital business segments were both re-certified.

Supporting Our Communities - The Company supports the community through corporate and employee-driven programs. The flagship After School Advantage Program is designed to bring technology and skill development in STEAM (Science, Technology, Engineering, Arts, and Mathematics) education to youth. Since 1999, the Company has placed over 340 digital learning centers. The Company also supports communities financially through a charitable giving program that aligns with the Company's Sustainable Development Goals. Employee programs support the unique passions of employees and promote volunteerism. IGT released its first formal Global Community Giving & Engagement Policy to educate and inform all relevant stakeholders about how IGT creates opportunity within the community.

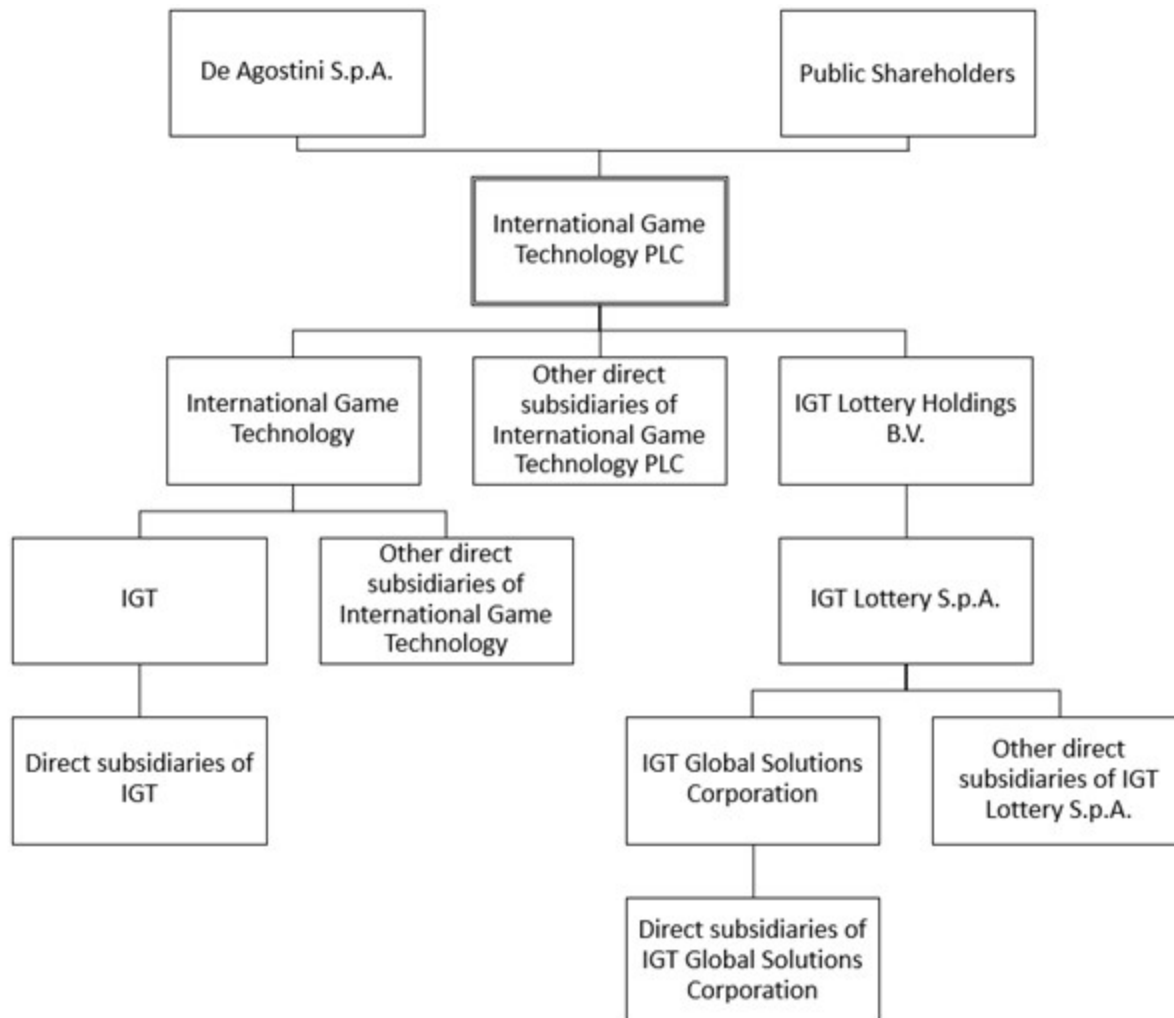
Fostering Sustainable Operations - The Company’s commitment to sustainability represents its long-term ambition to serve the global gaming market according to the highest level of ethical and integrity principles. The Company has also committed to continually working to increase its ESG performance. For example, IGT has established a specific task force to develop a decarbonization path, starting with the greenhouse gas (GHG) inventory calculation and the commitment to the Science Based Targets initiative (SBTi), which drives climate action among businesses worldwide. Through this commitment, the Company officially pledged to set targets to reduce GHG emissions according to scientific evidence.

IGT’s sustainability efforts are also routinely evaluated by ESG rating agencies. The Company most recently received a silver medal sustainability rating from EcoVadis, positioning IGT among the top 25 percent of global companies for sustainable practices. EcoVadis assesses companies using 21 benchmarks within the categories of environment, labor and human rights, ethics, and sustainable procurement. In November 2022, IGT achieved a sector-leading sustainability score from Moody’s ESG Solutions, positioning the Company in the number one spot within the North American hotel, leisure goods, and services sector. In December 2022, IGT received a Management level (B) score from the CDP – formerly known as the Carbon Disclosure Project – recognizing the Company for taking coordinated actions on climate issues.

C. Organizational Structure

A listing of the Parent’s directly and indirectly owned subsidiaries at February 23, 2023 is set forth in Exhibit 8.1 to this annual report on Form 20-F. At February 23, 2023, De Agostini had an economic interest in the Parent of approximately 45.03% (excluding treasury shares) and, due to its election to exercise the Special Voting Shares associated with its ordinary shares pursuant to the Loyalty Plan, a voting interest in the Parent of approximately 61.50% of the total voting rights (excluding treasury shares). See “Item 7.Major Shareholders and Related Party Transactions.

The following is a diagram of the Parent and certain of its subsidiaries and associated companies at February 23, 2023:



D. Property, Plants and Equipment

The Parent’s principal office is located at 10 Finsbury Square, Third Floor, London EC2A 1AF United Kingdom, telephone number +44 (0) 203 866 1240. At February 23, 2023, the Company leased approximately: (i) 111 properties in the U.S. under approximately 137 leases; and (ii) 103 properties outside of the U.S. under approximately 127 leases. Certain properties leased by the Company are subject to multiple leases (e.g., buildings where each floor leased by the Company is under a separate lease). As of February 23, 2023, the Company owned a number of facilities and properties, including:

- An approximately 113,000 square foot production and research and development office building in Moncton, New Brunswick, Canada; and
- An approximately 13,050 square foot enterprise data center in West Greenwich, Rhode Island.

The following table shows the Company’s material properties at February 23, 2023:

U.S. Properties

| Location | Square Feet | Use and Productive Capacity | Extent of Utilization | Holding Status |
|---|--------------------|---|------------------------------|-----------------------|
| 9295 Prototype Drive, Reno, NV ⁽¹⁾ | 1,251,179 | Office; Warehouse; Game Studios; Hardware/Software Engineering; Global Production Center; Electronic Gaming Machine and Instant Ticket Vending Machine Production | 100 % | Leased |
| 6355 S. Buffalo Drive, Las Vegas, NV ⁽²⁾ | 222,268 | U.S. Principal Operating Facility; Game Studio; Systems Software; Showroom | 100 % | Leased |
| 55 Technology Way, West Greenwich, RI | 170,000 | WG Technology Center: Office; Research and Testing; Storage and Distribution | 100 % | Leased |
| 4000 South Frontage Road, Suite 101 Lakeland, FL | 174,720 | Printing Plant: Printing facility; Storage and Distribution; Office | 100 % | Leased |
| 10 Memorial Boulevard, Providence, RI | 124,769 | U.S. Principal Operating Facility | 100 % | Leased |
| 5 Funston Avenue, San Francisco, CA | 4,072 | PlayDigital HQ: Office | 100 % | Leased |
| 8520 Tuscany Way, Bldg. 6, Suite 100, Austin, TX | 81,933 | Texas Warehouse and National Response Center: Contact Center; Storage and Distribution; Office | 95 % | Leased |
| 8200 Cameron Road, Suite E120, Austin, TX | 41,705 | Data Center of the Americas: Data Center; Network Operations; Office | 80 % | Leased |
| 5300 Riata Park Court, Bldg. E, Suite 100, Austin, TX | 26,759 | Austin Tech Campus: Research and Test; Office | 59 % | Leased |
| 47 Technology Way, West Greenwich, RI | 13,050 | Enterprise Data Center: Data Center; Network Operations | 100 % | Owned |

⁽¹⁾ 308,838 sq. ft. of this property is sub-leased to a sub-tenant as of December 31, 2022.

⁽²⁾ 120,586 sq. ft. of this property has been sub-leased to a sub-tenant.

Non-U.S. Properties

| Location | Square Feet | Use and Productive Capacity | Extent of Utilization | Holding Status |
|--|--------------------|--|------------------------------|-----------------------|
| Via delle Monachelle S.N.C. Pomezia, Rome, Italy | 129,167 | Instant Ticket Warehouse; Instant Ticket Production | 100 % | Leased |
| Galwin 2 1046 AW Amsterdam, Netherlands | 125,128 | Electronic Gaming Machine Production; Gaming Distribution/ Repair; Research and Test; Office | 90 % | Leased |
| Viale del Campo Boario 56/D 00154 Roma, Italy | 174,526 | Principal Operating Facility in Italy; Office; Italy Data Center: Data Center; Network Operations | 100 % | Leased |
| 328 Urquhart Ave, Moncton, New Brunswick, Canada | 113,000 | Canada HQ; Office; Research and Testing; VLT Production | 100 % | Owned |
| Seering 13-14, Unterpemstatten, Austria | 78,082 | Austria Gaming HQ; Office; Research and Test | 90 % | Leased |
| 29 Suzhoujie Street, Viva Plaza, Haidian District, Room No. 1-20, 11th and 18th Floors, Beijing 100080, China | 28,382 | Game Studio; Systems Software; Office | 85 % | Leased |
| Al. Jerozolimskie, 92 Brama Building, Warsaw, Poland | 48,283 | Global Tech Hub; Office; Research and Test | 95 % | Leased |
| USCE Tower Bulevar Mihajla, Pupina No. 6 Belgrade, Serbia | 42,764 | Software Development Office, Lottery and Gaming Products | 95 % | Leased |
| 11 Talavera Rd. Building B, Sydney, Australia | 27,432 | Office; Sales & Marketing; Financial Support | 100 % | Leased |
| 10 Finsbury Square, 3rd Floor London EC2A 1AD, United Kingdom ⁽¹⁾ | 17,340 | Registered Global Headquarters of the Parent; Global Management HQ, PlayDigital | 100 % | Leased |

⁽¹⁾ 4,600 sq. ft. of this property has been sub-leased to a sub-tenant.

IGT has adopted a hybrid working arrangement, with the Company's employees afforded the ability to work both in the office and remotely.

IGT's facilities are in good condition and are adequate for its present needs and there are no known environmental issues that may affect the Company's utilization of its real property assets.

IGT does not have any plans to construct, expand, or improve its facilities in any material manner other than general maintenance of facilities. As such, the Company does not anticipate an increase in productive capacity.

None of the Company's properties are subject to mortgages or other material security interests.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

Management's Discussion and Analysis

The following discussion and analysis of IGT's financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements, including the notes thereto, included in this annual report, as well as "Presentation of Financial and Certain Other Information," "Item 3.D. *Risk Factors*," and "Item 4.B. *Business Overview*."

The following discussion includes information for the fiscal years ended December 31, 2022, 2021, and 2020.

A. *Operating Results*

Business Overview

IGT is a global leader in gaming that delivers entertaining and responsible gaming experiences for players across all channels and regulated segments, from Lotteries and Gaming Machines to Digital Gaming and Sports Betting. Leveraging compelling content, substantial investment in innovation, player insights, operational expertise, and leading-edge technology, the Company's solutions deliver gaming experiences that engage players and drive growth. IGT has a well-established local presence and relationships with governments and regulators in more than 100 jurisdictions around the world, and the Company creates value by adhering to the highest standards of service, integrity, and responsibility.

IGT manages and reports the Company's operating results through three (3) business segments: Global Lottery, Global Gaming, and PlayDigital, along with a corporate support function ("Corporate and Other"). IGT's operations for the periods presented herein are reported under this organizational structure.

Business Acquisitions

On July 1, 2022, the Company completed the acquisition of iSoftBet by purchasing 100% of the equity interests in certain entities of the iSoftBet group for cash consideration of €162 million (inclusive of €20 million deposited into an escrow account) and contingent consideration of up to €4 million. The acquisition of iSoftBet provides market-tested proprietary digital content, advanced game aggregation capabilities, scalable promotional tools, analytics, and creative talent to the PlayDigital segment. The financial results of iSoftBet have been included within our PlayDigital segment in our consolidated financial statements since the date of purchase.

Divestitures

On September 14, 2022, the Company completed the sale of 100% of the share capital of Lis Holding S.p.A., a wholly owned subsidiary of IGT Lottery S.p.A. that conducted the Company's Italian commercial services business, to PostePay S.p.A. – Patrimonio Destinato IMEL for a purchase price of €700 million. The net consideration received of €479 million resulted in a pre-tax gain on sale of \$278 million, (\$276 million net of tax). The business was a component of continuing operations within our Global Lottery segment through the closing date.

Discontinued Operations

On May 10, 2021, IGT completed the sale of its Italian B2C businesses to Gamenet Group S.p.A. for a cash sale price of €950 million. The sale of the businesses met the criteria to be reported as a discontinued operation and, as a result, the discussion that follows in this Item 5. has been prepared on a continuing operations basis and excludes results from discontinued operations, discussed in detail in "Notes to the Consolidated Financial Statements—3. *Business Acquisitions and Divestitures*" included in "Item 18. Financial Statements."

OPtiMa

In connection with the 2020 introduction of our global product organizations, IGT identified opportunities to optimize the Company's portion of the value chain across businesses and regions and launched the "OPtiMa" program. In 2021, the Company successfully achieved the \$200 million in structural cost savings and capital expenditure reductions relative to 2019 anticipated under the program. Following the successful achievement of OPtiMa, IGT launched OPtiMa 2.0, which is expected to yield an incremental \$150 million in structural profit improvement by the end of 2023 relative to 2019. OPtiMa 2.0 focuses on three key areas: (i) operational excellence and margin improvement initiatives; (ii) interest expense reductions; and (iii) structural improvements to the effective tax rate. As of December 31, 2022, the Company achieved the targeted reduction in

interest expense and improvements to the effective tax rate. The achievement of the operational excellence initiatives have been partially offset by supply chain headwinds and inflationary cost increases, however, the Company still expects to achieve the targeted margin improvement in 2023 as operations continue to normalize.

Key Factors Affecting Operations and Financial Condition

The Company's worldwide operations can be affected by industrial, economic, and political factors on both a regional and global level. The following are the principal factors which have affected the Company's results of operations and financial condition and/or which may affect results of operations and financial condition for future periods.

Product Sales: Product sales fluctuate from year to year due to the mix, volume, and timing of the transactions. Product sales amounted to \$866 million, \$606 million and \$476 million, or approximately 21%, 15%, and 15% of total revenues for the years ended December 31, 2022, 2021, and 2020, respectively.

Jackpots: The Company believes that the performance of lottery products is influenced by the size of available jackpots in jurisdictions that offer such jackpots. In general, when jackpots increase, sales of lottery tickets also increase, further increasing the jackpot.

Effects of Foreign Exchange Rates: The Company is affected by fluctuations in foreign exchange rates (i) through translation of foreign currency financial statements into U.S. dollars for consolidation, which is referred to as the translation impact, and (ii) through transactions by subsidiaries in currencies other than their own functional currencies, which is referred to as the transaction impact. Translation impacts arise in the preparation of the consolidated financial statements; in particular, the consolidated financial statements are prepared in U.S. dollars while the financial statements of each of the Company's subsidiaries are generally prepared in the functional currency of that subsidiary. In preparing consolidated financial statements, assets and liabilities measured in the functional currency of the subsidiaries are translated into U.S. dollars using the exchange rate prevailing at the balance sheet date, while income and expenses are translated using the average exchange rates for the period covered. Accordingly, fluctuations in the exchange rate of the functional currencies of the Company's subsidiaries against the U.S. dollar impacts the Company's results of operations. The Company is particularly exposed to movements in the euro/U.S. dollar exchange rate. Although the fluctuations in exchange rates have had a significant impact on the Company's revenues, net income, and net debt, the impact on operating income and cash flows is less significant as revenues are typically matched to costs denominated in the same currency.

Given the impact of foreign exchange rates on our consolidated results, certain key performance indicators (such as same-store sales) and financial fluctuations are reported on a constant-currency basis in order to facilitate period-to-period comparisons of our results without regard to the impact of fluctuating foreign currency exchange rates.

Legal Proceedings

From time to time, the Parent and/or one or more of its subsidiaries are party to legal, regulatory, or administrative proceedings regarding, among other matters, claims by and against us, and injunctions by third parties arising out of the ordinary course of business or its other business activities. Licenses are also subject to legal challenges by competitors seeking to annul awards made to the Company. The Parent and/or one or more of its subsidiaries are also, from time to time, subjects of, or parties to, ethics and compliance inquiries and investigations related to the Company's ongoing operations.

Refer to "Process for Disclosure and Recording of Liabilities Related to Legal Proceedings" and "Legal Proceedings" within "Notes to the Consolidated Financial Statements - Note 2. *Summary of Significant Accounting Policies* and 19. *Commitments and Contingencies*" included in "Item 18. Financial Statements" for additional information.

Wire Act

In 2011, the DOJ issued an opinion (the "2011 Opinion"), interpreting the Wire Act as applicable only to sports wagering and that UIGEA does not supersede or otherwise limit the scope of the Wire Act. In January 2019, the DOJ published a new opinion (the "2019 Opinion"), concluding that the Wire Act was applicable to other forms of gambling that cross state lines, though the precise scope of the 2019 Opinion is unclear, and the DOJ has not yet addressed how it plans to enforce the Wire Act. The DOJ initially issued a memorandum stating that it will not enforce the 2019 Opinion prior to June 14, 2019. Further, the New Hampshire Lottery Commission and certain private parties (the "Plaintiffs") commenced litigation in federal district court in New Hampshire challenging the 2019 Opinion. In response to this and other lawsuits, the DOJ issued a memorandum in April 2019 acknowledging that the 2019 Opinion did not consider whether the Wire Act applies to State lotteries and their vendors,

and the DOJ is now considering this issue. In connection with such acknowledgment, the DOJ also extended the non-prosecution period for State lotteries and their vendors indefinitely while they consider the question. If the DOJ concludes that the Wire Act does apply to State lotteries and/or their vendors, they would extend the non-prosecution period for an additional period of 90 days after the DOJ publicly announces such position (the “Lottery Forbearance”).

On June 3, 2019, the U.S. District Court for the District of New Hampshire ruled in favor of the Plaintiffs and opined that the Wire Act applies only to sports betting and related activities (the “NH Decision”). The NH Decision also set aside the 2019 Opinion leaving the 2011 Opinion as DOJ’s only stated position on the subject. In response to the NH Decision, the DOJ extended the forbearance period to December 31, 2019; such forbearance period was further extended through December 1, 2020. The Lottery Forbearance remains unchanged. The DOJ appealed the NH Decision to the United States Court of Appeal for the First Circuit, and on January 20, 2021, the United States Court of Appeal for the First Circuit affirmed the NH Decision in part through issuance of the First Circuit Decision. The First Circuit Decision also vacated the portion of the NH Decision which set aside the 2019 Opinion. The DOJ had until June 21, 2021 to file a petition for a writ of certiorari seeking review by the U.S. Supreme Court. However, the DOJ let that deadline pass without filing a writ or seeking an extension. Accordingly, the First Circuit Decision is final and unappealable. It is unclear when, or if, the DOJ will conclude its consideration of whether the Wire Act applies to state lotteries and their vendors, or whether other courts would come to the same conclusions set forth in the NH Decision and the First Circuit Decision.

On November 24, 2021, the Company filed a complaint against the DOJ in the Rhode Island District Court seeking declaratory relief that the Wire Act applies only to sports betting and related activities. If granted, the Company would enjoy the same relief that the plaintiffs received in the NH Decision, that the Wire Act applies solely to sports betting and related activities wherever the Company’s United States businesses are located, as opposed to the current protection which is currently limited to the First Circuit.

On February 23, 2022, the DOJ filed a Motion to Dismiss (“MTD”) the Company’s complaint, and on March 16, 2022, the Company filed its opposition to the DOJ’s MTD and filed a cross-motion for summary judgement. On September 15, 2022, the Rhode Island District Court denied DOJ’s MTD, and granted IGT motion for summary judgment and issued a declaratory judgment that the Wire Act does not apply to the Company’s non-sports betting operations. The DOJ did not appeal the Rhode Island District Court’s decision within the sixty (60) day period from the date of the ruling.

Shareholder Litigation

On October 14, 2022, a putative shareholder filed a putative class action lawsuit against the Company and certain of its current and former officers in the District of New Jersey alleging violations of the federal securities laws. The lawsuit alleged that between March 16, 2018 and August 29, 2022, the defendants allegedly failed to disclose certain information regarding the Company’s compliance with applicable gaming and lottery laws and regulations and the Company’s legal exposure in the putative class action against the Company’s wholly-owned subsidiary, International Game Technology, and Double Down Interactive LLC, a Washington limited liability company in the United States District Court for the Western District of Washington (the “Benson Matter”).

On December 14, 2022, the plaintiff filed a Notice of Voluntary Dismissal without prejudice on their own initiative.

Results of Operations

Comparison of the years ended December 31, 2022 and 2021

| (\$ in millions) | For the year ended | | | | Change | |
|---|--------------------|--------------|-------------------|--------------|--------------|--------------|
| | December 31, 2022 | | December 31, 2021 | | \$ | % |
| | \$ | % of Revenue | \$ | % of Revenue | | |
| Service revenue by segment | | | | | | |
| Global Lottery | 2,436 | 58 | 2,690 | 66 | (254) | (9) |
| Global Gaming | 714 | 17 | 630 | 15 | 84 | 13 |
| PlayDigital | 209 | 5 | 163 | 4 | 45 | 28 |
| Total service revenue | 3,359 | 79 | 3,483 | 85 | (124) | (4) |
| Product sales by segment | | | | | | |
| Global Lottery | 157 | 4 | 123 | 3 | 34 | 28 |
| Global Gaming | 709 | 17 | 482 | 12 | 227 | 47 |
| PlayDigital | 1 | — | 1 | — | (1) | (53) |
| Total product sales | 866 | 21 | 606 | 15 | 260 | 43 |
| Total revenue | 4,225 | 100 | 4,089 | 100 | 136 | 3 |
| Operating expenses | | | | | | |
| Cost of services | 1,671 | 40 | 1,754 | 43 | (83) | (5) |
| Cost of product sales | 554 | 13 | 377 | 9 | 177 | 47 |
| Selling, general and administrative | 814 | 19 | 810 | 20 | 4 | — |
| Research and development | 255 | 6 | 238 | 6 | 16 | 7 |
| Restructuring | 6 | — | 6 | — | — | 5 |
| Other operating expense, net | 4 | — | 1 | — | 2 | 166 |
| Total operating expenses | 3,303 | 78 | 3,187 | 78 | 116 | 4 |
| Operating income | 922 | 22 | 902 | 22 | 20 | 2 |
| Interest expense, net | 289 | 7 | 341 | 8 | (52) | (15) |
| Foreign exchange loss (gain), net | 36 | 1 | (66) | (2) | 102 | 155 |
| Other non-operating expense, net | 7 | — | 98 | 2 | (90) | (92) |
| Total non-operating expenses | 333 | 8 | 373 | 9 | (40) | (11) |
| Income from continuing operations before provision for income taxes | 589 | 14 | 529 | 13 | 60 | 11 |
| Provision for income taxes | 175 | 4 | 274 | 7 | (99) | (36) |
| Income from continuing operations | 414 | 10 | 255 | 6 | 159 | 62 |
| Income from discontinued operations, net of tax | — | — | 24 | 1 | (24) | (100) |
| Gain on sale of discontinued operations, net of tax | — | — | 391 | 10 | (391) | (100) |
| Income from discontinued operations | — | — | 415 | 10 | (415) | (100) |
| Net income | 414 | 10 | 670 | 16 | (255) | (38) |
| Less: Net income attributable to non-controlling interests from continuing operations | 139 | 3 | 190 | 5 | (51) | (27) |
| Less: Net loss attributable to non-controlling interests from discontinued operations | — | — | (2) | — | 2 | 100 |
| Net income attributable to IGT PLC | 275 | 7 | 482 | 12 | (207) | (43) |

Revenue

Total revenue for the year ended December 31, 2022 increased \$136 million, or 3%, to \$4.2 billion from \$4.1 billion for the prior corresponding period.

Total service revenue decreased \$124 million, or 4%, to \$3.4 billion from \$3.5 billion, primarily due to our Global Lottery segment experiencing an unfavorable foreign currency impact of \$145 million primarily associated with our instant and draw-based game sales in Italy, an 8.5% decline in same-store sales for instant and draw-based game sales in Italy, and a \$71 million decrease, \$45 million at constant-currency, in our Italy commercial services offering as a result of the disposal of Lis Holding S.p.A. Same-store instant and draw-based game sales declined principally as a result of higher activity in the prior corresponding period primarily due to a shift in consumer discretionary spending to lottery in lieu of other forms of entertainment options available during the pandemic. The North America and International regions service revenues, excluding Italy, were relatively flat. Global Gaming service revenue increased \$84 million primarily due to an increase in total yields from total installed base units, principally as a result of increased player demand and more active units becoming available to players as social distancing restrictions were mostly lifted. The \$45 million increase in PlayDigital service revenue is primarily attributable to our expansion into new jurisdictions and greater demand for our content and platforms in existing markets from our iGaming and sports betting solutions as well as the acquisition of iSoftBet.

Total product sales increased \$260 million, or 43%, to \$866 million from \$606 million, primarily within our Global Gaming segment, principally due to casino operators returning to more moderate levels of investments as a result of the industry's recovery, resulting in a higher number of units sold. Additionally, Global Lottery product sales increased \$34 million primarily as a result of terminal and system deliveries related to the renewal of the Poland Lottery contract while instant ticket sales remained steady representing 42% of Global Lottery product sales revenue.

See “*Segment Operating Results*” section below for further discussion related to the principal drivers of these changes.

Operating expenses

Cost of services

Cost of services for the year ended December 31, 2022 decreased \$83 million, or 5%, to \$1.7 billion from \$1.8 billion for the prior corresponding period. This decrease was primarily due to our Global Lottery segment experiencing a favorable foreign currency impact of \$60 million primarily associated with our point of sale (“POS”) fees and consumables used in providing instant and draw-based game sales. Additionally, within our Global Lottery segment there was a \$49 million, \$33 million at constant currency, decrease in POS fees due to lower Italy sales and the disposal of the Italian commercial services business. Depreciation and amortization costs were \$30 million, \$23 million at constant currency, lower in our Global Lottery and Global Gaming segments by \$22 million and \$8 million, respectively, partially offset by an increase in our PlayDigital segment. Cost increases in licensing and royalties fees within our Global Gaming segment due to higher revenues and increases in payroll and occupancy expenses across all segments with the return to offices partially offset the decreases. As a percentage of service revenue, cost of services decreased by approximately 60 basis points. The overall reduction in gross service margins was \$41 million primarily due to a decrease in our Global Lottery segment partially offset by increases in both our Global Gaming and PlayDigital segments. Global Lottery gross services margin as a percentage of service revenue decreased approximately 180 basis points resulting from lower service revenue in Italy partially offset by increases in both our Global Gaming and PlayDigital segments of approximately 800 and 260 basis points, respectively.

Cost of product sales

Cost of product sales for the year ended December 31, 2022 increased \$177 million, or 47%, to \$554 million from \$377 million for the prior corresponding period, primarily as a result of a \$260 million increase in total product sales. Cost of product sales as a percentage of product sales increased by approximately 170 basis points, principally due to supply chain headwinds and product mix.

Selling, general and administrative

Selling, general and administrative for the year ended December 31, 2022 remained relatively flat at \$814 million as compared to \$810 million for the prior corresponding period. A favorable foreign currency impact of \$29 million primarily associated with payroll, benefits and incentive compensation in Global Lottery and Corporate and Other offset the majority of the cost increases. Payroll, benefits and incentive compensation increased \$18 million, \$34 million at constant currency, principally due to an increase in payroll and benefits of \$10 million, an increase in non-cash restricted stock expense of \$9 million in Corporate

and Other, and an aggregate increase in travel expenses of \$10 million. Additionally, there was an increase in outside services of \$13 million primarily related to legal expenses incurred by our Global Gaming segment related to two patent litigations where IGT is enforcing and protecting its intellectual property from unlicensed use. The year over year increase is a result of discovery in one case and the actual start of litigation in the other case. These increases were partially offset by a \$40 million decrease in bad debt expense within our Global Gaming segment.

Research and development

Research and development for the year ended December 31, 2022 increased \$16 million, or 7%, to \$255 million from \$238 million primarily due to an increase in outside services of \$9 million, in aggregate, as well as a \$5 million increase in payroll and benefits primarily within Global Lottery.

Non-operating expenses

Interest expense, net

Interest expense, net for the year ended December 31, 2022 decreased \$52 million, or 15%, to \$289 million from \$341 million for the prior corresponding period. This decrease was primarily due to the Company maintaining a lower average balance in our Senior Secured Notes compared to the prior corresponding period, as well as reductions in average interest rates.

Foreign exchange loss (gain), net

Foreign exchange loss, net for the year ended December 31, 2022 was \$36 million, compared to a foreign exchange gain, net of \$66 million for the prior corresponding period. Foreign exchange loss (gain), net is principally related to fluctuations in the euro to U.S. dollar exchange rate on internal and external debt.

Other non-operating expense, net

Other non-operating expense, net for the year ended December 31, 2022 decreased \$90 million, or 92%, to \$7 million from \$98 million for the prior corresponding period. During the year ended December 31, 2022, the Company completed the sale of its Italian commercial services business, resulting in a \$278 million gain. This gain was partially offset by the recognition of \$270 million in non-operating expense related to the loss associated with the settlement of the Benson Matter and indemnification claims by the DoubleU Entities related to Double Down Interactive LLC and its social gaming business sold in 2017 by International Game Technology, a wholly-owned subsidiary of the Company. The gain was also partially offset by \$13 million in losses on extinguishment of debt. During the prior corresponding period we incurred \$91 million in losses related to premiums paid in connection with redemptions of both the 4.750% Senior Secured Euro Notes due February 2023 and 6.250% Senior Secured USD Notes due February 2022 in full pursuant to the exercise of the make-whole call options.

Provision for income taxes

Provision for income taxes for the year ended December 31, 2022 decreased \$99 million to \$175 million from \$274 million for the prior corresponding period. This change was primarily related to a \$48 million reduction in valuation allowance on business interest expense limitation carryforward, and the tax benefit arising from the DDI / Benson Matter provision. In addition, there were no BEAT liability or patent box benefits for the year ended December 31, 2022, compared to a \$13 million BEAT liability and a \$27 million patent box tax benefit for the prior corresponding period.

Income from discontinued operations, net of tax

Income from discontinued operations, net of tax for the prior corresponding period of \$24 million reflects the operating activities of our Italian B2C businesses that were sold on May 10, 2021. Refer to “Notes to the Consolidated Financial Statements—3. *Business Acquisitions and Divestitures*” included in “Item 18. Financial Statements” for further information.

Gain on sale of discontinued operations, net of tax

During the second quarter of 2021, the Company recorded a \$391 million gain, upon the completion of the sale of its Italian B2C businesses. Refer to “Notes to the Consolidated Financial Statements—3. *Business Acquisitions and Divestitures*” included in “Item 18. Financial Statements” for further information.

Segment Operating Results

Global Lottery

Revenues and Key Performance Indicators

| (\$ in millions) | For the year ended December 31, | | Change | |
|---|---------------------------------|--------------|--------------|------------|
| | 2022 | 2021 | \$ | % |
| Service revenue | | | | |
| Operating and facilities management contracts | 2,181 | 2,363 | (182) | (8) |
| Systems, software, and other | 255 | 327 | (72) | (22) |
| | 2,436 | 2,690 | (254) | (9) |
| Product sales | | | | |
| Lottery products | 157 | 123 | 34 | 28 |
| | 157 | 123 | 34 | 28 |
| Global Lottery segment revenue | 2,593 | 2,812 | (220) | (8) |

| (% on a constant-currency basis) | For the year ended December 31, | |
|--|---------------------------------|--------|
| | 2022 | 2021 |
| Global same-store sales growth (%) | | |
| Instant ticket & draw games | (3.9)% | 18.1 % |
| Multi-jurisdiction jackpots | 15.3 % | 46.4 % |
| Total | (2.2)% | 20.1 % |
| North America & Rest of world same-store sales growth (%) | | |
| Instant ticket & draw games | (2.4)% | 12.7 % |
| Multi-jurisdiction jackpots | 15.3 % | 46.4 % |
| Total | (0.4)% | 15.6 % |
| Italy same-store sales growth (%) | | |
| Instant ticket & draw games | (8.5)% | 38.9 % |

Service revenue

Operating and facilities management contracts

Operating and facilities management contracts revenue decreased \$182 million, or 8%, to \$2.2 billion from \$2.4 billion for the prior corresponding period. This decrease was primarily the result of a \$217 million decrease in instant, draw-based, and multi-jurisdiction jackpot ticket sales that experienced a 2.2% decrease in global same-store sales and unfavorable foreign exchange impact of \$127 million. Italy same-store sales declined by 8.5%, primarily attributable to higher sales experienced in the prior corresponding period due to COVID-19 related social distancing restrictions shifting consumer discretionary spending to lottery in lieu of other forms of entertainment. Global same-store sales, excluding Italy, experienced a 0.4% decrease, primarily attributable to higher sales experienced in the prior corresponding period due to growth in instant and draw-based games and a shift in consumer discretionary spending to lottery.

Systems, software, and other

Systems, software, and other revenue decreased \$72 million, or 22%, to \$255 million from \$327 million for the prior corresponding period primarily due to the sale of our Italian commercial services business that concluded September 14, 2022.

Product sales

Lottery products

Lottery products revenue increased \$34 million, or 28%, to \$157 million from \$123 million for the prior corresponding period. This increase was primarily attributable to terminal and system deliveries related to the contract renewal with the Poland Lottery. In addition, North America sales increased 5% to \$93 million with instant ticket sales representing 70% of the region's product sales.

Operating Margins

| (\$ in millions) | For the year ended December 31, | | Change | |
|-----------------------------|---------------------------------|---------------|------------------------------|-------------|
| | 2022 | 2021 | \$ / Basis Points ("bps") | % |
| Gross margin | | | | |
| Service | 1,186 | 1,359 | (173) | (13) |
| <i>% of service revenue</i> | <i>49 %</i> | <i>51 %</i> | <i>(200) bps</i> | |
| Product | 38 | 34 | 4 | 13 |
| <i>% of product sales</i> | <i>24 %</i> | <i>28 %</i> | <i>(400) bps</i> | |
| Operating income | 909 | 1,088 | (178) | (16) |
| <i>Operating margin</i> | <i>35.1 %</i> | <i>38.7 %</i> | <i>(360) bps</i> | |

Gross margin - Service

Gross margin on service revenue decreased from 51% for the year ended December 31, 2021 to 49% for the year ended December 31, 2022 primarily as a result of lower revenues in higher margin jurisdictions and lower incentives earned on the U.S. LMAs. As the Global Lottery segment typically has a higher proportion of fixed-costs within its cost structure, gross margin decreases as sales decrease. Recent global supply chain headwinds have also led to an increase in certain costs and decreased profit margins.

Gross margin - Product

Gross margin on product sales decreased from 28% for the year ended December 31, 2021 to 24% for the year ended December 31, 2022, principally due to product mix.

Operating margin

Segment operating margin decreased from 38.7% for the year ended December 31, 2021 to 35.1% for the year ended December 31, 2022. This decrease is primarily the result of higher revenues experienced in the prior corresponding period as discussed above. As the Global Lottery segment has a low percentage of variable costs, operating leverage decreases as sales decrease.

Global Gaming

Revenues and Key Performance Indicators

| (\$ in millions, except yields) | For the year ended December 31, | | Change | |
|--------------------------------------|---------------------------------|--------------|------------|-----------|
| | 2022 | 2021 | \$ | % |
| Service revenue | | | | |
| Gaming terminal services | 483 | 424 | 59 | 14 |
| Systems, software, and other | 232 | 206 | 25 | 12 |
| | 714 | 630 | 84 | 13 |
| Product sales | | | | |
| Gaming terminals | 501 | 339 | 162 | 48 |
| Gaming other | 208 | 143 | 65 | 46 |
| | 709 | 482 | 227 | 47 |
| Global Gaming segment revenue | 1,423 | 1,112 | 311 | 28 |

| | For the year ended December 31, | | Change | |
|-----------------------------------|---------------------------------|----------------|---------------|-----------|
| | 2022 | 2021 | Units / \$ | % |
| Installed base units | | | | |
| Total installed base units | 49,586 | 48,849 | 737 | 2 |
| Total yields⁽¹⁾ | \$29.89 | \$27.11 | \$2.78 | 10 |
| Global machine units sold | | | | |
| Total machine units sold | 32,820 | 23,807 | 9,013 | 38 |

⁽¹⁾ Total yields represent revenue per day for the average installed base units. Installed base units included active and inactive units deployed to a customer location.

Service revenue

Gaming terminal services

Gaming terminal services revenue increased \$59 million, or 14%, to \$483 million from \$424 million for the prior corresponding period. This increase was primarily driven by a 10% increase in yields on installed base units, principally as a result of increased demand and more active units becoming available to players as social distancing restrictions were mostly lifted, and a \$19 million decrease in jackpot reserve requirements.

Systems, software, and other

Systems, software, and other revenue increased \$25 million, or 12%, to \$232 million from \$206 million for the prior corresponding period. This increase was primarily due to a \$25 million increase in system and software revenue, principally related to the increase in active poker machines that were previously inactive in the prior corresponding period resulting from COVID-19 social distancing requirements.

Product sales

Gaming terminals

Gaming terminals increased \$162 million, or 48%, to \$501 million from \$339 million for the prior corresponding period. This increase was primarily associated with an increase of 9,013 in machine units sold, primarily driven by replacement machine units in the United States and Canada, at a 6% higher average selling price than the prior corresponding period. The increase in these units was primarily due to casino operators returning to higher levels of investments as a result of the industry's recovery from COVID-19 demand levels.

Gaming other

Gaming other increased \$65 million, or 46%, to \$208 million from \$143 million for the prior corresponding period, principally related to a \$50 million increase in intellectual property revenues primarily associated with the execution of patent cross-licensing agreements tied to remote game server solutions and game features. In addition, there was a \$9 million increase related to poker site licensing sales.

Operating Margins

| (\$ in millions) | For the year ended December 31, | | Change | |
|-----------------------------|---------------------------------|--------------|-----------------|---------|
| | 2022 | 2021 | \$ / bps | % |
| Gross margin | | | | |
| Service | 411 | 313 | 98 | 31 |
| <i>% of service revenue</i> | <i>58 %</i> | <i>50 %</i> | <i>800 bps</i> | |
| Product | 280 | 200 | 80 | 40 |
| <i>% of product sales</i> | <i>40 %</i> | <i>42 %</i> | <i>(200)bps</i> | |
| Operating income | 242 | 43 | 199 | > 200.0 |
| <i>Operating margin</i> | <i>17.0 %</i> | <i>3.9 %</i> | <i>1310 bps</i> | |

Gross margin - Service

Gross margin on service revenue increased from 50% for the year ended December 31, 2021 to 58% for the year ended December 31, 2022 primarily resulting from more active units available due to the lifting of Covid restrictions and increased yields in our installed base units resulting in increased operating leverage.

Gross margin - Product

Gross margin on product sales decreased from 42% for the year ended December 31, 2021 to 40% for the year ended December 31, 2022 principally as a result of recent supply chain headwinds and related product mix implications, partially offset by higher average selling prices and high-margin patent cross-licensing agreements and poker licensing sales.

Operating margin

Segment operating margin increased from 3.9% for the year ended December 31, 2021 to 17.0% for the year ended December 31, 2022 primarily due to an increase in revenues of \$311 million, a \$29 million decrease in new provisions for expected credit losses resulting primarily from enhanced visibility into collectibility of outstanding long-term notes receivables in Latin America and the Caribbean, and an \$8 million recovery of previously expected credit losses. Increased unit sales, patent cross-licensing agreements, poker licensing sales, and higher yields on our installed base units improved operating leverage as the business and the industry in general continues to return to pre-pandemic scale.

PlayDigital

Revenues and Key Performance Indicators

| (\$ in millions) | For the year ended December 31, | | Change | |
|------------------------------------|---------------------------------|------------|-----------|-----------|
| | 2022 | 2021 | \$ | % |
| Segment revenue | | | | |
| PlayDigital services | 209 | 163 | 45 | 28 |
| Product sales | 1 | 1 | (1) | (53) |
| PlayDigital segment revenue | 209 | 165 | 45 | 27 |

PlayDigital services

PlayDigital services revenue for the year ended December 31, 2022 increased \$45 million, or 28%, to \$209 million from \$163 million for the prior corresponding period. This increase is primarily attributable to expansion into new jurisdictions from both iGaming and sports betting solutions, the acquisition of iSoftBet, and lower levels of iGaming jackpot reserve requirements.

Operating Margins

| (\$ in millions) | For the year ended December 31, | | Change | |
|-----------------------------|---------------------------------|---------------|-----------------|-----------|
| | 2022 | 2021 | \$ / bps | % |
| Gross margin | | | | |
| Service | 139 | 104 | 34 | 33 |
| <i>% of service revenue</i> | <i>67 %</i> | <i>64 %</i> | <i>300 bps</i> | |
| Product | — | 1 | — | (39) |
| <i>% of product sales</i> | <i>56 %</i> | <i>44 %</i> | <i>1200 bps</i> | |
| Operating income | 50 | 33 | 17 | 51 |
| <i>Operating margin</i> | <i>23.7 %</i> | <i>20.0 %</i> | <i>370 bps</i> | |

Gross margin - Service

Gross margin on service revenue increased from 64% for the year ended December 31, 2021 to 67% for the year ended December 31, 2022 driven by higher revenues and increased operating leverage.

Operating margin

Segment operating margin increased from 20.0% for the year ended December 31, 2021 to 23.7% for the year ended December 31, 2022 due to a \$45 million increase in revenues that offset the incremental investments to support growth.

Comparison of the years ended December 31, 2021 and 2020

For discussions related to the consolidated operating results and non-operating results and segment revenues and operating results between 2021 and 2020, refer to Part I, Item 5. Operating and Financial Review and Prospects of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2021, which was filed with the United States Securities and Exchange Commission on March 3, 2022.

B. *Liquidity and Capital Resources*

Overview

The Company's business is capital intensive and requires liquidity to meet its obligations and fund growth. Historically, the Company's primary sources of liquidity have been cash flows from operations and, to a lesser extent, cash proceeds from financing activities, including amounts available under the Revolving Credit Facilities. In addition to general working capital and operational needs, the Company's liquidity requirements arise primarily from its need to meet debt service obligations and to fund capital expenditures and upfront license fee payments. The Company also requires liquidity to fund acquisitions and associated costs. The Company's cash flows generated from operating activities together with cash flows generated from financing activities have historically been sufficient to meet the Company's liquidity needs.

The Company believes its ability to generate cash from operations to reinvest in its business, primarily due to the long-term nature of its contracts, is one of its fundamental financial strengths. Combined with funds currently available and committed borrowing capacity, the Company expects to have sufficient liquidity to meet its financial obligations in the ordinary course of business for the next 12 months from the date of issuance of these consolidated financial statements and for the longer-term period thereafter.

The cash management, funding of operations, and investment of excess liquidity are centrally coordinated by a dedicated treasury team with the objective of ensuring effective and efficient management of funds.

At December 31, 2022 and 2021, the Company’s total available liquidity was as follows, respectively:

| (\$ in millions) | December 31, | |
|-----------------------------|--------------|--------------|
| | 2022 | 2021 |
| Revolving Credit Facilities | 1,822 | 1,737 |
| Cash and cash equivalents | 590 | 591 |
| Total Liquidity | 2,412 | 2,327 |

The Revolving Credit Facilities are subject to customary covenants (including maintaining a minimum ratio of EBITDA to total net interest costs and a maximum ratio of total net debt to EBITDA) and events of default, none of which are expected to impact the Company’s liquidity or capital resources. In July 2022, the Company entered into an amendment extending the final maturity from July 31, 2024 to July 31, 2027.

The Company completed multiple debt transactions in 2022 and 2021. Refer to the “Notes to the Consolidated Financial Statements—15. *Debt*” included in “Item 18. Financial Statements” for further discussion of these transactions as well as information regarding the Company’s other debt obligations, including the maturity profile of borrowings and committed borrowing facilities.

At December 31, 2022 and 2021, approximately 20% and 18% of the Company’s net debt portfolio was exposed to interest rate fluctuations, respectively. The Company’s exposure to floating rates of interest primarily relates to the Euro Term Loan Facilities due January 2027.

The following table summarizes the Company’s USD equivalent cash balances by currency:

| (\$ in millions) | December 31, 2022 | | December 31, 2021 | |
|-------------------|-------------------|------------|-------------------|------------|
| | \$ | % | \$ | % |
| Euros | 312 | 53 | 362 | 61 |
| U.S. dollars | 147 | 25 | 88 | 15 |
| Other currencies | 131 | 22 | 141 | 24 |
| Total Cash | 590 | 100 | 591 | 100 |

The Company holds an immaterial amount of cash in countries where there may be restrictions on transfers due to regulatory or governmental bodies. Based on the Company’s review of such transfer restrictions and the cash balances held in such countries, it does not believe such transfer restrictions had an adverse impact on its ability to meet liquidity requirements at years ended December 31, 2022 and 2021.

Cash Flow Summary

The following table summarizes the statements of cash flows. A complete statement of cash flows is provided in the Consolidated Financial Statements included herein.

| (\$ in millions) | For the year ended December 31, | | Change | |
|--|---------------------------------|----------------|--------|------|
| | 2022 | 2021 | \$ | % |
| Net cash provided by operating activities from continuing operations | 899 | 1,010 | (111) | (11) |
| Net cash provided by (used in) investing activities from continuing operations | 42 | (216) | 259 | 120 |
| Net cash used in financing activities | (1,065) | (1,898) | 833 | 44 |
| Net cash flows of continuing operations | (124) | (1,105) | | |
| Net cash used in operating activities from discontinued operations | — | (31) | 31 | 100 |
| Net cash provided by investing activities from discontinued operations | 126 | 852 | (726) | (85) |
| Net cash flows from discontinued operations | 126 | 821 | | |

Analysis of Cash Flows

Net Cash Provided by Operating Activities from Continuing Operations

During the year ended December 31, 2022, the Company generated \$0.9 billion of net cash provided by operating activities from continuing operations, a decrease of \$111 million from the prior corresponding period.

Non-cash adjustments to net income for the year ended December 31, 2022 were \$692 million, compared to \$859 million for the prior corresponding period. The principal drivers of the decrease in non-cash adjustments were related to a \$278 million gain on the sale of the Italian commercial services business, a decrease of \$115 million in deferred incomes taxes, a decrease of \$79 million related to a loss on the extinguishment of debt recognized in the prior corresponding period, and a decrease in depreciation and amortization of \$57 million in the aggregate for the year ended December 31, 2022. These decreases were partially offset by increases as a result of the DDI / Benson Matter provision of \$220 million, net of \$50 million cash paid, and foreign exchange of \$102 million.

Changes in operating assets and liabilities resulted in cash outflows of \$157 million and \$104 million for the years ended December 31, 2022 and December 31, 2021, respectively.

Net Cash Provided by (Used in) Investing Activities from Continuing Operations

During the year ended December 31, 2022, the Company generated \$42 million of net cash from investing activities, an increase of \$259 million from the prior corresponding period, principally due to an increase in proceeds received from the sale of the Italian commercial services business, net of cash and restricted cash transferred, of \$476 million. This increase in proceeds was partially offset by \$142 million related to our acquisition of iSoftBet, and a \$78 million increase in capital expenditures.

Net Cash Used in Financing Activities

During the year ended December 31, 2022, the Company used \$1.1 billion of net cash for financing activities, compared to \$1.9 billion used for the prior corresponding period.

During 2022, cash flows used in financing activities primarily included principal payments on long-term debt of \$597 million, dividends paid to non-controlling interests of \$178 million, dividends paid to shareholders of \$161 million, repurchases of common stock of \$115 million, \$75 million in return of capital to non-controlling interests, and net payments of short-term borrowings of \$51 million. These cash outflows were partially offset by net receipts from financial liabilities of \$75 million and net proceeds from Revolving Credit Facilities of \$72 million.

During 2021, cash flows used in financing activities primarily included principal payments on long-term debt of \$2.8 billion, \$127 million in return of capital to non-controlling interests, dividends paid to non-controlling interests of \$91 million, \$85 million of payments in connection with the early extinguishment of debt, net payments of financial liabilities of \$50 million, repurchases of common stock of \$41 million, and dividends paid to shareholders of \$41 million. These cash outflows were partially offset by proceeds from long-term debt of \$1.3 billion and net proceeds from short-term borrowings of \$51 million.

Net cash flows from discontinued operations

There were no cash flows from operating activities from discontinued operations compared to net cash used by operating activities from discontinued operations of \$31 million for the prior corresponding period. Cash flows from operations from discontinued operations reflects the operating activities of our Italian B2C businesses.

During the year ended December 31, 2021, the Company completed the sale of its Italian B2C businesses. At closing, the Company received net cash proceeds of \$748 million and had receivables of €100 million and €125 million due December 31, 2021 and September 30, 2022, respectively. The Company received the payment due December 31, 2021 on August 5, 2021 and received the payment due September 30, 2022 on July 13, 2022. Refer to “Notes to the Consolidated Financial Statements —3. Business Acquisitions and Divestitures”, included in “Item 18. Financial Statements”.

Capital Expenditures

Capital expenditures are principally composed of:

- Systems, equipment and other assets related to contracts;
- Intangible assets; and
- Property, plant and equipment.

The table below details total capital expenditures from continuing operations by business segment:

| (\$ in millions) | For the year ended December 31, | | |
|-------------------------------|---------------------------------|--------------|--------------|
| | 2022 | 2021 | 2020 |
| Global Lottery | (157) | (152) | (176) |
| Global Gaming | (147) | (68) | (65) |
| PlayDigital | (6) | (13) | (11) |
| Business Segment Total | (310) | (232) | (252) |
| Corporate and Other | (6) | (6) | (3) |
| | <u>(317)</u> | <u>(238)</u> | <u>(255)</u> |

Global Lottery

Capital expenditures for 2022 of \$157 million principally consisted of \$124 million for investments in systems, equipment and other assets related to contracts, including systems and equipment deployed in Michigan, Connecticut, California, Rhode Island, and New Jersey; investments in property, plant and equipment of \$17 million; and investments in intangible assets of \$16 million.

Capital expenditures for 2021 of \$152 million principally consisted of \$115 million for investments in systems, equipment and other assets related to contracts, including systems and equipment deployed in Michigan, Nebraska, New York, New Jersey, and Georgia; investments in intangible assets of \$29 million; and investments in property, plant and equipment of \$8 million.

Capital expenditures for 2020 of \$176 million principally consisted of \$137 million for investments in systems, equipment and other assets related to contracts, including systems and equipment deployed in New Jersey, California, Michigan, Mississippi, and Kentucky; investments in intangible assets of \$24 million; and investments in property, plant and equipment of \$12 million.

Global Gaming

Capital expenditures for 2022 of \$147 million principally consisted of investments in systems, equipment and other assets in North America of \$100 million and outside of North America of \$28 million.

Capital expenditures for 2021 of \$68 million principally consisted of investments in systems, equipment and other assets in North America of \$49 million.

Capital expenditures for 2020 of \$65 million principally consisted of investments in systems, equipment and other assets in North America of \$47 million.

PlayDigital

Capital expenditures for 2022 of \$6 million principally consisted of investments in systems, equipment and other assets related to contracts with PlaySports customers of \$6 million.

Capital expenditures for 2021 of \$13 million principally consisted of investments in systems, equipment and other assets related to contracts with PlaySports customers of \$11 million and PlayCasino customers of \$2 million.

Capital expenditures for 2020 of \$11 million principally consisted of investments in systems, equipment and other assets related to contracts with PlaySports customers of \$8 million and PlayCasino customers of \$3 million.

Tabular Disclosure of Cash Requirements

At December 31, 2022, the Company's material cash requirements are as follows:

| (\$ in millions) | Payments due by period | | | | |
|------------------------------------|------------------------|------------------|--------------|--------------|-------------------|
| | Total | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Long-term debt ⁽¹⁾ | 5,795 | 61 | 1,447 | 3,005 | 1,283 |
| Jackpot liabilities ⁽²⁾ | 198 | 57 | 39 | 26 | 77 |
| Operating leases ⁽³⁾ | 364 | 55 | 99 | 77 | 133 |
| Finance leases ⁽⁴⁾ | 34 | 10 | 14 | 9 | 1 |
| Total | 6,391 | 183 | 1,599 | 3,117 | 1,494 |

⁽¹⁾ Long-term debt consists of the principal amount of long-term debt, including current portion, as included in "Notes to the Consolidated Financial Statements — 15. Debt" included in "Item 18. Financial Statements." Certain of the Company's long-term debt is denominated in euros.

⁽²⁾ Jackpot liabilities are composed of payments due to previous winners and future winners.

⁽³⁾ Operating leases principally relate to leases for facilities and equipment used in the Company's business. The amounts presented include the imputed interest to the counterparties.

⁽⁴⁾ Finance leases principally consist of the Company's facility in Providence, Rhode Island and communications equipment used in its business. The amounts presented include the imputed interest to the counterparties.

Off-Balance Sheet Arrangements

The Company has the following off-balance sheet arrangements:

Performance and other bonds

Certain contracts require us to provide a surety bond as a guarantee of performance for the benefit of customers; bid and litigation bonds for the benefit of potential customers; and WAP bonds that are used to secure our financial liability when a player elects to have their WAP jackpot winnings paid over an extended period of time.

These bonds give beneficiaries the right to obtain payment and/or performance from the issuer of the bond if certain specified events occur. In the case of performance bonds, which generally have a term of one year, such events include our failure to perform our obligations under the applicable contract(s). In general, we would only be liable for these guarantees in the event of default in our performance of our obligations under each contract, the probability of which we believe is remote.

Letters of Credit

The Parent and certain of its subsidiaries may obtain letters of credit under the Revolving Credit Facilities and under senior unsecured uncommitted demand credit facilities. The letters of credit secure various obligations, including obligations arising under customer contracts and real estate leases. The following table summarizes the letters of credit outstanding at December 31, 2022 and 2021 and the weighted-average annual cost of such letters of credit:

| (\$ in millions) | Letters of Credit Outstanding ⁽¹⁾ | Weighted-Average Annual Cost |
|-------------------|--|------------------------------|
| December 31, 2022 | 118 | 1.26 % |
| December 31, 2021 | 335 | 1.08 % |

⁽¹⁾ Represents letters of credit outstanding not under the Revolving Credit Facilities. Year-over-year reduction was primarily driven by bank guarantees outstanding at December 31, 2021 within our Italian commercial services business that was divested on September 14, 2022.

C. *Research and Development, Patents and Licenses, etc.*

To remain competitive, the Company invests resources toward its R&D efforts to introduce new and innovative games with dynamic features to attract new customers and retain existing customers. The Company's R&D efforts cover multiple creative and engineering disciplines, including creative game content, hardware, electrical, systems, and software for lottery, land-based, online social, and digital real-money applications.

R&D costs, which principally include employee compensation costs, are expensed as incurred.

The Company devotes substantial resources to R&D and incurred \$255 million, \$238 million, and \$191 million of related expenses in 2022, 2021, and 2020, respectively, which each year represented approximately 6% of total revenue.

D. Trend Information

See “Item 5. Operating and Financial Review and Prospects — A. *Operating Results*” and “Item 5. Operating and Financial Review and Prospects — B. *Liquidity and Capital Resources*.”

E. Critical Accounting Estimates

The Company’s consolidated financial statements are prepared in conformity with GAAP which require the use of estimates, judgments, and assumptions that affect the carrying amount of assets and liabilities and the amounts of income and expenses recognized. The estimates and underlying assumptions are based on information available at the date that the financial statements are prepared, on historical experience, judgments, and assumptions considered to be reasonable and realistic.

The Company periodically reviews estimates and assumptions. Actual results for those areas requiring management judgment or estimates may differ from those recorded in the consolidated financial statements due to the occurrence of events and the uncertainties which characterize the assumptions and conditions on which the estimates are based.

The areas that require greater subjectivity of management in making estimates and judgments and where a change in such underlying assumptions could have a significant impact on the Company’s consolidated financial statements are fully described in “Notes to the Consolidated Financial Statements—2. *Summary of Significant Accounting Policies*” included in “Item 18. Financial Statements.” Certain critical accounting estimates are discussed below.

Revenue Recognition

Application of GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Specifically, complex arrangements with nonstandard terms and conditions may require significant contract interpretation to determine the appropriate accounting, including whether promised goods and services specified in an arrangement are distinct performance obligations. Other significant judgments include determining whether the Company is acting as the principal in a transaction and whether separate contracts should be combined and considered part of one arrangement.

Revenue recognition is also impacted by our ability to determine when a contract is probable of collection and to estimate variable consideration, including, for example, rebates, volume discounts, service-level penalties, and performance bonuses. We consider various factors when making these judgments, including a review of specific transactions, historical experience and market and economic conditions. Evaluations are conducted each quarter to assess the adequacy of the estimates.

The Company recognized service and product revenues of \$3.4 billion and \$866 million, respectively, for the year ended December 31, 2022. The Company often enters into contracts with customers that consist of a combination of services and products that are accounted for as one or more distinct performance obligations. Management applies judgment in identifying and evaluating the contractual terms and conditions that impact the identification of performance obligations and the pattern of revenue recognition. The Company’s revenue recognition policy, which requires significant judgments and estimates, is fully described in “Notes to the Consolidated Financial Statements—2. *Summary of Significant Accounting Policies*” included in “Item 18. Financial Statements.”

Goodwill Valuation

The process of evaluating potential impairments related to goodwill requires the application of significant judgment. Goodwill is tested for impairment annually, in the fourth quarter, or whenever events or changes in circumstances indicate the carrying amount may not be recoverable. If an event occurs that would cause revisions to the estimates and assumptions used in analyzing the fair value of goodwill, the revision could result in a non-cash impairment loss that could have a material impact on financial results.

Companies have the option to first assess qualitative factors to determine whether the fair value of a reporting unit is not “more likely than not” less than its carrying amount, which is commonly referred to as “Step 0”. In performing the Step 0 analysis, the Company considers macroeconomic conditions, industry and market considerations, current and forecasted financial performance, entity-specific events, and changes in the composition or carrying amount of net assets of reporting units for goodwill. In addition, the Company takes into consideration the amount of excess of fair value over carrying value determined in the last quantitative analysis that was performed, as well as the period of time that has passed since the last quantitative

analysis. If the Step 0 analysis indicates that it is more likely than not that the fair value is less than its carrying amount, the Company would proceed to a quantitative analysis.

Under the quantitative analysis, which is commonly referred to as “Step 1”, the goodwill impairment test compares the fair value of the Company’s three reporting units (which are the same as its reportable segments) with their carrying amounts and an impairment loss is recognized for the amount by which the carrying amount exceeds the reporting unit’s fair value. In performing the quantitative analysis, the Company estimates the fair value of the reporting units using an income approach based on projected discounted cash flows. Estimating the fair value of reporting units requires the Company’s management to use its judgment in making estimates and making forecasts that are based on a number of factors including forecasted revenue, forecasted operating profits, terminal growth rates, and weighted-average costs of capital.

The Company completed the annual impairment testing in the fourth quarter, where we assessed our Global Gaming and Global Lottery units using Step 0. We determined that no further testing was required based on the substantial cushion of fair value over carrying value for each reporting unit and no significant changes in conditions, since the last quantitative analysis, that would indicate for each reporting unit that it is more likely than not that the fair value is less than the carrying amount. Additionally, during the fourth quarter the Company elected to assess our PlayDigital unit using Step 1. Based on the analysis completed, we determined that no adjustment to the carrying value of goodwill was necessary as there was substantial cushion of fair value over carrying value.

Additional details surrounding goodwill can be found in the “Notes to the Consolidated Financial Statements—13. *Goodwill*” included in “Item 18. Financial Statements”.

Item 6. Directors, Senior Management, and Employees

A. Directors and Senior Management

As of February 23, 2023, the Parent’s board of directors (the “Board”) consists of 12 directors. Seven (7) of the current directors were determined by the Board to be independent under the listing standards and rules of the NYSE, as required by the Articles of Association of the Parent (the “Articles”). For a director to be independent under the listing standards of the NYSE, the Board must affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Board has made an affirmative determination that the members of the Board so designated in the table below meet the standards for “independence” set forth in the Parent’s Corporate Governance Guidelines and applicable NYSE rules. The Articles require that for as long as the Parent’s ordinary shares are listed on the NYSE, the Parent will comply with all NYSE corporate governance standards set forth in Section 3 of the NYSE Listed Company Manual applicable to non-controlled domestic U.S. issuers, regardless of whether the Parent is a foreign private issuer.

On May 16, 2018, the Board approved the observer agreement (the “Observer Agreement”) between De Agostini and the Company permitting De Agostini to appoint an observer to attend meetings of the Parent’s directors. Effective November 15, 2021, the Observer Agreement was renewed for a new two-year term and Paolo Ceretti, a former director of the Parent, acknowledged and agreed to his renewed appointment by De Agostini as an observer pursuant to the terms of the Observer Agreement. On May 5, 2022, the Board approved the appointment of Alessandro Vergottini, effective upon the conclusion of the Company’s Annual General Meeting on May 10, 2022, to replace Paolo Ceretti as observer under the Observer Agreement. Mr. Vergottini serves as the Chief Financial Officer of De Agostini. The Observer Agreement expires following the meeting of the Parent’s directors at which the financial results for the third quarter of 2023 are reviewed.

At February 23, 2023, the directors, certain senior managers, and the senior consultant are as set forth below:

Directors

| Name | Age | Position |
|-------------------|------------|--|
| Marco Sala | 63 | Executive Chair of the Board; Executive Director |

Mr. Sala has served as the Executive Chair of the Board since January 2022. In June 2022, Mr. Sala was appointed CEO of De Agostini S.p.A., IGT’s controlling shareholder, after being appointed as Chairman of DeA Capital S.p.A in April 2022. Prior to this, he served as a member of the Board and CEO of the Company from April 2015 to January 2022, where he was responsible for overseeing the strategic direction of the Company. From April 2009 to April 2015, Mr. Sala served as CEO to GTECH S.p.A. (IGT’s predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.). He joined

Lottomatica as Co-General Manager in 2003 and served as a member of the Board. In August 2006, he was appointed Managing Director with responsibility for GTECH’s Italian Operations and other European activities.

Previously, he served as CEO of Buffetti, Italy’s leading office equipment and supply retail chain. Prior to Buffetti, Mr. Sala served as Head of the Business Directories Division for SEAT Pagine Gialle. Earlier in his career, he worked at Magneti Marelli (a Fiat Group company) and Kraft Foods.

Mr. Sala graduated from Bocconi University in Milan (Italy), majoring in Business and Economics.

| Name | Age | Position |
|------------------------|------------|--|
| James F. McCann | 71 | Vice-Chairperson of the Board; Lead Independent Director; Non-executive Director |

Mr. McCann has served on the Board since the formation of the Company and is currently the Vice Chairperson, Lead Independent Director and is Chair of the Nominating and Corporate Governance Committee. He is the Chairman of 1-800-Flowers.com, Inc. and previously served as Chief Executive Officer, a position he held since 1976. He is also Chairman of Worth Media Group, a publishing and event company. Mr. McCann has served on the Board of Amyris, Inc. since 2019, where he chairs the Leadership Development, Inclusion and Compensation Committee and sits as a member of the Nominating and Corporate Governance Committee.

From 2020-2022, Mr. McCann served as the Chair and CEO of Clarim Acquisition Corporation, a blank-check company targeting consumer-facing e-commerce. Mr. McCann also previously served as Chairman of the Nominating and Governance Committee of Willis Towers Watson until his retirement in May 2019, as well as the Chairman of the Board of Directors of Willis Watson Towers from January 2016 to January 2019. Previously, he served as Director (2004-2015) and non-executive Chairman (2013-2015) of Willis Group Holdings PLC (“Willis Group”). Prior to serving as the non-executive Chair of the Board of Directors of Willis Group, he served as the company’s presiding independent director. He previously served as a director and compensation committee member of Lottomatica S.p.A. (IGT’s predecessor) from 2006-2011, and as a director of Gateway, Inc., The Boyds Collection, Ltd., and Scott’s Miracle-Gro.

| Name | Age | Position |
|----------------------------|------------|--|
| Massimiliano Chiara | 54 | Executive Vice President and Chief Financial Officer; Executive Director |

Mr. Chiara has served on the Board, and as Chief Financial Officer of the Company, since April 2020. Before joining the Company, Mr. Chiara served as Chief Financial Officer of CNH Industrial since September 2013. Max was also named the Chief Sustainability Officer at CNH Industrial in 2016, and he also served as head of Mergers & Acquisitions for CNH Industrial from 2017. Between 2009 and 2013, Mr. Chiara served in various positions with Fiat Chrysler Automobiles (and its predecessors) as Chief Financial Officer and Head of Business Development in Latin America, Vice President of Financial Planning and Analysis and Business Development Finance, VP Finance Brands and Marketing Controller, and served as Director of Business Development Finance for its engine business unit Fiat Powertrain between 2007 and 2009. Earlier in his career, Mr. Chiara held various managerial roles at Teksid Aluminum, PricewaterhouseCoopers, Robert Bosch, the Wuerth Group, and was a M&A financial analyst with Dresdner Kleinwort Benson.

Mr. Chiara graduated from the Luigi Bocconi University in Milan (Italy), with a degree in Business Administration Cum Laude, and has a CEMS Master’s degree in International Management from the Bocconi University (with the University of Cologne in Germany as host school). Mr. Chiara is NACD (National Association of Corporate Directors) Directorship Certified. Mr. Chiara also held the position of Chairman of the Italian Association of Corporate Treasurers (AITI) for the years 2004-2007.

| Name | Age | Position |
|----------------------|------------|------------------------------------|
| Alberto Dessy | 70 | Independent Non-executive Director |

Mr. Dessy has served on the Board since the formation of the Company in April 2015 and is a member of the Audit Committee and the Compensation Committee. He is currently a Professor at Bocconi University. Mr. Dessy is a Chartered Accountant who specializes in corporate finance, particularly the evaluation of companies, trademarks, equity and investments, financial structure, channels and loan instruments, funding for development and in acquisitions and disposals of companies. He has been an expert witness for parties to lawsuits and as an independent expert appointed by the court in various legal disputes.

He has previously served on the boards of many companies, both listed and unlisted, including Chiorino S.p.A., Redaelli Tecna S.p.A., Laika Caravans S.p.A., Premuda S.p.A., I.M.A. S.p.A., Milano Centro S.p.A., GTECH S.p.A. (IGT’s predecessor), and DeA Capital S.p.A.

Mr. Dessy graduated from Bocconi University in Milan (Italy) and is a member of the distinguished faculty in corporate finance at the SDA Bocconi School of Management.

| Name | Age | Position |
|--------------------|------------|------------------------|
| Marco Drago | 77 | Non-executive Director |

Mr. Drago has served on the Board since the formation of the Company in April 2015. From 2002 to the formation of the Company, Mr. Drago served on the Board of Directors of GTECH S.p.A. (IGT's predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.). In June 2022, Mr. Drago has been appointed Chairman Emeritus of De Agostini, S.p.A., the holding company of the De Agostini Group, leaving the Chairmanship held since 1997.

Since July 2018, Mr. Drago has been the President of the Board of Directors of B&D Holding S.p.A. (formerly B&D Holding di Marco Drago e C.S.a.p.A., of which he had been President of the Board of Partners since 2006). He is also Vice President of Planeta De Agostini Group, a director of Atresmedia, a director of S. Faustin (Techint Group), Honorary Chairman of De Agostini Editore S.p.A, and a member of Assonime's Board of Governors.

Mr. Drago graduated in Economics and Business at Bocconi University in Milan (Italy) in 1969. He started his career that same year in the family company joining Istituto Geografico De Agostini. In 1997 he replaced Achille Boroli as Chairman of De Agostini Holding S.p.A., having previously served as Executive Officer and Managing Director. He has received important awards such as "Bocconiano dell'anno" in 2001, and was made "Cavaliere del Lavoro" in 2003.

Mr. Drago is the father of Enrico Drago, CEO, PlayDigital, and parent-in-law with Lorenzo Pellicoli, Non-Executive Director.

| Name | Age | Position |
|-------------------------|------------|------------------------------------|
| Ashley M. Hunter | 43 | Independent Non-executive Director |

Ms. Hunter was appointed to the Board in January 2022 and is a member of the Nominating and Corporate Governance Committee. She has been a lecturer at the University of Texas at Austin School of Information since 2015, and is the founding partner of A. Hunter & Company, a leading risk management advisory firm. Previously, she was Managing Director of HM Risk Group LLC where she assisted many startups and corporations with alternative risk transfer schemes and reinsurance placement, globally. Under her leadership, HM Risk Group became a leader in the development of niche insurance products for the sharing and assistive reproductive technology industry. Prior to founding HM Risk Group in 2006, she worked in various claims and underwriting management positions for State Farm Insurance Companies, The Hartford Insurance Company and AIG Insurance Company. Ms. Hunter is an active member of the Professional Liability Underwriting Society, Women in Private Equity and The Waters Street Club. Ms. Hunter currently serves as a director for Affordable Central Texas, a Trustee for Zach Theatre, Fredericksburg Texas Zoning Board of Adjustment and a gubernatorial appointee for Motor Vehicle Crime Prevention Authority.

Ms. Hunter has a BM in Music Theory and Composition from Centenary College of Louisiana and a MBA in Finance from Texas A&M University. Ms. Hunter is also an accomplished concert violinist.

| Name | Age | Position |
|----------------------------|------------|------------------------------------|
| Heather J. McGregor | 60 | Independent Non-executive Director |

Prof. McGregor was appointed to the Board in March 2017 and is a member of the Audit Committee. She is the Vice Principal and Provost of Heriot-Watt University in Dubai, and previously served as the Executive Dean of the business school in Scotland. Her earlier career was in investment banking and she then spent 17 years as an entrepreneur leading her own executive search firm prior to her move into higher education.

Professor McGregor is an experienced writer and broadcaster, including writing for the Financial Times for 17 years. She is also the founder of the Taylor Bennett Foundation, which works to promote diversity in the communications industry, and a founding member of the steering committee of the 30% Club, which is working to raise the representation of women at senior levels within the U.K.'s publicly listed companies.

In 2021 Professor McGregor was one of the first two people at Heriot-Watt University to be named a Principal Fellow of the Higher Education Academy; in 2021 she was elected a Fellow of the Royal Society of Edinburgh. Professor McGregor was

created a Dame Commander of the Order of the British Empire (DBE) in King Charles III's 2023 New Year Honours List for her services to education, to business and to heritage in Scotland.

Professor McGregor is a Chartered Global Management Accountant (CGMA), holds a PhD from the University of Hong Kong in Structured Finance and an MBA from London Business School. She also graduated with a degree in Agricultural Economics & Marketing from Newcastle University.

| Name | Age | Position |
|---------------------------------|------------|------------------------|
| <i>Lorenzo Pellicoli</i> | 71 | Non-executive Director |

Mr. Pellicoli has served on the Board since the formation of the Company in April 2015. He was Chair of the Board from November 2018 to January 2022, as well as the Vice Chair of the Board from April 2015 to November 2018. From August 2006 to the formation of the Company in April 2015, Mr. Pellicoli served as Chairman of the Board of Directors of GTECH S.p.A. (IGT's predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.). Mr. Pellicoli previously served as Chief Executive Officer of De Agostini S.p.A. since November 2005, where he retired from the position effective June 2022.

Mr. Pellicoli currently serves as Chairman of De Agostini S.p.A. and as a Director of Assicurazioni Generali, where he sits as a member of its Remuneration and Human Resources Committee and of the Investment Committee. Previously, he served as the first President and Chief Executive Officer of Costa Cruise Lines in Miami, a division of the Costa Crociere Group that operates in North America. He was then promoted to Worldwide General Manager of Costa Crociere S.p.A. From 2010 to 2011, Mr. Pellicoli served as Director of IDEa Alternative Investments S.p.A. and as Managing Director of DeA Factor S.p.A. He was also appointed President and Chief Executive Officer of the Compagnie Française de Croisières (Costa-Paquet), a subsidiary of Costa Crociere. Mr. Pellicoli took part in the privatization of SEAT Pagine Gialle and, after the acquisition, he was appointed Chief Executive Officer. Following the sale of SEAT, Mr. Pellicoli worked for the Telecom Italia Group as Head of the Internet Business Unit.

Earlier in his career, Mr. Pellicoli served as General Manager of Advertising Sales and Vice General Manager of Mondadori Periodici (magazines) for the Gruppo Mondadori Espresso, the first Italian publishing group. He was promoted to President and Chief Executive Officer of Manzoni & C. S.p.A., an advertising division of the Group. He has also held various positions in the private sector of Italian television for Manzoni Pubblicità, Publikompass, and he was appointed the President of Bergamo TV Programmes after starting his career as a journalist for the newspaper Giornale Di Bergamo. Since 2006, he has been a member of the Clinton Global Initiative. He is also a member of the advisory boards of Investitori Associati IV, Wisequity II e Macchine Italia and Palamon Capital Partners. Mr. Pellicoli served as Chair of the Board of Directors of DeA Capital, as well as a Director of Banijay Group SAS and LDH SAS.

Mr. Pellicoli is step-father-in-law to Enrico Drago, CEO, PlayDigital, and parent-in-law with Marco Drago, Non-Executive Director.

| Name | Age | Position |
|-----------------------------|------------|------------------------------------|
| <i>Maria Pinelli</i> | 60 | Independent Non-executive Director |

Ms. Pinelli was appointed to the Board in January 2022 and is Chair of the Audit Committee. She is a global C-suite executive who currently serves as a member of the Board of Directors and the Audit Committee for Globant S.A., and as a member of the Board of Directors, Chair of the Audit Committee, and a member of the Compensation Committee for Archer Aviation, Inc. From 2020-2022, Ms. Pinelli served as a board director and Chair of the Audit Committee for Clarim Acquisition Corporation. She served in a variety of leadership roles at Ernst & Young (EY) from October 1986 to November 2020, including consumer products and retail leader, technology leader, global vice chair – strategic growth markets, global IPO leader, and Americas leader – strategic growth markets. In her role as an advisor at EY, she successfully led more than 20 initial public offerings in four different countries and more than 25 merger and acquisition transactions worldwide and testified before the U.S. House Financial Services Committee on the state of the capital markets. Her experience includes strategic transactions and due diligence advice, Sarbanes-Oxley implementation and stakeholder management. She has served as an advisor to some of the world's most iconic e-commerce, consumer products, and retail brands. Recipient of several awards, she was recognized as one of the Square Mile's most inspiring Power 100 Women which highlights the talkers, the thinkers, the women influencing policy and changing the way the City of London thinks.

Ms. Pinelli holds a Bachelor of Commerce from McMaster University in Hamilton, Ontario (Canada) and has completed executive education at Harvard Business School and The Kellogg School of Management at Northwestern University.

| Name | Age | Position |
|----------------------------------|------------|------------------------------------|
| <i>Samantha F. Ravich</i> | 56 | Independent Non-executive Director |

Dr. Ravich was appointed to the Board in July 2019 and is a member of the Compensation Committee and the Nominating and Corporate Governance Committee. She is a defense and intelligence policy and tech entrepreneur and the Chair of the Center on Cyber and Technology Innovation at the Foundation for Defense of Democracies and its Transformative Cyber Innovation Lab. She was formerly the Vice Chair of the President’s Intelligence Advisory Board; a Commissioner on the Congressionally-mandated Cyberspace Solarium Commission; and a member of the Secretary of Energy’s Advisory Board. Dr. Ravich is also a managing partner at A2P, LLC, a technology company that focuses on advanced advertising techniques, and a Board Governor at the Gemological Institute of America, where she sits on the Audit and R&D/Lab Committee. She was appointed to the Board of NDX Management, LLC in 2022. Previously, she was the Republican Co-Chair of the Congressionally-mandated National Commission for Review of Research and Development Programs in the United States Intelligence Community and served as Deputy National Security Advisor for Vice President Cheney.

Dr. Ravich received her Ph.D. in Policy Analysis from the RAND Graduate School and her MCP/BSE from The Wharton School, University of Pennsylvania and is a member of the Council on Foreign Relations and the National Association of Corporate Directors.

| Name | Age | Position |
|----------------------------------|------------|---|
| <i>Vincent L. Sadusky</i> | 57 | Chief Executive Officer; Executive Director |

Mr. Sadusky has served as CEO of IGT since January 2022. He has served on the Board since the formation of the Company, formerly as an independent non-executive director and Chair of the Audit Committee before transitioning to the CEO role. Prior to the formation of the Company, Mr. Sadusky served on the International Game Technology (IGT’s predecessor) Board of Directors from July 2010 to April 2015. He formerly served as Chief Executive Officer and a member of the Board of Directors of Univision Communications Inc., the largest Hispanic media company in the U.S. He served as President and Chief Executive Officer of Media General, Inc., one of the U.S.’s largest owners of television stations, from December 2014 until January 2017, following the company’s merger with LIN Media LLC. Mr. Sadusky served as President and Chief Executive Officer of LIN Media LLC from 2006 to 2014 and was Chief Financial Officer from 2004 to 2006. Prior to joining LIN Media LLC, he held several management positions, including Chief Financial Officer and Treasurer, at Telemundo Communications, Inc. from 1994 to 2004, and from 1987 to 1994, he performed attestation and consulting services with Ernst & Young. Mr. Sadusky formerly served on the Board of Directors of Hemisphere Media Group, Inc, the Paley Center for Media and the National Association of Broadcasters.

Mr. Sadusky earned a Bachelor of Science degree in Accounting from Pennsylvania State University where he was a University Scholar. He earned a Master of Business Administration degree from the New York Institute of Technology.

| Name | Age | Position |
|---|------------|------------------------------------|
| <i>Gianmario Tondato Da Ruos</i> | 63 | Independent Non-executive Director |

Mr. Tondato Da Ruos has served on the Board since the formation of the Company and is Chair of the Compensation Committee. From 2006 to the formation of the Company, Mr. Tondato Da Ruos served as a Lead Independent Director of GTECH S.p.A. (IGT’s predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.). Mr. Tondato Da Ruos served as the Chief Executive Officer of Autogrill S.p.A. from April 2003 to February 2023. He joined Autogrill Group in 2000 and moved to the United States to manage the integration of the North American subsidiary HMSHost and successfully implemented a strategic refocusing on concessions and diversification into new business sectors, distribution channels, and geographies.

Mr. Tondato Da Ruos currently sits on the advisory board of Rabobank (Hollande) and on the strategic advisory board of Planet Farms Holding S.p.A. (Italy). He was previously Chairman of HMSHost Corporation, Autogrill Italia S.p.A. and Autogrill Europe S.p.A., and he served as a director of Autogrill S.p.A. from March 2003 to February 2023. Mr. Tondato Da Ruos was also Chairman of World Duty Free S.p.A. and a director of World Duty Free Group S.A.U.

Mr. Tondato Da Ruos graduated with a degree in economics from Ca’Foscari University of Venice (Italy).

Senior Management

| Name | Age | Position |
|----------------------|------------|--|
| Renato Ascoli | 61 | Chief Executive Officer, Global Gaming |

Mr. Ascoli is responsible for the IGT Gaming business. This includes Italy Gaming, Global Gaming Sales, Global Gaming Product Management, Global Gaming Studios, Global Manufacturing, Operations and Services including Global Gaming Technology. Prior to his appointment as CEO, Global Gaming, Mr. Ascoli served as CEO, North America of IGT. In this capacity, other than serving all North America customers, he held global responsibility for product development, manufacturing, product management, technology and delivery of all the Company's portfolio outside Italy: gaming, digital, and lottery.

Prior to the formation of the Company, Mr. Ascoli served as General Manager of GTECH S.p.A. (IGT's predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.) and President of GTECH Products and Services, where he was responsible for overseeing the design, development, and delivery of state-of-the-art platforms, products, and services. He supported all stages of the sales process, and provided marketing and technology leadership to optimize investment decisions. Prior to this role, Mr. Ascoli served as Head of Italian Operations. In this position, he was responsible for the strategic direction and operations of the Company's Italian businesses. He joined GTECH S.p.A. in 2006 as Director of the Gaming division.

From 1992 to 2005, Mr. Ascoli worked for the national railway system Ferrovie dello Stato/Trenitalia, where he held roles of increasing responsibility including head of Administration, Budget, and Control of the Local Transport Division; head of Strategies, Planning, and Control of the Transport Area; and head of the Passengers Commercial Unit. In 2000, he was appointed Marketing Director of the Passengers Division, and later served as Director of Operations and Passengers Division. He also was head of International Development for Trenitalia. Earlier in his career, he led international marketing efforts for Fincentro Group - Armando Curcio Editore, where he was responsible for commercial development of the publishing assets of Fincentro Group. He was also responsible for defining the strategic and management assets of the many companies comprising Fincentro Group. Mr. Ascoli also served as a consultant to Ambrosetti Group, supporting the internationalization process (Spain, England, and U.S.A.).

Mr. Ascoli graduated from Bocconi University in Milan (Italy), majoring in Economics and Social Studies.

| Name | Age | Position |
|----------------------|------------|---|
| Fabio Cairoli | 57 | Chief Executive Officer, Global Lottery |

Mr. Cairoli is responsible for the IGT Lottery business. This includes Global Lottery Sales and Operations, Global Lottery Product and Sales Development, Global Lottery Technology and Support. Prior to this role, Mr. Cairoli served as Chief Executive Officer, Italy, where he was responsible for managing all business lines, marketing services, and sales for the Company's Italian operations. Through his leadership of the largest lottery operator in the world, Mr. Cairoli shares insights and best practices with other organizations in the Company. Mr. Cairoli joined the Company's predecessor, Lottomatica Group S.p.A., in 2012 as Senior Vice President of Business. He has more than 20 years of experience in consumer goods for multinational organizations, with both local and international expertise. He served as Group General Manager and Board Member of Bialetti Industrie, a world-renowned Italian manufacturer and retailer of stove top coffee (espresso) makers and small household electrical appliances. During his tenure at Bialetti, he was responsible for turning around the business by refocusing strategy, streamlining costs, and optimizing the product portfolio and retail presence.

Prior to Bialetti, Mr. Cairoli served as General Manager of Star Alimentare, a major Italian food company, and successfully relaunched a historical brand. Additionally, he spent part of his career with Julius Meinl Italia and with Motorola Mobile Devices Italy. He also spent 10 years with Kraft Foods in Italy and the U.K. in various capacities. Mr. Cairoli holds a Bachelor's degree in Economics from the Catholic University in Milan.

| Name | Age | Position |
|----------------------|------------|--|
| Fabio Celadon | 51 | Executive Vice President, Strategy and Corporate Development |

Mr. Celadon is responsible for IGT's Strategy, Strategic Markets Development, Mergers and Acquisitions and Competitive Intelligence functions. Under his direction, the organization monitors industry and competitive trends in IGT's core and adjacent markets; develops IGT's portfolio strategy; identifies key portfolio initiatives and supports the business unit CEOs in the identification and execution of their business unit strategic initiatives; executes the Group's M&A strategy (mergers,

acquisitions, JVs and divestitures), managing deal evaluation, structuring and negotiation, and coordinating internal cross-functional teams as well as external advisors.

Mr. Celadon most recently served as Senior Vice President, Gaming Portfolio, with responsibility for monitoring relevant technological advancements and market and competitive trends; consolidating the Company's global research and development plan and related allocation of budgets and resources; evolving the Company's content portfolio and consolidating hardware and content roadmaps; and, monitoring product performance and results.

Mr. Celadon previously served as Managing Director, IGT Greater China and Senior Vice President, IGT International. In this role, he was responsible for managing IGT's business and operations across lotteries, video lotteries, sports betting and interactive, and mobile gaming in Greater China. He was also responsible for the strategic development of IGT's business in Greater China, India, and Japan.

Prior to April 2015, Mr. Celadon served as Senior Vice President of Group Strategy and Corporate Development for GTECH S.p.A. (IGT's predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.), where he was responsible for developing GTECH's overall corporate strategy, identifying and evaluating key strategic growth initiatives, and executing the corporate development strategy through mergers, acquisitions, joint ventures, and divestitures. Mr. Celadon joined Lottomatica in 2002 and held several strategy, corporate development, and finance positions, including CFO from 2002 to 2004. Following the acquisition of GTECH by Lottomatica, he relocated to the U.S. where he held the position of GTECH Vice President of New Market Development before being promoted to Senior Vice President of Strategic Planning in 2008.

Prior to joining Lottomatica, he was a partner with Atlantis Capital Partners, a private equity firm, and prior to that, he worked for Morgan Stanley in London in the mergers and acquisitions department. Mr. Celadon holds a Law Degree from LUISS Guido Carli University and an MBA from Columbia Business School in New York.

| Name | Age | Position |
|-----------------------------|------------|--|
| <i>Dorothy Costa</i> | 51 | Senior Vice President, People & Transformation |

Ms. Costa has strategic oversight for the IGT People and Transformation function, including all senior strategic business partners and the total rewards, diversity & inclusion, organization transformation and global services and talent management centers of excellence.

Ms. Costa has more than 26 years of Human Resources experience, with 22 in the lottery and gaming industry. Prior to her current role, Ms. Costa was IGT's Vice President of People & Transformation, where she had worldwide responsibility as the Human Resources Business Partner supporting the North America business unit that includes both gaming and lottery within IGT. She also served as Senior Director of Human Resources for the Products & Services organization, which consisted of product marketing and technology solutions for lottery, gaming, interactive, and betting, as well as HR Business Partner for all corporate functions within the Company. Her areas of responsibility within these groups included staffing, compensation, employee relations, talent development, succession planning, and executive coaching. Early in her career, she worked for Citizens Financial Group in various HR roles in Rhode Island.

Ms. Costa holds a Bachelor of Science degree in Business Management from Rhode Island College, and an MBA in Organizational Leadership from Johnson & Wales University in Providence, RI. She also completed the Advanced Human Resource Executive Program at the University of Michigan, Michigan Ross School of Business Executive Education.

| Name | Age | Position |
|----------------------------|------------|--------------------------------------|
| <i>Enrico Drago</i> | 45 | Chief Executive Officer, PlayDigital |

Mr. Drago is responsible for the IGT PlayDigital business. He previously served as Senior Vice President of PlayDigital from July 2018, leading a fast-growing and award-winning portfolio of digital gaming/lottery and sports betting products, platforms and services. He has also served as Vice Chairman of De Agostini S.p.A., since June, 2021. Mr. Drago also has served as an advisor for Nina Capital, a leading European venture capital firm focused on health technology companies, since 2019.

Mr. Drago joined GTECH S.p.A. (IGT's predecessor) in 2014 as Chief Operating Officer of a subsidiary entity. In 2017, he took on the role of Senior Vice President Global Interactive, Sports Betting and Licenses. Prior to joining GTECH, he led teams for Inditex Italia, which he joined through a leadership program for high-potential managers. Mr. Drago was selected as the Italy Chief Operating Officer for brands Bershka, Pull & Bear, Zara Home, Oysho, Stradivarius and Massimo Dutti and

appointed as Inditex Italia Managing Director in 2011. Prior to his roles with Inditex Italia, Drago worked with Puig Beauty and Fashion.

Mr. Drago is son of Marco Drago, Non-executive Director, and step son-in-law to Lorenzo Pellicoli, Non-Executive Director.

| Name | Age | Position |
|-------------------|------------|---|
| Scott Gunn | 56 | Senior Vice President, Corporate Public Affairs |

Mr. Gunn leads the Company’s public policy development and government relations efforts, and he is instrumental in directing and facilitating government relationships and public engagement to deliver strategic value to the Company’s business units. Mr. Gunn has held positions in operations, sales, business development, and public affairs. Prior to his current role, he was Senior Vice President of Global Government Relations and North America Business Development, overseeing worldwide government relations strategy and managing the Company’s global network of government relations resources, as well as pursuing public sector market opportunities for the Company’s various lines of business in North America.

Mr. Gunn began his career at a public affairs firm in Washington, D.C., where he worked on media strategy for state and federal political campaigns. He has held various positions within national and state political party organizations, and has been involved with several U.S. presidential campaigns. Mr. Gunn chairs the Company’s Government Affairs Committee and Political Action Committee. He is also a member of the Company’s Sustainability Steering Committee, and Global Diversity and Inclusion Council. He has a bachelor’s degree in Political Economics from Tulane University.

| Name | Age | Position |
|-------------------------|------------|---|
| Wendy Montgomery | 60 | Senior Vice President, Marketing, Communications and Sustainability |

Ms. Montgomery oversees the strategy for the Company’s global brand, trade shows, product marketing, and external communications, including community relations, responsible gaming, and corporate social responsibility. Prior to joining the Company in 2018 as Senior Vice President of Global Lottery Marketing, Ms. Montgomery spent 13 years at the Ontario Lottery and Gaming Corporation where she led marketing, sales, operations, policy and planning, and the iGaming business. Her previous experience spans multiple industries, including in the entertainment business in her role as Vice President and General Manager, W Network, under Corus Entertainment, Inc., and before that, in the telecommunications field as Vice President of Marketing with Star Choice Communications, Inc. She has also held leadership roles in apparel, consumer products, and food categories, and has previously lived and worked in South Africa, Israel, Eastern Europe, Canada, and the United States.

Ms. Montgomery is a graduate of the Executive Leadership Program at Queen’s University in Kingston, Canada. She holds a diploma in Marketing Management from the Institute of Marketing Management in Johannesburg, South Africa, as well as a Higher National Diploma in Business Studies from Greenwich University in London, U.K.

| Name | Age | Position |
|---------------------------|------------|---|
| Timothy M. Rishton | 57 | Senior Vice President, Chief Accounting Officer |

Mr. Rishton is responsible for overseeing Accounting and Tax, including developing and maintaining systems and internal controls over financial reporting; and the preparation of the Company's consolidated annual reporting in accordance with generally accepted accounting principles. Mr. Rishton served as the Company’s Interim Chief Financial Officer from January 2020 through April 2020.

Prior to the formation of the Company, Mr. Rishton served as the Chief Accounting Officer for GTECH S.p.A. (IGT’s predecessor and formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.) Mr. Rishton has been with the Company (and its predecessors, including GTECH Corp.) since 1995, and over his 27 years with the Company, he has held a series of roles with increasing responsibility, including Vice President - Finance, Assistant Corporate Controller and Director of Accounting.

Before joining GTECH, Mr. Rishton held various roles at Acushnet Company and Ernst & Young, where he provided assurance services to publicly listed and private company clients in a variety of industries. Mr. Rishton is a member of the American Institute of Certified Public Accountants and the Rhode Island Society of CPA’s.

Mr. Rishton received his bachelor’s degree in Accounting from the University of Rhode Island.

| Name | Age | Position |
|---------------------------|------------|---|
| Christopher Spears | 55 | Executive Vice President, General Counsel |

Mr. Spears is responsible for leading IGT’s global legal strategy and function. In this role he is responsible for managing IGT’s internal legal team and outside legal advisors, providing counsel to IGT’s Board of Directors and executive leadership team and managing IGT’s legal issues across a wide range of global subject matter areas including corporate governance, compliance, litigation, mergers and acquisitions, intellectual property, licensing and commercial and operational issues.

Mr. Spears has over 25 years of legal experience with a focus on supporting the broad legal needs of global businesses, including corporate governance, securities, capital markets, mergers and acquisitions, compliance, intellectual property and litigation. Prior to joining IGT in 2017, Mr. Spears served in a series of roles of increasing responsibility at Caterpillar Inc., including as Deputy General Counsel with responsibility for global commercial law matters, corporate governance and mergers and acquisitions, Chief Ethics and Compliance Officer with responsibility for global compliance and General Counsel – Asia-Pacific based in Singapore. Before joining Caterpillar Inc., Mr. Spears was in private practice with a focus on mergers and acquisitions, securities and corporate law.

Mr. Spears holds a Bachelor of Science degree in Business Administration from Berea College and MBA and Juris Doctor degrees from the University of Kentucky.

Senior Consultant

| Name | Age | Position |
|-----------------------|------------|--|
| Robert Vincent | 69 | Chairperson of IGT Global Solutions Corporation ⁽¹⁾ |

Mr. Vincent is Chairperson for the primary operating subsidiary for the U.S. lottery business, and represents the Company when interacting with global customers, current and potential partners, and government officials. With this honorary title, he also serves as a senior counselor to Chief Executive Officer Vincent Sadusky and the rest of the Company’s senior leadership team.

Previously, Mr. Vincent served as the Company’s Executive Vice President for Administrative Services and External Relations. He oversaw global external and internal corporate communications, media relations, branding, and social responsibility programs. He also led a centralized Administrative Services organization that included information security, global procurement, real estate/facilities, food services, environmental health and safety, and facility security and monitoring. In addition, he was involved in selected business development projects, and supported activities in compliance, investor relations, marketing communications, and government relations. Prior to that, he served as the Company’s Senior Vice President of Human Resources and Public Affairs.

Before April 2015, Mr. Vincent had been affiliated with the Company’s predecessors, including GTECH S.p.A. (formerly known as Lottomatica Group S.p.A. and Lottomatica S.p.A.) and GTECH Corp. for more than 20 years, having served as an external consultant; as Vice President of Business Development for Dreamport, GTECH’s former gaming and entertainment subsidiary; and as Senior Vice President of Human Resources and Public Affairs for GTECH S.p.A.

Before joining GTECH, he was a senior partner at RDW Group, a regional advertising and public relations company in Rhode Island. He also held senior policy and administrative positions with Rhode Island-based governments, including the Governor’s Office, Secretary of State’s Office, and the Providence Mayor’s Office. In addition, he has staffed community and government affairs efforts at Brown University in Providence.

Active in the community, Mr. Vincent serves on the Boards of the University of Rhode Island Foundation, Rhode Island Hospital Foundation, Family Service of Rhode Island, and the URI Harrington School of Communication.

Mr. Vincent received his bachelor’s degree in Political Science from the University of Rhode Island.

Except for the relationship between Marco Drago, Enrico Drago, and Lorenzo Pelliccioli described above, there are no familial relationships among any of the Parent’s directors, senior managers or the senior consultant.

B. Compensation

Non-Executive Director Compensation

The Parent’s compensation policy for non-executive directors is to provide an annual cash retainer payable in quarterly tranches as well as equity awards typically in the form of a restricted share unit (“RSU”) award vesting on an annual basis, or such other form of equity awards under the Company’s Equity Incentive Plan. Additional cash retainers are provided for the non-executive directors serving as Chairpersons of the Board, Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee as well as the Lead Independent Director.

Equity Awards

An RSU award is normally granted to each existing non-executive director annually, and to a new non-executive director at the time of appointment.

The number of RSUs covered by each award is generally determined by dividing (1) the Annual Grant Value (see table below in the “Annual Compensation” section) by (2) the closing price of an ordinary share as of the date of grant, prorated accordingly in respect of grants made to new non-executive directors. Awarded units normally vest at the next annual general meeting (“AGM”) of the Parent after grant date, subject to continued service of the non-executive director as a director of the Parent.

Annual Compensation

| (\$ in thousands) | Fees (\$) ⁽¹⁾ | RSUs (\$) ⁽²⁾ |
|---|--------------------------|--------------------------|
| Non-executive Director | 100 | 200 |
| Chairperson additional compensation | 50 | 50 |
| Lead Independent Director additional compensation | 20 | 20 |
| Committee Chairpersons additional compensation: | | |
| Audit Committee | 40 | — |
| Compensation Committee | 30 | — |
| Nominating and Corporate Governance Committee | 20 | — |

⁽¹⁾ All fees are established in USD but paid quarterly in GBP, with the amount paid converted from USD to GBP based on the exchange rate in effect on the date of processing the payment.

⁽²⁾ The number of RSUs granted is calculated by dividing the grant value listed in this column by the closing price of an ordinary share as of the date of grant.

2022 Plan Year Actual Compensation

The following table sets forth the approximate compensation received or earned, calculated in accordance with the CA 2006 and relevant regulations, as applicable, by the Company’s non-executive directors during the year ended December 31, 2022. Amounts are presented in \$ thousands.

| Name & Position(s)^{(1) (2)} | Fees (\$) | RSUs (\$)⁽³⁾ | Total |
|---|------------------|--------------------------------|--------------|
| James F. McCann <i>Non-executive Director</i> <i>Vice-Chairperson of the Board</i> <i>Lead Independent Director</i> <i>Chairperson of the Nominating and Corporate Governance Committee</i> | 140 | 238 | 378 |
| Alberto Dessy ⁽⁴⁾ <i>Non-executive Director</i> | 113 | 216 | 329 |
| Marco Drago <i>Non-executive Director</i> | 100 | 216 | 316 |
| Ashley M. Hunter ⁽⁵⁾ <i>Non-executive Director</i> | 96 | 267 | 363 |
| Heather J. McGregor <i>Non-executive Director</i> | 100 | 216 | 316 |
| Lorenzo Pellicoli <i>Non-executive Director</i> | 103 | 216 | 319 |
| Maria Pinelli ⁽⁵⁾ <i>Non-executive Director</i> <i>Chairperson of the Audit Committee</i> | 135 | 267 | 401 |
| Dr. Samantha Ravich <i>Non-executive Director</i> | 100 | 216 | 316 |
| Vincent Sadusky ⁽⁶⁾ <i>Non-executive Director</i> | 8 | — | 8 |
| Gianmario Tondato da Ruos <i>Non-executive Director</i> <i>Chairperson of the Compensation Committee</i> | 130 | 216 | 346 |

⁽¹⁾ As of December 31, 2022, Marco Sala, Executive Chair of the Board, Vincent Sadusky, CEO and Executive Director of the Board, and Massimiliano Chiara, CFO and Executive Director of the Board, also served on the Board of Directors, but did not receive any additional compensation for such service. Please see the *Executive Officer Compensation* section below for information regarding Mr. Sala, Mr. Sadusky, and Mr. Chiara’s compensation.

⁽²⁾ The following Executive and Board leadership changes were effective January 24, 2022: (i) Lorenzo Pellicoli retired as chairperson of the Board and remains a non-executive director, (ii) Marco Sala was appointed Executive Chair of the Board, and (iii) Vincent L. Sadusky was appointed CEO of the Company and became an Executive Director of the Board.

⁽³⁾ Amount reflects the number of RSUs granted on May 10, 2022, multiplied by \$21.67, the three-month ending stock price as of December 31, 2022. The RSUs vest on the date of the 2023 AGM.

⁽⁴⁾ Includes a 4% stipend related to Italian regulatory requirements.

⁽⁵⁾ Ms. Hunter and Ms. Pinelli were both elected to the Board effective January 14, 2022. They both received a prorated amount of compensation for their services during the year.

⁽⁶⁾ Prior to his appointment as CEO of IGT, Mr. Sadusky served as a Non-executive Director from January 1, 2022 until January 24, 2022.

Executive Officer Compensation

Total Executive Officer Compensation

The following table sets forth the approximate 2022 compensation received or earned, calculated in accordance with the CA 2006 and relevant regulations, as applicable, by the Company’s executive officers as of December 31, 2022, including Marco Sala, Executive Chair of the Board; Vincent Sadusky, CEO and Executive Director of the Board; Renato Ascoli, CEO, Global Gaming; Fabio Cairoli, CEO, Global Lottery; Fabio Celadon, Executive Vice President of Strategy and Corporate Development; Massimiliano Chiara, Executive Vice President, CFO and Executive Director of the Board; Dorothy Costa, Senior Vice President, People & Transformation; Enrico Drago, CEO, PlayDigital; Scott Gunn, Senior Vice President of Corporate Public Affairs; Wendy Montgomery, Senior Vice President, Marketing, Communications and Sustainability; Timothy Rishton, Senior Vice President and Chief Accounting Officer, and Christopher Spears, Executive Vice President and General Counsel. Also included is compensation paid to Robert Vincent, Chairperson of IGT Global Solutions Corporation who provides consulting services to the Company, the fees for which are included as “Other” compensation in the table below.

| (\$ in thousands) | Salary | 2022 Bonus ⁽³⁾ | Equity Awards ⁽⁴⁾ | Other ⁽⁵⁾ | Total |
|---|--------|---------------------------|------------------------------|----------------------|--------|
| Marco Sala, Executive Chair ⁽¹⁾⁽²⁾ | 798 | 2,089 | 4,429 | 3,505 | 10,822 |
| Vincent Sadusky, Chief Executive Officer ⁽¹⁾ | 1,356 | 2,505 | 6,191 | 262 | 10,314 |
| Massimiliano Chiara, Chief Financial Officer | 800 | 1,313 | 2,631 | 612 | 5,355 |
| Other Executive Officers & Senior Consultant | 4,270 | 6,603 | 8,926 | 6,385 | 26,185 |

⁽¹⁾ Mr. Sala served as the CEO until January 24, 2022, when he became Executive Chair of the Board. Mr. Sadusky assumed the role of CEO on January 24, 2022.

⁽²⁾ Mr. Sala’s annual salary as Executive Chair of the Board is \$750,000 paid monthly, of which 70% is paid in GBP and 30% in EUR, both of which are converted using fiscal year-to-date exchange rates. In addition to base salary, the amount includes true-up payments related to foreign currency fluctuations and tax equalization, per his employment contract.

⁽³⁾ Represents the short-term incentive compensation earned for the 2022 fiscal year, expected to be paid in March 2023. In addition to bonus, Mr. Sala’s amount includes an estimated true-up payment related to foreign currency fluctuations and tax equalization, per his employment contract.

⁽⁴⁾ Mr. Sala’s and Mr. Chiara’s equity awards compensation represents 145% achievement of the 2021-2022 performance conditions for performance share units (“PSUs”) granted in 2021, which will vest in May 2023 and 2024 based on their continued service. Mr. Sadusky’s equity award compensation represents a one-time recruitment award of RSUs with a grant date of January 24, 2022, which will vest in January 2025 based on his continued service. Other Executive Officers’ equity awards compensation represents a weighted-average 129% achievement of the 2021-2022 performance conditions for PSUs granted in 2021, which will vest in May 2023 and 2024 based on their continued service. The amount of compensation reflects the total number of shares expected to vest multiplied by IGT’s three-month average closing stock price as of December 31, 2022, which was \$21.67.

⁽⁵⁾ Represents the value of certain health, welfare, and other benefits received by the executive officers during 2022 (including tax preparation, employer contributions to post-retirement plans, relocation benefits, taxable life insurance premiums paid, car allowances, housing allowances, private air travel, and perquisites.) Mr. Sala’s other compensation also includes tax equalization related to benefits received in 2022. Mr. Chiara’s other compensation also includes \$500,000, the third installment of a \$2.0 million bonus to be paid in four equal installments, provided to compensate Mr. Chiara for his forfeited compensation at his previous employer.

Compensation Actions Relating to CEO Transition

Effective January 24, 2022, Vincent L. Sadusky was appointed CEO and Executive Director of the Board. Mr. Sadusky’s employment agreement provides for the following:

| (\$ in thousands) | Salary | Performance Bonus ⁽¹⁾ | Equity Awards |
|---|--------|----------------------------------|----------------|
| Vincent L. Sadusky, Chief Executive Officer | 1,500 | 1,500 - 2,500 | ⁽²⁾ |

⁽¹⁾ 2022 performance bonus of \$1.5 million (target) to \$2.5 million (maximum), subject to the achievement of certain financial and individual performance metrics.

⁽²⁾ Mr. Sadusky was granted the following long-term incentive awards: (1) PSUs with a grant date of January 24, 2022, a target grant date value of \$2.25 million and subject to the same performance metrics and vesting schedule applicable to the 2021 PSUs granted to the Parent’s former CEO for the 2021-2023 performance period; (2) a one-time recruitment award of RSUs with a grant date of January 24, 2022, and a target grant date value of \$7.5 million with an opportunity to earn up to an additional 350,000 shares depending on the share price of the Parent’s ordinary shares for the 60 days immediately preceding and ending on the vesting date, which is three years after the grant date; and (3) PSUs with a target grant date value of \$2.25 million that will be issued in accordance with the terms applicable to long-term incentive awards provided to the Company’s eligible employees in 2022. Vesting of the long-term incentive awards are conditioned on Mr. Sadusky’s continued service through each applicable vesting date.

Marco Sala, the Parent’s former CEO, was appointed Executive Chair effective from January 24, 2022. In connection with this new appointment, certain arrangements of Mr. Sala’s service agreement were restructured. These changes are described under “Severance Arrangements” below.

Short-Term Incentive Compensation Plans

The Company's 2022 short-term incentive (“STI”) compensation plans are performance-based and designed to encourage achievement of both short-term financial results and longer-term strategic objectives. The STI plans recognize growth achievement with an opportunity to earn an incentive on the upside, as well as limit the downside potential. Payments under the STI plans were based on the Company's 2022 financial performance and individual Management by Objectives (“MBOs”). The Company's executive officers participated in the same STI plans as other employees during 2022.

Executive Officers STI

For purposes of the STI plans, financial performance was measured based on Consolidated Adjusted EBITDA (“AEBITDA”), Consolidated Adjusted Operating Income (“AOI”), excluding Purchase Price Accounting, and Adjusted Consolidated Net Debt. Executive Officers focused on a specific business unit will have other targeted metrics, such as a Business Unit AOI or Business Unit AEBITDA metric, in lieu of the Consolidated AOI metrics. STI targets as a percentage of base salary are 100% for the CEO, 133% for the Executive Chair, and 70% to 100% for the Company's other executive officers. STI payouts could be adjusted to account for unusually negative or positive financial results due to events outside of the control of the Company's executive officers. All STI objectives had a mix of financial and individual metrics, which is presented in the table below.

| Level | Financial Performance | Individual MBO | Financial Metric Mix | | | |
|----------------|-----------------------|----------------|--------------------------|-------------------------|--------------|--------------------------------|
| Corporate | 80% | 20% | 25% Consolidated AEBITDA | 25% Consolidated AOI | 30% Net Debt | |
| Global Gaming | 80% | 20% | 20% Consolidated AEBITDA | 30% Gaming AEBITDA | 10% Net Debt | 20% Gaming Gross Margin |
| Global Lottery | 80% | 20% | 20% Consolidated AEBITDA | 50% Lottery AOI | 10% Net Debt | |
| PlayDigital | 80% | 20% | 20% Consolidated AEBITDA | 30% PlayDigital AEBITDA | 10% Net Debt | 20% PlayDigital Revenue Growth |

All financial objectives were established by the Compensation Committee of the Board for the Executive Chair of the Board and the CEO, and by the Board for the other executive officers, upon recommendation of the Compensation Committee.

Long-Term Incentive Compensation Plans

The Company's long-term incentive (“LTI”) compensation plan provides for several different types of stock-based awards including stock options, restricted stock and RSUs, both time and performance-based. No options were granted under the LTI plan in 2022.

The principal purposes of granting LTI awards are to assist the Company in attracting and retaining executive officers, to provide a market-competitive total compensation package and to motivate recipients to increase shareholder value by enabling them to participate in the value created, thus aligning their interests with those of the Company's shareholders.

Grants of Performance Share Units (“PSUs”)

PSUs were granted in 2022 that will vest 50% in 2025 and 2026, respectively, based on cumulative performance over the 2022-2024 period and continued service through the vesting dates. The awards provide for full vesting in the event of the participant's death, and pro rata vesting in the event of disability.

The vesting of the PSUs granted in 2022 is tied to the following performance metrics:

- Cumulative Consolidated Adjusted Free Cash Flow;
- Cumulative Consolidated AEBITDA, Cumulative Global Lottery AEBITDA less Capital Expenditures, or Cumulative Global Gaming AEBITDA less Capital Expenditures, Cumulative PlayDigital AEBITDA less Capital Expenditures, depending on the employee's respective business unit; and
- Relative Total Shareholder Return (“TSR”) performance against the Russell 3000 Mid Cap Market Index.

AEBITDA and TSR were selected as performance measures to provide a strong focus on profit and alignment to shareholder returns, respectively. Adjusted Free Cash Flow is designed to focus on de-leveraging and reducing the Net Debt. AEBITDA and Adjusted Free Cash Flow performance are independently scored using separate payout curves; the outcomes of which could result in vested shares that are greater than, equal to, or less than the original amount of total target shares. The performance factor is the product of the individual AEBITDA and Adjusted Free Cash Flow payout curves, multiplied by the Relative TSR performance factor.

Actual vesting under the award can range from 0% to 145% of target if all maximum performance targets are met. Financial objectives were established by the Compensation Committee and reviewed by the Board, consistent with the authorization provided by the Company's shareholders.

The table below sets forth the PSUs granted pursuant to the Company's compensation plans to its executive officers during 2022.

| Name | No. of Shares | Grant Date Fair Value | Vesting Period | Grant Date | Per Share Market Price on Date of Grant |
|--|---------------|-----------------------|----------------|------------------|---|
| Marco Sala, Executive Chair | 81,400 | \$ 21.63 | 2022-2026 | May 4, 2022 | \$ 22.37 |
| Vincent Sadusky, Chief Executive Officer | 91,575 | \$ 21.63 | 2022-2026 | May 4, 2022 | \$ 22.37 |
| | 85,714 | \$ 31.39 | 2022-2025 | January 24, 2022 | \$ 26.25 |
| Massimiliano Chiara, Chief Financial Officer | 81,400 | \$ 21.63 | 2022-2026 | May 4, 2022 | \$ 22.37 |
| Other Executive Officers | 266,586 | \$ 21.63 | 2022-2026 | May 4, 2022 | \$ 22.37 |

Vesting of Restricted Share Units ("RSUs") & Performance Share Units ("PSUs")

The table below sets forth the RSUs that vested pursuant to the Company's compensation plans to its executive officers during 2022. No PSUs vested during 2022.

| Name | Grant Date | Vest Date | No. of Shares | Vest Date Fair Value |
|--|------------------|-------------------|---------------|----------------------|
| Marco Sala, Executive Chair | November 6, 2020 | December 31, 2022 | 138,754 | \$ 22.54 |
| Vincent Sadusky, Chief Executive Officer | May 18, 2021 | May 11, 2022 | 8,810 | \$ 20.07 |
| Massimiliano Chiara, Chief Financial Officer | November 6, 2020 | December 31, 2022 | 43,441 | \$ 22.54 |
| Other Executive Officers | November 6, 2020 | December 31, 2022 | 177,661 | \$ 22.54 |

PSU performance results

A portion of the compensation included in the equity awards section of the executive compensation table reflects PSUs granted in 2021 where the measurement period for the performance conditions was completed in 2022. Vesting was dependent on performance over two financial years ended on December 31, 2022 and continued service until May 2023 for 50% of the units earned and May 2024 for the remaining 50% of units earned.

| | Weighting | Performance % of Target | Payout % |
|--|-----------|---|-------------|
| Corporate | | | |
| Adjusted Free Cash Flow | 75% | 157% | 116% |
| Consolidated AEBITDA | 25% | 113% | 116% |
| Relative TSR Modifier | | 152% | 125% |
| | | Corporate performance results (% of target)⁽¹⁾ | 145% |
| | | Corporate total units earned (% of maximum)⁽²⁾ | 100% |
| Global Lottery | | | |
| Adjusted Free Cash Flow | 35% | 157% | 116% |
| Global Lottery AEBITDA less Capital Expenditures | 65% | 125% | 116% |
| Relative TSR Modifier | | 152% | 125% |
| | | Global Lottery performance results (% of target)⁽¹⁾ | 145% |
| | | Global Lottery total units earned (% of maximum)⁽²⁾ | 100% |
| Global Gaming | | | |
| Adjusted Free Cash Flow | 35% | 157% | 116% |
| Global Gaming AEBITDA less Capital Expenditures | 65% | 89% | 65% |
| Relative TSR Modifier | | 152% | 125% |
| | | Global Gaming performance results (% of target)⁽¹⁾ | 104% |
| | | Global Gaming total units earned (% of maximum)⁽²⁾ | 72% |

(1) The performance results weighted as the product of (a) the Consolidated AEBITDA, Global Lottery AEBITDA less Capital Expenditures, or Global Gaming AEBITDA less Capital Expenditures and Adjusted Free Cash Flow Payment Matrix (116%) multiplied by (b) relative Total Shareholder Return percentile payout (125%).

(2) The maximum number of shares to be earned under the plan is 145% of target.

Amounts accrued for pensions and similar benefits

At December 31, 2022, the total amount accrued by the Company to provide pension, retirement, or similar benefits for its executive officers is \$0.2 million.

Severance Arrangements

Certain executive officers of the Company are entitled to severance payments and benefits if such executive officer's employment is terminated other than for cause under either individual employment agreements or provisions of national collective agreements for executives of the industry.

United States Executive Officers

The employment agreements with United States-based executive officers (i.e., Messrs. Celadon, Chiara, Gunn, Rishton, Sadusky, and Spears and Ms. Costa and Montgomery) generally provide for the following benefits upon a termination other than for "cause":

- 18 months of base salary;
- 18 months of short-term incentives ("STI") (based upon a three-year average) and perquisites;
- 18 months tax preparation;
- any accrued but unpaid STI earned for the prior fiscal year;
- a prorated STI for the current fiscal year based on actual performance;
- 18 months of health and welfare benefits continuation; and
- 18 months following termination of employment to exercise vested stock options, unless the options otherwise expire under the original terms and conditions of the award.

In addition, upon the United States-based executive officer's death or disability, the executive officer will be entitled to the following benefits under the employment agreements:

- 18 months of base salary;
- 18 months of STI compensation (based upon a three-year average) and perquisites;
- 18 months of tax preparation;
- any accrued but unpaid STI earned for the prior fiscal year;
- a prorated STI for the current fiscal year based on actual performance;
- 24 months of health and welfare benefits continuation; and
- 18 months following termination of employment to exercise vested stock options, unless the options otherwise expire under the original terms and conditions of the award.

Upon United States-based executive officer's retirement from the Company, these employment agreements also provide for accelerated vesting of a portion of an executive officer's outstanding RSUs and PSUs and an ability to exercise vested options until the expiration date.

Italian Executive Officers

Pursuant to the terms of the Italian national collective agreement for executives of the industry (Contratto Collettivo Nazionale di Lavoro per i Dirigenti di Aziende produttrici di beni e servizi), Ascoli, Cairoli, and Drago are generally entitled, unless ad hoc agreements provide differently, to the following severance payments and benefits upon a termination of employment by IGT Lottery S.p.A. (formerly Lottomatica Holding S.r.l.) other than for "cause," a resignation for "good reason," or due to the executive officer's death or disability:

- severance pay determined under the collective agreement;
- any accrued but unpaid STI earned for the prior fiscal year; and
- a notice indemnity equal to a minimum of six and a maximum of 12 months of total base salary and STI compensation.

Executive Chair Service and Severance Arrangements

Mr. Sala's base salary as executive chair of the Board is £434,495 (\$525,000) and €210,951 (\$225,000) under his service agreements with the Parent (70%) and IGT Lottery S.p.A. (30%), respectively. In connection with his appointment as executive chair, certain arrangements in Mr. Sala's service agreement with the Parent were restructured.

Mr. Sala's service agreement with the Parent (70% of employment) can be terminated by either party on the giving of six months' notice, if not, immediately for cause. Mr. Sala cannot resign without prior approval from the Board. Following termination of employment, for a period of 24 months thereafter, Mr. Sala is subject to certain restrictive covenants, including restrictions on soliciting or providing goods or services to certain customers, employing or enticing away from the group certain persons employed by any group company or being involved with any business in competition with any group company, among others. As consideration for compliance with the post-employment restrictive covenants, Mr. Sala is entitled to a fixed payment amount upon termination of employment equal to the GBP equivalent of \$7.5 million.

According to a severance agreement entered into between the Company and Mr. Sala (which supersedes a stability agreement originally entered into on February 20, 2012 between Mr. Sala and legacy GTECH S.p.A. and then assigned to Lottomatica S.p.A. as part of the merger), subject to Mr. Sala continuing to work during his notice period, he is entitled to a severance payment equal to one year's base salary (plus any amounts owed to Mr. Sala) and a pro-rated STI payment as of the date of termination based on the projection of the Company's full year business and financial results. The severance payment is subject to the Company determining that Mr. Sala is a good leaver which includes, but is not limited to, circumstances involving redundancy, permanent incapacity, or retirement with the agreement of the Company. No severance payment will be made if Mr. Sala's employment is terminated for cause.

Under Mr. Sala's IGT Lottery S.p.A. service agreement (30% of employment), he is entitled to the severance payments and benefits described in the "Italian-Based Executive Officers" section above.

Change in Control

In the event of a change in control, the Parent's equity incentive plan provides for full accelerated vesting of all outstanding share options, share appreciation rights and full-value awards (other than performance-based awards), when a replacement award is not provided. In addition, any performance-based award for which a replacement award is not issued will be deemed to be earned and payable with all applicable performance metrics deemed achieved at the greater of: (a) the applicable target level; or (b) the level of achievement as determined by the Compensation Committee not later than the date of the change in control, taking into account performance through the latest date preceding the change in control as to which performance can practically be determined, but in no case, later than the end of the applicable performance period. In the event of the termination of service of a participant other than for cause within 24 months following a change in control, all replacement awards held by such participant shall fully vest and be deemed to be earned in full, with all applicable performance metrics deemed achieved at the greater of: (a) the applicable target level; or (b) the level of achievement as determined by the Compensation Committee taking into account performance through the latest date preceding the termination of service as to which performance can, as a practical matter, be determined (but not later than the applicable performance period).

C. Board Practices

As of February 23, 2023, the Board consists of 12 members who were elected by shareholder vote on May 10, 2022. See "Item 6.A. *Directors and Senior Management*" above. The term of office of the current Board will expire at the conclusion of the next annual general meeting of the Company. Each director may be re-elected at any subsequent general meeting of shareholders. None of the Parent's directors have service contracts with the Parent (or any subsidiary) providing for benefits upon termination of employment as a director.

The directors are responsible for the management of the Company's business, for which purpose they may exercise all of the powers of the Parent whether relating to the management of the business or not. As described above in section "Item 6.A. *Directors and Senior Management*," as of February 23, 2023, the Board is comprised of: (i) seven (7) independent directors including James F. McCann, the Vice Chairperson of the Board and Lead Independent Director; and (ii) five (5) non-independent directors including the Parent's CEO, Vincent Sadusky, the Parent's CFO, Massimiliano Chiara, the Board's Executive Chair Marco Sala, Lorenzo Pellicoli, and Marco Drago. Messrs. Drago and Pellicoli are the Chair Emeritus and Chair of the Board, respectively, of De Agostini, the Parent's controlling shareholder. Mr. Sala also serves on the board as CEO of De Agostini.

The Board has the following committees: (i) an Audit Committee; (ii) a Nominating and Corporate Governance Committee; and (iii) a Compensation Committee. The membership of each committee meets the independence and eligibility requirements of the NYSE and applicable law. The members of each committee are appointed by and serve at the discretion of the Board until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The chairperson of each committee is appointed by the Board.

The Audit Committee

The Parent's Audit Committee is responsible for, among other things, assisting the Board's oversight of:

- the integrity of the Parent's financial statements;
- the Parent's compliance with legal and regulatory requirements;
- the independent registered public accounting firm's qualifications and independence;
- the performance of the Parent's internal audit function and independent registered public accounting firm; and
- the Parent's internal controls over financial reporting and systems of disclosure controls and procedures.

The Audit Committee is also responsible for oversight of risk assessment and risk management, including with respect to: (i) major financial, compliance, strategic and operational risk exposures (including climate-related and cybersecurity risk); and (ii) for making recommendations to the Board for any changes, amendments, and modifications to the Parent's ethical codes of practice, such as the Code of Conduct and the Code of Ethics, and promptly disclosing any waivers for directors or executive officers, as required by applicable law.

As part of the review of periodic reports and updates on the organization's systems and controls, as well as on the Company's Enterprise Risk Management Program, and in addition to the review of accounting and treasury matters, related party transactions, and financial results and forecasts, the Audit Committee conducts deep dive reviews of risk management activities, including assessing issues affecting the Company, the Company's principal and emerging risks and uncertainties together with related mitigations, prior to advising and reporting to the Board. The Audit Committee, alongside the Nominating and Corporate Governance Committee, continues to closely oversee and support management's activities in meeting regulatory climate-related disclosures aligned to the Task Force on Climate-Related Financial Disclosures (TCFD) recommendations.

Since 2022, the Audit Committee also holds dedicated sessions to receive and discuss updates and demonstrations on data protection and cybersecurity and engages with management on the Company's incident prevention plans and policies, threat-detection measures and prompt response to malicious activity and attacks to ensure the Company is well placed to meet the evolving risks and external threats in this area.

The Audit Committee regularly meets with the external auditor, the CFO, the General Counsel and Internal Audit in separate, closed sessions.

As of February 23, 2023, the Audit Committee consists of Maria Pinelli (chairperson), Alberto Dessy, and Heather J. McGregor. Each member of the Audit Committee must meet the financial literacy requirement, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. In addition, at least one (1) member of the Audit Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. See "Item 16A. *Audit Committee Financial Expert*" of this annual report on Form 20-F for additional information regarding Audit Committee financial experts.

The Compensation Committee

The purpose of the Compensation Committee is to discharge the responsibilities of the Board relating to compensation of the Parent's executives and directors. The Compensation Committee is responsible for, among other things:

- ensuring that provisions regarding disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (U.K.), are fulfilled;
- producing a report of the Parent's remuneration policy and practices to be included in the Parent's U.K. annual report and ensuring that it is approved by the Board and put to shareholders for approval at the annual general meeting in accordance with the CA 2006;

- reviewing management recommendations and advising management on broad compensation policies such as salary ranges, deferred compensation, incentive programs, pension, and executive stock plans;
- reviewing and approving goals and objectives relevant to the CEO's compensation, evaluating the CEO's performance in light of those goals and objectives and reviewing the results of such evaluations with the Board, and setting the CEO's compensation level based on this evaluation;
- reviewing and approving the compensation, incentive compensation plans and equity-based plans of the Company's Executive Chair (if any);
- making recommendations to the Board with respect to non-CEO executive officer (excluding the Executive Chair) compensation, incentive compensation plans and equity-based plans that are subject to Board approval;
- monitoring issues associated with succession and management development of the CEO and other senior executives;
- monitoring and assessing performance conditions applicable to any long- and short-term incentive plans adopted by the Company;
- reviewing and recommending the amount of compensation paid to directors for Board and committee service and for serving as the Chairperson of a committee or Chairperson of the Board;
- creating, modifying, amending, terminating, and monitoring compliance with share ownership guidelines for directors and executives of the Company;
- overseeing, reviewing, monitoring, and, where appropriate or required, making recommendations to the Board on human capital management matters, including culture and employee engagement and diversity, equity and inclusion.
- overseeing the design, review, and amendment of the Company's policies relating to anti-harassment and coercion, as appropriate, and providing oversight of the enforcement of such policies by the Company's People & Transformation department;
- exercising any discretion or judgment on compensation issues in accordance with the remuneration policies of the Company;
- overseeing, in conjunction with other Board committees delegated with such authority (if any), engagement with investors/shareholders and proxy advisory firms on executive compensation matters; and
- together with the Audit Committee, evaluating risks associated with the Company's employees and employee-benefit related risks, including the Company's compensation and benefits policies, plans, and programs and discussing with management procedures to identify and mitigate such risks.

The Compensation Committee also reviews, monitors, and makes recommendations to the Board on talent tracking, development, and retention through customized training and career progression plans, and succession planning. Workplace safety and employee well-being ranked to the level of the Compensation Committee's attention, especially during the COVID-19-related emergency.

As of February 23, 2023, the Compensation Committee consists of Gianmario Tondato da Ruos (chairperson), Alberto Dessy, and Samantha Ravich.

The Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for, among other things:

- recommending to the Board, consistent with criteria approved by the Board, the names of qualified persons to be nominated for election or re-election as directors (including, in consultation with the Compensation Committee, the CEO's successor) and the membership and chairperson of each Board committee;
- reviewing each Director's character and integrity prior to appointment and in connection with re-nomination decisions and Board evaluations;
- reviewing, at least annually the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and its committees;
- periodically reviewing the size, composition (including diversity), and leadership of the Board and committees thereof and recommending any proposed changes to the Board;
- reviewing directorships in other public companies held by or offered to directors of the Parent with a view to ensuring that such external positions do not have a negative impact on the performance of such director;
- reviewing and reassessing from time to time the Parent's Corporate Governance Guidelines and recommending any changes to the Board;

- determining, at least annually, the independence of each director under the independence requirements of the NYSE and any other regulatory requirements and report such findings to the Board;
- overseeing, at least annually, the evaluation of the performance of the Board and each Board committee, as well as individual directors where appropriate;
- assisting the Parent in making the periodic disclosures related to the Nominating and Corporate Governance Committee and required by rules issued or enforced by the SEC, the CA 2006, and any other rules and regulations of applicable law;
- periodically reviewing and making recommendations to the Board concerning CEO emergency succession plans;
- giving due consideration to the Parent's legal obligations in the context of nominations and corporate governance, including any changes in applicable law and to recommendations and associated guidance from advisors, professional bodies, and proxy advisory firms;
- overseeing the Company's strategy on sustainability and monitoring implementation of the Company's sustainability program, including review of the Company's public disclosures regarding environmental, social, and governance matters; and
- overseeing, in conjunction with other Board committees delegated with such authority (if any), engagement with investors/shareholders and proxy advisory firms on environmental, social, and governance matters.

The Nominating and Corporate Governance Committee periodically reviews: (i) the size, composition (including from a personal and professional diversity standpoint), working and leadership of the Board and its committees; and (ii) key attributes of directors (including eligibility, independence, and Audit Committee members' financial literacy/expertise) to detect any gaps against market benchmarks — including the U.S. Spencer Stuart Board Index and S&P MidCap 400 Index — and suggest adjustments, where appropriate. The Nominating and Corporate Governance Committee also reviews proposed shareholder resolutions, proxy advisor guidelines and voting recommendations, as well as voting results, and oversees IGT's global sustainability plan and its integration into business plans.

As of February 23, 2023, the Nominating and Corporate Governance Committee consists of James McCann (chairperson), Ashley M. Hunter and Samantha Ravich.

The charters for each of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee are available at www.igt.com; information contained thereon, including each committee charter, is not included in, or incorporated by reference into, this annual report on Form 20-F.

Indemnification of Members of the Board

The Parent has committed, to the fullest extent permitted under applicable law, to indemnify and hold harmless (and advance any expenses incurred, provided that the person receiving such advancement undertakes to repay such advances if it is ultimately determined such person was not entitled to indemnification), each of the Parent's and its subsidiaries' present and former directors, officers, and employees against all costs and expenses (including attorneys' fees), judgments, fines, losses, claims, damages, liabilities, and settlement amounts paid in connection with any claim, action, suit, proceeding, or investigation arising out of or related to such person's service as a director, officer, or employee of the Parent or any of its subsidiaries.

D. Employees

As of December 31, 2022, IGT conducted business in more than 100 jurisdictions around the world and had 10,786 employees. The Company believes that its relationship with its employees is generally satisfactory. Most of the IGT PLC's employees are not represented by any labor union. However, labor agreements are common in some countries around the world, and the Company recognizes such arrangements and works closely with the applicable work councils. Relations with the Company's mid-level employees and production workers in Italy are subject to Italy's national collective bargaining agreement for the metalworks industry. Relations with the Company's executives in Italy are subject to the national collective bargaining agreement for executives in the industry companies producing services (CCNL Dirigenti Industria). During the last four (4) years, IGT has not experienced any strike that significantly influenced its business activities. In the United States, two (2) bargaining units, totaling less than 100 employees, have elected representation by third-party union organizations. Collective bargaining agreements are in place with both.

The Company is operated under three (3) business segments supported by central corporate support functions.

Human Capital

IGT recognizes human capital development as a critical strategic process, and the Company actively builds employee skills and capabilities in an agile and outcome-focused way. The Company provides well-structured and competitive reward and benefit packages that ensure its ability to attract and retain the employees needed to successfully run the business. IGT invests in training and career development opportunities to support its employees in their careers. The Company also strives to create a fair and inclusive culture that values unity, diversity, and belonging in its people, players, customers, and communities.

Career development is a partnership between each employee, their manager, and the Company and requires a conscious choice to grow and stretch individual capabilities and further a professional career. Employees and managers have a responsibility to drive their individual growth and development, with IGT providing the resources necessary to achieve these goals. New capabilities are developed by means of learning experiences, specific trainings, and through relationships/connections with others via coaching, mentoring, and feedback. Individual Development Plans, aligned to personal growth goals and business objectives, enable employees to develop the most needed skills to reach individual goals. To support development, IGT has designed up-skilling and re-skilling plans to ensure people’s employability and to keep the Company competitive in the market.

Diversity, Equity, and Inclusion

IGT understands that the varying backgrounds, experiences, and perspectives of its employees should reflect its global customers and the local communities where the Company operates. Diversity must be supported by a fair and inclusive culture that enables all employees to feel valued, respected, engaged, and empowered to contribute to the business.

The Company established the Office of Diversity, Equity, & Inclusion (“DE&I”) to guide strategic DE&I initiatives and ensure that these topics continue to stay in focus and are embedded throughout the Company’s business processes.

Employees by Segment

| | At December 31, | | |
|---------------------|-----------------|---------------|---------------|
| | 2022 | 2021 | 2020 |
| Global Lottery | 4,166 | 4,404 | 4,388 |
| Global Gaming | 4,410 | 4,258 | 4,827 |
| PlayDigital | 745 | 435 | 409 |
| Corporate and Other | 1,465 | 1,389 | 1,424 |
| | <u>10,786</u> | <u>10,486</u> | <u>11,048</u> |

The Company maintains three (3) primary business segments: Global Lottery; Global Gaming; and PlayDigital. The table above recasts the prior period employee information to conform to the current year presentation.

The employee metrics presented below do not include employee information related to the July 1, 2022 acquisition of iSoftBet.

- The Company had 101, 93, and 15 interns and temporary employees at December 31, 2022, 2021, and 2020, respectively.
- As of December 31, 2022, the proportion of women among permanent employees was 31.50% and 21.70% of employees with the title of vice president or higher were female.
- In 2022, 1,109 employees left the Company voluntarily. The staff voluntary attrition rate was 10.50%, compared to 10.80% in 2021 and 6.7% in 2020. Additionally, 369 employees had their employment involuntarily terminated, 136 of which were workforce reductions.

E. Share Ownership

Executive Stock Ownership Requirements

On July 28, 2015, the Board approved share ownership guidelines for Senior Vice Presidents and above. These executive share ownership guidelines were most recently amended on November 2, 2022. Below is a summary of the guidelines.

| | |
|--|--|
| Policy Effective Date: | July 28, 2015 |
| Stock Ownership Guidelines apply to: | Share plans starting in 2015 Any award vesting after the Policy Effective Date Unvested Options as of the Policy Effective Date |
| Covered Executives: | Executive Chair CEO Business Unit CEOs and Executive Vice Presidents Senior Vice Presidents |
| Ownership Requirement Multiple of Base Salary: | Executive Chair 5x CEO - 5x Business Unit CEOs and Executive Vice Presidents - 3x Senior Vice Presidents reporting to the CEO - 1x Senior Vice Presidents not reporting to the CEO - 0.5x |
| Shares Included in Ownership: | All shares beneficially owned regardless of whether they are from a plan of the Parent or any of its predecessor companies (a “Legacy Plan”) or purchased on the market; and Vested shares held in a trust to benefit the executive or family members Shares under the legacy GTECH plans where vesting has been determined (earned) but shares have not been released. <i>Note that Unearned Performance Shares do not count towards the Stock Ownership Guidelines until earned. (i.e., Performance Factor has not been determined/applied)</i> |
| Legacy Plan Holding Requirements: | Holding requirements stated in Legacy Plans are still in effect, in addition to the new Stock Ownership Guidelines |
| Additional Holding Requirement - Not in Compliance with Stock Ownership Requirements*: | 50% of after tax options or shares that vest or are exercised after the effective date of the Stock Ownership Guidelines |
| Additional Holding Requirement - In Compliance with Stock Ownership Requirements*: | 20% of after tax options or shares that are exercised or vest for a period of 3 years following the exercise or vest date |
| Executive Directors | Each Executive Director must hold all net settled shares received under a plan of the Parent for a period of at least five years from the date of grant. The period expires on the fifth anniversary of the date of grant, provided the relevant director meets his/her holding requirements under the Guidelines. |
| Executive Director Post-Employment Holding Requirement | Each Executive Director must hold a number of shares equal to (i) the lower of the target level and the actual shareholding immediately prior to departure for one year from cessation of employment, and (ii) the lower of 50% of the target level and the actual shareholding at the start of the second year post-departure from the first anniversary through the second anniversary of cessation of employment. |

*Additional Holding Requirement only applicable to Covered Executives who are not Executive Directors.

Director Stock Ownership Requirements

Beginning November 10, 2020 (or five years after joining the Board if such date is subsequent to November 10, 2020), each non-executive director is expected to hold, for as long as they remain on the Board, ordinary shares of the Parent that have a fair market value equal to at least three (3) times the base annual retainer amount then in effect for non-executive directors. The current base annual retainer amount is \$100,000. Non-compliant non-executive directors are prohibited from selling shares of the Parent until they have met their applicable target level of share ownership, excluding any shares sold to cover any applicable tax withholding requirements or the exercise price of any share options.

The following table sets forth information, as of February 23, 2023, regarding the beneficial ownership of the Parent’s ordinary shares, including:

- each member of the Board;
- each executive officer and senior consultant of the Parent; and
- all members of the Board, executive officers, and senior consultant, taken together.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power over securities. Except in cases where community property laws apply or as indicated in the footnotes to this table, the Parent believes that each shareholder identified in the table possesses sole voting and investment power over all ordinary shares of the Parent shown as beneficially owned by that shareholder. Percentage of beneficial ownership is based on approximately 199.7 million ordinary shares (excluding treasury shares) of the Parent outstanding as of February 23, 2023.

| Name of Beneficial Owner | Number of Ordinary Shares | Number of Ordinary Shares issuable upon vest within 60 days | Percentage ⁽¹⁾ |
|---|---------------------------|---|---------------------------|
| Directors: | | | |
| Marco Sala | 1,131,298 | — | 0.57 |
| Vincent L. Sadusky | 82,468 | — | 0.04 |
| James F. McCann | 76,271 | — | 0.04 |
| Massimiliano Chiara | 49,607 | — | 0.02 |
| Alberto Dessy | 62,521 | — | 0.03 |
| Marco Drago | 75,800 | — | 0.04 |
| Ashley M. Hunter | 2,326 | — | Less than 0.005 |
| Heather J. McGregor | 33,412 | — | 0.02 |
| Lorenzo Pelliccioli | 156,616 | — | 0.08 |
| Maria Pinelli | 2,326 | — | Less than 0.005 |
| Samantha F. Ravich | 31,433 | — | 0.02 |
| Gianmario Tondato Da Ruos | 48,884 | — | 0.02 |
| Non-Director Executive Officers: | | | |
| Renato Ascoli | 276,224 | — | 0.14 |
| Fabio Cairoli | 110,419 | — | 0.06 |
| Fabio Celadon | 41,052 | — | 0.02 |
| Dorothy Costa | 18,445 | — | 0.01 |
| Enrico Drago | 20,643 | — | 0.01 |
| Scott Gunn | 25,636 | — | 0.01 |
| Wendy Montgomery | 15,474 | — | 0.01 |
| Timothy M. Rishton | 21,946 | — | 0.01 |
| Christopher Spears | 26,462 | — | 0.01 |
| | 2,309,263 | — | 1.16 |

⁽¹⁾ Any securities not outstanding that are subject to options or conversion privileges exercisable within 60 days of February 23, 2023 are deemed outstanding for the purpose of computing the percentage of outstanding securities of the class owned by any person holding such securities and by all Board members and executive officers as a group, but are not deemed outstanding for the purpose of computing the percentage of the class owned by any other individual person. Except where noted, percentages have been rounded to the nearest hundredth.

The table below sets forth the options on the Parent’s ordinary shares granted to Mr. Sala that were outstanding as of February 23, 2023. As of such date, no executive officer other than Mr. Sala held outstanding options. Further, none of the directors held outstanding options, other than Mr. Sala. For each of the option grants listed below, the options are exercisable for ordinary shares of the Parent, and there is no purchase price applicable to the options other than the exercise price indicated below.

| Name | Grant Date | Amount of Shares Underlying Grant | Amount Exercisable (Vested) | Amount Unexercisable (Unvested) | Exercise Price | Expiration Date |
|------------|--------------|-----------------------------------|-----------------------------|---------------------------------|----------------|-----------------|
| Marco Sala | May 11, 2021 | 172,500 | — | 172,500 | \$ 20.37 | (1) |

(1) The options will expire on the fourth anniversary of the vesting date, which is the date on which the audited financial statements for the Company’s fiscal year ended December 31, 2023 are approved by the shareholders of the Company at its annual general meeting, which is expected to occur in May 2024.

For a further discussion of stock-based employee compensation, please see “Notes to the Consolidated Financial Statements—23. *Stock-Based Compensation*” included in “Item 18. Financial Statements”.

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

At February 23, 2023, the Parent’s outstanding capital stock consisted of 199,683,935 ordinary shares having a nominal value of \$0.10 per share, 206,557,131 Special Voting Shares of \$0.000001 each, and 50,000 sterling non-voting shares of £1.00 each, held by Intertrust Corporate Services (UK) Limited. Each ordinary share carries one (1) vote and each special voting share carries 0.9995 votes.

The following table sets forth information with respect to beneficial ownership of the Parent’s ordinary shares by persons known by the Parent to beneficially own 5% or more of voting rights as a result of their ownership of ordinary shares and election to exercise the votes of Special Voting Shares by placing the associated ordinary shares on the Loyalty Register as of February 23, 2023.

| Name of Beneficial Owner | Number of Ordinary Shares Owned | Percent of Ordinary Shares Owned ⁽¹⁾ | Number of Ordinary Shares on the Loyalty Register | Percent of Total Voting Power ⁽¹⁾ |
|--------------------------|---------------------------------|---|---|--|
| De Agostini S.p.A. | 89,922,324 | 45.03% | 85,422,324 | 61.50% |

(1) Excluding treasury shares.

At February 23, 2023, B&D Holding S.p.A. (“B&D Holding”) owned 59.80% of De Agostini. Marco Drago is the President and a director of B&D Holding, and Lorenzo Pellicoli is a director of B&D Holding. B&D Holding is in turn owned by members of the Boroli and Drago families.

Significant Changes in Ownership

On May 22, 2018, De Agostini entered into a variable forward transaction (the “Variable Forward Transaction”) with Credit Suisse International (subsequently assigned to Credit Suisse Bank (Europe) S.A. (formerly known as Credit Suisse Securities, Societed de Valores, S.A.)) (“Credit Suisse”) relating to 18 million of the Company’s ordinary shares owned by De Agostini (the “Variable Forward Transaction Shares”). As part of the Variable Forward Transaction and to hedge its exposure, Credit Suisse (or its affiliates) borrowed approximately 13.2 million of the Company’s ordinary shares from third-party stock lenders and subsequently sold such ordinary shares in an underwritten public offering through Credit Suisse Securities (USA) LLC, acting as the underwriter, pursuant to an automatically effective registration statement on Form F-3 (including a base prospectus) filed by the Company with the SEC on May 21, 2018.

De Agostini elected, effective as of May 25, 2018, to place all of its owned ordinary shares, including the Variable Forward Transaction Shares, on the Loyalty Register, thereby gaining the power to exercise the votes of the related Special Voting Shares. In April 2020, De Agostini pledged the Variable Forward Transaction Shares to Credit Suisse as part of the Variable Forward Transaction and, as a result, removed the Variable Forward Transaction Shares from the Loyalty Register. As of February 23, 2023, no other shareholder has elected to place any ordinary shares on the Loyalty Register. For more information regarding the Special Voting Shares and the Loyalty Register, please see “Loyalty Plan” under “Item 10.B Memorandum and Articles of Association.”

Credit Suisse has, in the event of a De Agostini default of similar enforcement event under the pledge, the right to vote or direct the vote and dispose of or direct the disposition of the Variable Forward Transaction Shares, but not to direct the votes of the related Special Voting Shares unless Credit Suisse subsequently elects to place such shares on the Loyalty Register in accordance with the terms of the Loyalty Plan.

The Variable Forward Transaction is equally divided into four tranches, with each tranche settled at De Agostini’s election either: (i) in cash; or (ii) by physical delivery of shares, subject to certain conditions. On March 17, 2022, De Agostini elected to settle the first tranche of the Variable Forward Transaction through physical delivery of 4.5 million ordinary shares to Credit Suisse, which were delivered in 20 equal increments over a settlement period completed on May 25, 2022. On November 28, 2022, De Agostini completed the second tranche of the Variable Forward Transaction through physical delivery of 4.5 million ordinary shares to Credit Suisse. Settlement for the remaining two tranches is scheduled to end in May 2023 and November 2023, respectively.

Voting Rights

De Agostini controls the Parent but does not have different voting rights from the Parent’s other shareholders, aside from the election to exercise the votes of the Special Voting Shares related to the shares owned by De Agostini. However, through its voting rights, De Agostini has the ability to control the Company and significantly influence the decisions submitted to a vote of the Parent’s shareholders, including approval of annual dividends, the election and removal of directors, mergers or other business combinations, the acquisition or disposition of assets, and issuances of equity, and the incurrence of indebtedness.

Additional Share Information

The Parent’s ordinary shares are listed on the NYSE under the symbol “IGT” and can be traded in U.S. dollars. The Parent’s ordinary shares may be held in the following two ways:

- beneficial interests in the Parent’s ordinary shares that are traded on the NYSE are held through the book-entry system provided by The Depository Trust Company (“DTC”) and are registered in the register of shareholders in the name of Cede & Co., as DTC’s nominee; and
- in certificated form.

All of the Parent’s ordinary shares are held on the U.S. registry. At February 23, 2023, there were 166 record holders in the U.S. holding approximately 97.74% of the Parent’s outstanding ordinary shares, including ordinary shares held by Cede & Co., the nominee for DTC. Ordinary shares held through DTC may be beneficially owned by holders within or outside of the U.S. The shares held by De Agostini are beneficially owned by an entity organized under the laws of Italy. At February 23, 2023, there were 85,422,324 Special Voting Shares of the Parent outstanding, which are all held by Computershare Company Nominees Limited in its capacity as the nominee appointed by the Parent to hold the Special Voting Shares under the terms of the Parent’s Loyalty Plan.

The Parent's Special Voting Shares are not listed on the NYSE and will be transferable only in very limited circumstances. For more information regarding the Special Voting Shares, please see "Item 10.B *Memorandum and Articles of Association—Loyalty Plan.*"

B. *Related Party Transactions*

The Company engages in business transactions with certain related parties, which include: (i) entities and individuals capable of exercising control, joint control, or significant influence over the Company; (ii) De Agostini or entities directly or indirectly controlled by De Agostini; and (iii) unconsolidated subsidiaries or joint ventures of the Company. Members of the Parent's Board of Directors, executives with authority for planning, directing, and controlling the activities of the Company and such Directors' and executives' close family members are also considered related parties.

Amounts receivable from De Agostini and subsidiaries of De Agostini (the "De Agostini Group") are non-interest bearing. Transactions with the De Agostini Group include payments for support services provided and office space rented pursuant to a lease entered into prior to the formation of the Company. In addition, certain of the Company's Italian subsidiaries had a corporate income tax unit agreement, and in some cases, a Group VAT (value-added tax) agreement, with De Agostini pursuant to which De Agostini consolidated certain Italian subsidiaries of De Agostini for the collection and payment of taxes to the Italian tax authority. The corporate income tax unit agreements terminated effective January 1, 2022 and the Group VAT agreements terminated on December 31, 2022. Tax-related receivables from De Agostini were \$0.4 million and \$4 million at December 31, 2022 and 2021, respectively. Tax-related payables to De Agostini were \$3 million and \$3 million at December 31, 2022 and 2021, respectively.

The Company generally carries out transactions with related parties on commercial terms that are normal in their respective markets, considering the characteristics of the goods or services involved. For a further discussion of transactions with related parties, including transactions with De Agostini and companies in which we have strategic investments that develop software, hardware, and other technologies or provide services supporting the Company's technologies, please see "Notes to the Consolidated Financial Statements—25. *Related Party Transactions*" included in "Item 18. Financial Statements".

C. *Interests of Experts and Counsel*

Not applicable.

Item 8. *Financial Information*

A. *Consolidated Statements and Other Financial Information*

See "Item 18. Financial Statements" for the Company's Consolidated Financial Statements including the Notes thereto and report of its independent registered accounting firm. The Company has not yet implemented a formal policy on dividend distributions.

B. *Significant Changes*

No significant changes have occurred since December 31, 2022, the date of the financial statements included in this annual report on Form 20-F, other than those referenced in Notes to the Consolidated Financial Statements—15. *Debt* within "Item 18. Financial Statements."

Item 9. *The Offer and Listing*

A. *Offer and Listing Details*

The Parent's ordinary shares are listed on the NYSE under the symbol "IGT."

B. *Plan of Distribution*

Not applicable.

C. *Markets*

The Parent's outstanding ordinary shares are listed on the NYSE under the symbol "IGT."

D. *Selling Shareholders*

Not applicable.

E. *Dilution*

Not applicable.

F. *Expenses of the Issue*

Not applicable.

Item 10. Additional Information

A. *Share Capital*

Not applicable.

B. *Memorandum and Articles of Association*

The Parent is a public limited company registered in England and Wales under company number 09127533. Its objects are unrestricted, in line with the default position under the CA 2006. The following is a summary of certain provisions of the Articles and of the applicable laws of England. The following is a summary and, therefore, does not contain full details of the Articles, which are attached as Exhibit 1.1 to this annual report on Form 20-F.

The Parent's board of directors (the "Board")

Directors' interests

Except as otherwise provided in the Articles, a director may not vote on or be counted in the quorum in relation to a resolution of the directors or committee of the directors concerning a matter where they have a direct or indirect interest which is, to their knowledge, a material interest (otherwise than by virtue of his interest in shares or debentures or other securities of or otherwise in or through the Parent), but this prohibition does not apply to any interest arising only because a resolution concerns any of the following matters:

- the giving of a guarantee, security, or indemnity in respect of money lent or obligations incurred by the director or any other person at the request of or for the benefit of the Parent or any of its subsidiary undertakings;
- the giving of a guarantee, security, or indemnity in respect of a debt or obligation of the Parent or any of its subsidiary undertakings for which the director has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity or by the giving of security;
- a transaction or arrangement concerning an offer of shares, debentures, or other securities of the Parent or any of its subsidiary undertakings for subscription or purchase, in which offer the director is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- a transaction or arrangement to which the Parent is or is to be a party concerning another company (including a subsidiary undertaking of the Parent) in which the director or any person connected with them is interested (directly or indirectly) whether as an officer, shareholder, creditor, or otherwise (a "relevant company"), if the director and any persons connected with them do not to their knowledge hold an interest in shares (as that term is used in Sections 820 to 825 of the CA 2006) representing 1% or more of either any class of the equity share capital (excluding any share of that class held as treasury shares) in the relevant company or of the voting rights available to members of the relevant company;
- a transaction or arrangement for the benefit of the employees of the Parent or any of its subsidiary undertakings (including any pension fund or retirement, death or disability scheme) which does not award the director a privilege or benefit not generally awarded to the employees to whom it relates; or

- a transaction or arrangement concerning the purchase or maintenance of any insurance policy for the benefit of directors or for the benefit of persons including directors.

Directors' borrowing powers

The directors may exercise all the powers of the Parent to borrow money and to mortgage or charge all or part of the undertaking, property, and assets (present or future) and uncalled capital of the Parent and, subject to the CA 2006, to issue debentures and other securities, whether outright or as collateral security for a debt, liability, or obligation of the Parent or of a third party.

Directors' shareholding requirements

A director need not hold shares in the Parent to qualify to serve as a director.

Age limit

There is no age limit applicable to directors in the Articles.

Compliance with NYSE Rules

For as long as the Parent's ordinary shares are listed on the NYSE, the Parent will comply with all NYSE corporate governance standards set forth in Section 3 of the NYSE Listed Company Manual applicable to non-controlled domestic U.S. issuers, regardless of whether the Parent is a foreign private issuer.

Classes of shares

The Parent has three (3) classes of shares in issue. This includes ordinary shares of U.S. \$0.10 each; Special Voting Shares of U.S. \$0.000001 each; and sterling non-voting shares of £1.00 each (the "Sterling Non-Voting Shares").

Dividends and distributions

Subject to the CA 2006, the Parent's shareholders may declare a dividend on the Parent's ordinary shares by ordinary resolution, and the Board may decide to pay an interim dividend to holders of the Parent's ordinary shares in accordance with their respective rights and interests in the Parent, and may fix the time for payment of such dividend. Under English law, dividends may only be paid out of distributable reserves, defined as accumulated realized profits (so far as not previously utilized by distribution or capitalization) less accumulated realized losses (so far as not previously written off in a reduction or reorganization of capital duly made), and not out of share capital, which includes the share premium account.

The Special Voting Shares and Sterling Non-Voting Shares do not entitle their holders to dividends.

If 12 years have passed from the date on which a dividend or other sum from the Parent became due for payment and the distribution recipient has not claimed it, the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Parent.

The Articles also permit a scrip dividend scheme under which the directors may, with the prior authority of an ordinary resolution of the Parent, allot to those holders of a particular class of shares who have elected to receive them further shares of that class or ordinary shares in either case credited as fully paid instead of cash in respect of all or part of a dividend or dividends specified by the resolution.

Voting rights

Subject to any rights or restrictions as to voting attached to any class of shares and subject to disenfranchisement in the event of non-payment of any call or other sum due and payable in respect of any shares not fully paid, the voting rights of shareholders of the Parent in a general meeting are as follows:

1. On a show of hands,
 - a. the shareholder of the Parent who (being an individual) is present in person or (being a corporation) is present by a duly authorized corporate representative at a general meeting of the Parent will have one vote; and
 - b. every person present who has been appointed by a shareholder as a proxy will have one vote, except where:
 - i. that proxy has been appointed by more than one shareholder entitled to vote on the resolution; and
 - ii. the proxy has been instructed:
 - A. by one or more of those shareholders to vote for the resolution and by one or more of those shareholders to vote against the resolution; or
 - B. by one or more of those shareholders to vote in the same way on the resolution (whether for or against) and one or more of those shareholders has permitted the proxy discretion as to how to vote,

in which case, the proxy has one vote for and one vote against the resolution.
2. On a poll taken at a meeting, every shareholder present and entitled to vote on the resolution has one vote for every ordinary share of the Parent where they are the holder, and 0.9995 votes for every Special Voting Share where they are entitled under the terms of the Parent's loyalty voting structure to direct the exercise of the vote.

Under the Articles, a poll on a resolution may be demanded by the chairperson, the directors, five (5) or more people having the right to vote on the resolution, or a shareholder or shareholders (or their duly appointed proxies) having not less than 10% of either the total voting rights or the total paid up share capital. Once a resolution is declared, such persons may demand the poll both in advance of, and during, a general meeting, either before or immediately after a show of hands on such resolution.

In the case of joint holders, only the vote of the senior holder who votes (or any proxy duly appointed by him) may be counted by the Parent.

The necessary quorum for a general shareholder meeting is the shareholders who together represent at least a majority of the voting rights of all the shareholders entitled to vote at the meeting, present in person or by proxy, save that if the Parent only has one (1) shareholder entitled to attend and vote at the general meeting, one (1) shareholder present in person or by proxy at the meeting and entitled to vote is a quorum.

In case of a meeting requisitioned by the shareholders, where the quorum is not met the meeting is dissolved. In case of other meetings, where the quorum is not met, the meeting is adjourned. If a meeting is adjourned for lack of quorum, the quorum of the adjourned meeting will be one shareholder present in person or by proxy.

The Sterling Non-Voting Shares carry no voting rights (save where required by law).

Winding up

On a return of capital of the Parent on a winding up or otherwise, the holders of the Parent's ordinary shares (and any other shares outstanding at the relevant time which rank equally with such shares) will share equally, on a share for share basis, in the Parent's assets available for distribution, after paying:

- the holders of the Special Voting Shares who will be entitled to receive out of the assets of the Parent available for distribution to its shareholders the sum of, in aggregate, U.S. \$1.00 but shall not be entitled to any further participation in the assets of the Parent; and

- the holders of the Sterling Non-Voting Shares who will be entitled to receive out of the assets of the Parent available for distribution to its shareholders the sum of, in aggregate, £1.00 but shall not be entitled to any further participation in the assets of the Parent.

Redemption provisions

The Parent's ordinary shares are not redeemable.

The Special Voting Shares may be redeemed by the Parent for nil consideration in certain circumstances (as set out in the Articles).

The Sterling Non-Voting Shares may be redeemed by the Parent for nil consideration at any time.

Sinking fund provisions

None of the Parent's shares are subject to any sinking fund provision under the Articles or as a matter of English law.

Liability to further calls

No holder of any share in the Parent is liable to make additional contributions of capital in respect of its shares.

Discriminating provisions

There are no provisions discriminating against a shareholder because of their ownership of a particular number of shares.

Variation of class rights

The Articles treat the Parent's ordinary shares and the Special Voting Shares as a single class for the purposes of voting. Any special rights attached to any shares in the Parent's capital may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, either while the Parent is a going concern or during or in contemplation of a winding up, with the consent in writing of those entitled to attend and vote at general meetings of the Parent representing 75% of the voting rights attaching to the Parent's ordinary shares and the Special Voting Shares, in aggregate, which may be exercised at such meetings, or with the sanction of 75% of those votes attaching to the Parent's ordinary shares and the Special Voting Shares, in aggregate, cast on a special resolution proposed at a separate general meeting of all those entitled to attend and vote at the Parent's general meetings, but not otherwise. The CA 2006 allows an English company to vary class rights of shares by a resolution of 75% of the shareholders of the class in question.

A resolution to vary any class rights relating to the giving, variation, revocation, or renewal of any authority of the directors to allot shares or relating to a reduction of the Parent's capital may only be varied or abrogated in accordance with the CA 2006 but not otherwise.

The rights attached to a class of shares are not, unless otherwise expressly provided for in the rights attaching to those shares, deemed to be varied by the creation, allotment, or issue of further shares ranking *pari passu* with or subsequent to them or by the purchase or redemption by the Parent of its own shares in accordance with the CA 2006.

General meetings and notices

The Board has the power to call a general meeting of shareholders at any time. The Board shall determine whether a general meeting (including an annual general meeting) is to be held as a physical general meeting or an electronic general meeting (or a combination thereof). In addition, the Board must convene such a meeting if it has received requests to do so from shareholders representing at least 5% of the paid-up share capital of the Parent as carries voting rights at general meetings in accordance with Section 303 of the CA 2006.

An annual general meeting must be called by not less than 21 clear days' notice (i.e., excluding the date of receipt or deemed receipt of the notice and the date of the meeting itself). All other general meetings will be called by not less than 14 clear days' notice. A general meeting may be called by shorter notice if it is agreed to by a majority in number of the shareholders having the right to attend and vote at the meeting, being a majority who together hold not less than 95% in nominal value of the shares

giving that right. At least seven (7) clear days' notice is required for any meeting adjourned for 28 days or more or for an indefinite period.

The notice of a general meeting will be given to the shareholders (other than any who, under the provisions of the Articles or the terms of allotment or issue of shares, are not entitled to receive notice), to the Board, to the beneficial owners nominated to enjoy information rights under the CA 2006, and to the auditors. The shareholders entitled to receive notice of and attend a general meeting are those on the share register at the close of business on a day determined by the directors. Under English law, the Parent is required to hold an annual general meeting within six months from the day following the end of its fiscal year and, subject to the foregoing, the meeting may be held at a time and place (whether physical or electronic or a combination thereof) determined by the Board whether within or outside of the U.K.

The notice of general meeting must specify a time (which must not be more than 48 hours, excluding any part of a day that is not a working day, before the time fixed for the meeting) by which a person must be entered on the share register in order to have the right to attend or vote at the meeting. Only such persons or their duly appointed proxies have the right to attend and vote at the meeting of shareholders.

Limitations on rights to own shares

There are no limitations imposed by the Articles or the applicable laws of England on the rights to own shares, including the right of non-residents or foreign persons to hold or vote the Parent's shares, other than limitations that would generally apply to all shareholders.

Change of control

There is no specific provision in the Articles that directly would have an effect of delaying, deferring, or preventing a change in control of the Parent and that would operate only with respect to a merger, acquisition, or corporate restructuring involving the Parent or any of its subsidiaries. However, the loyalty voting structure may make it more difficult for a third party to acquire, or attempt to acquire, control of the Parent. As a result of the loyalty voting structure, it is possible that a relatively large portion of the voting rights of the Parent could be concentrated in a relatively small number of holders who would have significant influence over the Parent. Such shareholders participating in the loyalty voting structure could reduce the likelihood of change of control transactions that may otherwise benefit holders of the Parent's ordinary shares. For a discussion of this risk, see "Item 3. Key Information - D. *Risk Factors*."

Disclosure of ownership interests in shares

Under the Articles, shareholders must comply with the notification obligations to the Parent contained in Chapter 5 (*Vote Holder and Issuer Notification Rules*) of the Disclosure Guidance and Transparency Rules ("DTR") (including, without limitation, the provisions of DTR 5.1.2) as if the Parent were an issuer whose home member state is in the United Kingdom, save that the obligation arises if the percentage of voting rights reaches, exceeds, or falls below 1% and each one (1) percent threshold thereafter (up or down) up to 100%. In effect, this means that a shareholder must notify the Parent if the percentage of voting rights in the Parent it holds reaches 1% and crosses any one (1) percent threshold thereafter (up or down).

Section 793 of the CA 2006 gives the Parent the power to require persons whom it knows have, or whom it has reasonable cause to believe have, or within the previous three (3) years have had, any ownership interest in any shares of the Parent to disclose specified information regarding those shares. Failure to provide the information requested within the prescribed period (or knowingly or recklessly providing false information) after the date the notice is sent can result in criminal or civil sanctions being imposed against the person in default.

Under the Articles, if any shareholder, or any other person appearing to be interested in the Parent's shares held by such shareholder, fails to give the Parent the information required by a Section 793 notice, then the Board may withdraw voting rights and place restrictions on the rights to receive dividends, and transfer of such shares (including any shares allotted or issued after the date of the Section 793 notice in respect of those shares).

Changes in share capital

The Articles authorize the Company to allot (with or without conferring rights of renunciation), issue, grant options over or otherwise deal with or dispose of shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the capital of the Company to such persons, at such times and upon such terms as the directors may decide, provided that no share may be issued at a discount. Pursuant to a shareholder resolution passed on May 10, 2022, for a period expiring (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on August 9, 2023, directors are authorized to:

- (i) allot ordinary shares in the Parent, or to grant rights to subscribe for or to convert or exchange any security into shares in the Parent, up to an aggregate nominal amount (i.e., par value) of U.S. \$6,779,597.80 and up to a further aggregate nominal amount of U.S. \$6,779,597.80 where the allotment is in connection with an offer by way of a rights issue;
- (ii) allot Special Voting Shares and to grant rights to subscribe for, or to convert any security into, Special Voting Shares, up to a maximum aggregate nominal amount of \$135.60; and
- (iii) exclude pre-emption rights: first, in relation to offers of equity securities by way of rights issue; second, in relation to the allotment of equity securities for cash up to an aggregate nominal amount (i.e., par value) of U.S. \$1,016,939.70; and third, in relation to an acquisition or other capital investment up to an aggregate nominal amount (i.e., par value) of U.S. \$1,016,939.70.

These provisions are more restrictive than required under English law which does not prescribe a limit for the maximum amounts for allotment of shares or exclusion of pre-emption rights.

Pursuant to a shareholder resolution passed on May 10, 2022, for a period expiring (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on November 9, 2023, the Parent is authorized to purchase its own ordinary shares on the terms of the share repurchase contracts approved by the shareholders, provided that:

- (i) the maximum aggregate number of the Parent's ordinary shares authorized to be purchased equals 20,338,793, representing 10% of the total then issued ordinary shares;
- (ii) the minimum price (exclusive of expenses) which may be paid by the Company for each ordinary share shall be U.S. \$0.10; and
- (iii) the maximum price (exclusive of expenses) which may be paid to purchase an ordinary share of the Parent is 105% of the average market value of an ordinary share for the five business days prior to the day the purchase is made (subject to any further price restrictions contained in any share repurchase contract).

These provisions are more restrictive than required under English law which does not prescribe a limit for the maximum aggregate number or price paid for an "off market" repurchase of shares.

Loyalty Plan

Scope

The Parent has implemented a Loyalty Plan, the purpose of which is to reward long-term ownership of the Parent's ordinary shares and promote stability of the Parent's shareholder base by granting long-term shareholders, subject to certain terms and conditions, with the equivalent of 1.9995 votes for each ordinary share that they hold. The Loyalty Plan is governed by the provisions of the Articles and the Loyalty Plan Terms and Conditions from time to time adopted by the Board, a copy of which is available on the Company's website, together with some Frequently Asked Questions.

Characteristics of Special Voting Shares

Each Special Voting Share carries 0.9995 votes. The Special Voting Shares and ordinary shares will be treated as if they are a single class of shares and not divided into separate classes for voting purposes (save upon a resolution in respect of any proposed termination of the Loyalty Plan).

The Special Voting Shares have only minimal economic entitlements. Such economic entitlements are designed to comply with English law but are immaterial for investors.

Issue

The number of Special Voting Shares on issue equals the number of ordinary shares on issue. A nominee appointed by the Parent (the “Nominee”), which is currently Computershare Company Nominees Limited, holds the Special Voting Shares on behalf of the shareholders of the Parent as a whole, and will exercise the voting rights attached to those shares in accordance with the Articles.

Participation in the Loyalty Plan

In order to become entitled to elect to participate in the Loyalty Plan, a person must maintain ownership in accordance with the Loyalty Plan for a continuous period of three (3) years or more (an “Eligible Person”).

An Eligible Person within the Loyalty Plan Terms and Conditions may elect to participate in the Loyalty Plan by submitting a validly completed and signed election form (the “Election Form”) and, if applicable, the requisite custodial documentation, to the Parent’s designated agent (the “Agent”). The Election Form is available on the Company’s website. Upon receipt of a valid Election Form and, if applicable, custodial documentation, the Agent will register the relevant ordinary shares on a separate register (the “Loyalty Register”). In order for an Eligible Person’s ordinary shares to remain on the Loyalty Register, they may not be sold, disposed of, transferred, pledged or subjected to any lien, fixed or floating charge or other encumbrance, except in very limited circumstances.

Voting arrangements

The Nominee will exercise the votes attaching to the Special Voting Shares held by it from time to time at a general meeting or a class meeting: (a) in respect of any Special Voting Shares associated with ordinary shares held by an Eligible Person, in the same manner as the Eligible Person exercises the votes attaching to those IGT ordinary shares; and (b) in respect of all other Special Voting Shares, in the same percentage as the outcome of the vote of any general meeting (taking into account any votes exercised pursuant to (a) above).

The proxy or voting instruction form in respect of an Eligible Person’s ordinary shares will contain an instruction and authorization in favor of the Nominee to exercise the votes attaching to the Special Voting Shares associated with those ordinary shares in the same manner as that Eligible Person exercises the votes attaching to those ordinary shares.

Transfer or withdrawal

If, at any time and for any reason, one (1) or more ordinary shares are de-registered from the Loyalty Register, or any ordinary shares held by an Eligible Person on the Loyalty Register are sold, disposed of, transferred (other than with the benefit of a waiver in respect of certain permitted transfers), pledged or subjected to any lien, fixed or floating charge or other encumbrance, the Special Voting Shares associated with those ordinary shares will cease to confer on the Eligible Person any voting rights (or any other rights) in connection with those Special Voting Shares and such person will cease to be an Eligible Person in respect of those Special Voting Shares.

A shareholder may request the de-registration of their ordinary shares from the Loyalty Register at any time by submitting a validly completed Withdrawal Form to the Agent. The Agent will release the ordinary shares from the Loyalty Register within three (3) business days thereafter. Upon de-registration from the Loyalty Register, such ordinary shares will be freely transferable. From the date on which the Withdrawal Form is processed by the Agent, the relevant shareholder will be considered to have waived their rights in respect of the relevant Special Voting Shares.

Termination of the Plan

The Loyalty Plan may be terminated at any time with immediate effect by a resolution passed on a poll taken at a general meeting with the approval of members representing 75% or more of the total voting rights attaching to the ordinary shares of members who, being entitled to vote on that resolution, do so in person or by proxy. For the avoidance of doubt, the votes attaching to the Special Voting Shares will not be exercisable upon such resolution.

Upon termination of the Loyalty Plan, the directors may elect to redeem or repurchase the Special Voting Shares from the Nominee for nil consideration or cancel them, or convert the Special Voting Share into deferred shares carrying no voting rights and no economic rights (or any other rights), save that on a return of capital or a winding up, the holder of the deferred shares shall be entitled to, in aggregate, \$1.00.

Transfer

The Special Voting Shares may not be transferred, except in exceptional circumstances, e.g., for transfers between Loyalty Plan nominees.

Repurchase or redemption

Special Voting Shares may only be purchased or redeemed by the Parent in limited circumstances, including to reduce the number of Special Voting Shares held by the Nominee in order to align the aggregate number of ordinary shares and Special Voting Shares in issue from time to time or upon termination of the Loyalty Plan. Special Voting Shares may be redeemed or repurchased for nil consideration.

C. Material Contracts

Share Sale and Purchase Agreement with PostePay S.p.A. – Patrimonio Destinato IMEL

On September 14, 2022, the Company completed the sale of 100% of the share capital of Lis Holding S.p.A., a wholly owned subsidiary of IGT Lottery S.p.A. that conducted the Company’s Italian commercial services business, to PostePay S.p.A. – Patrimonio Destinato IMEL, for a purchase price of €700 million. The consideration received, net of €198 million cash and restricted cash transferred and €23 million of selling costs, was €479 million and resulted in a pre-tax gain on sale of \$278 million, (\$276 million net of tax).

Observer Agreement with De Agostini

On May 16, 2018, the Parent’s directors approved the observer agreement (the “Observer Agreement”) between De Agostini and the Company permitting De Agostini to appoint an observer to attend meetings of the Parent’s directors. On November 15, 2021, the Observer Agreement was renewed for a new two (2) year term and Paolo Ceretti, a former director of the Parent, acknowledged and agreed to his renewed appointment by De Agostini as an observer pursuant to the terms of the Observer Agreement. On May 5, 2022, the Board approved the appointment of Alessandro Vergottini, effective upon the conclusion of the Company’s Annual General Meeting on May 10, 2022, to replace Paolo Ceretti, as an observer under the Observer Agreement. Mr. Vergottini serves as the Chief Financial Officer of De Agostini. Unless renewed, the Observer Agreement is set to expire following the meeting of the Parent’s directors at which the financial results for the third quarter of 2023 are reviewed.

Related Party Agreements

For a discussion of the Company’s related party transactions, including additional transactions with De Agostini, please see “Notes to the Consolidated Financial Statements—25. *Related Party Transactions*” included in “Item 18. Financial Statements”.

Compensation Arrangements

For a description of compensation arrangements with the Parent’s directors and executive officers, please see “Item 6. Directors, Senior Management, and Employees — B. *Compensation*.”

Financing

For a description of the Company’s outstanding financing agreements, please see section “Item 5.B. *Liquidity and Capital Resources*.”

D. Exchange Controls

Other than applicable taxation, anti-money laundering, and counter-terrorist financing law and regulations and certain economic sanctions which may be in force from time to time, there are currently no English laws or regulations, or any provision of the Articles, which would prevent the transfer of capital or remittance of dividends, interest, and other payments to holders of the Parent’s securities who are not residents of the U.K. on a general basis.

E. Taxation

Material United States Federal Income Tax Considerations

This section summarizes certain material U.S. federal income tax considerations regarding the ownership and disposition of the Parent's ordinary shares by a U.S. holder (as defined below). This summary is based on U.S. federal income tax law, including the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations promulgated thereunder, administrative guidance and court decisions in effect on the date hereof, all of which are subject to change, possibly with retroactive effect, and to differing interpretations. No ruling from the Internal Revenue Service (the "IRS") has been sought with respect to any U.S. federal income tax considerations described below, and there can be no assurance that the IRS or a court will not take a contrary position. The discussion assumes that the Parent's shareholders hold their ordinary shares, as "capital assets" within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion further assumes that all items or transactions identified as debt will be respected as such for U.S. federal income tax purposes.

This summary does not constitute tax advice and does not address all aspects of U.S. federal income taxation that may be relevant to the Parent's shareholders in light of their personal circumstances, including any tax consequences arising under the tax on certain investment income pursuant to the Health Care and Education Reconciliation Act of 2010 or arising under the U.S. Foreign Account Tax Compliance Act, (or any Treasury regulations or administrative guidance promulgated thereunder, any intergovernmental agreement entered into in connection therewith or any non-U.S. laws, rules or directives implementing or relating to any of the foregoing), or to shareholders subject to special treatment under the Code, including (but not limited to):

- banks, thrifts, mutual funds, and other financial institutions;
- regulated investment companies;
- real estate investment trusts;
- traders in securities that elect to apply a mark-to-market method of accounting;
- broker-dealers;
- tax-exempt organizations and pension funds;
- U.S. holders that own (directly, indirectly, or constructively) 10% or more of the Company's stock (by vote or value);
- insurance companies;
- dealers or brokers in securities or foreign currency;
- individual retirement and other deferred accounts;
- U.S. holders whose functional currency is not the U.S. dollar;
- U.S. expatriates;
- "passive foreign investment companies" or "controlled foreign corporations";
- persons subject to the alternative minimum tax;
- U.S. holders that hold their shares as part of a straddle, hedging, conversion constructive sale or other risk reduction transaction;
- partnerships or other entities or other arrangements treated as partnerships for U.S. federal income tax purposes and their partners and investors; and
- U.S. holders that received their shares through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan.

This discussion does not address any non-income tax considerations or any state, local or non-U.S. tax consequences. For purposes of this discussion, a "U.S. holder" means a beneficial owner of the Parent's ordinary shares that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust if: (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust; or (2) the trust has a valid election in effect to be treated as a U.S. person for U.S. federal income tax purposes.

This discussion does not purport to be a comprehensive analysis or description of all potential U.S. federal income tax considerations. Each of the Parent's shareholders is urged to consult with such shareholder's tax advisor with respect to the particular tax consequences of the ownership and disposition of the Parent's ordinary shares to such shareholder.

If a partnership, including for this purpose any entity or arrangement that is treated as a partnership for U.S. federal income tax purposes, holds the Parent's ordinary shares, the tax treatment of a partner therein will generally depend upon the status of such partner, the activities of the partnership and certain determinations made at the partner level. Any such holder that is a partnership and the partners in such partnership should consult their tax advisors about the U.S. federal income tax consequences of the ownership and disposition of their ordinary shares.

Ownership and Disposition of the Parent's Ordinary Shares

The following discusses certain material U.S. federal income tax consequences of the ownership and disposition of the Parent's ordinary shares by U.S. holders and assumes that the Parent will be a resident exclusively of the U.K. for all tax purposes.

Taxation of Distributions

Subject to the discussion below under "Passive Foreign Investment Company Considerations," the gross amount of distributions with respect to the Parent's ordinary shares (including the amount of any non-U.S. withholding taxes) will be taxable as dividends, to the extent that they are paid out of the Parent's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such dividends will be includable in a U.S. holder's gross income as ordinary dividend income on the day actually or constructively received by the U.S. holder. Such dividends will not be eligible for the dividends-received deduction allowed to corporations under the Code.

The gross amount of the dividends paid by the Parent to non-corporate U.S. holders may be eligible to be taxed at reduced rates of U.S. federal income tax applicable to "qualified dividend income." Recipients of dividends from non-U.S. corporations will be taxed at this rate, provided that certain holding period requirements are satisfied and certain other requirements are met, if the dividends are received from "qualified foreign corporations," which generally include corporations eligible for the benefits of an income tax treaty with the United States that the U.S. Secretary of the Treasury determines is satisfactory and includes an information exchange program. The U.S. Department of the Treasury and the IRS have determined that the U.K.- U.S. Income Tax Treaty is satisfactory for these purposes and the Parent believes that it is eligible for benefits under such treaty. Dividends paid with respect to stock of a foreign corporation which stock is readily tradable on an established securities market in the United States will also be treated as having been received from a "qualified foreign corporation." The U.S. Department of the Treasury and the IRS have determined that common stock is considered readily tradable on an established securities market if it is listed on an established securities market in the United States, such as the NYSE.

Non-corporate U.S. holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss, or that elect to treat the dividend income as "investment income" pursuant to Section 163(d)(4) of the Code, will not be eligible for the reduced rates of taxation regardless of the Parent's status as a qualified foreign corporation. In addition, even if the minimum holding period requirement has been met, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. Each U.S. holder should consult its own tax advisors regarding the application of these rules given its particular circumstances.

To the extent that the amount of any distribution exceeds the Parent's current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the excess will first be treated as a tax-free return of capital to the extent of each U.S. holder's adjusted tax basis in the Parent's ordinary shares and will reduce such U.S. holder's basis accordingly. The balance of the excess, if any, will be taxed as capital gain, which would be long-term capital gain if the holder has held the Parent's ordinary shares for more than one year at the time the distribution is received. Long-term capital gain of certain non-corporate U.S. holders, including individuals, is generally taxed at reduced rates. The deduction of capital losses is subject to limitations.

The amount of any distribution paid in foreign currency will be the U.S. dollar value of the foreign currency distributed by the Parent, calculated by reference to the exchange rate in effect on the date the distribution is includable in the U.S. holder's income, regardless of whether the payment is in fact converted into U.S. dollars on the date of receipt. Generally, a U.S. holder would not recognize any foreign currency gain or loss if the foreign currency is converted into U.S. dollars on the date the payment is received. However, any gain or loss resulting from currency exchange fluctuations during the period from the date the U.S. holder includes the distribution payment in income to the date such U.S. holder actually converts the payment into U.S. dollars will generally be treated as ordinary income or loss.

Sale, Exchange, or Other Taxable Disposition

Subject to the discussion below under “Passive Foreign Investment Company Considerations,” a U.S. holder will generally recognize taxable gain or loss on the sale, exchange or other taxable disposition of the Parent’s ordinary shares in an amount equal to the difference, if any, between the amount realized on the sale, exchange, or other taxable disposition and the U.S. holder’s tax basis in such Parent’s ordinary shares. Such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if the ordinary shares have been held for more than one year. Long-term capital gain of certain non-corporate U.S. holders, including individuals, is generally taxed at reduced rates. The deduction of capital losses is subject to limitations.

Passive Foreign Investment Company Considerations

A Passive Foreign Investment Company (“PFIC”) is any foreign corporation if, after the application of certain “look-through” rules, (a) at least 75% of its gross income is “passive income” as that term is defined in the relevant provisions of the Code, or (b) at least 50% of the average value of its assets produces “passive income” or is held for the production of “passive income.” The determination as to PFIC status is a fact-intensive determination that includes ascertaining the fair market value (or, in certain circumstances, tax basis) of all the Parent’s assets on a quarterly basis and the character of each item of income, and cannot be completed until the close of a taxable year. If a U.S. holder is treated as owning PFIC stock, such U.S. holder will be subject to special rules generally intended to reduce or eliminate the benefit of the deferral of U.S. federal income tax that results from investing in a foreign corporation that does not distribute all of its earnings on a current basis. These rules may adversely affect the tax treatment to a U.S. holder of distributions paid by the Parent and of sales, exchanges, and other dispositions of the Parent’s ordinary shares, and may result in other adverse U.S. federal income tax consequences.

The Parent believes that the ordinary shares should not be treated as shares of a PFIC in the current taxable year, and the Parent does not expect that it will become a PFIC in the future. However, there can be no assurance that the IRS will not successfully challenge this position or that the Parent will not become a PFIC at some future time as a result of changes in the Parent’s assets, income, or business operations.

Each U.S. holder is urged to consult its tax advisor concerning the U.S. federal income tax consequences of acquiring, owning or disposing of the Parent’s ordinary shares if the Parent is or becomes classified as a PFIC, including the possibility of making a mark-to-market election. The remainder of the discussion below assumes that the Parent is not a PFIC, has not been a PFIC and will not become a PFIC in the future.

Information Reporting

U.S. individuals and certain entities with interests in “specified foreign financial assets” (including, among other assets, the Parent’s ordinary shares, unless such shares were held on such U.S. holder’s behalf through certain financial institutions) with values in excess of certain thresholds are required to file an information report with the IRS. Taxpayers that fail to file the information report when required are subject to penalties. U.S. holders should consult their own tax advisors as to the possible obligation to file such information reports in light of their particular circumstances.

Special Voting Shares

NO STATUTORY, JUDICIAL OR ADMINISTRATIVE AUTHORITY DIRECTLY DISCUSSES HOW THE RECEIPT, OWNERSHIP, OR LOSS OF ENTITLEMENT TO INSTRUCT THE NOMINEE ON HOW TO VOTE IN RESPECT OF SPECIAL VOTING SHARES SHOULD BE TREATED FOR U.S. FEDERAL INCOME TAX PURPOSES AND AS A RESULT, THE U.S. FEDERAL INCOME TAX CONSEQUENCES THEREOF ARE UNCERTAIN. ACCORDINGLY, U.S. HOLDERS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THE RECEIPT, OWNERSHIP, AND LOSS OF ENTITLEMENT TO INSTRUCT THE NOMINEE ON HOW TO VOTE IN RESPECT OF SPECIAL VOTING SHARES.

While the tax consequences of the receipt, ownership, and loss of entitlement to instruct the nominee on how to vote in respect of Special Voting Shares are unclear, such receipt, ownership, and loss is not expected to constitute a separate transaction from ownership of the ordinary shares for U.S. federal income tax purposes. As such, neither the receipt of the Special Voting Shares nor the loss of entitlement to instruct the nominee on how to vote the Special Voting Shares is expected to give rise to a taxable event for U.S. federal income tax purposes.

Material U.K. Tax Considerations

The following summary is intended to apply only as a general guide to certain U.K. tax considerations, and is based on current U.K. tax law and current published practice of Her Majesty's Revenue and Customs ("HMRC"), both of which are subject to change at any time, possibly with retrospective effect. They relate only to certain limited aspects of the U.K. taxation treatment of investors who are resident and, in the case of individuals, domiciled or deemed domiciled in (and only in) the U.K. for U.K. tax purposes (except to the extent that the position of non-U.K. resident shareholders is expressly referred to), who will hold the Parent's ordinary shares as investments (other than under an individual savings account or a self-invested personal pension) and who are the absolute beneficial owners of the Parent's ordinary shares. The statements may not apply to certain classes of investors such as (but not limited to) persons acquiring their ordinary shares in connection with an office or employment, dealers in securities, insurance companies, and collective investment schemes.

Any shareholder or potential investor should obtain advice from his or her own investment or taxation advisor.

Dividends

The Parent will not be required to withhold U.K. tax at the source from dividend payments it makes.

U.K. resident individual shareholders

All dividends received by an individual shareholder from the Parent or from other sources will form part of that shareholder's total income for income tax purposes and will constitute the top slice of that income. For the tax year 2022/2023, the extent that the dividends they receive (whether from the Parent or other companies) exceed the tax free dividend allowance (£2,000 for the tax year 2022/2023, which (under current proposals) will decrease to £1,000 from April 6, 2023 and £500 from April 6, 2024), they are taxed on such dividends at either 8.75% (to the extent shareholders are liable to tax only at the basic rate), 33.75% (to the extent shareholders are liable to pay tax at the higher rate) or 39.35% (to the extent shareholders are liable to pay tax at the additional rate). It is expected that the dividend tax rate will remain at the current rates from April 6, 2023.

U.K. resident corporate shareholders

A corporate shareholder resident in the U.K. for tax purposes which is a "small company" for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009 will not be subject to U.K. corporation tax on any dividend received from the Parent provided that certain conditions are met (including an anti-avoidance condition).

Other corporate shareholders resident in the U.K. for tax purposes will not be subject to U.K. corporation tax on any dividend received from the Parent so long as the dividends fall within an exempt class and certain conditions are met. For example, (i) dividends paid on ordinary shares that are not redeemable and do not carry any present or future preferential rights to dividends or to a company's assets on its winding up; and (ii) dividends paid to a person holding less than a 10% interest in the Parent should generally fall within an exempt class. However, the exemptions mentioned above are not comprehensive and are subject to anti-avoidance rules.

If the conditions for exemption are not met or cease to be satisfied, if anti-avoidance provisions apply, or if such a corporate shareholder elects an otherwise exempt dividend to be taxable, the shareholder will be subject to U.K. corporation tax on dividends received from the Parent, at the rate of corporation tax applicable to that corporate shareholder (currently, 19%, which (under current proposals) will increase to 25% from April 2023).

Non-U.K. resident shareholders

A shareholder resident outside the U.K. for tax purposes and who holds the Parent's ordinary shares as investments will not generally be liable to tax in the U.K. on any dividend received from the Parent unless he or she carries on (whether solely or in partnership) a trade, profession or vocation in the U.K. through a branch or agency (or, in the case of a corporate holder of ordinary shares where the dividend exemption does not apply, through a permanent establishment) to which the ordinary shares are attributable. There are certain exceptions for trading in the U.K. through independent agents, such as some brokers and investment managers.

A non-U.K. resident shareholder may also be subject to taxation on dividend income under local law. A shareholder who is not solely resident in the U.K. for tax purposes should consult his or her own tax advisors concerning his or her tax liabilities (in the U.K. and any other country) on dividends received from the Parent, whether he or she is entitled to claim any part of the tax

credit and, if so, the procedure for doing so, and whether any double taxation relief is due in any country in which he or she is subject to tax.

Taxation of Capital Gains

Disposal of the Parent's Ordinary Shares

A disposal or deemed disposal of the Parent's ordinary shares by a shareholder who is resident in the U.K. for tax purposes may, depending upon the shareholder's circumstances and subject to any available exemptions and reliefs (such as the annual exempt amount for individuals), give rise to a chargeable gain or an allowable loss for the purposes of U.K. taxation of capital gains.

If an individual shareholder becomes liable to U.K. capital gains tax on the disposal of the Parent's ordinary shares, the applicable rate (for the tax year 2022/2023) will be either 10% to the extent shareholders are liable to tax only at the basic rate or 20% (to the extent shareholders are liable to pay tax at the higher rate or the additional rate), respectively (save in some limited circumstances).

If a corporate shareholder becomes liable to U.K. corporation tax on the disposal (or deemed disposal) of ordinary shares, the main rate of U.K. corporation tax (currently at a rate of 19%, which (under current proposals) will increase to 25% from April 2023) would apply, subject to any exemptions, reliefs and/or allowable losses. A shareholder which is not resident in the U.K. for tax purposes should not normally be liable to U.K. taxation on chargeable gains on a disposal or deemed disposal of the Parent's ordinary shares unless the person is carrying on (whether solely or in a partnership) a trade, profession or vocation in the U.K. through a branch or agency (or, in the case of a corporate holder of ordinary shares, through a permanent establishment) to which the ordinary shares are attributable. However, an individual shareholder who has ceased to be resident in the U.K. for the purposes of a double taxation treaty for a period of less than five (5) years (and had sole U.K. resident for at least four (4) out of the seven (7) tax years immediately prior to his year of departure) and who disposes of the Parent's ordinary shares during that period of temporary non-residence may be liable on his return to the U.K. (or upon ceasing to be regarded as resident outside the U.K. for purposes of double taxation relief) to U.K. taxation on any capital gain realized (subject to any available exemption or relief).

Diverted Profits Tax

The U.K. diverted profits tax ("DPT") is separate from U.K. corporation tax and is charged at a (currently) higher rate of 25% (subject to certain limited exceptions). The rate of DPT will increase from 25% to 31% from April 1, 2023. It is an anti-avoidance measure aimed at protecting the U.K. tax base against the artificial diversion of profits that are being earned by activities carried out in the U.K. but which are not otherwise being taxed in the U.K., in particular as a result of arrangements amongst companies in the same multinational group. The U.K.'s network of double tax treaties does not offer protection from a DPT charge. In the event that the rules apply to certain arrangements, then upfront payment of HMRC's estimate of the deemed tax liability may be required. If any of our U.K. or non-U.K. companies is liable for DPT as a result of intra-group arrangements, this could have a material adverse effect on the Company's and/or the Parent's results.

Inheritance Tax

The Parent's ordinary shares will be assets situated in the U.K. for the purposes of U.K. inheritance tax. A gift or settlement of such assets by, or on the death of, an individual holder of such assets may (subject to certain exemptions and reliefs and depending upon the shareholder's circumstances) give rise to a liability to U.K. inheritance tax even if the holder is not a resident of or domiciled in the U.K. for tax purposes. For inheritance tax purposes, a transfer of assets at less than market value may be treated as a gift and particular rules apply to gifts where the donor reserves or retains some benefit.

A charge to inheritance tax may arise in certain circumstances where the Parent's ordinary shares are held by close companies and by trustees of settlements. Shareholders should consult an appropriate tax advisor as to any inheritance tax implications if they intend to make a gift or transfer at less than market value or intend to hold the Parent's ordinary shares through a close company or trust arrangement.

Shareholders and/or potential investors who are in any doubt as to their tax position, or who are subject to tax in any jurisdiction other than the U.K., should consult a suitable professional advisor.

F. *Dividends and Paying Agents*

Not applicable.

G. *Statement by Experts*

Not applicable.

H. *Documents on Display*

The Parent files reports, including annual reports on Form 20-F, furnishes current reports on Form 6-K, and discloses other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. These may be accessed by visiting the SEC's website at www.sec.gov.

I. *Subsidiary Information*

Not applicable

J. *Annual Report to Security Holders*

Not applicable.

Item 11. *Quantitative and Qualitative Disclosures About Market Risk*

The Company's activities expose it to a variety of market risks including interest rate risk and foreign currency exchange rate risk. The Company's overall risk management strategy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on its performance through ongoing operational and finance activities. The Company monitors and manages its exposure to such risks both centrally and at the local level, as appropriate, as part of its overall risk management program with the objective of seeking to reduce the potential adverse effects of such risks on its results of operations and financial position.

Depending upon the risk assessment, the Company uses selected derivative hedging instruments, including principally interest rate swaps and foreign currency forward contracts, for the purposes of managing interest rate risk and currency risks arising from its operations and sources of financing. The Company's policy is not to enter into such contracts for speculative purposes.

The following section provides qualitative and quantitative disclosures on the effects that these risks may have. The quantitative data reported below does not have any predictive value and does not reflect the complexity of the markets or reactions which may result from any changes that are assumed to have taken place.

Interest Rate Risk

Indebtedness

The Company's exposure to changes in market interest rates relates primarily to its cash and financial liabilities which bear floating interest rates. The Company's policy is to manage interest cost using a mix of fixed and variable rate debt. The Company has historically used various techniques to mitigate the risks associated with future changes in interest rates, including entering into interest rate swap and treasury rate lock agreements.

At December 31, 2022 and 2021, approximately 20% and 18% of the Company's Net debt portfolio was exposed to interest rate fluctuations, respectively. The Company's exposure to floating rates of interest primarily relates to the Euro Term Loan Facilities due January 2027. At December 31, 2022 and December 31, 2021, the Company no longer held any interest rate swaps.

A hypothetical 10 basis points increase in interest rates for 2022 and 2021, with all other variables held constant, would have resulted in lower income from continuing operations before provision for income taxes of approximately \$1 million.

Costs to Fund Jackpot Liabilities

Fluctuations in prime, treasury, and agency rates due to changes in market and other economic conditions directly impact the Company's cost to fund jackpots and corresponding gaming operating income. If interest rates decline, jackpot cost increases and operating income decreases. The Company estimates a hypothetical decline of one percentage point in applicable interest rates would have reduced operating income by approximately \$7 million in 2022 and 2021. The Company does not manage this exposure with derivative financial instruments.

Foreign Currency Exchange Rate Risk

The Company operates on an international basis across a number of geographical locations. The Company is exposed to (i) transactional foreign exchange risk when an entity enters into transactions in a currency other than its functional currency, and (ii) translation foreign exchange risk which arises when the Company translates the financial statements of its foreign entities into U.S. dollars for the preparation of the consolidated financial statements.

Transactional Risk

The Company's subsidiaries generally execute their operating activities in their respective functional currencies. In circumstances where the Company enters into transactions in a currency other than the functional currency of the relevant entity, the Company seeks to minimize its exposure by (i) sharing risk with its customers (for example, in limited circumstances, but whenever possible, the Company negotiates clauses into its contracts that allows for price adjustments should a material change in foreign exchange rates occur), (ii) creating a natural hedge by netting receipts and payments, (iii) utilizing foreign currency borrowings, and (iv) where applicable, by entering into foreign currency forward and option contracts.

The principal foreign currency to which the Company is exposed is the euro. A hypothetical 10% decrease in the year end U.S. dollar to euro exchange rate, with all other variables held constant, would have resulted in lower income from continuing operations before provision for income taxes of approximately \$120 million and \$28 million for December 31, 2022 and 2021, respectively. Our euro exposure primarily arises from euro denominated long-term debt. Based on our long-term forecast, the Company undertakes to match and maintain the mix of euro denominated debt to the mix of euro sourced EBITDA.

From time to time, the Company enters into foreign currency forward and option contracts to reduce the exposure associated with certain firm commitments, variable service revenues, and certain assets and liabilities denominated in foreign currencies. These contracts generally have average maturities of 12 months or less, and are regularly renewed to provide continuing coverage throughout the year. It is the Company's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximize hedge effectiveness.

At December 31, 2022, the Company had forward contracts for the sale of approximately \$103 million of foreign currency (primarily British pounds, Australian dollar, and Colombian peso) and the purchase of approximately \$204 million of foreign currency (primarily U.S. dollar, British pounds, Chilean peso, and euro).

At December 31, 2021, the Company had forward contracts for the sale of approximately \$121 million of foreign currency (primarily euro, Colombian peso, South African rand, and British pounds) and the purchase of approximately \$204 million of foreign currency (primarily euro, U.S. dollar, British pounds, and Chilean peso).

Translation Risk

Certain of the Company's subsidiaries are located in countries that are outside of the United States, in particular the Eurozone. As the Company's reporting currency is the U.S. dollar, the income statements of those entities are converted into U.S. dollars using the average exchange rate for the period, and while revenues and costs are unchanged in local currency, changes in exchange rates may lead to effects on the converted balances of revenues, costs, and the result in U.S. dollars. The monetary assets and liabilities of consolidated entities that have a reporting currency other than the U.S. dollar are translated into U.S. dollars at the period-end foreign exchange rate. The effects of these changes in foreign exchange rates are recognized directly in the consolidated statements of shareholders' equity within accumulated other comprehensive income.

The Company's foreign currency exposure primarily arises from changes between the U.S. dollar and the euro. A hypothetical 10% decrease in the U.S. dollar to euro exchange rate, with all other variables held constant, would have increased equity by \$29 million and \$97 million for 2022 and 2021, respectively.

Item 12. Description of Securities Other than Equity Securities

Not applicable.

PART II

Item 13. Defaults, Dividend Arrearages, and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

See the description of the Loyalty Plan in “Item 10. Additional Information—B. *Memorandum and Articles of Association*—Loyalty Plan.”

Item 15. Controls and Procedures

Disclosure Controls and Procedures

IGT management maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the Company’s reports that it files or submits under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized, and reported within time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating its disclosure controls and procedures, IGT recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as the Company’s are designed to do.

As required by Rule 13a-15(b) under the Exchange Act, an evaluation of the effectiveness of the IGT’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of December 31, 2022 was conducted under the supervision and with the participation of its management including its CEO and CFO. Based on this evaluation, its CEO and CFO concluded that its disclosure controls and procedures were effective as of December 31, 2022 at a reasonable assurance level.

Management’s Report on Internal Control over Financial Reporting

IGT’s management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined by Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

The Company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

IGT’s internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded, as necessary, to permit preparation of financial statements in accordance with generally accepted accounting principles; and that receipts and expenditures of the Company are made only in accordance with authorizations of the Company’s management and directors; and
- provide reasonable assurance that unauthorized acquisition, use or disposition of the Company’s assets, that could have a material effect on the financial statements, would be prevented or detected on a timely basis.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

IGT’s management assessed the effectiveness of internal control over financial reporting as of December 31, 2022 based upon the framework presented in *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that the Company’s internal control over financial reporting was effective as of December 31, 2022.

IGT’s independent registered public accounting firm, PricewaterhouseCoopers LLP, has audited the effectiveness of the Company’s internal control over financial reporting as of December 31, 2022 as stated in their report appearing in “Report of Independent Registered Public Accounting Firm” included in “Item 18. Financial Statements.”

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting during the year ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

The Parent’s Board of Directors has determined that Maria Pinelli, chairperson of the Audit Committee, and Alberto Dessy and Heather McGregor, both members of the Audit Committee, are each an audit committee financial expert. Each of Ms. Pinelli, Mr. Dessy and Ms. McGregor is an independent director under the NYSE standards.

Item 16B. Code of Ethics

IGT has adopted a Code of Ethics for Principal Executive Officer and Senior Financial Officers, which is applicable to its principal executive officer, principal financial officer, the principal accounting officer and controller, and any persons performing similar functions. The Code of Ethics was most recently amended in November 2020 to expressly permit persons reporting violations of the code to bring instances of retaliation, harassment or retribution to the attention of the Audit Committee, in addition to the Board of Directors. This code of ethics is posted on its website, www.igt.com, and may be found as follows: from the main page, first click on “Explore IGT” and then on “Investor Relations” and then on “ESG” and then on “Governance Documents.” The information contained on the Company’s website is not included in, or incorporated by reference into, this annual report on Form 20-F.

Item 16C. Principal Accountant Fees and Services

PricewaterhouseCoopers LLP (“PwC US”) has been serving as the Company’s independent auditor since 2015.

Aggregate fees for professional services and other services rendered by PwC US and its foreign entities belonging to the PwC network in 2022 and 2021 were as follows:

| (\$ in thousands) | For the year ended December 31, | |
|--------------------|---------------------------------|---------------|
| | 2022 | 2021 |
| Audit fees | 9,520 | 9,482 |
| Audit-related fees | 569 | 431 |
| Tax fees | 1,326 | 677 |
| All other fees | 498 | 140 |
| | <u>11,913</u> | <u>10,730</u> |

- Audit fees consist of professional services performed in connection with the annual financial statements.
- Tax fees consist of professional services for tax planning and compliance.
- Audit-related fees consist of assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and agreed upon procedures for certain financial statement areas.
- All other fees, other than those reported above, mainly consist of services in relation to compliance-related services and access to online accounting research software applications.

Audit Committee’s Pre-Approval Policies and Procedures

The Audit Committee pre-approves engagements of the Company’s independent registered public accounting firm to audit the Company’s consolidated financial statements. The Audit Committee has a policy requiring management to obtain the Audit Committee’s approval before engaging the Company’s independent registered public accounting firm to provide any other audit or permitted non-audit services to the Company or its subsidiaries. Pursuant to this policy, which is designed to ensure that such engagements do not impair the independence of the Company’s independent registered public accounting firm, the Audit Committee reviews and pre-approves, if appropriate, specific audit and non-audit services in the categories audit services, tax services, audit-related services, and any other services that may be performed by the Company’s independent registered public accounting firm.

Item 16D. Exemptions from the Listing Standards for Audit Committees

None.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On November 15, 2021, the Parent’s Board of Directors authorized a share repurchase program pursuant to which the Company may repurchase up to \$300 million of the Parent’s outstanding ordinary shares during a period of four years commencing on November 18, 2021. The share repurchase program was publicly announced on November 16, 2021. At the Parent’s 2022 annual general meeting, the Parent’s shareholders granted authority to repurchase, subject to a maximum repurchase price, up to 20,338,793 of the Parent’s ordinary shares. This authority remains valid until November 9, 2023, unless previously revoked, varied, or renewed at the Parent’s 2023 annual general meeting.

| Calendar Month | For the year ended December 31, 2022 | | | |
|----------------|--------------------------------------|------------------------------|--|--|
| | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced program | Approximate dollar value of shares that may yet be purchased under the program (in millions) |
| January | 370,298 | \$ 26.90 | 370,298 | \$ 249 |
| February | 542,164 | \$ 28.45 | 542,164 | \$ 234 |
| March | 499,987 | \$ 26.17 | 499,987 | \$ 221 |
| April | — | \$ — | — | \$ 221 |
| May | 539,450 | \$ 20.39 | 539,450 | \$ 210 |
| June | 210,550 | \$ 20.71 | 210,550 | \$ 205 |
| July | — | \$ — | — | \$ 205 |
| August | 1,228,020 | \$ 21.25 | 1,228,020 | \$ 179 |
| September | 765,300 | \$ 16.30 | 765,300 | \$ 167 |
| October | 1,001,674 | \$ 17.32 | 1,001,674 | \$ 149 |
| November | 215,753 | \$ 19.76 | 215,753 | \$ 145 |
| December | — | \$ — | — | \$ 145 |
| Total | 5,373,196 | | 5,373,196 | |

Item 16F. Change in Registrant’s Certifying Accountant

None.

Item 16G. Corporate Governance

The Parent is a public limited company incorporated under the laws of England and Wales and qualifies as a foreign private issuer under the rules and regulations of the SEC and the listing standards of the NYSE. In accordance with the NYSE listing rules related to corporate governance, listed companies that are foreign private issuers are permitted to follow home-country practice in some circumstances in lieu of the provisions of the corporate governance rules contained in Section 303A of the NYSE Listed Company Manual that are otherwise applicable to listed companies. However, for as long as the Parent’s ordinary shares are listed on the NYSE, the Company will comply with all NYSE corporate governance standards set forth in Section 3 of the NYSE Listed Company Manual applicable to non-controlled domestic U.S. issuers, regardless of whether the Company is a foreign private issuer.

Item 16H. Mine Safety Disclosure

Not applicable.

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 17. Financial Statements

Not applicable.

Item 18. Financial Statements

The audited Consolidated Financial Statements as required under Item 18 are attached hereto starting on page F-1 of this annual report on Form 20-F.

Item 19. Exhibits

A list of exhibits included as part of this annual report on Form 20-F is set forth in the Index to Exhibits immediately following this Item 19.

INDEX TO EXHIBITS

| Exhibit | Description |
|---------|--|
| 1.1 | <p>Articles of Association of International Game Technology PLC, adopted June 25, 2020 (incorporated herein by reference to Exhibit 99.2 of the Company's Form 6-K furnished to the SEC on June 29, 2020).</p> <p>There have not been filed as exhibits to this Form 20-F certain long-term debt instruments, none of which relates to indebtedness that exceeds 10% of the consolidated assets of International Game Technology PLC. International Game Technology PLC agrees to furnish the Securities and Exchange Commission, upon its request, a copy of any instrument defining the rights of holders of long-term debt of International Game Technology PLC and its consolidated subsidiaries.</p> |
| 2.1 | <p>International Game Technology PLC Loyalty Plan Terms and Conditions, adopted April 7, 2015, and amended December 24, 2017 and March 7, 2018 (incorporated herein by reference to Exhibit 2.1 of the Company's Form 20-F filed with the SEC on March 15, 2018).</p> |
| 2.2 | <p>Senior Facilities Agreement dated November 4, 2014, as amended April 2, 2015, October 28, 2015, June 26, 2016, July 31, 2017, December 17, 2018, July 24, 2019 and May 7, 2020 for the US\$1,050,000,000 and €625,000,000 multicurrency revolving credit facilities among International Game Technology PLC (as successor to GTECH S.p.A.), as the Parent and a Borrower; GTECH Corporation, as a Borrower; J.P. Morgan Limited and Mediobanca — Banca di Credito Finanziario S.p.A., as the Global Coordinators, Bookrunners, and Mandated Lead Arrangers; the entities listed in Part III of Schedule I thereto, as the Bookrunners and Mandated Lead Arrangers, the entities listed in Part IV of Schedule I thereto, as the Mandated Lead Arrangers; the entities listed in Part V of Schedule I thereto, as the Arrangers, the financial institutions listed in Part IIA of Schedule I thereto, as the Original Lenders; The Royal Bank of Scotland plc, as the Agent; The Royal Bank of Scotland plc, as the Issuing Agent; KeyBank National Association, as the Swingline Agent; and the financial institutions listed in Part IIB of Schedule I thereto, as the Original US Dollar Swingline Lenders (incorporated herein by reference to Exhibit 99.3 of the Company's Form 6-K furnished to the SEC on May 13, 2020).</p> |
| 2.3 | <p>Amendment and Restatement Agreement, dated July 21, 2021, relating to the Senior Facility Agreement dated July 25, 2017, as amended December 18, 2018, July 18, 2019 and May 8, 2020 for the €1,500,000,000 term loan facility among International Game Technology PLC, as the Borrower; Bank of America Merrill Lynch International Limited and Mediobanca - Banca di Credito Finanziario S.p.A. as Global Coordinators, Bookrunners, and Mandated Lead Arrangers; BNP Paribas, Italian Branch, Banca IMI S.p.A., and UniCredit Bank AG, Milan Branch, as Bookrunners and Mandated Lead Arrangers; Barclays Bank PLC, Credit Agricole Corporate & Investment Bank, Milan Branch, ING Bank N.V. - Milan Branch, National Westminster Bank PLC, Socgen Inversiones Financiers S.A.U., The Bank of Nova Scotia, and Credit Suisse AG, Milan Branch as Mandated Lead Arrangers; Mediobanca - Banca di Credito Finanziario S.p.A., as the Agent; and others (incorporated herein by reference to Exhibit 99.2 of the Company's Form 6-K furnished to the SEC on July 26, 2021).</p> |
| 2.4 | <p>Indenture dated as of April 7, 2015 among International Game Technology PLC, as the Issuer; certain subsidiaries of International Game Technology PLC, as the Initial Guarantors; BNY Mellon Corporate Trustee Services Limited, as Trustee; The Royal Bank of Scotland plc, as Security Agent; The Bank of New York Mellon, London Branch, as Euro Paying Agent and Transfer Agent; The Bank of New York Mellon, as Dollar Paying Agent and Dollar Registrar; and The Bank of New York Mellon (Luxembourg) S.A., as Euro Registrar, with respect to \$600,000,000 5.625% Senior Secured Notes due February 15, 2020, \$1,500,000,000 6.250% Senior Secured Notes due February 15, 2022, \$1,100,000,000 6.500% Senior Secured Notes due February 15, 2025, €700,000,000 4.125% Senior Secured Notes due February 15, 2020 and €850,000,000 4.750% Senior Secured Notes due February 15, 2023 (incorporated herein by reference to Exhibit 4.8 to the Current Report on Form 8-K filed by International Game Technology on April 10, 2015).</p> |
| 2.5 | <p>Indenture dated as of June 15, 2009 between International Game Technology, as the Company, and Wells Fargo Bank, National Association, as the Trustee (Senior Debt Securities) (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by International Game Technology on June 15, 2009, Commission file number 001-36906).</p> |
| 2.6 | <p>Third Supplemental Indenture dated as of September 19, 2013 between International Game Technology, as the Company, and Wells Fargo Bank, National Association, as the Trustee (Creating a Series of Securities Designated 5.350% Notes due 2023) (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by International Game Technology on September 19, 2013).</p> |

| Exhibit | Description |
|---------|--|
| 2.7 | <u>Amendment No. 1 dated as of April 7, 2015 among International Game Technology, as the Company; Wells Fargo Bank, National Association, as the Trustee; and The Royal Bank of Scotland plc, as the Security Agent, to the Indenture dated as of June 15, 2009, as supplemented by the Third Supplemental Indenture dated as of September 19, 2013 (incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by International Game Technology on April 10, 2015).</u> |
| 2.8 | <u>Amendment No. 2 dated as of April 22, 2015 among International Game Technology, as the Company; International Game Technology PLC and certain subsidiaries of International Game Technology PLC, as the Guarantors; and Wells Fargo Bank, National Association, as the Trustee, to the Indenture dated as of June 15, 2009, as supplemented by the Third Supplemental Indenture dated as of September 19, 2013 (incorporated herein by reference to Exhibit 4.27 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on May 15, 2015).</u> |
| 2.9 | <u>Amendment No. 3 dated as of April 23, 2015 between International Game Technology, as the Company; and Wells Fargo Bank, National Association, as the Trustee, to the Indenture dated as of June 15, 2009, as supplemented by the Third Supplemental Indenture dated as of September 19, 2013 (incorporated herein by reference to Exhibit 4.29 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on May 15, 2015).</u> |
| 2.10 | <u>Observer Agreement with an effective date of November 15, 2021, between the Company and De Agostini S.p.A. (incorporated herein by reference to Exhibit 2.10 of the Company's Annual report on Form 20-F filed by International Game Technology PLC on March 3, 2022).</u> |
| 2.11 | <u>Indenture dated as of June 27, 2018 among International Game Technology PLC, as Issuer; certain subsidiaries of International Game Technology PLC, as Guarantors; BNY Mellon Corporate Trustee Services Limited, as Trustee; The Bank of New York Mellon, London Branch, as Paying Agent and Transfer Agent; the Bank of New York Mellon SA/NV, Luxembourg Branch, as Registrar; and NatWest Markets Plc, as Security Agent with respect to €500,000,000 3.500% Senior Secured Notes due 2024 (incorporated herein by reference to Exhibit 2.16 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 3, 2020).</u> |
| 2.12 | <u>First Supplemental Indenture dated as of February 20, 2019, among International Game Technology PLC, as Issuer, BNY Mellon Corporate Trustee Services Limited, as Trustee, and NatWest Markets Plc, as Security Agent, to the Indenture dated as of June 27, 2018 (incorporated herein by reference to Exhibit 2.17 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 3, 2020).</u> |
| 2.13 | <u>Indenture dated as of September 26, 2018 among International Game Technology PLC, as Issuer; certain subsidiaries of International Game Technology PLC, as Guarantors; BNY Mellon Corporate Trustee Services Limited, as Trustee; The Bank of New York Mellon, London Branch, as Paying Agent and Transfer Agent; the Bank of New York Mellon SA/NV, Luxembourg Branch, as Registrar; and NatWest Markets Plc, as Security Agent with respect to \$750,000,000 6.250% Senior Secured Notes due 2027 (incorporated herein by reference to Exhibit 2.18 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 3, 2020).</u> |
| 2.14 | <u>Underwriting Agreement, dated as of May 22, 2018, by and among International Game Technology PLC, International Game Technology, De Agostini S.p.A., Credit Suisse Securities (USA) LLC and Credit Suisse International (incorporated herein by reference to Exhibit 1.1 to the Company's Form 6-K furnished to the SEC on May 25, 2018).</u> |
| 2.15 | <u>Indenture dated as of June 20, 2019 between International Game Technology PLC, as the Issuer, and BNY Mellon Corporate Trustee Services Limited, as the Trustee (incorporated herein by reference to Exhibit 2.20 to the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 3, 2020).</u> |
| 2.16 | <u>Indenture dated as of September 16, 2019 between International Game Technology PLC, as the Issuer, and BNY Mellon Corporate Trustee Services Limited, as the Trustee (incorporated herein by reference to Exhibit 2.21 to the Company's Annual Report on Form-20-F filed by International Game Technology PLC on March 3, 2020).</u> |

| Exhibit | Description |
|---------|---|
| 2.17 | <u>Indenture dated as of June 19, 2020 among International Game Technology PLC, as the Issuer, the Guarantors named therein, BNY Mellon Corporate Trustee Services Limited, as Trustee, The Bank of New York Mellon, London Branch as paying agent, The Bank of New York Mellon SA/NV, Luxembourg Branch, as registrar and transfer agent and NatWest Markets Plc as security agent (incorporated herein by reference to Exhibit No. 2.17 to the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 2, 2021).</u> |
| 2.18 | <u>Indenture dated as of March 25, 2021 among International Game Technology PLC, as the Issuer, the Guarantors named therein BNY Mellon Corporate Trustee Services Limited, as Trustee, The Bank of New York Mellon, London Branch as paying agent, The Bank of New York Mellon SA/NV, Dublin Branch, as registrar and transfer agent and NatWest Markets Plc as security agent (incorporated herein by reference to Exhibit 2.18 to the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 3, 2022).</u> |
| 2.19 | <u>Description of the registrant's securities registered pursuant to Section 12 of the Exchange Act.</u> |
| 4.1 | <u>GTECH 2014-2020 Stock Option Plan (incorporated herein by reference to Exhibit 99.6 to the Post-Effective Amendment No. 1 on Form S-8 to Form F-4 filed by International Game Technology PLC on April 6, 2015).</u> |
| 4.2 | <u>GTECH 2014-2018 Share Allocation Plan (incorporated herein by reference to Exhibit 99.10 to the Post-Effective Amendment No. 1 on Form S-8 to Form F-4 filed by International Game Technology PLC on April 6, 2015).</u> |
| 4.3 | <u>International Game Technology PLC 2015 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 1.1 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on April 29, 2016).</u> |
| 4.4 | <u>International Game Technology PLC 2021 Equity Incentive Plan (incorporated herein by reference to Exhibit 4.2 to the Form S-8 filed by International Game Technology PLC on May 18, 2021)</u> |
| 4.5 | <u>The Lotto Concession for the activation and operation of the network for the national lotto game between the Agenzia delle Dogane e dei Monopoli and Lottoitalia S.r.l., issued April 14, 2016, expiring November 30, 2025 (incorporated herein by reference to Exhibit 4.20 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on April 20, 2017).</u> |
| 4.6 | <u>Instant Ticket Concession for the operation of the national instant ticket lottery games between the Amministrazione Autonoma dei Monopoli di Stato (now known as Agenzia delle Dogane e dei Monopoli) and Lotterie Nazionali S.r.l., issued and effective from October 1, 2010, expiring September 30, 2019, extended to September 2028 (incorporated herein by reference to Exhibit 4.9 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 15, 2018).</u> |
| 4.7 | <u>Share Sale and Purchase Agreement relating to the sale and acquisition of Lottomatica Videolot Rete S.p.A. and Lottomatica Scommesse S.r.l., dated as of December 6, 2020, among Lottomatica Holding S.r.l. as the Seller, International Game Technology PLC as the Guarantor and Gamenet Group S.p.A. as the Buyer (incorporated herein by reference to Exhibit 4.8 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 2, 2021).</u> |
| 4.8 | <u>Share Purchase Agreement (in respect of Lis Holding S.p.A.) between IGT Lottery S.p.A. and PostePay S.p.A. — Patrimonio Destinato IMEL, dated February 25, 2022 (incorporated herein by reference to Exhibit 4.8 of the Company's Annual Report on Form 20-F filed by International Game Technology PLC on March 3, 2022)</u> |
| 8.1 | <u>List of Subsidiaries of the Registrant</u> |
| 12.1 | <u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer</u> |
| 12.2 | <u>Rule 13a-14(a)/15d-14(a) Certification of Executive Chair</u> |
| 12.3 | <u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer</u> |

| Exhibit | Description |
|----------------|---|
| 13.1 | Certification of the Chief Executive Officer and Executive Chair Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 13.2 | Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 15.1 | Consent of PricewaterhouseCoopers LLP |
| 101.INS | Inline XBRL Instance Document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Labels Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this annual report on its behalf.

INTERNATIONAL GAME TECHNOLOGY PLC

/s/ MASSIMILIANO CHIARA

Name: Massimiliano Chiara

Title: Chief Financial Officer

Dated: February 28, 2023

ITEM 18. FINANCIAL STATEMENTS

INTERNATIONAL GAME TECHNOLOGY PLC

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of International Game Technology PLC

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of International Game Technology PLC and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations, of comprehensive income (loss), of shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 15. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition – Identifying and Evaluating Contractual Terms and Conditions

As described in Notes 2 and 4 to the consolidated financial statements, the Company generated service and product revenues of \$3,359 million and \$866 million, respectively, for the year ended December 31, 2022. The Company often enters into contracts with customers that consist of a combination of services and products that are accounted for as one or more distinct performance obligations. As disclosed by management, judgment is applied in identifying and evaluating the contractual terms and conditions that impact the identification of performance obligations and the pattern of revenue recognition.

The principal considerations for our determination that performing procedures relating to revenue recognition, specifically identifying and evaluating contractual terms and conditions, is a critical audit matter are the significant judgment by management in identifying and evaluating contractual terms and conditions that impact the identification of performance obligations and the pattern of revenue recognition, which in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate whether terms and conditions in contracts were appropriately identified and evaluated by management.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to revenue recognition, including controls related to the identification and evaluation of contractual terms and conditions impacting the identification of performance obligations and the pattern of revenue recognition. These procedures also included, among others, (i) evaluating and testing management’s process for identifying performance obligations and assessing the pattern of revenue recognition, and (ii) evaluating, on a test basis, the completeness and accuracy of the contractual terms and conditions identified in contracts with customers.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
February 28, 2023

We have served as the Company’s auditor since 2015.

International Game Technology PLC
Consolidated Balance Sheets
(\$ in millions and shares in thousands, except per share amounts)

| | Notes | December 31, | |
|---|-------|----------------------|----------------------|
| | | 2022 | 2021 |
| Assets | | | |
| Current assets: | | | |
| Cash and cash equivalents | | 590 | 591 |
| Restricted cash and cash equivalents | | 150 | 218 |
| Trade and other receivables, net | 5 | 670 | 903 |
| Inventories, net | 6 | 254 | 183 |
| Other current assets | 7 | 467 | 593 |
| Total current assets | | <u>2,131</u> | <u>2,487</u> |
| Systems, equipment and other assets related to contracts, net | 10 | 899 | 937 |
| Property, plant and equipment, net | 10 | 118 | 119 |
| Operating lease right-of-use assets | 11 | 254 | 283 |
| Goodwill | 13 | 4,482 | 4,656 |
| Intangible assets, net | 14 | 1,375 | 1,413 |
| Other non-current assets | 7 | 1,174 | 1,429 |
| Total non-current assets | | <u>8,302</u> | <u>8,836</u> |
| Total assets | | <u><u>10,433</u></u> | <u><u>11,322</u></u> |
| Liabilities and shareholders' equity | | | |
| Current liabilities: | | | |
| Accounts payable | | 731 | 1,035 |
| Current portion of long-term debt | 15 | 61 | — |
| Short-term borrowings | 15 | — | 52 |
| DDI / Benson Matter provision | 19 | 220 | — |
| Other current liabilities | 16 | 837 | 828 |
| Total current liabilities | | <u>1,848</u> | <u>1,914</u> |
| Long-term debt, less current portion | 15 | 5,690 | 6,477 |
| Deferred income taxes | 18 | 305 | 368 |
| Operating lease liabilities | 11 | 239 | 269 |
| Other non-current liabilities | 16 | 372 | 323 |
| Total non-current liabilities | | <u>6,607</u> | <u>7,437</u> |
| Total liabilities | | <u>8,454</u> | <u>9,351</u> |
| Commitments and contingencies | 19 | | |
| Shareholders' equity | | | |
| Common stock, par value \$0.10 per share; 205,952 shares issued and 199,079 shares outstanding at December 31, 2022; 205,188 shares issued and 203,688 outstanding at December 31, 2021 | | 21 | 21 |
| Additional paid-in capital | | 2,199 | 2,329 |
| Retained deficit | | (1,164) | (1,439) |
| Treasury stock, at cost; 6,873 shares and 1,500 shares at December 31, 2022 and December 31, 2021, respectively | 20 | (156) | (41) |
| Accumulated other comprehensive income | 20 | 529 | 412 |
| Total IGT PLC's shareholders' equity | | <u>1,429</u> | <u>1,282</u> |
| Non-controlling interests | | 550 | 689 |
| Total shareholders' equity | | <u>1,979</u> | <u>1,971</u> |
| Total liabilities and shareholders' equity | | <u><u>10,433</u></u> | <u><u>11,322</u></u> |

The accompanying notes are an integral part of these consolidated financial statements.

International Game Technology PLC
Consolidated Statements of Operations

(\$ in millions and shares in thousands, except per share amounts)

| | Notes | For the year ended December 31, | | |
|--|-------|---------------------------------|----------------|----------------|
| | | 2022 | 2021 | 2020 |
| Service revenue | 4, 22 | 3,359 | 3,483 | 2,640 |
| Product sales | 4, 22 | 866 | 606 | 476 |
| Total revenue | 4, 22 | 4,225 | 4,089 | 3,115 |
| Cost of services | | 1,671 | 1,754 | 1,634 |
| Cost of product sales | | 554 | 377 | 346 |
| Selling, general and administrative | | 814 | 810 | 707 |
| Research and development | | 255 | 238 | 191 |
| Restructuring | 12 | 6 | 6 | 45 |
| Goodwill impairment | 13 | — | — | 296 |
| Other operating expense, net | | 4 | 1 | 4 |
| Total operating expenses | | 3,303 | 3,187 | 3,223 |
| Operating income (loss) | 22 | 922 | 902 | (107) |
| Interest expense, net | 15 | 289 | 341 | 398 |
| Foreign exchange loss (gain), net | | 36 | (66) | 309 |
| Other non-operating expense, net | 17 | 7 | 98 | 33 |
| Total non-operating expenses | | 333 | 373 | 740 |
| Income (loss) from continuing operations before provision for income taxes | 18 | 589 | 529 | (848) |
| Provision for income taxes | 18 | 175 | 274 | 28 |
| Income (loss) from continuing operations | | 414 | 255 | (875) |
| Income from discontinued operations, net of tax | | — | 24 | 37 |
| Gain on sale of discontinued operations, net of tax | | — | 391 | — |
| Income from discontinued operations | 3 | — | 415 | 37 |
| Net income (loss) | | 414 | 670 | (839) |
| Less: Net income attributable to non-controlling interests from continuing operations | | 139 | 190 | 64 |
| Less: Net loss attributable to non-controlling interests from discontinued operations | 3 | — | (2) | (5) |
| Net income (loss) attributable to IGT PLC | | 275 | 482 | (898) |
| Net income (loss) from continuing operations attributable to IGT PLC per common share - basic | 24 | 1.36 | 0.32 | (4.59) |
| Net income (loss) from continuing operations attributable to IGT PLC per common share - diluted | 24 | 1.35 | 0.31 | (4.59) |
| Net income (loss) attributable to IGT PLC per common share - basic | 24 | 1.36 | 2.35 | (4.39) |
| Net income (loss) attributable to IGT PLC per common share - diluted | 24 | 1.35 | 2.33 | (4.39) |
| Weighted-average shares - basic | 24 | 201,825 | 204,954 | 204,725 |
| Weighted-average shares - diluted | 24 | 203,414 | 206,795 | 204,725 |

The accompanying notes are an integral part of these consolidated financial statements.

International Game Technology PLC
Consolidated Statements of Comprehensive Income (Loss)
(\$ in millions)

| | <i>Notes</i> | For the year ended December 31, | | |
|--|--------------|--|-------------|--------------|
| | | 2022 | 2021 | 2020 |
| Net income (loss) | | 414 | 670 | (839) |
| Foreign currency translation adjustments, net of tax | 20 | 90 | 28 | 128 |
| Unrealized (loss) gain on hedges, net of tax | 20 | (1) | 3 | (1) |
| Unrealized gain (loss) on other, net of tax | 20 | 1 | (1) | — |
| Other comprehensive income, net of tax | 20 | 91 | 30 | 127 |
| Comprehensive income (loss) | | 505 | 700 | (712) |
| Less: Comprehensive income attributable to non-controlling interests | | 112 | 136 | 119 |
| Comprehensive income (loss) attributable to IGT PLC | | <u>392</u> | <u>564</u> | <u>(831)</u> |

The accompanying notes are an integral part of these consolidated financial statements.

International Game Technology PLC
Consolidated Statements of Cash Flows
(\$ in millions)

| | Notes | For the year ended December 31, | | |
|--|-------|---------------------------------|----------------|--------------|
| | | 2022 | 2021 | 2020 |
| Cash flows from operating activities | | | | |
| Net income (loss) | | 414 | 670 | (839) |
| Less: Income from discontinued operations, net of tax | 3 | — | 415 | 37 |
| Adjustments to reconcile net income (loss) from continuing operations to net cash provided by operating activities from continuing operations: | | | | |
| Depreciation | | 301 | 325 | 355 |
| DDI / Benson Matter provision | 17 | 270 | — | — |
| Amortization of upfront license fees | | 193 | 216 | 210 |
| Amortization | | 191 | 201 | 211 |
| Stock-based compensation | 23 | 41 | 35 | (7) |
| Foreign exchange loss (gain), net | | 36 | (66) | 309 |
| Amortization of debt issuance cost | | 15 | 19 | 21 |
| Loss on extinguishment of debt | 15 | 13 | 92 | 28 |
| Goodwill impairment | 13 | — | — | 296 |
| Deferred income taxes | | (77) | 38 | (78) |
| Gain on sale of business | 17 | (278) | — | — |
| Other non-cash items, net | | (14) | (2) | (2) |
| Changes in operating assets and liabilities, excluding the effects of acquisitions and divestitures: | | | | |
| Trade and other receivables | | 45 | (95) | 74 |
| Inventories | | (65) | (13) | 17 |
| Accounts payable | | (22) | (36) | 5 |
| DDI / Benson Matter provision | 19 | (50) | — | — |
| Accrued interest payable | | (11) | (33) | (18) |
| Accrued income taxes | | (83) | 47 | 17 |
| Other assets and liabilities | | (20) | 27 | 32 |
| Net cash provided by operating activities from continuing operations | | 899 | 1,010 | 595 |
| Net cash (used in) provided by operating activities from discontinued operations | | — | (31) | 271 |
| Net cash provided by operating activities | | 899 | 978 | 866 |
| Cash flows from investing activities | | | | |
| Proceeds from sale of business, net of cash and restricted cash transferred | 3 | 476 | — | — |
| Proceeds from sale of assets | | 22 | 21 | 9 |
| Business acquisitions, net of cash acquired | 3 | (142) | — | — |
| Capital expenditures | | (317) | (238) | (255) |
| Other | | 3 | 1 | 12 |
| Net cash provided by (used in) investing activities from continuing operations | | 42 | (216) | (233) |
| Net cash provided by (used in) investing activities from discontinued operations | | 126 | 852 | (35) |
| Net cash provided by (used in) investing activities | | 168 | 636 | (269) |
| Cash flows from financing activities | | | | |
| Principal payments on long-term debt | | (597) | (2,846) | (959) |
| Net (payments of) proceeds from short-term borrowings | | (51) | 51 | (7) |
| Payments of debt issuance costs | | (10) | (14) | (22) |
| Payments in connection with the extinguishment of debt | | (9) | (85) | (25) |
| Proceeds from long-term debt | | — | 1,339 | 750 |
| Net proceeds from (repayments of) Revolving Credit Facilities | | 72 | 17 | (29) |
| Net receipts from (payments of) financial liabilities | | 75 | (50) | 67 |
| Repurchases of common stock | | (115) | (41) | — |
| Dividends paid | | (161) | (41) | (41) |
| Dividends paid - non-controlling interests | | (178) | (91) | (136) |
| Return of capital - non-controlling interests | | (75) | (127) | (32) |
| Capital increase - non-controlling interests | | 3 | 12 | 8 |
| Other | | (19) | (23) | (11) |
| Net cash used in financing activities | | (1,065) | (1,898) | (438) |
| Net increase (decrease) in cash and cash equivalents and restricted cash and cash equivalents | | 2 | (284) | 159 |
| Effect of exchange rate changes on cash and cash equivalents and restricted cash and cash equivalents | | (70) | (37) | 76 |
| Cash and cash equivalents and restricted cash and cash equivalents at the beginning of the period | | 808 | 1,129 | 894 |
| Cash and cash equivalents and restricted cash and cash equivalents at the end of the period | | 740 | 808 | 1,129 |
| Less: Cash and cash equivalents and restricted cash and cash equivalents of discontinued operations | | — | — | 23 |
| Cash and cash equivalents and restricted cash and cash equivalents at the end of the period of continuing operations | | <u>740</u> | <u>808</u> | <u>1,106</u> |

International Game Technology PLC
Consolidated Statements of Cash Flows
(\$ in millions)

| | For the year ended December 31, | | |
|--|---------------------------------|------|------|
| | 2022 | 2021 | 2020 |
| Supplemental disclosures of cash flow information | | | |
| Cash paid during the period for: | | | |
| Interest | 298 | 369 | 410 |
| Income taxes | 335 | 188 | 89 |
| Non-cash investing and financing activities: | | | |
| Capital expenditures | 99 | 26 | 24 |

The accompanying notes are an integral part of these consolidated financial statements.

International Game Technology PLC
Consolidated Statement of Shareholders' Equity
(\$ in millions)

| | Common Stock | Additional Paid-In Capital | Retained Earnings (Deficit) | Treasury Stock | Accumulated Other Comprehensive Income | Total IGT PLC Equity | Non Controlling Interests | Total Equity |
|---|--------------|----------------------------|-----------------------------|----------------|--|----------------------|---------------------------|--------------|
| Balance at December 31, 2019 | 20 | 2,396 | (1,020) | — | 263 | 1,658 | 827 | 2,485 |
| Net (loss) income | — | — | (898) | — | — | (898) | 59 | (839) |
| Other comprehensive income, net of tax | — | — | — | — | 67 | 67 | 59 | 127 |
| Total comprehensive (loss) income | — | — | (898) | — | 67 | (831) | 119 | (712) |
| Stock-based compensation | — | (7) | — | — | — | (7) | — | (7) |
| Capital increase | — | — | — | — | — | — | 9 | 9 |
| Shares issued under stock award plans | — | (1) | — | — | — | (1) | — | (1) |
| Return of capital | — | — | — | — | — | — | (32) | (32) |
| Dividends paid/declared | — | (41) | — | — | — | (41) | (138) | (178) |
| Other | — | — | (2) | — | — | (2) | — | (2) |
| Balance at December 31, 2020 | 20 | 2,347 | (1,920) | — | 330 | 777 | 784 | 1,561 |
| Net income | — | — | 482 | — | — | 482 | 188 | 670 |
| Other comprehensive income (loss), net of tax | — | — | — | — | 82 | 82 | (52) | 30 |
| Total comprehensive income | — | — | 482 | — | 82 | 564 | 136 | 700 |
| Stock-based compensation | — | 35 | — | — | — | 35 | — | 35 |
| Capital increase | — | — | — | — | — | — | 13 | 13 |
| Shares issued under stock award plans | — | (12) | — | — | — | (12) | — | (12) |
| Divestiture of non-controlling interest | — | — | — | — | — | — | (30) | (30) |
| Repurchases of common stock | — | — | — | (41) | — | (41) | — | (41) |
| Return of capital | — | — | — | — | — | — | (127) | (127) |
| Dividends paid/declared | — | (41) | — | — | — | (41) | (91) | (132) |
| Other | — | — | — | — | — | — | 3 | 3 |
| Balance at December 31, 2021 | 21 | 2,329 | (1,439) | (41) | 412 | 1,282 | 689 | 1,971 |
| Net income | — | — | 275 | — | — | 275 | 139 | 414 |
| Other comprehensive income (loss), net of tax | — | — | — | — | 117 | 117 | (27) | 91 |
| Total comprehensive income | — | — | 275 | — | 117 | 392 | 112 | 505 |
| Stock-based compensation | — | 41 | — | — | — | 41 | — | 41 |
| Capital increase | — | — | — | — | — | — | 3 | 3 |
| Shares issued under stock award plans | — | (8) | — | — | — | (8) | — | (8) |
| Shares issued upon exercise of stock options | — | (2) | — | — | — | (2) | — | (2) |
| Repurchases of common stock | — | — | — | (115) | — | (115) | — | (115) |
| Return of capital | — | — | — | — | — | — | (76) | (76) |
| Dividends paid/declared | — | (161) | — | — | — | (161) | (179) | (341) |
| Balance at December 31, 2022 | 21 | 2,199 | (1,164) | (156) | 529 | 1,429 | 550 | 1,979 |

The accompanying notes are an integral part of these consolidated financial statements.

International Game Technology PLC

Notes to the Consolidated Financial Statements

1. Description of Business

International Game Technology PLC (the “Parent”), together with its consolidated subsidiaries (collectively referred to as “IGT PLC,” the “Company,” “we,” “our,” or “us”), is a global leader in gaming that delivers entertaining and responsible gaming experiences for players across all channels and regulated segments, from Lotteries and Gaming Machines to Digital Gaming and Sports Betting. We operate and provide an integrated portfolio of innovative gaming technology products and services, including: lottery management services, online and instant lottery systems, gaming systems, instant ticket printing, electronic gaming machines, sports betting, digital gaming, digital lottery, and commercial services.

Effective September 1, 2021, the Company adopted a new business segment structure focused on three business segments: Global Lottery, Global Gaming, and Digital & Betting. The Company will be referring to Digital & Betting as “PlayDigital” in these notes to the consolidated financial statements.

2. Summary of Significant Accounting Policies

Basis of Preparation

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The consolidated financial statements are stated in millions of United States (“U.S.”) dollars (except share and per share data) unless otherwise indicated, and are computed based on the amounts in thousands. Certain amounts in columns and rows within tables may not foot due to rounding. Percentages and earnings per share amounts presented are calculated from the underlying unrounded amounts.

On May 10, 2021, the Company completed the sale of its Italian B2C gaming machine, sports betting, and digital gaming businesses (“Italian B2C businesses”), which met the criteria to be reported as a discontinued operation during the fourth quarter of 2020. As a result, the historical results of the Italian B2C businesses have been excluded from both continuing operations and segment results for all periods presented. Unless otherwise indicated, amounts and activity throughout these Consolidated Financial Statements are presented on a continuing operations basis. Refer to Note 3 - *Business Acquisitions and Divestitures* for further details.

Principles of Consolidation

The consolidated financial statements include the accounts of the Parent, our majority-owned or controlled subsidiaries, and any variable interest entities in which we are the primary beneficiary. Intercompany accounts and transactions have been eliminated in consolidation. Earnings or losses attributable to non-controlling interests in a subsidiary are included in net income (loss) in the consolidated statements of operations.

Investments in which we have the ability to exercise significant influence, but do not control, and with respect to which we are not the primary beneficiary, are accounted for using the equity method of accounting. Equity investments in which we have no ability to exercise significant influence that do not have a readily determinable fair value and do not have a Net Asset Value per share are measured at cost, less impairment, plus or minus changes resulting from observable price changes. Equity method investments and equity investments in which we have no ability to exercise significant influence are included within other non-current assets in the consolidated balance sheets.

Use of Estimates

The preparation of our consolidated financial statements requires us to make estimates, judgments, and assumptions which affect the reported amounts of assets, liabilities, equity, revenues and expenses, and related disclosure of contingent liabilities. On an ongoing basis we evaluate our estimates, judgments, and methodologies. We base our estimates on historical experience and on various other assumptions that we believe are reasonable, the results of which form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenues and expenses. Accordingly, actual results and outcomes could differ from those estimates.

New Accounting Standards - Recently Adopted

There has not been any recently adopted accounting guidance for the year ended December 31, 2022 with a significant effect on the consolidated financial statements.

New Accounting Standards - Not Yet Adopted

In March 2022, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2022-02, *Financial Instruments—Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures* (“ASU 2022-02”). The amendments eliminate the troubled debt restructuring (“TDR”) recognition and measurement accounting model, and instead entities will evaluate the terms of a restructured financing agreement to determine whether it represents a new loan or a continuation of an existing loan. Although the TDR accounting model was eliminated, the financial difficulty criteria was retained to determine whether a restructuring should be disclosed under an expanded set of requirements about a creditor’s loan modification programs. In addition, the amendments will require entities to disclose current period gross write-offs by year of origination, also known as “vintage”. The TDR changes and vintage disclosure requirement would apply to the Company’s customer financing receivables. ASU 2022-02 is effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years, with early adoption permitted. We will adopt ASU 2022-02 upon the effective date and expect to apply all amendments prospectively.

In October 2021, the FASB issued ASU No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* (“ASU 2021-08”). The amendments create an exception to the general recognition and measurement principal in ASC 805, *Business Combinations* to measure assets and liabilities acquired in a business combination at fair value. Instead, an acquirer in a business combination will be required to apply ASC 606 to recognize and measure contract assets and contract liabilities that result from contracts accounted for under ASC 606 on the acquisition date and will generally result in the acquirer recognizing amounts consistent with those recorded by the acquiree immediately before the acquisition date. ASU 2021-08 is effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years, with early adoption permitted. We will adopt ASU 2021-08 upon the effective date.

We do not currently expect that any other recently issued accounting guidance will have a significant effect on the consolidated financial statements.

Revenue

We account for a contract with a customer when: we have written approval; the parties are committed to perform their respective obligations; the rights of the parties, including payment terms, are identified; the contract has commercial substance; and collection of consideration is probable.

Performance obligations are identified at contract inception. A performance obligation is a promise in a contract with a customer to transfer products or services that are distinct. If we enter into two or more contracts at or near the same time, the contracts may be combined and accounted for as one contract, in which case we determine whether the services or products in the combined contract are distinct. A service or product that is promised to a customer is distinct if both of the following criteria are met: the customer can benefit from the service or product either on its own or together with other resources that are readily available to the customer; and our promise to transfer the service or product to the customer is separately identifiable from other promises in the contract.

Revenue is recognized when (or as) control of a promised service or product transfers to a customer, in an amount that reflects the consideration (which represents the transaction price) to which we expect to be entitled in exchange for transferring that service or product. If the consideration promised in a contract includes a variable amount, we estimate the amount to which we expect to be entitled using either the expected value or most likely amount method. Our contracts may include terms that could cause variability in the consideration, including, for example, rebates, volume discounts, service-level penalties, and performance bonuses or other forms of contingent revenue.

Our standard payment terms dictate that payment is due upon receipt of invoice, payable within 30 days. Invoices are generally issued as control transfers and/or as services are rendered. Additionally, in determining the transaction price, we adjust the promised amount of consideration for the effects of the time value of money if the payment terms are not standard and the timing of payments agreed to by the parties to the contract provide the customer or the Company with a significant benefit of financing, in which case the contract contains a significant financing component. Most arrangements that contain a significant financing component include explicit financing terms.

We may include subcontractor services or third-party vendor services or products in certain arrangements. In these arrangements, revenue from sales of third-party vendor services or products are recorded net of costs when we are acting as an agent between the customer and the vendor, and gross when we are the principal for the transaction. To determine whether we are an agent or principal, we consider whether we obtain control of the services or products before they are transferred to the customer. In making this evaluation, several factors are considered, most notably whether we have primary responsibility for fulfillment to the customer, as well as inventory risk and pricing discretion.

Additional information on revenue recognition is included in Note 4.- *Revenue Recognition*.

Arrangements with Multiple Performance Obligations

We often enter into contracts that consist of a combination of services and products based on the needs of our customers, which may include post-contract support for the software and a contract for post-warranty maintenance service for the hardware. These contracts consist of multiple services and products, whereby the hardware and software may be delivered in one period and the software support and hardware maintenance services are delivered over time.

To the extent that a service or product in an arrangement with multiple performance obligations is subject to other specific accounting guidance, that service or product is accounted for in accordance with such specific guidance.

For all other distinct services and products in these arrangements, the arrangement transaction price is allocated to each performance obligation on a relative standalone selling price basis or another method that depicts the amount of consideration to which we expect to be entitled in exchange for transferring the promised services or products. If the services and products are not distinct, we determine an appropriate measure of progress based on the nature of our overall promise for the single performance obligation.

To the extent we grant the customer the option to acquire additional services or products in one of these arrangements, we account for the option as a distinct performance obligation in the contract only if the option provides a material right to the customer that it would not receive without entering into the contract (i.e., a significant discount incremental to the range of discounts typically given for the service or product), in which case the customer in effect pays in advance for the option to purchase future services or products. We allocate a portion of the transaction price to the material right and recognize revenue when those future services or products are transferred or when the option expires.

Standalone Selling Price

We allocate the transaction price to each performance obligation on a relative standalone selling price (“SSP”) basis. The SSP is the price at which we would sell a promised service or product separately to a customer. In some instances, we are able to establish SSP based on the observable prices of services or products sold separately in comparable circumstances to a similar customer. We typically establish an SSP range for our services and products that are reassessed on a periodic basis or when facts and circumstances change.

In other instances, we may not be able to establish an SSP range based on observable prices, and we estimate the SSP by considering multiple factors including, but not limited to, overall market conditions, including geographic or regional specific factors, competitive positioning, competitor actions, internal costs, profit objectives, and pricing practices. Estimating SSP is a formal process that includes review and approval by management.

Contract Costs

Certain eligible, non-recurring costs incurred in the initial phases of service contracts are capitalized and amortized ratably over the expected period of benefit, which includes anticipated contract renewals or extensions. Recurring operating costs in these contracts are recognized as incurred.

Practical Expedients and Exemptions

We report revenue net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions.

We generally expense incremental costs of obtaining a contract (e.g., sales commissions) when incurred because the amortization period would have been one year or less. These costs are recorded within selling, general and administrative

expenses in our consolidated statements of operations. For certain of our long-term contracts, recoverable costs are capitalized and amortized on a straight-line basis over the expected customer relationship period.

We do not account for significant financing components if the period between when we transfer the promised service or product to the customer and when the customer pays for that service or product will be one year or less.

We do not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less, (ii) performance obligations for which we recognize variable revenue at the amount that we have the right to invoice for services performed, (iii) contracts for which variable consideration is accounted for in accordance with sales-based or usage-based royalty guidance, and (iv) wholly unperformed contracts.

Contract Assets and Liabilities

Contract assets and liabilities represent the difference in the timing of revenue recognition from invoicing or receipt of cash from our customers. Contract assets reflect revenue recognized in advance of invoicing our customer. Contract liabilities relate to payments received, based on the terms established in our contracts, in advance of revenue recognition.

Advertising

Advertising costs are expensed as incurred. Advertising expense was \$28 million, \$33 million, and \$25 million for the years ended December 31, 2022, 2021, and 2020, respectively.

Research and Development Costs

Research and development costs (“R&D”), which principally include employee compensation costs, are expensed as incurred.

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of highly liquid investments purchased with an original maturity of three months or less at the date of acquisition, such as bank deposits, money market funds, and interest bearing bank accounts with insignificant interest rate risk. The fair value of cash and cash equivalents approximates the carrying amount.

Restricted Cash and Cash Equivalents

We are required by gaming regulations to maintain sufficient reserves in restricted cash accounts to be used for the purpose of funding payments to WAP jackpot winners. These restricted cash balances are based primarily on the jackpot meters displayed to slot players, or for previously won jackpots, and vary by jurisdiction. Under our Italian Lotto contract, we deposit wagers, net of prizes paid and retailer commissions retained by the retailer at point of sale, into bank accounts, the use of which is restricted based on the contract with our customer. Restricted cash is also maintained for interactive digital player deposits, collections on factored and serviced receivables not yet paid through to the third-party owner, and for customer funds received in relation to the provision of our commercial services. These amounts are restricted based on the contracts with our customers or local regulations.

Allowance for Credit Losses

We maintain an allowance for credit losses on receivables resulting from the expected failure or inability of our customers to make required payments. The allowance is regularly reviewed by considering factors such as the creditworthiness of our customers, historical experience, aging of receivables, and current market and economic conditions, as well as management’s expectations of future conditions when appropriate. The allowance is deducted from the amortized cost basis of the receivable to present the net amount expected to be collected.

We estimate expected credit losses on receivables on a collective (pool) basis when similar risk characteristics exist. Trade and other receivables and customer financing receivables represent the initial pools which are segregated further by business segment, geography, internal risk rating, and aging. The risk of loss is assessed over the contractual life of the receivables and we adjust historical loss rates for current and future conditions based on qualitative considerations. The expected loss rate for each receivable pool is applied to the aggregate receivable balance to determine the allowance requirement. Receivables are written off against the allowance in the period they are determined to be uncollectible.

We determine delinquency based on the contractual payment terms. An account may be considered delinquent if there are unpaid balances remaining on the account the day after the contractual due date.

For amounts due from certain government customers in the Global Lottery business segment, we have not established an allowance as we have no expectation of loss based on a long history of no credit losses and the explicit guarantee of a sovereign entity.

Inventories

Inventories are stated at the lower of cost (applying the first in, first out method) and net realizable value. Allowances are made for defective, obsolete, or excess inventory.

Upfront License Fees

We periodically make long-term investments in contracts with customers and obtain licenses to supply products and services to our customers. As consideration, we pay license fees, which are classified as other non-current assets in the consolidated balance sheets. We recognize the amortization of the license fees as a reduction of service revenue over the estimated economic life of the license term. This method reflects the pattern in which economic benefits are expected to be realized. The recoverability of each payment is subject to significant estimates about future revenues related to the contracts' future cash flows. We evaluate these assets for impairment and update amortization rates on an agreement by agreement basis. The assets are reviewed for impairment whenever events or changes in circumstances indicate their carrying amount may not be recoverable. In periods in which payments are made to the customer, we classify the payment as a cash outflow from operating activities in the consolidated statements of cash flows.

Fair Value Measurements

We account for certain financial assets and liabilities at fair value. Financial assets and liabilities are categorized, based on the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to the use of observable inputs and the lowest priority to the use of unobservable inputs. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement. These levels are as follows:

- Level 1 - inputs are based upon unadjusted quoted prices for identical instruments in active markets
- Level 2 - inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the instruments
- Level 3 - inputs are unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability

Derivative Financial Instruments

We use derivative financial instruments for the management of foreign currency risks. We do not enter into derivatives for speculative purposes. Derivatives are recognized as either assets or liabilities in the consolidated balance sheet at fair value. All derivatives are recorded gross, except netting of foreign exchange contracts and counterparty netting of interest receivable and payable related to interest rate swaps, as applicable. The accounting for changes in the fair value of a derivative depends on the nature of the hedge and the hedge effectiveness. Derivative gains and losses are reported in the consolidated statements of cash flows consistent with the classification of the cash flows from the underlying hedged items.

For derivative instruments designated as cash flow hedges, gains and losses are recorded in other comprehensive income (loss) and are subsequently reclassified when the hedged item affects earnings. At that time, the amount is reclassified from other comprehensive income (loss) to the same income statement line as the earnings effect of the hedged item.

Derivative instruments not designated as hedges are recognized in the consolidated balance sheet at fair value with the changes in fair value recorded in foreign exchange loss (gain), net in the consolidated statements of operations.

Systems, Equipment and Other Assets Related to Contracts, Net and Property, Plant and Equipment, Net

We have two categories of fixed assets: systems, equipment and other assets related to contracts (“Systems & Equipment”) and property, plant and equipment (“PPE”).

Systems & Equipment are assets that primarily support our operating contracts, FMCs, and WAP systems (collectively, the “Contracts”) and are principally composed of lottery and gaming assets, including those that are accounted for as operating leases with our customers. PPE are assets we use internally, not associated with Contracts, primarily related to production and assembly, selling, general and administration, and R&D.

Systems & Equipment and PPE are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any. Costs incurred for Systems & Equipment and PPE not yet placed into service are classified as construction in progress and are not depreciated until placed in service. Depreciation is recognized on a straight-line basis over the estimated useful lives of the assets. Repair and maintenance costs are expensed as incurred, whereas major improvements that increase asset values and extend useful lives are capitalized.

Systems & Equipment and PPE are tested for impairment whenever events or changes in circumstances indicate the carrying amount of those assets may not be recoverable. An impairment loss is recognized only if the carrying amount is not recoverable and exceeds its fair value. The carrying amount is not recoverable if it exceeds the sum of the undiscounted forecasted cash flows resulting from the use and eventual disposition of such asset. An impairment loss is measured as the amount by which the carrying amount exceeds its fair value.

Leases

We determine whether a contract is or contains a lease at inception. As a lessee, we recognize right-of-use (“ROU”) assets and lease liabilities on the lease commencement date based on the present value of lease payments over the lease term. ROU assets also include any upfront lease payments or initial direct costs and are adjusted for lease incentives received.

We consider renewal and termination options, including whether they are reasonably certain to be exercised, in determining the lease term and establishing the ROU assets and lease liabilities. ROU assets and lease liabilities are calculated using our incremental borrowing rate, which is based on the lease currency and length of the lease, unless the implicit rate is determinable.

Most of our lease contracts contain both lease and non-lease components. As a lessee, we combine lease and non-lease components into a single lease component for all classes of underlying assets except certain communication equipment. For certain communication equipment, we allocate the consideration between lease and non-lease components based on relative standalone price. Lease expense is recognized on a straight-line basis over the lease term.

Variable lease payments are generally expensed as incurred except for certain rent payments that depend on an index, which are included in lease payments using the index rate in effect as of the lease commencement date.

Short-term leases, which are leases with an initial term of 12 months or less with no purchase options that are reasonably certain of exercise, are not recognized on the balance sheet. The rental payments are recognized as lease expense on a straight-line basis over the lease term.

Certain of our long term lottery and commercial gaming service arrangements include leases for equipment installed at customer locations. As the lessor, we combine lease and non-lease components for all classes of underlying assets in arrangements that involve operating leases. The single combined component is accounted for under ASC 842, *Leases*, or ASC 606, *Revenue from Contracts with Customers* (“ASC 606”), depending on which component is the predominant component in the arrangement. If a component cannot be combined, the consideration is allocated between the lease component and the non-lease component based on relative standalone selling price.

Goodwill

The assets and liabilities of acquired businesses are recorded under the acquisition method of accounting at their estimated fair values at the date of acquisition. Goodwill represents costs in excess of fair values assigned to the underlying identifiable net assets of acquired businesses, and is stated at cost less accumulated impairment losses.

Goodwill has been allocated to and is tested for impairment at the reporting unit level, which is the same level as our operating segments. We evaluate our reporting units annually and if necessary, reassign goodwill using a relative fair value approach. As of December 31, 2022 we have identified three reporting units: Global Lottery, Global Gaming, and PlayDigital.

Goodwill is tested for impairment annually, in the fourth quarter, or whenever events or changes in circumstances indicate the carrying amount may not be recoverable. The goodwill impairment test compares the fair value of a reporting unit with its carrying amount and an impairment loss is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value. In performing the goodwill impairment test, we estimate the fair value of the reporting units using an income approach based on projected discounted cash flows. We have the option to first assess various qualitative factors (commonly referred to as "Step 0") to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount and whether a quantitative analysis is necessary. If the Company does not elect to perform Step 0, it can voluntarily proceed directly to Step 1. In Step 1, the Company performs a quantitative analysis to compare the fair value of its reporting unit to its carrying value including goodwill. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is not considered impaired, and the Company is not required to perform further testing. If the carrying value of a reporting unit exceeds its fair value, then the Company would record an impairment loss equal to the difference.

Capitalized Software Development Costs

Costs incurred in the development of our externally-sold software products are expensed as incurred, except certain software development costs eligible for capitalization. Software development costs incurred subsequent to establishing technological feasibility and through the general release of the software products are capitalized. Capitalized costs are amortized over the products' estimated useful life to cost of product sales in the consolidated statements of operations.

Costs incurred during the application development phase of software for services provided to customers are capitalized as internal-use software and amortized over the useful life to cost of services in the consolidated statements of operations. Costs incurred during the application development of software for internal use, and not for use in services provided to customers, are capitalized and amortized over the useful life to selling, general and administrative expenses in the consolidated statements of operations.

Intangible Assets

Intangible assets, which include indefinite-lived and definite-lived intangible assets, are stated at cost, less accumulated amortization and accumulated impairment losses.

Indefinite-lived intangible assets are composed of trademarks for which there is no foreseeable limit of the period over which they are expected to generate net cash inflows. Definite-lived intangible assets, which are primarily composed of customer relationships and computer software and game library, are capitalized and amortized on a straight-line basis over their estimated useful lives. Estimated useful lives are determined considering the period the assets are expected to contribute to future cash flows. Amortization of intangibles is included in cost of services, cost of product sales or selling, general and administrative expenses in the consolidated statement of operations depending on the use and nature of the asset.

Indefinite-lived intangible assets, other than goodwill, are tested for impairment annually, in the fourth quarter, or whenever events or changes in circumstances indicate the carrying amount may not be recoverable. We first perform a qualitative assessment to determine whether it is more likely than not that the fair value of indefinite-lived intangible assets are less than their carrying amount and whether the quantitative analysis is necessary. The quantitative analysis compares the fair value of indefinite-lived intangible assets to their carrying amount and an impairment loss is recognized when the carrying amount exceeds the fair value.

Income Taxes

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the tax basis of assets and liabilities and their reported amounts using the enacted tax rates in effect for the year in which the differences are expected to reverse. Tax credits are generally recognized as reductions of income tax provisions in the year in which the credits arise. The measurement of deferred tax assets is reduced by a valuation allowance if, based upon available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The effect of a change in income tax rates is recognized as income or expense in the period that includes the enacted or substantively enacted date.

Accounting for uncertainty in income taxes recognized in the consolidated financial statements is in accordance with accounting authoritative guidance, which prescribes a two-step process to determine the amount of tax benefit to be recognized. First, the tax position must be evaluated to determine the likelihood that it will be sustained upon external examination. If the tax position is deemed “more likely than not” to be sustained, the tax position is then assessed to determine the amount of the benefit to recognize in the consolidated financial statements. The amount of the benefit that may be recognized is the largest amount that has a greater than 50 percent likelihood of being realized upon ultimate settlement.

We recognize interest and penalties related to unrecognized tax benefits in provision for income taxes in the consolidated statement of operations. Accrued interest and penalties are included within other non-current liabilities in the consolidated balance sheets.

We use the period cost method for global intangible low-taxed income (“GILTI”) provisions and therefore have not recorded deferred taxes for basis differences expected to reverse in future periods.

A provision for foreign withholding taxes has not been recorded on undistributed profits of the company’s subsidiaries that are determined to be indefinitely reinvested. If management intentions change in the future, there may be a significant impact on the provision for income taxes in the period the change occurs.

WAP Jackpot Accounting

We incur costs to fund jackpots and accrue jackpot liabilities with every wager on devices connected to a WAP system. Jackpot liabilities are estimated based on the size of the jackpot, the number of WAP units in service, variations and volume of play, and interest rate movements. Jackpots are generally payable to winners immediately, in the case of instant wins, or in equal annual installments over 19 to 25 years. Winners may elect to receive a lump sum payment for the present value of the jackpot discounted at applicable interest rates in lieu of periodic annual installments.

Jackpot liabilities are composed of payments due to previous winners, and amounts due to future winners of jackpots not yet won. Liabilities due to previous winners for periodic payments are carried at the accreted cost of a qualifying U.S. government or agency annuity investment for those in which purchases were made at the time of the jackpot win. All other periodic liabilities are discounted and accreted using the risk-free rate at the time of the jackpot win.

Liabilities due to future winners are recorded at the present value of the estimated amount of jackpots not yet won. We estimate the present value of these liabilities using current market rates, weighted with historical lump sum payout election ratios. Based on the most recent historical patterns, approximately 90% of winners will elect the lump sum payment option. The current portion of these liabilities are estimated based on historical experience with winner payment elections, in conjunction with the theoretical projected number of jackpots.

Process for Disclosure and Recording of Liabilities Related to Legal Proceedings

Many lawsuits and claims involve highly complex legal and related issues, including issues relating to causation, evidence, and alleged actual damages, all of which are otherwise subject to substantial uncertainties. Assessments of lawsuits and claims can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions. When making determinations about recording liabilities related to legal proceedings, the Company complies with the requirements of ASC 450, *Contingencies*, and related guidance, and records liabilities in those instances where it can reasonably estimate the amount of the loss and when the loss is probable. Where the reasonable estimate of the probable loss is a range, the Company records as an accrual in its financial statements the most likely estimate of the loss, or the low end of the range if there is no one best estimate. The Company either discloses the amount of a possible loss or range of loss in excess of established accruals if estimable, or states that such an estimate cannot be made. The Company discloses significant legal proceedings even where liability is not probable or the amount of the liability is not estimable, or both, if the Company believes there is at least a reasonable possibility that a loss may be incurred. All legal costs are expensed as incurred.

Because legal proceedings are subject to inherent uncertainties, and unfavorable rulings or developments could occur, there can be no certainty that the Company may not ultimately incur charges in excess of presently recorded liabilities. Many of the matters described are at preliminary stages or seek an indeterminate amount of damages. It is not uncommon for claims to be resolved over many years. A future adverse ruling, settlement, unfavorable development, or increase in accruals for one or more of these matters could result in future charges that could have a material adverse effect on the Company’s results of operations or cash flows in the period in which they are recorded. Based on experience and developments, the Company reexamines its estimates of probable liabilities and associated expenses and receivables each period, and whether it is able to estimate a liability previously determined to be not estimable and/or not probable. Where appropriate, the Company makes additions to or

adjustments of its estimated liabilities. As a result, the current estimates of the potential impact on the Company's consolidated financial position, results of operations, and cash flows for the legal proceedings and claims pending against the Company could change in the future.

Treasury Stock

We account for treasury stock acquisitions using the cost method. We account for the retirement of treasury stock by deducting its par value from common stock and reflecting any excess of cost over par value as a deduction from additional paid-in capital in the consolidated balance sheets.

Foreign Currency Translation and Foreign Currency Transactions

The financial statements of subsidiaries with functional currencies other than the U.S. dollar are translated into U.S. dollars, with the resulting translation adjustments recorded as a component of accumulated other comprehensive income ("AOCI") within shareholders' equity. Assets and liabilities are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expense items are translated using the average exchange rates during the period.

Subsidiaries with monetary assets and liabilities denominated in a currency other than the functional currency of the subsidiary are subject to remeasurement, the impact of which is recorded in foreign exchange (gain) loss, net in the consolidated statement of operations.

Stock-Based Compensation

Stock-based compensation represents the cost related to stock-based awards granted to directors and employees. Stock-based compensation cost is measured at the grant date or modification date, based on the estimated fair value of the award and recognized as expense, net of estimated forfeitures, over the vesting periods. For awards subject to cliff vesting, compensation cost is recognized by way of a straight-line method over the award's expected vesting period. For awards subject to graded vesting, compensation cost is recognized by way of an accelerated attribution method over the entire awards' expected vesting periods.

3. Business Acquisitions and Divestitures

Business Acquisitions

On July 1, 2022, the Company completed the acquisition of iSoftBet by purchasing 100% of the equity interests in certain entities of the iSoftBet group for cash consideration of €162 million (inclusive of €20 million deposited into an escrow account) and contingent consideration of up to €4 million. The Company funded the acquisition through a combination of cash on hand and utilization of its revolving credit facility. The acquisition of iSoftBet provides market-tested proprietary digital content, advanced game aggregation capabilities, scalable promotional tools, analytics, and creative talent to the PlayDigital segment. The financial results of iSoftBet have been included within our PlayDigital segment in our consolidated financial statements since the date of purchase.

The allocation of the purchase price to goodwill is subject to refinement during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions that existed at the acquisition date becomes available. Adjustments in the purchase price allocation may require a change in the amounts allocated to goodwill during the periods in which the adjustments are determined.

The major classes of assets and liabilities to which the Company has allocated the purchase price based on information as of the acquisition date and available at December 31, 2022 were as follows:

| (€ millions) | <i>Notes</i> | July 1, 2022 |
|---|--------------|--------------|
| Current assets | | 18 |
| Intangible assets | 14 | 59 |
| Non-current assets | | 3 |
| Total identifiable assets acquired | | 80 |
| Current liabilities | | (10) |
| Non-current liabilities | | (22) |
| Total liabilities assumed | | (31) |
| Net identifiable assets acquired | | 49 |
| Goodwill | 13 | 117 |
| Total purchase price | | 166 |

Divestitures

On September 14, 2022, the Company completed the sale of 100% of the share capital of Lis Holding S.p.A., a wholly owned subsidiary of IGT Lottery S.p.A. that conducted the Company’s Italian commercial services business, to PostePay S.p.A. – Patrimonio Destinato IMEL, for a purchase price of €700 million. The consideration received, net of €198 million cash and restricted cash transferred and €23 million of selling costs, was €479 million and resulted in a pre-tax gain on sale of \$278 million, (\$276 million net of tax) which is classified within Other non-operating (income) expense, net. The disposal group was a component of continuing operations within our Global Lottery segment through the closing date.

The funds received at closing were used to pay transaction expenses and fund the partial tenders of the 3.500% Senior Secured Euro Notes due July 2024 and 6.500% Senior Secured U.S. Dollar Notes due February 2025. Refer to Note 15 - *Debt* for further information.

The Company has continuing involvement with the business sold via a transition services agreement (“TSA”). As part of the TSA, the Company provides various telecommunications, information technology, and back-office services for which the Company receives compensation. These services generally expire after no more than four (4) years.

Discontinued Operations

On May 10, 2021, the Company completed the sale of its Italian B2C businesses, which were previously reported under the Global Gaming segment and met the criteria to be reported as a discontinued operation during the fourth quarter of 2020, for a cash purchase price of €950 million (€725 million of which was paid at closing, €100 million of which was paid on August 5, 2021, and the remaining €125 million of which was paid on July 13, 2022).

The funds received at closing were used to pay transaction expenses and partially fund the redemption of the 4.750% Senior Secured Euro Notes due February 2023 in full pursuant to the exercise of the make-whole call option. The consideration received, net of \$139 million of cash and restricted cash transferred, was \$1.0 billion and resulted in a pre-tax gain on sale of \$396 million (\$391 million net of tax).

Summarized financial information for discontinued operations is shown below (there are no discontinued operations during 2022):

| (\$ in millions) | For the year ended December 31, | |
|---|---------------------------------|------|
| | 2021 | 2020 |
| Total revenue | 74 | 429 |
| Operating income ⁽¹⁾ | 24 | 51 |
| Income from discontinued operations before provision for (benefit from) income taxes | 23 | 43 |
| (Benefit from) provision for income taxes on discontinued operations | (1) | 7 |
| Gain on sale of discontinued operations before provision for income taxes | 396 | — |
| Provision for income taxes on sale of discontinued operations | 5 | — |
| Gain on sale of discontinued operations, net of tax | 391 | — |
| Income from discontinued operations | 415 | 37 |
| Less: Net loss attributable to non-controlling interests from discontinued operations | (2) | (5) |
| Income from discontinued operations attributable to IGT PLC | 417 | 41 |

⁽¹⁾ There was no depreciation and amortization in 2021. Includes depreciation and amortization of \$95 million for the year ended 2020.

The Company has continuing involvement with the businesses via a TSA. As part of the TSA, the Company provides various telecommunications and information technology for which the Company receives compensation. These services generally expire after one year.

4. Revenue Recognition

Disaggregation of Revenue

The following tables summarize revenue disaggregated by business segment and the source of the revenue for the years ended December 31, 2022, 2021, and 2020:

| (\$ in millions) | For the year ended December 31, 2022 | | | |
|---|--------------------------------------|---------------|-------------|--------------|
| | Global Lottery | Global Gaming | PlayDigital | Total |
| Operating and facilities management contracts | 2,181 | — | — | 2,181 |
| Gaming terminal services | — | 483 | — | 483 |
| PlayDigital services | — | — | 209 | 209 |
| Systems, software, and other | 255 | 232 | — | 487 |
| Service revenue | 2,436 | 714 | 209 | 3,359 |
| Lottery products | 157 | — | — | 157 |
| Gaming terminals | — | 501 | — | 501 |
| Other | — | 208 | 1 | 209 |
| Product sales | 157 | 709 | 1 | 866 |
| Total revenue | 2,593 | 1,423 | 209 | 4,225 |

| (\$ in millions) | For the year ended December 31, 2021 | | | |
|---|--------------------------------------|---------------|-------------|--------------|
| | Global Lottery | Global Gaming | PlayDigital | Total |
| Operating and facilities management contracts | 2,363 | — | — | 2,363 |
| Gaming terminal services | — | 424 | — | 424 |
| PlayDigital services | — | — | 163 | 163 |
| Systems, software, and other | 327 | 206 | — | 534 |
| Service revenue | 2,690 | 630 | 163 | 3,483 |
| Lottery products | 123 | — | — | 123 |
| Gaming terminals | — | 339 | — | 339 |
| Other | — | 143 | 1 | 144 |
| Product sales | 123 | 482 | 1 | 606 |
| Total revenue | 2,812 | 1,112 | 165 | 4,089 |

| (\$ in millions) | For the year ended December 31, 2020 | | | |
|---|--------------------------------------|---------------|-------------|--------------|
| | Global Lottery | Global Gaming | PlayDigital | Total |
| Operating and facilities management contracts | 1,744 | — | — | 1,744 |
| Gaming terminal services | — | 298 | — | 298 |
| PlayDigital services | — | — | 114 | 114 |
| Systems, software, and other | 299 | 186 | — | 484 |
| Service revenue | 2,043 | 483 | 114 | 2,640 |
| Lottery products | 121 | — | — | 121 |
| Gaming terminals | — | 205 | — | 205 |
| Other | — | 148 | 1 | 149 |
| Product sales | 121 | 354 | 1 | 476 |
| Total revenue | 2,164 | 837 | 115 | 3,115 |

Sources of Revenue

Service Revenue

Service revenue is derived from the following sources:

- Operating and facilities management contracts;
- Gaming terminal services;
- PlayDigital services; and
- Systems, software, and other

Operating and facilities management contracts – Global Lottery

Our revenue from operating contracts is derived primarily from long-term exclusive operating licenses in Italy. Under operating contracts, we manage all the activities along the lottery value chain including collecting wagers, paying out prizes, managing all accounting and other back-office functions, running advertising and promotions, operating data transmission networks and processing centers, training staff, providing retailers with assistance, and supplying materials for the game. In most cases, the arrangement is accounted for as a single performance obligation composed of a series of distinct services that are substantially the same and have the same pattern of transfer (i.e., distinct days of service).

Under operating contracts, we typically satisfy the performance obligation and recognize revenue over time because the customer simultaneously receives and consumes the benefits provided as we perform the services. The amount of consideration

to which we are typically entitled is variable based on a percentage of sales. Revenue is typically recognized in the amount that we have the right to invoice the customer as this corresponds directly with the value to the customer of our performance completed to date. In arrangements where we are performing services on behalf of the government and the government is considered our customer, revenue is recognized net of prize payments, taxes, retailer commissions, and remittances to state authorities. Under operating contracts, we are generally required to pay an upfront license fee. Refer to the Upfront License Fees policy above for further details.

Our revenue from FMCs is generated by assembling, installing, and operating the online lottery system and related point-of-sale equipment. Under a typical FMC, we maintain ownership of the technology and are responsible for capital investments throughout the duration of the contract. FMCs typically include a wide range of support services that are provided throughout the contract and are part of the integrated solution that the customer has contracted to obtain. In most cases, the arrangement is accounted for as a single performance obligation composed of a series of distinct services that are substantially the same and that have the same pattern of transfer. Under FMCs, we typically satisfy the performance obligation and recognize revenue over time because the customer simultaneously receives and consumes the benefits provided as we perform the services. The amount of transaction price to which we are entitled is typically variable based on a percentage of sales, although under certain of its agreements, the Company receives fees based on a fixed fee arrangement. Revenue is typically recognized in the amount that we have the right to invoice the customer, as this corresponds directly with the value to the customer of our completed performance.

Gaming terminal services – Global Gaming

Our revenue from gaming terminal services is generated by providing customers with proprietary land-based gaming systems and equipment under a variety of recurring revenue or lease arrangements, including a percentage of amounts wagered, a percentage of net win, or a fixed daily/monthly fee.

Included in gaming terminal services are wide area progressive (“WAP”) systems. WAP systems consist of linked slot machines located in multiple casino properties, connected to a central computer system. WAP systems include a Company-sponsored progressive jackpot that increases with every wager until a player wins the top award combination. Casinos with WAP machines pay a percentage of amounts wagered for services related to the design, assembly, installation, operation, maintenance, and marketing of the WAP systems, as well as funding and administration of Company-sponsored progressive jackpots. A portion of the total fee collected is allocated to the WAP jackpot. Since the jackpot is a payment to the customer, the portion allocated to the jackpot is classified as a reduction of revenue.

In some arrangements, there is a single performance obligation composed of a series of distinct services that are substantially the same and that have the same pattern of transfer (i.e., distinct days of service). The amount of transaction price to which we are entitled typically is variable based on a percentage of wagers. This results in revenue recognition that corresponds with the value to the customer for the services transferred in the amount that we have the right to invoice. In other arrangements where the end customer is the player, we record revenue net of prize payouts once the wagering outcome has been determined.

PlayDigital services – PlayDigital

We generate revenue from our iGaming solutions by providing gaming operators a license to offer IGT remote game server games on the operator websites and mobile applications. We typically offer customers a usage-based license under which we receive a fee based on the net gaming revenue derived by the operator attributable to the IGT remote game server games. Revenue is typically recognized when the usage occurs.

We provide sports betting technology and services to commercial and tribal operators and lotteries in regulated markets, primarily in the U.S. In the service contracts to our U.S. licensed sportsbook operators, we host a sports betting platform and a variety of services including installation, configuration and integration services. For customers who want to have an outsourcing model, we also offer trading services with the inclusion of odds setting and risk management. Under these contracts, we generally record a percentage of net sports revenue over the contractual term.

Systems, software, and other – Global Lottery

Our lottery contracts generally include other services, including telephone support, software maintenance, hardware maintenance, and the right to receive unspecified upgrades or enhancements on a when-and-if-available basis, and other professional services including software development. Fees earned for other services are generally recognized as service revenue in the period the service is performed (i.e., over the support period).

We also develop technology to enable lotteries to offer commercial services over their existing lottery infrastructure or over standalone networks separate from the lottery. Leveraging our distribution network and secure transaction processing, we offer high-volume processing of commercial transactions including prepaid cellular telephone recharges, bill payments, e-vouchers and retail-based programs, electronic tax payments, stamp duty services, prepaid card recharges, and money transfers. These services are primarily offered outside of North America. In most cases, these arrangements are considered to be short in duration. The amount of transaction price that we are typically entitled to is variable based on the number of transactions processed. Revenue is typically recognized in the amount that we have the right to invoice the customer as this corresponds directly with the value to the customer of our completed performance.

Systems, software, and other – Global Gaming

Our gaming contracts generally include other services, including telephone support, software maintenance, content licensing, royalty fees, hardware maintenance, and the right to receive unspecified updates or enhancements on a when-and-if-available basis, and other professional services. We also generate revenue from other services, including video central system monitoring, system support, and sales or usage-based licensing of intellectual property. Fees earned for other services are generally recognized as service revenue in the period the service is performed (i.e., over the support period).

Product Sales

Product sales are derived from the following sources:

- Lottery products;
- Gaming terminals; and
- Other

Lottery products – Global Lottery

Lottery products revenue primarily includes the sale of lottery equipment, lottery systems and printed products.

Our revenue from the sale or sales-type lease of lottery systems and equipment typically includes multiple performance obligations, where we assemble, sell, deliver, and install a turnkey system (inclusive of point-of-sale terminals, if applicable) or deliver equipment and license the computer software for a fixed price, and the customer subsequently operates the system or equipment. Our credit terms are predominantly short-term in nature. We also grant extended payment terms under contracts where the sale is typically secured by the related equipment sold. Revenue from the sale of lottery systems and equipment is recognized based upon the contractual terms of each arrangement. These arrangements generally include customer acceptance provisions and general rights to terminate the contract if we are in breach of the contract or at the convenience of the customer. In some arrangements, the performance obligation is satisfied over time if the customer controls the asset as it is created (i.e., when the asset is built at the customer site) or if our performance does not create an asset with an alternative use and we have an enforceable right to payment plus a reasonable profit for performance completed to date. If revenue is not recognized over time, it is generally recognized upon transfer of physical possession of the goods or the satisfaction of customer acceptance provisions. If the transaction includes multiple performance obligations, it is accounted for under arrangements with multiple performance obligations, discussed below.

Our other lottery product sales are primarily derived from the production and sales of instant ticket games under multi-year contracts. In these arrangements, the performance obligation is generally satisfied at a point in time (i.e., upon transfer of control of the game tickets to the customer) based on the contractual terms of each arrangement.

Gaming terminals – Global Gaming

Our revenue from the sale or sales-type lease of gaming terminals includes embedded game content, machine related equipment, licensing and royalty fees, and component parts. Our credit terms are predominantly short-term in nature. We also grant extended payment terms under contracts where the sale is typically secured by the related equipment sold. Revenue from the sale of gaming machines is recognized based upon the contractual terms of each arrangement, but predominantly upon transfer of physical possession of the goods or the lapse of customer acceptance provisions. If the sale of gaming machines includes multiple performance obligations, these arrangements are accounted for under arrangements with multiple performance obligations, discussed below.

Other – Global Gaming

Other gaming product revenue is primarily comprised of gaming system sales, content licensing, perpetual or long-term software licenses, non-machine related equipment and component parts (including game themes and electronic conversion kits). Our revenue from the sale of gaming systems typically includes multiple performance obligations, where we sell, deliver, and install a turnkey system or deliver equipment and license the computer software for a fixed price, and the customer subsequently operates the system. These arrangements generally include customer acceptance provisions and general rights to terminate the contract if we are in breach of the contract. Such arrangements include hardware, software, and professional services. In these arrangements, the performance obligation is generally satisfied upon transfer of physical possession of the goods or the satisfaction of customer acceptance provisions.

Other – PlayDigital

Other PlayDigital product revenue is primarily comprised of perpetual software licenses, the sale of equipment, and component parts.

Contract Balances

Information about contract assets and contract liabilities is as follows:

| (\$ in millions) | December 31, 2022 | December 31, 2021 | Balance Sheet Classification |
|------------------------------|----------------------|----------------------|-------------------------------|
| Contract assets: | | | |
| Current | 69 | 49 | Other current assets |
| Non-current | 81 | 69 | Other non-current assets |
| | <u>150</u> | <u>118</u> | |
| Contract liabilities: | | | |
| Current | (91) | (104) | Other current liabilities |
| Non-current | (49) | (47) | Other non-current liabilities |
| | <u>(139)</u> | <u>(151)</u> | |

The amount of revenue recognized during the years ended December 31, 2022, 2021, and 2020 that was included in the contract liabilities balance at the beginning of each period was \$98 million, \$107 million, and \$56 million, respectively.

Transaction Price Allocated to Remaining Performance Obligations

At December 31, 2022, the transaction price allocated to unsatisfied performance obligations for contracts expected to be greater than one year, or performance obligations for which we do not have a right to consideration from the customer in the amount that corresponds to the value to the customer for our performance completed to date, variable consideration which is not accounted for in accordance with the sales-based or usage-based royalties guidance, or contracts which are not wholly unperformed, is approximately \$972 million. Of this amount, we expect to recognize as revenue approximately 30% within the next 12 months, approximately 37% between 13 and 36 months, approximately 16% between 37 and 60 months, and the remaining balance through December 31, 2031.

5. Trade and Other Receivables, net

Trade and other receivables are recorded at amortized cost, net of allowance for credit losses, and represent a contractual right to receive money on demand or on fixed or determinable dates that are typically short-term with payment due within 90 days or less.

| (\$ in millions) | December 31, | |
|------------------------------------|--------------|------|
| | 2022 | 2021 |
| Trade and other receivables, gross | 680 | 917 |
| Allowance for credit losses | (11) | (15) |
| Trade and other receivables, net | 670 | 903 |

The following table presents the activity in the allowance for credit losses:

| (\$ in millions) | December 31, | | |
|--------------------------------------|--------------|------|------|
| | 2022 | 2021 | 2020 |
| Balance at beginning of year | (15) | (16) | (22) |
| (Provisions) recoveries, net | — | (2) | (6) |
| Amounts written off as uncollectible | 3 | 2 | 10 |
| Other ⁽¹⁾ | — | — | 3 |
| Balance at end of year | (11) | (15) | (16) |

⁽¹⁾ Includes the effect of the adoption of ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* and subsequent amendments (“ASC 326”) in 2020.

We enter into various factoring agreements with third-party financial institutions to sell certain of our trade receivables. We factored trade receivables of \$266 million and \$325 million (gross receivables of \$1.4 billion and \$1.1 billion) during the years ended December 31, 2022 and 2021, respectively, under these factoring arrangements, which reduced trade receivables. The cash received from these arrangements is reflected as net cash provided by operating activities in the consolidated statements of cash flows. In certain of these factoring arrangements, for ease of administration, we will collect customer payments related to the factored trade receivables, which we then remit to the financial institutions. At December 31, 2022 and 2021, we had \$126 million and \$57 million, respectively, that was collected on behalf of the financial institutions and recorded as other current liabilities in the consolidated balance sheets. The net cash flows relating to these collections are reported in financing activities in the consolidated statements of cash flows.

6. Inventories, net

| (\$ in millions) | December 31, | |
|----------------------|--------------|------|
| | 2022 | 2021 |
| Raw materials | 165 | 107 |
| Work in progress | 24 | 25 |
| Finished goods | 87 | 78 |
| Inventories, gross | 276 | 211 |
| Obsolescence reserve | (22) | (28) |
| Inventories, net | 254 | 183 |

The following table presents the activity in the obsolescence reserve:

| (\$ in millions) | December 31, | | |
|------------------------------|--------------|------|------|
| | 2022 | 2021 | 2020 |
| Balance at beginning of year | (28) | (43) | (34) |
| Provisions, net | (2) | (1) | (34) |
| Amounts written off | 7 | 11 | 24 |
| Other | 1 | 4 | 1 |
| Balance at end of year | (22) | (28) | (43) |

7. Other Assets

Other Current Assets

| (\$ in millions) | Notes | December 31, | |
|-------------------------------------|-------|--------------|------------|
| | | 2022 | 2021 |
| Customer financing receivables, net | | 143 | 170 |
| Income taxes receivable | | 98 | 64 |
| Contract assets | 4 | 69 | 49 |
| Prepaid expenses | | 44 | 54 |
| Other tax receivables | | 28 | 17 |
| Value-added tax receivable | | 25 | 28 |
| Deferred costs | | 23 | 28 |
| Other receivables | | 5 | 158 |
| Other | | 32 | 25 |
| | | <u>467</u> | <u>593</u> |

Other Non-Current Assets

| (\$ in millions) | Notes | December 31, | |
|-------------------------------------|-------|--------------|--------------|
| | | 2022 | 2021 |
| Upfront license fees, net: | | | |
| Italian Scratch & Win | | 545 | 680 |
| Italian Lotto | | 266 | 380 |
| New Jersey | | 57 | 66 |
| Rhode Island | | 27 | — |
| Indiana | | 8 | 9 |
| | | <u>903</u> | <u>1,134</u> |
| Contract assets | 4 | 81 | 69 |
| Customer financing receivables, net | | 76 | 92 |
| Deferred income taxes | 18 | 38 | 39 |
| Finance lease right-of-use assets | 11 | 23 | 29 |
| Other | | 52 | 66 |
| | | <u>1,174</u> | <u>1,429</u> |

Upfront License Fees

The upfront license fees are being amortized on a straight-line basis as follows:

| Upfront License Fee | License Term | Amortization Start Date |
|-----------------------|--------------------|-------------------------|
| Rhode Island | 20 years, 6 months | January 2023 |
| Italian Scratch & Win | 9 years | October 2019 |
| Italian Lotto | 9 years | December 2016 |
| New Jersey | 15 years, 9 months | October 2013 |
| Indiana | 15 years | July 2013 |

Customer Financing Receivables

Customers' payment terms for customer financing receivables are confirmed with a written financing contract, lease contract, or promissory note and a security agreement is typically signed by the parties granting the Company a security interest in the related products sold or leased. Customer financing interest income is recognized based on market rates prevailing at issuance.

Customer financing receivables are recorded at amortized cost, net of any allowance for credit losses, and are classified in the consolidated balance sheets as follows:

| (\$ in millions) | December 31, 2022 | | |
|---------------------------------------|-------------------|--------------------|-------|
| | Current Assets | Non-Current Assets | Total |
| Customer financing receivables, gross | 184 | 87 | 271 |
| Allowance for credit losses | (42) | (11) | (52) |
| Customer financing receivables, net | 143 | 76 | 219 |

| (\$ in millions) | December 31, 2021 | | |
|---------------------------------------|-------------------|--------------------|-------|
| | Current Assets | Non-Current Assets | Total |
| Customer financing receivables, gross | 220 | 111 | 332 |
| Allowance for credit losses | (51) | (20) | (71) |
| Customer financing receivables, net | 170 | 92 | 261 |

The following table presents the activity in the allowance for credit losses:

| (\$ in millions) | December 31, | | |
|--------------------------------------|--------------|------|------|
| | 2022 | 2021 | 2020 |
| Balance at beginning of year | (71) | (50) | (32) |
| Provisions, net | 8 | (29) | (37) |
| Amounts written off as uncollectible | 10 | 8 | 24 |
| Other ⁽¹⁾ | — | — | (5) |
| Balance at end of year | (52) | (71) | (50) |

⁽¹⁾ Includes the effect of the adoption of ASC 326 in 2020.

The Company's customer financing receivable portfolio is composed of customers primarily within the Global Gaming business segment. We internally assess the credit quality of customer financing receivables using a number of factors, including, but not limited to, credit scores obtained from external providers, trade references, bank references, and historical experience. Risk profiles differ based on customer location and are pooled as North America, Latin America and the Caribbean ("LAC"), and Europe, Middle East and Africa and Asia Pacific ("EMEA & APAC").

The customer financing receivables at amortized cost by year of origination and the geography credit quality indicator at December 31, 2022 are as follows:

| (\$ in millions) | Year of Origination | | | | | |
|------------------|---------------------|------|------|------|-------|-------|
| | 2022 | 2021 | 2020 | 2019 | Prior | Total |
| North America | 39 | 10 | 12 | 5 | — | 66 |
| EMEA & APAC | 35 | 18 | 7 | 9 | 2 | 72 |
| LAC | 28 | 16 | 6 | 61 | 22 | 133 |
| | 102 | 44 | 26 | 75 | 24 | 271 |

The past due balance, which represents installments that are one day or more past their contractual due date, of customer financing receivables at amortized cost and the geography credit quality indicator at December 31, 2022 is as follows:

| (\$ in millions) | North America | LAC | EMEA & APAC | Total |
|--------------------------------|---------------|-----|-------------|-------|
| Past due | 2 | 45 | 15 | 62 |
| Short-term portion not yet due | 38 | 54 | 30 | 123 |
| Long-term portion not yet due | 26 | 33 | 27 | 87 |
| | 66 | 133 | 72 | 271 |

8. Fair Value Measurements

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

As of December 31, 2022, the carrying amounts of financial assets and liabilities measured at fair value included derivative assets, equity investments, derivative liabilities, and contingent consideration of \$1 million, \$6 million, \$3 million, and \$4 million, respectively. As of December 31, 2021, there were derivative assets, equity investments, and derivative liabilities of \$3 million, \$6 million, and \$2 million, respectively.

Financial Assets and Liabilities Not Carried at Fair Value

The carrying amounts and fair value hierarchy classification of our significant financial assets and liabilities not carried at fair value as of December 31, 2022 and 2021 are as follows:

| (\$ in millions) | December 31, 2022 | | | | Total Fair Value |
|-------------------------------------|-------------------|---------|---------|---------|------------------|
| | Carrying Amount | Level 1 | Level 2 | Level 3 | |
| Assets: | | | | | |
| Customer financing receivables, net | 219 | — | — | 211 | 211 |
| Equity investments | 9 | — | — | 9 | 9 |
| Liabilities: | | | | | |
| Jackpot liabilities | 170 | — | — | 135 | 135 |
| Debt ⁽¹⁾ | 5,750 | — | 5,576 | — | 5,576 |

| (\$ in millions) | December 31, 2021 | | | | Total Fair Value |
|-------------------------------------|-------------------|---------|---------|---------|------------------|
| | Carrying Amount | Level 1 | Level 2 | Level 3 | |
| Assets: | | | | | |
| Customer financing receivables, net | 261 | — | — | 245 | 245 |
| Equity investments | 11 | — | — | 11 | 11 |
| Liabilities: | | | | | |
| Jackpot liabilities | 196 | — | — | 184 | 184 |
| Debt ⁽¹⁾ | 6,477 | — | 6,792 | — | 6,792 |

⁽¹⁾ Excludes short-term borrowings and swap adjustments.

Level 3 equity investments are measured at cost, less impairment, plus or minus changes resulting from observable price changes, which approximates fair value.

9. Derivative Financial Instruments

We use derivative hedging instruments, principally foreign currency forward contracts and interest rate swaps, for the purpose of managing currency risks and interest rate risk arising from our operations and sources of financing.

Cash Flow Hedges

The notional amount of foreign currency forward contracts, designated as cash flow hedges, outstanding at December 31, 2022 and 2021 were \$94 million and \$42 million, respectively. The amount recorded within other comprehensive income (loss) at December 31, 2022 is expected to impact the consolidated statement of operations in 2023.

Derivatives Not Designated as Hedging Instruments

The notional amount of foreign currency forward contracts, not designated as hedging instruments, outstanding at December 31, 2022 and 2021 was \$212 million and \$283 million, respectively.

Refer to Note 20 - *Shareholders' Equity - Accumulated Other Comprehensive Income* for further information.

10. Systems, Equipment and Other Assets Related to Contracts, net and Property, Plant and Equipment, net

Systems & Equipment and PPE, net consist of the following:

| (\$ in millions) | Systems & Equipment, net | | PPE, net | |
|--------------------------|--------------------------|---------|--------------|-------|
| | December 31, | | December 31, | |
| | 2022 | 2021 | 2022 | 2021 |
| Land | — | — | 1 | 1 |
| Buildings | — | — | 60 | 58 |
| Terminals and systems | 2,720 | 2,479 | — | — |
| Furniture and equipment | 127 | 138 | 315 | 255 |
| Construction in progress | 97 | 75 | 21 | 10 |
| | 2,944 | 2,691 | 398 | 324 |
| Accumulated depreciation | (2,045) | (1,754) | (281) | (205) |
| | 899 | 937 | 118 | 119 |

The estimated useful lives of assets are as follows:

| Asset | Estimated life in years |
|---------------------------------|----------------------------------|
| Systems & Equipment | |
| Terminals and systems - lottery | Generally do not exceed 10 years |
| Terminals and systems - gaming | 3-5 |
| Furniture and equipment | Generally do not exceed 10 years |
| PPE | |
| Buildings | 40 |
| Furniture and equipment | 5-10 |

Leasehold improvements are amortized over the shorter of the corresponding lease term or estimated useful life.

11. Leases

Lessee

We have operating and finance leases for real estate (warehouses, office space, data centers), vehicles, communication equipment, and other equipment. Many of our real estate leases include one or more options to renew, while some include termination options. Certain vehicle and equipment leases include residual value guarantees and options to purchase the leased asset. Many of our real estate leases include variable payments for maintenance, real estate taxes, and insurance that are determined based on the actual costs incurred by the landlord.

The classification of our operating and finance leases in the consolidated balance sheets is as follows:

| (\$ in millions) | Balance Sheet Classification | December 31, | |
|--|-------------------------------------|--------------|------------|
| | | 2022 | 2021 |
| Assets: | | | |
| Operating ROU asset | Operating lease right-of-use assets | 254 | 283 |
| Finance ROU asset, net ⁽¹⁾ | Other non-current assets | 23 | 29 |
| Total lease assets | | <u>277</u> | <u>312</u> |
| Liabilities: | | | |
| Operating lease liability, current | Other current liabilities | 37 | 39 |
| Finance lease liability, current | Other current liabilities | 8 | 10 |
| Operating lease liability, non-current | Operating lease liabilities | 239 | 269 |
| Finance lease liability, non-current | Other non-current liabilities | 22 | 27 |
| Total lease liabilities | | <u>307</u> | <u>344</u> |

⁽¹⁾ Finance ROU assets are recorded net of accumulated amortization of \$15 million and \$24 million at December 31, 2022 and 2021, respectively.

Weighted-average lease terms and discount rates are as follows:

| | December 31, | | |
|---|--------------|--------|--------|
| | 2022 | 2021 | 2020 |
| Weighted-Average Remaining Lease Term (in years) | | | |
| Operating leases | 7.72 | 8.47 | 8.32 |
| Finance leases | 4.31 | 4.73 | 5.13 |
| Weighted-Average Discount Rate | | | |
| Operating leases | 6.88 % | 6.71 % | 7.01 % |
| Finance leases | 5.12 % | 4.98 % | 5.16 % |

Components of lease expense are as follows:

| (\$ in millions) | For the year ended December 31, | | |
|-------------------------------------|---------------------------------|------|------|
| | 2022 | 2021 | 2020 |
| Operating lease costs | 62 | 71 | 72 |
| Finance lease costs ⁽¹⁾ | 11 | 13 | 11 |
| Short-term lease costs | 13 | 1 | 1 |
| Variable lease costs ⁽²⁾ | 23 | 23 | 23 |

⁽¹⁾ Includes amortization of ROU assets of \$10 million, \$11 million, and \$9 million for the years ended December 31, 2022, 2021, and 2020, respectively and interest on lease liabilities of \$2 million, \$2 million, and \$2 million, for the years ended December 31, 2022, 2021, and 2020, respectively.

⁽²⁾ Includes immaterial amounts related to sublease income.

Maturities of operating and finance lease liabilities at December 31, 2022 are as follows (\$ in millions):

| Year | Operating Leases | Finance Leases | Total ⁽¹⁾ |
|------------------------------------|------------------|----------------|----------------------|
| 2023 | 55 | 10 | 64 |
| 2024 | 51 | 7 | 59 |
| 2025 | 47 | 6 | 54 |
| 2026 | 41 | 6 | 47 |
| 2027 | 36 | 3 | 39 |
| Thereafter | 133 | 1 | 135 |
| Total lease payments | 364 | 34 | 398 |
| Less: Imputed interest | (87) | (3) | (91) |
| Present value of lease liabilities | 277 | 30 | 307 |

⁽¹⁾ The maturities above exclude leases that have not yet commenced and such leases are not material in the aggregate.

Cash flow information and non-cash activity related to leases is as follows:

| (\$ in millions) | For the year ended December 31, | | |
|---|---------------------------------|------|------|
| | 2022 | 2021 | 2020 |
| Cash paid for amounts included in the measurement of lease liabilities: | | | |
| Operating cash flows from operating and finance leases | 60 | 67 | 68 |
| Finance cash flows from finance leases | 10 | 13 | 10 |
| Non-cash activity: | | | |
| ROU assets obtained in exchange for lease obligations (net of early terminations) | | | |
| Operating leases | 19 | 5 | 34 |
| Finance leases | 4 | 7 | 6 |

Lessor

We have various arrangements for lottery and gaming equipment under which we are the lessor.

Our lease arrangements typically have lease terms ranging from one month to 4 years. These leases generally meet the criteria for operating lease classification, as the lease payments are typically variable based on a percentage of sales, a percentage of amounts wagered, net win, or a daily fee per active gaming terminal. Our leases generally do not contain variable payments that are dependent on an index or rate (such as the Consumer Price Index or a market interest rate.) We provide lessees with the option to extend the lease, which is considered when evaluating lease classification. Lease income from operating leases is included within service revenue in the consolidated statements of operations. Operating lease income was approximately 6% of total revenue for each of the years ended December 31, 2022, 2021, and 2020.

Our sales-type lease arrangements typically have lease terms ranging from one year to 10 years. We provide lessees with the option to extend the lease, which is considered when evaluating lease classification. Lease income from sales-type leases is included within product sales in the consolidated statements of operations. Total sales-type lease income was approximately 1% of total revenue for each of the years ended December 31, 2022, 2021, and 2020. Sales-type lease receivables are included within customer financing receivables, net, which are a component of other current assets and other non-current assets within the consolidated balance sheets. Additional information on customer financing receivables is included in Note 7 – *Other Assets*.

12. Restructuring

During 2021 and 2020, we initiated the following restructuring plans as described below.

2021 Italian Workforce Redundancies

In connection with the sale of our Italian B2C businesses, management agreed to provide to the buyer information technology and back-office services for a period of one to three years via a TSA. As certain of these services were concluding, during the fourth quarter of 2021 management performed a detailed review of redundant roles and created a plan to eliminate certain redundancies as TSA services lapse, by commencing voluntary early retirement programs. We expect to incur approximately \$35 million in severance and related employee costs associated with these early retirement programs through December 31, 2023, as management and the identified employees reach a mutual understanding of the separation benefits. Cash payments associated with these programs are expected to be made through 2030. During the years ended December 31, 2022 and 2021 we incurred \$7 million and \$11 million, respectively, of severance and related employee costs under the plan. Since the plan's inception, we incurred severance and related employee costs primarily within our Global Lottery segment and Corporate Support function totaling \$18 million.

2020 Segment Reorganization

The 2020 segment reorganization plan was a global initiative that simplified our organizational structure and increased efficiency and effectiveness. During the years ended December 31, 2022 and 2021 we revised our cost estimates resulting in a reduction of expense of a nominal amount and \$1 million, respectively. During the year ended December 31, 2020 we incurred \$16 million of expense under the plan. Since the plan's inception, we incurred severance and related employee costs primarily within our Global Lottery and Global Gaming segments and Corporate Support function totaling \$15 million. This plan was substantially completed as of March 31, 2021.

2020 Global Supply Chain Optimization

The 2020 global supply chain optimization plan was an initiative that optimized our global supply chain and footprint resulting in a significant reduction to our primary manufacturing operations. During the years ended December 31, 2022 and 2021 we revised our cost estimates resulting in a reduction of expense of a nominal amount and \$1 million, respectively. During the year ended December 31, 2020 we incurred \$8 million of expense under the plan. Since the plan's inception, we incurred severance and related employee costs, and other costs of \$7 million, primarily within our Global Gaming segment. This plan was substantially completed as of March 31, 2021.

2020 Technology Organization Consolidation

The 2020 technology organization consolidation plan was an initiative that realigned and consolidated operations, reduced costs, and improved operational efficiencies within our Technology group. During the years ended December 31, 2022 and 2021 we revised our cost estimates resulting in a reduction of expense of a nominal amount and \$4 million, respectively. During the year ended December 31, 2020 we incurred \$17 million of expense under the plan. Since the plan's inception, we incurred severance and related employee costs of \$13 million, primarily within our Global Gaming segment. This plan was substantially completed as of December 31, 2021.

Rollforward of Restructuring Liability

The following table presents the activity in the restructuring liabilities for the above plans for the years ended December 31, 2022 and December 31, 2021:

| (\$ in millions) | Severance and Related Employee Costs | Other | Total |
|---|--|-------|-------|
| Balance at December 31, 2020 | 23 | 1 | 24 |
| 2021 Italian workforce redundancies plan expense, net | 11 | — | 11 |
| Cash paid for all plans | (17) | — | (17) |
| Reversals of expense and other | (5) | (1) | (6) |
| Balance at December 31, 2021 | 12 | 1 | 13 |
| 2021 Italian workforce redundancies plan expense, net | 7 | — | 7 |
| Cash paid for all plans | (4) | (1) | (4) |
| Reversals of expense and other | (2) | — | (2) |
| Balance at December 31, 2022 | 14 | — | 14 |

Restructuring Expense

The following table summarizes consolidated restructuring expense by segment and type of cost:

| (\$ in millions) | For the year ended December 31, 2022 | | |
|---------------------|--|-------|-------|
| | Severance and Related Employee Costs | Other | Total |
| Global Lottery | 6 | — | 6 |
| Global Gaming | (1) | — | (1) |
| PlayDigital | — | — | — |
| Corporate and Other | 1 | — | 1 |
| Total | 6 | — | 6 |

| (\$ in millions) | For the year ended December 31, 2021 | | |
|---------------------|--|-------|-------|
| | Severance and Related Employee Costs | Other | Total |
| Global Lottery | 8 | — | 8 |
| Global Gaming | (3) | (1) | (4) |
| PlayDigital | (1) | — | (1) |
| Corporate and Other | 2 | — | 2 |
| Total | 6 | (1) | 6 |

| (\$ in millions) | For the year ended December 31, 2020 | | |
|---------------------|--|-------|-------|
| | Severance and Related Employee Costs | Other | Total |
| Global Lottery | 5 | — | 5 |
| Global Gaming | 28 | 4 | 32 |
| PlayDigital | 2 | — | 2 |
| Corporate and Other | 6 | — | 6 |
| Total | 41 | 4 | 45 |

13. Goodwill

During the third quarter of 2021 we established a dedicated PlayDigital business segment, comprising our iGaming and sports betting activities that were previously included within our Global Gaming business segment. As a result, at September 1, 2021,

we allocated a portion of goodwill associated with our Global Gaming reporting unit to the PlayDigital reporting unit using a relative fair value approach. The goodwill allocated to the Global Gaming and PlayDigital reporting units was \$1.4 billion and \$265 million, respectively, and the estimated fair values were determined to exceed the carrying values of each reporting unit, which indicated no impairment existed. In addition, we completed an assessment for any potential goodwill impairment for the former Global Gaming reporting unit immediately prior to the reallocation and determined that no impairment existed.

In connection with the acquisition of iSoftBet, previously discussed in Note 3 - *Business Acquisitions and Divestitures*, the Company recognized \$121 million (€117 million) of goodwill in our PlayDigital reporting unit. The goodwill was primarily related to expected synergies from combining operations and the value of the existing workforce. The goodwill generated as a result of the acquisition of iSoftBet is nondeductible for income tax purposes.

In connection with the divestiture of our Italian commercial services business previously discussed in Note 3 - *Business Acquisitions and Divestitures*, goodwill in our Global Lottery reporting unit was reduced by \$250 million.

Changes in the carrying amount of goodwill consist of the following:

| (\$ in millions) | Global Lottery | Global Gaming | PlayDigital | Total |
|-------------------------------------|----------------|---------------|-------------|--------------|
| Balance at December 31, 2020 | 2,997 | 1,716 | — | 4,713 |
| Segment realignment ⁽¹⁾ | — | (265) | 265 | — |
| Foreign currency translation | (49) | (5) | (3) | (58) |
| Balance at December 31, 2021 | 2,948 | 1,446 | 261 | 4,656 |
| Acquisitions | — | — | 121 | 121 |
| Divestitures | (250) | — | — | (250) |
| Foreign currency translation | (36) | (2) | (6) | (44) |
| Balance at December 31, 2022 | <u>2,662</u> | <u>1,444</u> | <u>376</u> | <u>4,482</u> |

⁽¹⁾ From July 1, 2020 to August 31, 2021, we operated under only two business segments: Global Lottery and Global Gaming.

Total goodwill at December 31, 2022, 2021, and 2020 is net of \$1.3 billion of accumulated impairment losses.

Impairment

During the first quarter of 2020, we determined there was an interim goodwill impairment triggering event caused by COVID-19. As a result of the identified triggering event, we estimated the fair value of each of our former reporting units using an income approach based on projected discounted cash flows. Based principally on lower forecasted revenue and operating profits caused by lower demand for our commercial gaming products, we recorded a \$296 million non-cash impairment loss with no income tax benefit, of which \$193 million and \$103 million was recorded within our former International and North America Gaming reporting units, respectively, to reduce the carrying amount of the reporting units to fair value.

14. Intangible Assets, net

Intangible assets at December 31, 2022 and 2021 are summarized as follows:

| (\$ in millions) | Estimated Life (Years) | Weighted-Average Amortization Period (Years) | December 31, 2022 | | | December 31, 2021 | | |
|------------------------------------|------------------------|--|-----------------------|--------------------------|---------------------|-----------------------|--------------------------|---------------------|
| | | | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Amortized: | | | | | | | | |
| Customer relationships | 2-20 | 15.5 | 2,303 | 1,464 | 838 | 2,298 | 1,349 | 949 |
| Computer software and game library | 3-14 | 6.3 | 887 | 809 | 78 | 918 | 809 | 109 |
| Trademarks | 1-20 | 14.2 | 184 | 119 | 65 | 185 | 106 | 80 |
| Developed technologies | 2-15 | 6.1 | 283 | 222 | 61 | 233 | 216 | 17 |
| Licenses | 3-23 | 3.7 | 133 | 55 | 78 | 65 | 58 | 6 |
| Other | 2-17 | 7.9 | 40 | 31 | 9 | 35 | 28 | 7 |
| | | | <u>3,830</u> | <u>2,700</u> | <u>1,130</u> | <u>3,734</u> | <u>2,566</u> | <u>1,168</u> |
| Unamortized: | | | | | | | | |
| Trademarks | | | 245 | | 245 | 245 | — | 245 |
| | | | <u>4,075</u> | <u>2,700</u> | <u>1,375</u> | <u>3,979</u> | <u>2,566</u> | <u>1,413</u> |

Intangible asset amortization expense of \$182 million, \$190 million, and \$203 million (which includes computer software amortization expense of \$22 million, \$23 million, and \$26 million) was recorded in 2022, 2021, and 2020, respectively.

In connection with the July 2022 acquisition of iSoftBet, previously discussed in Note 3 - *Business Acquisitions and Divestitures*, the Company allocated \$58 million (€59 million) of the purchase price to the intangible assets acquired (primarily acquired developed technologies of €51 million and customer relationships of €8 million). The estimated useful life of the assets are 6 to 15 years with a weighted average amortization period of 9.2 years. In connection with the September 2022 sale of Lis Holding S.p.A., the Company recorded a €12 million reduction in net book value of intangible assets (principally patents and trademarks) related to the divestiture.

In December 2022, the Company entered into a \$75 million multi-year license agreement of intellectual property. Payments due under the agreement commence in 2023.

Amortization expense on intangible assets for the next five years is expected to be as follows (\$ in millions):

| Year | Amount |
|------|------------|
| 2023 | 199 |
| 2024 | 182 |
| 2025 | 158 |
| 2026 | 119 |
| 2027 | 112 |
| | <u>769</u> |

15. Debt

The Company's long-term debt obligations consist of the following:

| | December 31, 2022 | | |
|---|-------------------|----------------------------|--------------|
| (\$ in millions) | Principal | Debt issuance cost, net | Total |
| 3.500% Senior Secured Euro Notes due July 2024 | 320 | (1) | 319 |
| 6.500% Senior Secured U.S. Dollar Notes due February 2025 | 700 | (3) | 697 |
| 4.125% Senior Secured U.S. Dollar Notes due April 2026 | 750 | (5) | 745 |
| 3.500% Senior Secured Euro Notes due June 2026 | 800 | (4) | 796 |
| 6.250% Senior Secured U.S. Dollar Notes due January 2027 | 750 | (4) | 746 |
| 2.375% Senior Secured Euro Notes due April 2028 | 533 | (3) | 530 |
| 5.250% Senior Secured U.S. Dollar Notes due January 2029 | 750 | (5) | 745 |
| Senior Secured Notes | 4,603 | (26) | 4,578 |
| Euro Term Loan Facilities due January 2027 | 1,067 | (9) | 1,058 |
| U.S. Dollar Revolving Credit Facility A due July 2027 | 65 | (10) | 55 |
| Long-term debt, less current portion | 5,735 | (45) | 5,690 |
| 5.350% Senior Secured U.S. Dollar Notes due October 2023 | 61 | — | 61 |
| Current portion of long-term debt | 61 | — | 61 |
| Total debt | 5,795 | (45) | 5,750 |

| | December 31, 2021 | | |
|---|-------------------|----------------------------|--------------|
| (\$ in millions) | Principal | Debt issuance cost, net | Total |
| 5.350% Senior Secured U.S. Dollar Notes due October 2023 | 61 | — | 61 |
| 3.500% Senior Secured Euro Notes due July 2024 | 566 | (3) | 564 |
| 6.500% Senior Secured U.S. Dollar Notes due February 2025 | 1,100 | (7) | 1,093 |
| 4.125% Senior Secured U.S. Dollar Notes due April 2026 | 750 | (6) | 744 |
| 3.500% Senior Secured Euro Notes due June 2026 | 849 | (5) | 844 |
| 6.250% Senior Secured U.S. Dollar Notes due January 2027 | 750 | (5) | 745 |
| 2.375% Senior Secured Euro Notes due April 2028 | 566 | (4) | 562 |
| 5.250% Senior Secured U.S. Dollar Notes due January 2029 | 750 | (6) | 744 |
| Senior Secured Notes | 5,393 | (36) | 5,357 |
| Euro Term Loan Facilities due January 2027 | 1,133 | (12) | 1,121 |
| Long-term debt, less current portion | 6,525 | (48) | 6,477 |
| Short-term borrowings | 52 | — | 52 |
| Total debt | 6,577 | (48) | 6,529 |

At December 31, 2022 and December 31, 2021, \$9 million and \$17 million, respectively, of debt issuance costs, net for the Revolving Credit Facilities with no outstanding borrowings, are recorded as other non-current assets in the consolidated balance sheets.

The principal amount of long-term debt maturing over the next five years and thereafter as of December 31, 2022 is as follows (\$ in millions):

| Year | U.S. Dollar Denominated | Euro Denominated | Total |
|---------------------------------|----------------------------|---------------------|--------------|
| 2023 | 61 | — | 61 |
| 2024 | — | 533 | 533 |
| 2025 | 700 | 213 | 913 |
| 2026 | 750 | 1,013 | 1,763 |
| 2027 | 815 | 427 | 1,242 |
| 2028 and thereafter | 750 | 533 | 1,283 |
| Total principal payments | 3,076 | 2,720 | 5,795 |

Senior Secured Notes

The key terms of our senior secured notes (the “Notes”), which were rated Ba2 and BB+ by Moody’s Investor Service (“Moody’s”) and Standard & Poor’s Ratings Services (“S&P”), respectively, at December 31, 2022, are as follows:

| Description | Principal (in millions) | Effective Interest Rate | Issuer | Guarantors | Collateral | Redemption | Interest payments |
|---|----------------------------|-------------------------------|-------------------------------|------------|------------|------------|--------------------------|
| 5.350% Senior Secured U.S. Dollar Notes due October 2023 | \$61 | 5.47% | International Game Technology | ** | †† | + | Semi-annually in arrears |
| 3.500% Senior Secured Euro Notes due July 2024 | €300 | 3.68% | Parent | * | † | ++ | Semi-annually in arrears |
| 6.500% Senior Secured U.S. Dollar Notes due February 2025 | \$700 | 6.71% | Parent | * | † | ++ | Semi-annually in arrears |
| 4.125% Senior Secured U.S. Dollar Notes due April 2026 | \$750 | 4.34% | Parent | * | † | +++ | Semi-annually in arrears |
| 3.500% Senior Secured Euro Notes due June 2026 | €750 | 3.65% | Parent | * | † | +++ | Semi-annually in arrears |
| 6.250% Senior Secured U.S. Dollar Notes due January 2027 | \$750 | 6.41% | Parent | * | † | ++ | Semi-annually in arrears |
| 2.375% Senior Secured Euro Notes due April 2028 | €500 | 2.50% | Parent | * | † | +++ | Semi-annually in arrears |
| 5.250% Senior Secured U.S. Dollar Notes due January 2029 | \$750 | 5.39% | Parent | * | † | +++ | Semi-annually in arrears |

* Certain subsidiaries of the Parent.

** The Parent and certain subsidiaries of the Parent.

† Ownership interests in certain subsidiaries of the Parent, certain intercompany loans with principal balances in excess of \$10 million and certain accounts receivable.

†† Certain intercompany loans with principal balances in excess of \$10 million and certain accounts receivable.

+ International Game Technology may redeem in whole or in part at any time prior to maturity at 100% of their principal amount together with accrued and unpaid interest and a make-whole premium. International Game Technology may also redeem in whole or in part at 100% of the principal amount together with accrued and unpaid interest in connection with certain gaming regulatory events. Upon the occurrence of certain events, International Game Technology will be required to offer to repurchase all of the applicable Notes at a price equal to 101% of their principal amount together with accrued and unpaid interest.

- ++ The Parent may redeem in whole or in part at any time prior to the date which is six months prior to maturity at 100% of their principal amount together with accrued and unpaid interest and a make-whole premium. After such date, the Parent may redeem in whole or in part at 100% of the principal amount together with accrued and unpaid interest. The Parent may also redeem in whole but not in part at 100% of the principal amount together with accrued and unpaid interest in connection with certain tax events. Upon the occurrence of certain events, the Parent will be required to offer to repurchase all of the applicable Notes at a price equal to 101% of their principal amount together with accrued and unpaid interest.
- +++ The Parent may redeem in whole or in part at any time prior to the first date set forth in the redemption price schedule at 100% of their principal amount together with accrued and unpaid interest and a make-whole premium. After such date, the Parent may redeem in whole or in part at a redemption price set forth in the redemption price schedule in the indenture governing the applicable Notes, together with accrued and unpaid interest. The Parent may also redeem in whole but not in part at 100% of the principal amount together with accrued and unpaid interest in connection with certain tax events. Upon the occurrence of certain events, the Parent will be required to offer to repurchase all of the applicable Notes at a price equal to 101% of their principal amount together with accrued and unpaid interest.

The Notes contain customary covenants and events of default. At December 31, 2022, the issuers were in compliance with the covenants.

On February 28, 2023, the Parent exercised the right to redeem: (i) €188 million of the 3.500% Senior Secured Euro Notes due July 2024 on March 16, 2023 for a redemption price of 100% of the principal amount and a make-whole call premium consistent with the terms of the indenture governing such notes, together with accrued and unpaid interest, and (ii) \$200 million of the 6.500% Senior Secured U.S. Dollar Notes due February 2025 on March 16, 2023 for a redemption price of \$1,012.54 per \$1,000.00 of principal amount, together with accrued and unpaid interest.

On February 2, 2023, IGT announced that Fitch Ratings, Inc. (“Fitch”) had assigned each of IGT and its subsidiary, IGT Lottery Holdings B.V., a long-term issuer rating of BB+ with a stable rating outlook and a rating of BBB- to their long-term senior secured debt.

In January 2023, International Game Technology redeemed the 5.350% Senior Secured U.S. Dollar Notes due October 2023 in full pursuant to the exercise of the make-whole call option for \$61 million, excluding interest.

In September 2022, the Parent used the proceeds from the sale of Lis Holdings S.p.A. to repurchase €200 million (\$197 million) of the 3.500% Senior Secured Euro Notes due July 2024 for total consideration, excluding interest, of €201 million (\$198 million) and \$400 million of the 6.500% Senior Secured U.S. Dollar Notes due February 2025 for total consideration, excluding interest, of \$406 million. The Company recorded a \$2 million loss on extinguishment of debt in connection with the redemption of the 3.500% Senior Secured Euro Notes and a \$9 million loss on extinguishment of debt in connection with the redemption of the 6.500% Senior Secured U.S. Dollar Notes, which are classified in other non-operating expense, net in the consolidated statement of operations for the year ended December 31, 2022.

In May 2021, the Parent used the proceeds from the sale of the Italian B2C businesses and borrowings under the Revolving Credit Facilities to redeem €850 million (\$1.0 billion) of the 4.750% Senior Secured Euro Notes due February 2023 through the exercise of the make-whole call option for \$1.1 billion, excluding interest. The Company recorded a \$67 million loss on extinguishment of debt in connection with the redemption, which is classified in other non-operating expense, net in the consolidated statement of operations for the year ended December 31, 2021.

In March 2021, the Parent used the net proceeds from the sale of the 4.125% Senior Secured U.S. Dollar Notes due April 2026 and borrowings under the Revolving Credit Facilities to redeem \$1.0 billion of the 6.250% Senior Secured U.S. Dollar Notes due February 2022 through the exercise of the make-whole call option for \$1.0 billion, excluding interest. The Company recorded an \$18 million loss on extinguishment of debt in connection with the redemption, of which a \$24 million loss is classified in other non-operating expense, net and an offsetting gain of \$6 million is classified in interest expense, net in the consolidated statement of operations for the year ended December 31, 2021.

In June 2020, the Parent used the net proceeds from the sale of the 5.250% Senior Secured U.S. Dollar Notes due January 2029 to redeem \$500 million of the 6.250% Senior Secured U.S. Dollar Notes due February 2022 for \$525 million, excluding interest. The Company recorded a \$23 million loss on extinguishment of debt in connection with the redemption, of which a \$28 million loss is classified in other non-operating expense, net and an offsetting gain of \$5 million is classified in interest expense, net in the consolidated statement of operations for the year ended December 31, 2020.

Euro Term Loan Facilities

The Parent is a party to an Amended and Restated Senior Facilities Agreement dated July 21, 2021, as amended (the “TLF Agreement”), which provides for two €500 million senior secured term loan facilities, one to the Parent and one to IGT Lottery Holdings B.V., maturing on January 25, 2027 (the “Euro Term Loan Facilities”). The borrowers must repay the Euro Term Loan Facilities in installments, as detailed below:

| Due Date | Amount (€ in millions) |
|------------------|---------------------------|
| January 25, 2024 | 200 |
| January 25, 2025 | 200 |
| January 25, 2026 | 200 |
| January 25, 2027 | 400 |

Interest on the Euro Term Loan Facilities is payable between one and six months in arrears at rates equal to the applicable EURIBOR plus a margin based on (i) our public debt ratings by Moody’s, S&P, and Fitch and (ii) our ESG rating by Institutional Shareholder Services Inc. (“ISS”). At December 31, 2022 and 2021, the effective interest rate on the Euro Term Loan Facilities was 2.15% and 2.11%, respectively.

The Euro Term Loan Facilities are guaranteed by certain subsidiaries of the Parent and are secured by ownership interests in certain subsidiaries of the Parent, certain intercompany loans with principal balances in excess of \$10 million and certain accounts receivable. Upon the occurrence of certain events, the borrowers may be required to prepay the Euro Term Loan Facilities in full. The TLF Agreement limits the aggregate amount that the Parent can pay with respect to dividends and repurchases of ordinary shares in each year to \$400 million if any two of our public debt ratings by Moody’s, S&P, and Fitch are lower than Ba1/BB+ and \$550 million if any two of our public debt ratings by Moody’s, S&P, and Fitch are equal to or higher than Ba1/BB+, and provides that such limit is eliminated if any two of our public debt ratings by Moody’s, S&P, and Fitch are equal to or higher than Baa3/BBB-. The TLF Agreement also contains customary covenants (including maintaining a minimum ratio of EBITDA to net interest costs and maximum ratio of total net debt to EBITDA) and events of default. At December 31, 2022, the Parent was in compliance with the covenants.

In July 2022, the Parent entered into an amendment to the TLF Agreement pursuant to which, among other changes, (i) the annual permitted acquisition limit was increased from 10% to 15% of consolidated total assets and the lifetime permitted acquisition limit was increased from \$2.25 billion to \$2.5 billion; and (ii) the annual limit on dividends and share repurchases was increased from \$300 million to \$400 million based on our public debt ratings at the time and to \$550 million if any two of our public debt ratings are equal to or higher than Ba1/BB+ and eliminated if any two of our public debt ratings are equal to or higher than Baa3/BBB-.

In July 2021, the Parent entered into an Amendment and Restatement Agreement (the “TLF Amendment and Restatement Agreement”) with respect to the TLF Agreement. The TLF Amendment and Restatement Agreement among other things: (i) added a second term loan facility with IGT Lottery Holdings B.V. as the borrower, (ii) increased the aggregate amount of the term loan facilities from €860 million to €1.0 billion (with each of the Parent and IGT Lottery Holdings B.V. borrowing €500 million), (iii) extended the maturity date of the Euro Term Loan Facilities to January 25, 2027, (iv) reduced the applicable interest rate by 35 basis points based on current debt ratings, (v) provided for a maximum decrease or increase of an additional 7.5 basis points in the margin based on our ESG rating, and (vi) maintained and extended existing financial covenant thresholds. As a result of the TLF Amendment and Restatement Agreement, the Company reclassified the €320 million current portion of long-term debt to long-term debt.

Revolving Credit Facilities

The Parent and certain of its subsidiaries are party to an Amended and Restated Senior Facilities Agreement dated July 27, 2022 (the “RCF Agreement”), which provides for the following senior secured multi-currency revolving credit facilities (the “Revolving Credit Facilities”) maturing on July 31, 2027:

| Facility ⁽¹⁾ | Maximum Amount Available (in millions) |
|-----------------------------|--|
| Revolving Credit Facility A | \$820 |
| Revolving Credit Facility B | €1,000 |

⁽¹⁾ The Parent, IGT Global Solutions Corporation, IGT Lottery Holdings B.V., IGT Lottery S.p.A, and International Game Technology are all borrowers under the Revolving Credit Facilities.

At December 31, 2022, the amounts available to be borrowed under Revolving Credit Facility A and Revolving Credit Facility B were \$755 million and €1.0 billion (\$1.1 billion), respectively.

Interest on the Revolving Credit Facilities is payable between one and six months in arrears at rates equal to the applicable Secured Overnight Financing Rate (“SOFR”) or Sterling Overnight Index Average (“SONIA”) rate, in each case subject to a credit adjustment spread, for borrowings in U.S. Dollars and Pounds Sterling, respectively, or the applicable EURIBOR for Euro borrowings, plus a margin based on (i) our public debt ratings by Moody’s, S&P, and Fitch and (ii) our ESG rating by ISS. At December 31, 2022, the effective interest rate on Revolving Credit Facility A was 6.04%. There were no outstanding borrowings at December 31, 2022 for Revolving Credit Facility B or either of the Revolving Credit Facilities at December 31, 2021.

The RCF Agreement provides that the following fees, which are recorded in interest expense, net in the consolidated statements of operations, are payable quarterly in arrears:

- Commitment fees - payable on the aggregate undrawn and un-cancelled amount of the Revolving Credit Facilities based on a 0.35% margin.
- Utilization fees - payable on the aggregate drawn amount of the Revolving Credit Facilities at a rate ranging from 0.10% to 0.60% dependent on the percentage of the Revolving Credit Facilities utilized. The applicable rate was 0.10% at December 31, 2022.

The Revolving Credit Facilities are guaranteed by the Parent and certain of its subsidiaries and are secured by ownership interests in certain subsidiaries and of the Parent, certain intercompany loans with principal balances in excess of \$10 million and certain accounts receivable. Upon the occurrence of certain events, the borrowers may be required to repay the Revolving Credit Facilities and the lenders may have the right to cancel their commitments. The RCF Agreement limits the aggregate amount that the Parent can pay with respect to dividends and repurchases of ordinary shares in each year to \$400 million if any two of our public debt ratings by Moody’s, S&P, and Fitch are lower than Ba1/BB+ and \$550 million if any two of our public debt ratings by Moody’s, S&P, and Fitch are equal to or higher than Ba1/BB+, and provides that such limit is eliminated if any two of our public debt ratings by Moody’s, S&P, and Fitch are equal to or higher than Baa3/BBB-. The RCF Agreement also contains customary covenants (including maintaining a minimum ratio of EBITDA to net interest costs and a maximum ratio of total net debt to EBITDA) and events of default. At December 31, 2022, the borrowers were in compliance with the covenants.

In July 2022, the Parent entered into an Amendment and Restatement Agreement (the “RCF Amendment and Restatement Agreement”) with respect to the RCF Agreement, pursuant to which, among other changes, (i) the aggregate revolving facility A commitments of the lenders were decreased from \$1.05 billion to \$820 million; (ii) the aggregate revolving facility B commitments of the lenders were increased from €625 million to €1.0 billion; (iii) the final maturity date was extended from July 31, 2024 to July 31, 2027; (iv) LIBOR was replaced as a reference rate with the SOFR or SONIA rate, in each case subject to a credit adjustment spread, for borrowings in U.S. Dollars and Pounds Sterling, respectively; (v) the margins based on public debt ratings were reduced by at least 0.25% (0.40% at current public debt ratings) subject to a maximum of 0.075% increase or decrease based on the group's ESG rating; (vi) the annual permitted acquisition limit was increased from 10% to 15% of consolidated total assets and the lifetime permitted acquisition limit was increased from \$2.25 billion to \$2.5 billion; and (vii) the annual limit on dividends and share repurchases was increased from \$300 million to \$400 million based on our public debt ratings at the time and to \$550 million if any two of our public debt ratings are equal to or higher than Ba1/BB+, and eliminated if any two of our public debt ratings are equal to or higher than Baa3/BBB-.

Other Credit Facilities

The Parent and certain of its subsidiaries may borrow under senior unsecured uncommitted demand credit facilities made available by several financial institutions. At December 31, 2021, there was \$30 million of short-term borrowings under these facilities with an effective interest rate of 1.63%, respectively, and no outstanding borrowings at December 31, 2022.

Additionally, at December 31, 2021, the Company had an outstanding \$21 million swingline loan under the Revolving Credit Facilities with an effective interest rate of 3.25%, which was classified in short-term borrowings.

Letters of Credit

The Parent and certain of its subsidiaries may obtain letters of credit under the Revolving Credit Facilities and under senior unsecured uncommitted demand credit facilities. The letters of credit secure various obligations, including obligations arising under customer contracts and real estate leases. The following table summarizes the letters of credit outstanding at December 31, 2022 and 2021 and the weighted-average annual cost of such letters of credit:

| (\$ in millions) | Letters of Credit Outstanding ⁽¹⁾ | Weighted-Average Annual Cost |
|-------------------|--|------------------------------|
| December 31, 2022 | 118 | 1.26 % |
| December 31, 2021 | 335 | 1.08 % |

⁽¹⁾ Represents letters of credit outstanding not under the Revolving Credit Facilities.

Interest Expense, Net

| (\$ in millions) | For the year ended December 31, | | |
|------------------------------|---------------------------------|------------|------------|
| | 2022 | 2021 | 2020 |
| Senior Secured Notes | 249 | 292 | 344 |
| Term Loan Facilities | 24 | 30 | 37 |
| Revolving Credit Facilities | 21 | 29 | 31 |
| Other | 8 | 4 | 1 |
| Interest expense | 302 | 354 | 413 |
| Interest income | (13) | (13) | (15) |
| Interest expense, net | 289 | 341 | 398 |

16. Other Liabilities

Other Current Liabilities

| (\$ in millions) | Notes | December 31, | |
|-------------------------------|-------|--------------|------------|
| | | 2022 | 2021 |
| Employee compensation | | 173 | 171 |
| Current financial liabilities | | 145 | 61 |
| Contract liabilities | 4 | 91 | 104 |
| Accrued interest payable | | 85 | 100 |
| Accrued expenses | | 75 | 75 |
| Taxes other than income taxes | | 68 | 72 |
| Jackpot liabilities | 19 | 57 | 66 |
| Royalties payable | | 38 | 14 |
| Operating lease liabilities | 11 | 37 | 39 |
| Income taxes payable | | 32 | 104 |
| Other | | 36 | 21 |
| | | 837 | 828 |

Other Non-Current Liabilities

| (\$ in millions) | Notes | December 31, | |
|--------------------------------------|-------|--------------|------------|
| | | 2022 | 2021 |
| Jackpot liabilities | 19 | 114 | 130 |
| Royalties payable | | 61 | 13 |
| Contract liabilities | 4 | 49 | 47 |
| Reserves for uncertain tax positions | | 52 | 47 |
| Finance lease liabilities | 11 | 22 | 27 |
| Other | | 75 | 59 |
| | | <u>372</u> | <u>323</u> |

17. Other Non-Operating Expense, Net

| (\$ in millions) | Notes | For the year ended December 31, | | |
|---|-------|---------------------------------|-----------|-----------|
| | | 2022 | 2021 | 2020 |
| Gain on sale of business | 3 | (278) | — | — |
| DDI / Benson Matter provision | 19 | 270 | — | — |
| Loss on extinguishment of debt | 15 | 13 | 92 | 28 |
| Other expense, net | | 2 | 6 | 5 |
| Total other non-operating expense, net | | <u>7</u> | <u>98</u> | <u>33</u> |

18. Income Taxes

The components of income (loss) from continuing operations before provision for income taxes, determined by tax jurisdiction, are as follows:

| (\$ in millions) | For the year ended December 31, | | |
|------------------|---------------------------------|------------|--------------|
| | 2022 | 2021 | 2020 |
| United Kingdom | 40 | 40 | (355) |
| United States | (179) | (20) | (776) |
| Italy | 612 | 438 | 229 |
| Other | 116 | 70 | 55 |
| | <u>589</u> | <u>529</u> | <u>(848)</u> |

The provision for income taxes consists of:

| (\$ in millions) | For the year ended December 31, | | |
|------------------|---------------------------------|------------|-------------|
| | 2022 | 2021 | 2020 |
| Current: | | | |
| United Kingdom | 3 | — | (1) |
| United States | 75 | 41 | 10 |
| Italy | 116 | 155 | 66 |
| Other | 57 | 40 | 31 |
| | <u>252</u> | <u>236</u> | <u>106</u> |
| Deferred: | | | |
| United States | (66) | 76 | (62) |
| Italy | — | (22) | (1) |
| Other | (11) | (16) | (16) |
| | <u>(77)</u> | <u>38</u> | <u>(78)</u> |
| | <u>175</u> | <u>274</u> | <u>28</u> |

Income taxes paid, net of refunds, were \$335 million, \$188 million, and \$89 million in 2022, 2021, and 2020, respectively.

At December 31, 2022, undistributed profits of subsidiaries of approximately \$600 million are considered indefinitely reinvested. Foreign withholding taxes on these undistributed earnings would be approximately \$37 million.

The Parent is a tax resident in the United Kingdom (the “U.K.”). A reconciliation of the provision for income taxes, from the amount computed by applying the U.K. statutory main corporation tax rates enacted in each of the Parent’s calendar year reporting periods to income (loss) from continuing operations before provision for income taxes is as follows:

| (\$ in millions) | For the year ended December 31, | | |
|--|---------------------------------|------------|-----------|
| | 2022 | 2021 | 2020 |
| Income (loss) from continuing operations before provision for income taxes | 589 | 529 | (848) |
| United Kingdom statutory tax rate | 19.0 % | 19.0 % | 19.0 % |
| Statutory tax expense (benefit) | 112 | 100 | (161) |
| Change in valuation allowances | 22 | 125 | 128 |
| Italy regional tax (“IRAP”) and state taxes | 33 | 41 | 9 |
| Non-deductible expenses | 17 | 25 | 2 |
| Base erosion and anti-abuse (“BEAT”) tax | — | 17 | 13 |
| Foreign tax and statutory rate differential ⁽¹⁾ | 42 | 17 | (14) |
| Foreign tax expense, net of U.S. federal benefit | 18 | 11 | 10 |
| Provision to return adjustment | (9) | 6 | — |
| GILTI tax | 9 | 5 | 3 |
| Non-deductible goodwill impairment | — | — | 56 |
| Non-taxable gain on sale of business | (79) | — | — |
| Non-taxable foreign exchange loss (gain) | 2 | (11) | — |
| Italian patent box tax benefit | — | (27) | — |
| Tax law changes | 6 | (38) | (20) |
| Other | 2 | 2 | 2 |
| | <u>175</u> | <u>274</u> | <u>28</u> |
| Effective tax rate | 29.7 % | 51.8 % | (3.3)% |

⁽¹⁾ Includes the effects of foreign subsidiaries’ earnings taxed at rates other than the U.K. statutory rate

The components of deferred tax assets and liabilities are as follows:

| (\$ in millions) | December 31, | |
|--|--------------|--------------|
| | 2022 | 2021 |
| Deferred tax assets: | | |
| Net operating losses | 238 | 286 |
| Section 163(j) interest limitation | 200 | 190 |
| Italian goodwill tax step-up | 109 | 119 |
| Provisions not currently deductible for tax purposes | 150 | 85 |
| Lease liabilities | 63 | 66 |
| Jackpot timing differences | 30 | 30 |
| Depreciation and amortization | 63 | 29 |
| Inventory reserves | 5 | 10 |
| Other | 73 | 63 |
| Gross deferred tax assets | 930 | 878 |
| Valuation allowance | (430) | (412) |
| Deferred tax assets, net of valuation allowance | 500 | 466 |
| Deferred tax liabilities: | | |
| Acquired intangible assets | 446 | 462 |
| Depreciation and amortization | 156 | 163 |
| Italian goodwill equity reserve liability | 99 | 105 |
| Lease right-of-use assets | 57 | 60 |
| Other | 8 | 6 |
| Total deferred tax liabilities | 767 | 795 |
| Net deferred income tax liability | (267) | (329) |

Our net deferred income taxes are recorded in the consolidated balance sheets as follows:

| (\$ in millions) | December 31, | |
|---|--------------|--------------|
| | 2022 | 2021 |
| Deferred income taxes - non-current asset | 38 | 39 |
| Deferred income taxes - non-current liability | (305) | (368) |
| | (267) | (329) |

Net Operating Loss Carryforwards

We have a \$910 million gross tax loss carryforward, of which \$621 million relates to the U.K and \$289 million relates to other foreign tax jurisdictions. Carryforwards in certain tax jurisdictions begin to expire in 2031, while others have an unlimited carryforward period. A valuation allowance has been provided on \$854 million of the gross net operating loss carryforwards. Portions of the tax loss carryforwards are subject to annual limitations in most of our significant tax jurisdictions, including the U.K. In addition, as of December 31, 2022, we had U.S. state tax net operating loss carryforwards, resulting in a deferred tax asset (net of U.S. federal tax benefit) of approximately \$7 million. U.S. state tax net operating loss carryforwards generally expire in the years 2025 through 2043.

Valuation Allowance

A reconciliation of the valuation allowance is as follows:

| (\$ in millions) | December 31, | | |
|--------------------------------|--------------|------|------|
| | 2022 | 2021 | 2020 |
| Balance at beginning of year | 412 | 284 | 156 |
| Net charges to expense | 22 | 86 | 120 |
| Tax rate change | — | 39 | 8 |
| Provision to return adjustment | (3) | 3 | — |
| Balance at end of year | 430 | 412 | 284 |

The valuation allowance primarily relates to U.K. and foreign net operating losses and the section 163(j) business interest expense limitation carryforward that are not more likely than not expected to be realized. In assessing the need for a valuation allowance, we considered both positive and negative evidence for each jurisdiction including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. When we change our determination as to the amount of deferred tax assets that can be realized, the valuation allowance is adjusted with a corresponding impact to the provision for income taxes in the period in which such determination is made.

Accounting for Uncertainty in Income Taxes

A reconciliation of the unrecognized tax benefits is as follows:

| (\$ in millions) | December 31, | | |
|---|--------------|------|------|
| | 2022 | 2021 | 2020 |
| Balance at beginning of year | 27 | 27 | 29 |
| Additions to tax positions - current year | 1 | 1 | — |
| Reductions to tax positions - prior years | — | (1) | (2) |
| Lapses in statutes of limitations | — | — | (1) |
| Balance at end of year | 27 | 27 | 27 |

At December 31, 2022, 2021, and 2020, \$27 million of the unrecognized tax benefits, if recognized, would affect our effective tax rates.

We recognize interest and penalties related to income tax matters in income tax expense. The charges were nominal for 2022, 2021, and 2020. The gross balance of accrued interest and penalties was \$25 million and \$21 million at December 31, 2022 and 2021, respectively.

We file income tax returns in various jurisdictions of which the United Kingdom, United States, and Italy represent the major tax jurisdictions. All years prior to 2017 are closed with the Internal Revenue Service. As of December 31, 2022, we are subject to income tax audits in various tax jurisdictions globally, most significantly in the U.S., Mexico and Italy.

Mexico Tax Audit

Based on a 2006 tax examination, the Company's Mexican subsidiary, GTECH Mexico S.A. de C.V., was issued an income tax assessment of approximately Mexican peso ("MXN") 425 million. The assessment relates to the denial of a deduction for cost of goods sold and the taxation of intercompany loan proceeds. The Company has unsuccessfully contested the two issues in the Mexican court system receiving unfavorable decisions by the Mexican Supreme Court in June 2017 and October 2019, respectively. As of December 31, 2022, based on the unfavorable decisions received, the Company has recorded a liability of MXN 520 million (approximately \$27 million), inclusive of additional interest, penalties, and inflationary adjustments, which is reported within other non-current liabilities in the consolidated balance sheet.

Italy Tax Audits

The Company's Italian corporate income tax returns for the calendar years ended December 31, 2015 through December 31, 2019 are under examination. On October 19, 2020, the Italian tax authorities issued a final audit report for calendar year 2015. The Company filed a defense memorandum with the Italian Tax Authorities on May 29, 2021 rejecting all findings. On

December 9, 2021, the Company received a tax assessment notice for €15 million relating to calendar year 2015. On February 9, 2022, the Company submitted a voluntary settlement request which entitles the Company to an automatic 90 day extension. The 90-day extension expired on May 5, 2022 with no agreement with the Italian Tax Authorities. As a result, the Company filed an appeal with the Italian Tax Court against the tax assessment notice for calendar year 2015.

19. Commitments and Contingencies

Commitments

Jackpot Commitments

Jackpot liabilities are recorded as current and non-current liabilities as follows:

| (\$ in millions) | December 31, 2022 |
|-------------------------|----------------------|
| Current liabilities | 57 |
| Non-current liabilities | 114 |
| | <u>170</u> |

Future jackpot liabilities as of December 31, 2022 are due as follows:

| (\$ in millions) | Previous Winners | Future Winners | Total |
|-----------------------------|---------------------|-------------------|------------|
| 2023 | 22 | 35 | 57 |
| 2024 | 18 | 5 | 23 |
| 2025 | 15 | 1 | 16 |
| 2026 | 13 | 1 | 14 |
| 2027 | 11 | 1 | 12 |
| Thereafter | 66 | 11 | 77 |
| Future jackpot payments due | <u>146</u> | <u>52</u> | 198 |
| Unamortized discounts | | | (27) |
| Total jackpot liabilities | | | <u>170</u> |

Performance and other bonds

Certain contracts require us to provide a surety bond as a guarantee of performance for the benefit of customers; bid and litigation bonds for the benefit of potential customers; and WAP bonds that are used to secure our financial liability when a player elects to have their WAP jackpot winnings paid over an extended period of time.

These bonds give beneficiaries the right to obtain payment and/or performance from the issuer of the bond if certain specified events occur. In the case of performance bonds, which generally have a term of one year, such events include our failure to perform our obligations under the applicable contracts. In general, we would only be liable for these guarantees in the event of default in our performance of our obligations under each contract, the probability of which we believe is remote. Accordingly, no liability has been recorded as of December 31, 2022 and 2021 related to these bonds.

Legal Proceedings

From time to time, the Parent and/or one or more of its subsidiaries are party to legal, regulatory, or administrative proceedings regarding, among other matters, claims by and against us, and injunctions by third parties arising out of the ordinary course of business or its other business activities. Licenses are also subject to legal challenges by competitors seeking to annul awards made to the Company. The Parent and/or one or more of its subsidiaries are also, from time to time, subjects of, or parties to, ethics and compliance inquiries and investigations related to the Company's ongoing operations. At December 31, 2022, provisions for all legal proceedings, including those discussed in detail below, was \$225 million. With respect to legal proceedings where we have determined that an incremental loss is reasonably possible but we are unable to determine an estimate of that reasonably possible loss in excess of amounts already accrued, no additional amounts have been accrued, given the uncertainties of litigation and the inherent difficulty of predicting the outcome of legal proceedings.

Adrienne Benson and Mary Simonson, individually and on behalf of all others similarly situated v. Double Down Interactive LLC, et al.

On April 9, 2018, a plaintiff, Adrienne Benson, filed a putative class action against the Company’s wholly-owned subsidiary, International Game Technology, and Double Down Interactive LLC, a Washington limited liability company in the United States District Court for the Western District of Washington (the “Benson Matter”). On July 23, 2018, plaintiff filed a first amended complaint, adding named plaintiff Mary Simonson, and adding allegations to represent a putative class of all persons in the United States who purchased and allegedly lost virtual “chips” while playing games through an online gaming platform called Double Down Casino. On April 26, 2021, plaintiffs filed a second amended complaint naming IGT (“IGT U.S. Gaming OpCo”), a wholly-owned subsidiary of International Game Technology, as an additional defendant. Plaintiffs have asserted claims for alleged violations of Washington’s Recovery of Money Lost at Gambling Act, Washington’s Consumer Protection Act, and for unjust enrichment, and seeks unspecified money damages (including treble damages as appropriate), the award of reasonable attorneys’ fees and costs, pre- and post-judgment interest, and injunctive and/or declaratory relief.

International Game Technology acquired Double Down Interactive LLC (“DDI”) in 2012 and, effective June 1, 2017, sold DDI to DoubleU Diamond LLC (“DoubleU”) pursuant to a purchase agreement (the “Purchase Agreement”). At all times relevant, DDI was the sole operator of the Double Down Casino, and International Game Technology asserts, among other defenses, that it has no liability for the actions of a bona fide subsidiary.

On May 10, 2018, DDI and DoubleU sent a claim notice (the “DDI Claim Notice”) to International Game Technology seeking indemnification and reimbursement of defense costs for all claims against DoubleU and its affiliates (the “DoubleU Entities”) in the Benson Matter, pursuant to the Purchase Agreement. On June 7, 2018, International Game Technology responded to the DDI Claim Notice, rejecting any obligation to indemnify or pay defense costs of the DoubleU Entities, and sent a claim notice to DoubleU for indemnification and reimbursement of defense costs for all claims against International Game Technology in the Benson Matter pursuant to the terms of certain agreements with DoubleU.

On June 17, 2021, IGT U.S. Gaming OpCo sent a claim notice to DoubleU for indemnification and reimbursement of defense costs for all claims against IGT U.S. Gaming OpCo in the Benson Matter pursuant to the terms of certain agreements with DoubleU.

On August 29, 2022, the Company and DoubleDown Interactive Co., Ltd., parent company of DDI, announced an agreement in principle to settle the lawsuit and associated proceedings. Under the terms of the settlement, which would take effect only after final court approval of the proposed class settlement, a total of \$415 million will be paid into a settlement fund, of which the Company’s subsidiaries will contribute \$270 million and DDI will contribute \$145 million. Subject to final court approval of the settlement in the Benson Matter, International Game Technology, IGT U.S. Gaming OpCo, and the DoubleU Entities have also resolved all indemnification and other claims between themselves and their respective subsidiaries and affiliates relating to the Benson Matter.

On November 14, 2022, the court granted preliminary approval of the settlement. As a result of the settlement agreement, the Company accrued \$270 million of other non-operating expense, net for the year ended December 31, 2022, respectively, related to the loss associated with the Benson Matter and related claims between the Company and the DoubleU Entities. In November, 2022, the Company placed \$50 million in escrow, resulting in \$220 million recorded as DDI / Benson Matter provision as of December 31, 2022 in the consolidated balance sheets. The cash flows relating to this payment are reported in operating activities in the consolidated statements of cash flows.

The Company will continue to monitor these matters and may adjust its disclosure and accrual in accordance with its Process for Disclosure and Recording of Liabilities Related to Legal Proceedings as described in Note 2 - *Summary of Significant Accounting Policies*, herein.

Texas Fun 5’s Instant Ticket Game

IGT Global Solutions Corporation (formerly GTECH Corporation) is party to four lawsuits in Texas state court arising out of the Fun 5’s instant ticket game sold by the Texas Lottery Commission (“TLC”) from September 14, 2014 to October 21, 2014. Plaintiffs allege each ticket’s instruction for Game 5 provided a 5x win (five times the prize box amount) any time the “Money Bag” symbol was revealed in the “5X BOX”. However, TLC awarded a 5x win only when (1) the “Money Bag” symbol was revealed and (2) three symbols in a pattern were revealed.

(a) *Steele, James et al. v. GTECH Corp.*, filed on December 9, 2014 in Travis County (No. D1GN145114). Through intervenor actions, over 1,200 plaintiffs claim damages in excess of \$600 million, as alleged via discovery. GTECH Corporation’s plea to the jurisdiction for dismissal based on sovereign immunity was denied. GTECH Corporation appealed. The

appellate court ordered that Plaintiffs’ sole remaining claim should be reconsidered. On April 27, 2018, this and a related matter were appealed to the Texas Supreme Court, which heard arguments on December 3, 2019. On June 12, 2020, the Texas Supreme Court ruled that Plaintiffs could proceed with their fraud allegations in the lower court; all other claims were dismissed. On March 26, 2021, October 29, 2021, and February 3, 2022 (two motions), GTECH Corporation filed motions for summary judgment. One such motion was denied on February 25, 2022, while the other three remain pending. The court has ordered the parties to mediation, which is scheduled to be held during the first quarter of 2023. Trial for the four bellwether plaintiffs is currently scheduled to begin in the second quarter of 2023.

- (b) *Guerra, Esmeralda v. GTECH Corp. et al.*, filed on June 10, 2016 in Hidalgo County (No. C277716B). Plaintiff claims damages in excess of \$0.5 million. Trial is currently scheduled for July 10, 2023.
- (c) *Wiggins, Mario & Kimberly v. IGT Global Solutions Corp.*, filed on September 7, 2016 in Travis County (No. D1GN16004344). Plaintiffs claim damages in excess of \$1 million.
- (d) *Campos, Osvaldo Guadalupe et al. v. GTECH Corp.*, filed on October 20, 2016 in Travis County (No. D1GN16005300). Plaintiffs claim damages in excess of \$1 million.

We dispute the claims made in each of these cases and continue to defend against these lawsuits.

20. Shareholders’ Equity

Shares Authorized and Outstanding

The Board of Directors of the Parent (the “Board”) may issue ordinary shares of the Parent upon shareholder approval. At the Parent’s 2022 annual general meeting, the shareholders authorized the issuance of up to 135.6 million additional ordinary shares (of which 67.8 million can be issued in connection with an offer by way of rights issue), with a par value of \$0.10 per share, for a period expiring at the end of the 2023 annual general meeting, or, if sooner, on August 9, 2023, unless previously revoked, varied, or renewed.

Ordinary shares outstanding were as follows:

| | December 31, | | |
|---|--------------------|--------------------|--------------------|
| | 2022 | 2021 | 2020 |
| Balance at beginning of year | 203,688,118 | 204,856,564 | 204,435,333 |
| Shares issued under restricted stock plans ¹ | 702,273 | 331,554 | 421,231 |
| Shares issued upon exercise of stock options | 61,714 | — | — |
| Repurchases of common stock | (5,373,196) | (1,500,000) | — |
| Balance at end of year | <u>199,078,909</u> | <u>203,688,118</u> | <u>204,856,564</u> |

⁽¹⁾ In January 2023, the Parent issued 605,026 shares related to RSUs that vested in December 2022. Refer to Note 23 - Stock-Based Compensation for further information.

Share Repurchase Program

On November 15, 2021, the Parent’s Board of Directors authorized a share repurchase program (the “Program”) pursuant to which the Company may repurchase up to \$300 million of the Parent’s outstanding ordinary shares during a period of four years commencing on November 18, 2021. At the Parent’s 2022 annual general meeting, the Parent’s shareholders granted authority to repurchase, subject to a maximum repurchase price, up to 20,338,793 of the Parent’s ordinary shares. This authority remains valid until November 9, 2023, unless previously revoked, varied, or renewed at the Parent’s 2023 annual general meeting.

The Parent repurchases ordinary shares under the Program at the market price on the trade date and the Parent cancels repurchased ordinary shares or holds them in treasury. If the Parent holds repurchased ordinary shares in treasury, all amounts paid to repurchase such shares have been recorded as treasury stock in our consolidated balance sheets until they are reissued or retired. Under the Program, the Parent repurchased 5.4 million ordinary shares for \$114 million during 2022.

Dividends

We declared a \$0.20 cash dividend per share in all four quarters of 2022, the fourth quarter of 2021, and the first quarter of 2020.

The TLF Agreement and the RCF Agreement limit the aggregate amount that the Parent can pay with respect to dividends and repurchases of ordinary shares in each year based on ratings by Moody's and S&P. The TLF Agreement and the RCF Agreement prohibited dividends and repurchases of ordinary shares during the period commencing on April 1, 2020 and expiring on June 30, 2021.

Accumulated Other Comprehensive Income

The following table details the changes in AOCI:

| (\$ in millions) | Unrealized Gain (Loss) on: | | | AOCI | | |
|---|------------------------------|--------|-------|-------|---|-------------------------|
| | Foreign Currency Translation | Hedges | Other | Total | Attributable to non-controlling interests | Attributable to IGT PLC |
| Balance at December 31, 2019 | 231 | (8) | 4 | 227 | 36 | 263 |
| Change during period | 128 | (1) | — | 127 | (59) | 68 |
| Reclassified to operations ⁽¹⁾ | (1) | — | — | (1) | — | (1) |
| Other comprehensive income (loss) | 128 | (1) | — | 127 | (59) | 67 |
| Balance at December 31, 2020 | 358 | (9) | 4 | 353 | (24) | 330 |
| Change during period | 9 | 3 | (1) | 11 | 51 | 62 |
| Reclassified to operations ⁽¹⁾ | 19 | 1 | — | 20 | 1 | 21 |
| Tax effect | — | (1) | — | — | — | — |
| Other comprehensive income (loss) | 28 | 3 | (1) | 30 | 52 | 82 |
| Balance at December 31, 2021 | 387 | (6) | 3 | 384 | 28 | 412 |
| Change during period | 55 | 2 | 1 | 57 | 27 | 84 |
| Reclassified to operations ⁽¹⁾ | 36 | (3) | — | 34 | — | 34 |
| Other comprehensive income (loss) | 90 | (1) | 1 | 91 | 27 | 117 |
| Balance at December 31, 2022 | 477 | (7) | 4 | 474 | 55 | 529 |

⁽¹⁾ Foreign currency translation of approximately \$19 million was reclassified into gain on sale of discontinued operations, net of tax on the consolidated statements of operations for the year ended December 31, 2021. Other foreign currency translation adjustments were reclassified into other non-operating expense, net on the consolidated statements of operations for subsidiaries sold for the year ended December 31, 2022 and foreign exchange loss (gain), net for subsidiaries liquidated for the years ended December 31, 2022 and 2020. Unrealized gain (loss) on hedges were reclassified into service revenue on the consolidated statements of operations for the years ended December 31, 2022 and 2021.

21. Variable Interest Entities

We hold ownership interests in the following variable interest entities (“VIEs”):

| Name of subsidiary | % Ownership held by the Company |
|---|---------------------------------|
| Lottoitalia S.r.l. (“Lottoitalia”) | 61.50 % |
| Lotterie Nazionali S.r.l. (“LN”) | 64.00 % |
| Northstar New Jersey Lottery Group, LLC (“Northstar NJ”) ⁽¹⁾ | 76.64 % |

⁽¹⁾ Northstar New Jersey Holding Company LLC, of which we are a 71.12% shareholder, holds the 76.64% ownership in Northstar NJ.

Lottoitalia holds a license to operate the Lotto game in Italy through November 2025. LN holds a license to operate the Scratch & Win instant lottery game in Italy through September 2028. Northstar NJ manages a wide range of the lottery's day-to-day operations in the State of New Jersey, as well as provides marketing and sales services under a license valid through June 2029.

We are the principal operating partner fulfilling the requirements under the licenses held by the VIEs. As such, we have the power to direct the activities that significantly affect the VIEs' economic performance, along with the right to receive benefits or the obligation to absorb losses that could potentially be significant to the VIEs. As a result, we concluded we are the primary beneficiary of the VIEs and they have been consolidated. Accordingly, the balance sheet and operating activity of the VIEs are included in our consolidated financial statements and we adjust the net income (loss) in our consolidated statement of operations to exclude the non-controlling interests' proportionate share of results. We present the proportionate share of non-controlling interests as equity in the consolidated balance sheets.

The carrying amounts and classification of these VIEs’ assets and liabilities in our consolidated balance sheets at December 31, 2022 and 2021 are as follows:

| (\$ in millions) | December 31, | |
|--------------------|--------------|-------|
| | 2022 | 2021 |
| Current assets | 941 | 1,124 |
| Non-current assets | 936 | 1,217 |
| Total assets | 1,877 | 2,341 |
| Total liabilities | 521 | 615 |

22. Segment Information

We report our financial performance based on three business segments: Global Lottery, Global Gaming, and PlayDigital, and analyze revenue by segment as well as operating income as the measure of segment profitability.

Through our three business segments, we operate and provide an integrated portfolio of innovative gaming technology products and services including online and instant lottery systems, iLottery, instant ticket printing, lottery management services, gaming systems, electronic gaming machines, iGaming, and sports betting.

The Global Lottery segment has full responsibility for the worldwide traditional lottery and iLottery business, including sales, operations, product development, technology, and support. The Global Gaming segment has full responsibility for the worldwide land-based gaming business, including sales, product management, studios, global manufacturing, operations, and technology. The PlayDigital segment has full responsibility for the worldwide iGaming and sports betting business, including sales, operations, studios, technology, and support.

Our three business segments are supported by central corporate support functions, including finance, people and transformation, legal, marketing and communications, corporate public affairs, and strategy and corporate development. Certain support costs that are identifiable and that benefit our business segments are allocated to them. Each allocation is measured differently based on the specific facts and circumstances of the costs being allocated. Corporate support function expenses that are not allocated to the business segments, which are principally composed of selling, general and administrative expenses, are reported as Corporate and Other expenses, along with goodwill impairment and the depreciation and amortization of acquired tangible and intangible assets in connection with acquired companies. Segment assets are not reported to, or used by, the chief operating decision maker to allocate resources to, or assess performance of, the segments and therefore, total segment assets have not been disclosed.

Global Lottery

Our Global Lottery segment provides lottery products and services primarily to governmental organizations through operating contracts, FMCs, LMAs, and product sales contracts.

As part of our lottery product and services, we provide instant and draw-based lottery products, point-of-sale machines, central processing systems, software, commercial services, instant ticket printing services, and other related equipment and support services.

We categorize revenue from operating contracts, FMCs, and LMAs as “Operating and facilities management contracts” and revenue from commercial services, software hosting, software maintenance, and other services not included within operating contracts, FMCs, or LMAs as service revenue from “Systems, software, and other”. Revenue included within “Operating and facilities management contracts” include all services required by the contract, including iLottery and instant ticket printing.

We categorize sales or sales-type leases of lottery terminals, lottery systems, fixed-fee software licenses, and instant tickets not part of “Operating and facilities management contracts” as product sales from “Lottery products”.

Global Gaming

Our Global Gaming segment provides gaming products and services including software and game content, casino gaming management systems, video lottery terminals (“VLTs”), VLT central systems, and other related equipment and support services to commercial and tribal casino operators.

We categorize revenue from Wide Area Progressive services, and operating leases for VLTs and other gaming machines as service revenue from “Gaming terminal services”. We categorize sales or usage-based royalties promised in exchange for software intellectual property licenses, and systems as service revenue from “Systems, software, and other”.

Revenue from the sale or sales-type lease of gaming machines, systems, component parts, and other miscellaneous equipment and services are categorized as product sales from “Gaming terminals” and revenue from systems, fixed-fee software licenses, casino gaming management systems, game content, and spare parts as product sales from “Other”.

PlayDigital

Our PlayDigital segment provides iGaming systems and digital platforms offering customers a remote game server solution, which is a fast gateway to extensive casino content, and digital gaming services that enhance player experiences and create marketing opportunities around either the Company’s games or third-party games via our aggregation capabilities. The segment also provides sports betting technology and services to commercial and tribal operators and lotteries in regulated markets, primarily in the U.S. We categorize revenue from iGaming and sports betting as service revenue from “PlayDigital services”.

Segment information is as follows:

| | For the year ended December 31, 2022 | | | | | |
|------------------------------------|---|----------------------|--------------------|--------------------------------|----------------------------|----------------------|
| (\$ in millions) | Global Lottery | Global Gaming | PlayDigital | Business Segments Total | Corporate and Other | Total IGT PLC |
| Service revenue | 2,436 | 714 | 209 | 3,359 | — | 3,359 |
| Product sales | 157 | 709 | 1 | 866 | — | 866 |
| Total revenue | 2,593 | 1,423 | 209 | 4,225 | — | 4,225 |
| Operating income (loss) | 909 | 242 | 50 | 1,201 | (279) | 922 |
| Depreciation and amortization | 196 | 119 | 17 | 333 | 160 | 492 |
| Expenditures for long-lived assets | (141) | (140) | (6) | (287) | (6) | (293) |
| | For the year ended December 31, 2021 | | | | | |
| (\$ in millions) | Global Lottery | Global Gaming | PlayDigital | Business Segments Total | Corporate and Other | Total IGT PLC |
| Service revenue | 2,690 | 630 | 163 | 3,483 | — | 3,483 |
| Product sales | 123 | 482 | 1 | 606 | — | 606 |
| Total revenue | 2,812 | 1,112 | 165 | 4,089 | — | 4,089 |
| Operating income (loss) | 1,088 | 43 | 33 | 1,164 | (262) | 902 |
| Depreciation and amortization | 225 | 126 | 15 | 366 | 160 | 526 |
| Expenditures for long-lived assets | (123) | (67) | (13) | (203) | (6) | (208) |

For the year ended December 31, 2020

| (\$ in millions) | For the year ended December 31, 2020 | | | | | |
|------------------------------------|--------------------------------------|---------------|-------------|-------------------------|---------------------|---------------|
| | Global Lottery | Global Gaming | PlayDigital | Business Segments Total | Corporate and Other | Total IGT PLC |
| Service revenue | 2,043 | 483 | 114 | 2,640 | — | 2,640 |
| Product sales | 121 | 354 | 1 | 476 | — | 476 |
| Total revenue | 2,164 | 837 | 115 | 3,115 | — | 3,115 |
| Operating income (loss) | 642 | (212) | 6 | 436 | (544) | (107) |
| Depreciation and amortization | 231 | 146 | 15 | 392 | 175 | 566 |
| Expenditures for long-lived assets | (149) | (64) | (11) | (224) | (2) | (226) |

Geographical Information

Revenue from external customers, which is based on the geographical location of our customers, is as follows:

| (\$ in millions) | For the year ended December 31, | | |
|------------------|---------------------------------|-------|-------|
| | 2022 | 2021 | 2020 |
| United States | 2,355 | 2,126 | 1,666 |
| Italy | 1,062 | 1,307 | 896 |
| United Kingdom | 67 | 72 | 64 |
| Rest of Europe | 254 | 217 | 209 |
| All other | 488 | 368 | 280 |
| Total | 4,225 | 4,089 | 3,115 |

Revenue from one customer in the Global Lottery segment represented approximately 18%, 23%, and 19% of consolidated revenue in 2022, 2021, and 2020, respectively.

Long-lived assets, which are comprised of Systems & Equipment and PPE, are based on the geographical location of the assets as follows:

| (\$ in millions) | December 31, | |
|------------------|--------------|-------|
| | 2022 | 2021 |
| United States | 775 | 766 |
| Italy | 79 | 125 |
| United Kingdom | 6 | 9 |
| Rest of Europe | 92 | 93 |
| All other | 63 | 63 |
| Total | 1,016 | 1,056 |

23. Stock-Based Compensation

Incentive Awards

Stock-based incentive awards are provided to directors and employees under the terms of our 2015 and 2021 Equity Incentive Plans (collectively, the “Plan”) as administered by the Board. Awards available under the Plan principally include stock options, performance share units, restricted share units or any combination thereof. The maximum number of new shares that may be granted under the Plan is 20.5 million shares. To the extent any award is forfeited, expires, lapses, or is settled for cash, the award is available for reissue under the Plan. We utilize authorized and unissued shares to satisfy all shares issued under the Plan.

Stock Options

Stock options are awards that allow the employee to purchase shares of our stock at a fixed price. Stock options are granted under the Plan at an exercise price not less than the fair market value of a share on the date of grant. In 2021, stock options were granted solely to our former Chief Executive Officer, which will vest in 2024 subject to certain performance and other criteria, and have a contractual term of approximately seven years. No stock options were granted in 2022 or 2020.

Stock Awards

Stock awards are principally made in the form of performance share units (“PSUs”) and restricted share units (“RSUs”).

PSUs are stock awards where the number of shares ultimately received by the employee depends on the Company’s performance against specified targets, which may include Adjusted EBITDA, Adjusted Free Cash Flow, Total Shareholder Return (“TSR”) relative to the Russell Mid Cap Market Index, or share price. PSUs typically vest 50% over an approximate three-year period and 50% over an approximate four-year period (i.e. four years to vest both tranches). In 2021, a second round of PSUs was granted in lieu of there being no 2020 PSUs that vest 50% over an approximate two-year period and 50% over an approximate three-year period. Dividend equivalents are not paid under the Plan. The fair value of each PSU is determined on the grant date or modification date, based on the Company’s stock price, adjusted for the exclusion of dividend equivalents, and assumes that performance targets will be achieved. Over the performance period, the number of shares of stock that will be issued is adjusted based upon the probability of achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense is based on a comparison of the final performance metrics to the specified targets, if applicable.

RSUs are stock awards granted to directors that entitle the holder to shares of common stock as the award vests, typically over a one-year period, and have a contractual term of 10 years. Dividend equivalents are not paid under the Plan. In 2020, RSUs were also granted to employees, which vested in approximately one- and two-year vesting periods.

Stock Option Activity

A summary of our stock option activity and related information is as follows:

| | Stock Options | Weighted-Average | | Aggregate Intrinsic Value (\$ in millions) |
|----------------------------------|------------------|----------------------------------|---|--|
| | | Exercise Price Per Share (\$) | Remaining Contractual Term (in years) | |
| Outstanding at January 1, 2022 | 422,500 | 17.51 | | |
| Granted | — | — | | |
| Forfeited | — | — | | |
| Exercised | (250,000) | 15.53 | | |
| Outstanding at December 31, 2022 | <u>172,500</u> | 20.37 | 5.36 | |
| At December 31, 2022: | | | | |
| Vested and expected to vest | 172,500 | 20.37 | 5.36 | — |
| Exercisable | — | — | — | — |

The total intrinsic value of stock options exercised was \$3 million in 2022. There were no cash proceeds from stock options exercised in 2022 due to net share settlement. No stock options were exercised in 2021 and 2020.

Fair Value of Stock Options Granted

We estimate the fair value of stock options at the date of grant using a valuation model that incorporates key inputs and assumptions as detailed in the table below. The weighted-average grant date fair value of stock options granted during 2021 was \$9.82 per share.

| | 2021 |
|--|-------------|
| Valuation model | Monte Carlo |
| Exercise price (\$) | 20.37 |
| Expected option term (in years) | 2.00 |
| Expected volatility of the Company's stock (%) | 60.00 |
| Risk-free interest rate (%) | 0.80 |
| Dividend yield (%) | — |

The expected volatility assumes the historical volatility is indicative of future trends, which may not be the actual outcome. The expected option term is based on historical data and is not necessarily indicative of exercise patterns that may occur. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of the reasonableness of our original estimates of fair value.

Stock Award Activity

A summary of our stock award activity and related information is as follows:

| | PSUs | Weighted-Average Grant Date Fair Value (\$) | RSUs | Weighted-Average Grant Date Fair Value (\$) |
|--------------------------------|------------------|---|---------------|---|
| Nonvested at January 1, 2022 | 5,300,825 | 21.50 | 1,059,472 | 10.05 |
| Granted | 1,714,667 | 25.37 | 95,357 | 20.46 |
| Vested | — | — | (1,034,846) | 10.16 |
| Forfeited | (1,734,548) | 12.08 | (29,302) | 9.08 |
| Nonvested at December 31, 2022 | <u>5,280,944</u> | <u>25.85</u> | <u>90,681</u> | <u>20.07</u> |

At December 31, 2022:

| | | |
|---|------|------|
| Unrecognized cost for nonvested awards (\$ in millions) | 64 | — |
| Weighted-average future recognition period (in years) | 2.27 | 0.35 |

The total vest-date fair value of PSUs vested was \$3 million in 2021 and 2020. No PSUs vested in 2022. The total vest-date fair value of RSUs vested was \$23 million, \$33 million, and \$1 million for 2022, 2021, and 2020, respectively.

Fair Value of Stock Awards Granted

We estimated the fair value of PSUs at the date of grant using a Monte Carlo simulation valuation model, as the awards include a market condition. The market condition is based on the Company's TSR relative to the Russell Midcap Market Index.

During 2022, 2021, and 2020, we estimated the fair value of RSUs at the date of grant based on our stock price. Details of the grants are as follows:

| | 2022 | 2021 | 2020 |
|---|-------------|-------------|-------------|
| PSUs granted during the year | 1,714,667 | 3,740,075 | — |
| Weighted-average grant date fair value (\$) | 25.37 | 26.10 | — |
| RSUs granted during the year | 95,357 | 79,844 | 2,375,141 |
| Weighted-average grant date fair value (\$) | 20.46 | 22.29 | 9.04 |

Stock-Based Compensation Expense

Total compensation cost (recovery) for our stock-based compensation plans is recorded based on the employees' respective functions as detailed below.

| (\$ in millions) | For the year ended December 31, | | |
|--|---------------------------------|------|------|
| | 2022 | 2021 | 2020 |
| Cost of services | 2 | 2 | (1) |
| Selling, general and administrative | 37 | 30 | (4) |
| Research and development | 2 | 3 | (1) |
| Stock-based compensation expense before income taxes | 41 | 35 | (7) |
| Income tax benefit (provision) | 10 | 8 | (2) |
| Total stock-based compensation, net of tax | 31 | 27 | (5) |

The 2020 recovery results from the reversal of 2019 and 2018 expense due to certain PSUs that were no longer expected to vest.

PlayDigital Synthetic Equity Award Program

In 2021, the Company established a synthetic equity award program (the "PlayDigital Equity Award Program") designed to align the incentives of certain employees of the Company's PlayDigital segment with the growth in the valuation of such business. The amount of compensation paid to an employee will depend on the valuation of the PlayDigital segment on each applicable vesting date and requires the employee's continued service through each vesting date.

Awards under the PlayDigital Equity Award Program vest in three tranches, with certain specified percentages (the "Tranche Percentages") of the award scheduled to vest three, four, and five years after the grant date. The first vesting date is subject to acceleration in the event of a separate public listing of the PlayDigital business, while the remaining two vesting dates shall not be affected.

PlayDigital synthetic equity awards provide that on each applicable vesting date, the employee shall be entitled to an amount (payable in a combination of equity and cash) equal to a certain percentage (the "Synthetic SAR Percentage") of the appreciation, if any, in the valuation of the PlayDigital business at each vesting date over the contractually agreed initial valuation. Additionally, the employee shall be entitled to an amount (payable in a combination of equity and cash) equal to a certain percentage (the "Synthetic RSU Percentage") of the valuation of the PlayDigital business as of each vesting date.

At December 31, 2022, \$6 million of estimated unrecognized compensation expense attributable to PlayDigital synthetic equity awards will be recognized as compensation expense over a weighted average period of 3.3 years.

24. Earnings Per Share

The following table presents the computation of basic and diluted income (loss) per share of common stock:

| (\$ in millions and shares in thousands, except per share amounts) | For the year ended December 31, | | |
|---|---------------------------------|---------|---------|
| | 2022 | 2021 | 2020 |
| Numerator: | | | |
| Net income (loss) from continuing operations attributable to IGT PLC | 275 | 65 | (939) |
| Net income from discontinued operations attributable to IGT PLC | — | 417 | 41 |
| Net (loss) income attributable to IGT PLC | 275 | 482 | (898) |
| Denominator: | | | |
| Weighted-average shares - basic | 201,825 | 204,954 | 204,725 |
| Incremental shares under stock based compensation plans | 1,589 | 1,841 | — |
| Weighted-average shares - diluted | 203,414 | 206,795 | 204,725 |
| Net income (loss) from continuing operations attributable to IGT PLC per common share - basic | 1.36 | 0.32 | (4.59) |
| Net income (loss) from continuing operations attributable to IGT PLC per common share - diluted | 1.35 | 0.31 | (4.59) |
| Net income from discontinued operations attributable to IGT PLC per common share - basic | — | 2.03 | 0.20 |
| Net income from discontinued operations attributable to IGT PLC per common share - diluted | — | 2.02 | 0.20 |
| Net income (loss) attributable to IGT PLC per common share - basic | 1.36 | 2.35 | (4.39) |
| Net income (loss) attributable to IGT PLC per common share - diluted | 1.35 | 2.33 | (4.39) |

Certain stock options to purchase common shares were outstanding, but were excluded from the computation of diluted earnings per share, because the exercise price of the options was greater than the average market price of the common shares for the full year, and therefore, the effect would have been antidilutive.

During years when we are in a net loss position, certain outstanding stock options and unvested restricted stock awards are excluded from the computation of diluted earnings per share because including them would have had an antidilutive effect.

For the year ended December 31, 2022, there were nominal stock options and unvested restricted stock awards shares excluded from the computation of diluted earnings per share because including them would have had an antidilutive effect. No shares were antidilutive for the year ended December 31, 2021. There were 1 million shares that would have had an antidilutive effect for the year ended December 31, 2020.

25. Related Party Transactions

We engage in business transactions with certain related parties which include (i) De Agostini S.p.A. (“De Agostini”) or entities directly or indirectly controlled by De Agostini, (ii) other entities and individuals capable of exercising control, joint control, or significant influence over us, and (iii) our unconsolidated subsidiaries or joint ventures. Members of the Board, executives with authority for planning, directing, and controlling the activities of the Company and such Directors’ and executives’ close family members are also considered related parties. We may make investments in such entities, enter into transactions with such entities, or both.

De Agostini Group

De Agostini S.p.A. (“De Agostini”) has a controlling interest in IGT. As of December 31, 2022, De Agostini had an economic interest of approximately 47.4% (excluding treasury shares) and, due to its election to exercise the special voting shares associated with its ordinary shares pursuant to the Loyalty Plan, a voting interest of approximately 63.2% of the total voting rights (excluding treasury shares).

Amounts receivable from De Agostini and subsidiaries of De Agostini (collectively, the “De Agostini Group”) are non-interest bearing. Transactions with the De Agostini Group include payments for support services provided and office space rented pursuant to a lease entered into prior to the formation of the Company. In addition, certain of our Italian subsidiaries had a corporate income tax unit agreement, and in some cases, a Group VAT agreement, with De Agostini pursuant to which De Agostini consolidates certain Italian subsidiaries of De Agostini for the collection and payment of taxes to the Italian tax authority.

Related party amounts due to or from the De Agostini Group are as follows:

| (\$ in millions) | December 31, | |
|-------------------------|--------------|------|
| | 2022 | 2021 |
| Trade receivables | 2 | — |
| Tax-related receivables | — | 4 |
| Trade payables | 1 | 1 |
| Tax-related payables | 3 | 3 |

PlayDigital Synthetic Equity Award Program

On March 9, 2022, Enrico Drago, Chief Executive Officer, PlayDigital, an immediate family member of Marco Drago, a member of the Parent’s board of directors, was granted a synthetic equity award pursuant to the PlayDigital Equity Award Program with Tranche Percentages of 35%, 25%, and 40%, a Synthetic SAR Percentage of 1.275%, and a Synthetic RSU Percentage of 0.225%. At December 31, 2022, \$4 million of estimated unrecognized compensation expense attributable to the synthetic equity award granted to Mr. Drago will be recognized as compensation expense over a weighted average period of 3.5 years.

Unconsolidated Subsidiaries, Partnerships and Joint Ventures

From time to time, we make strategic investments in publicly traded and privately held companies that develop software, hardware, and other technologies or provide services supporting its technologies. We may also purchase from or make sales to these organizations.

Ringmaster S.r.l.

We have a 50% interest in Ringmaster S.r.l. (“Ringmaster”), an Italian joint venture, that is accounted for using the equity method of accounting. Ringmaster provides software development services for our interactive gaming business pursuant to an agreement dated December 7, 2011. Our investment in Ringmaster was \$1 million at December 31, 2022 and 2021.

We incurred \$9 million, \$6 million, and \$7 million in expenses to Ringmaster for the years ended December 31, 2022, 2021, and 2020, respectively.

Connect Ventures One LP and Connect Ventures Two LP

We hold investments in two venture capital funds, Connect Ventures One LP and Connect Ventures Two LP (the “Connect Ventures”), that are accounted for as equity method investments. De Agostini also holds investments in the Connect Ventures, and Nicola Drago, an immediate family member of Marco Drago, a member of the Parent’s board of directors, holds a 10% ownership interest in, and is a non-executive member of, Connect Ventures LLP, the fund that manages the Connect Ventures.

Our investment in Connect Ventures One LP was \$3 million at December 31, 2022 and 2021. Our investment in Connect Ventures Two LP was \$5 million and \$6 million at December 31, 2022 and 2021, respectively.