



## INSPIRED ENTERTAINMENT, INC.

### CHARTER OF THE NOMINATING, GOVERNANCE AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

The following Nominating, Governance and Compliance Committee Charter (the "**Charter**") was adopted by the Board of Directors (the "**Board**") of Inspired Entertainment, Inc., a Delaware corporation (the "**Company**") on the date indicated above.

#### 1. Composition of the Committee

The Board shall appoint the members of the Nominating, Governance and Compliance Committee (the "**Committee**"). The Committee shall be comprised of at least three "independent" directors of the Board. The term "independent director" means a director who: (a) meets the definition of "independence" under the rules and regulations of the Securities and Exchange Commission ("**SEC**"); (b) is a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended; and (c) is an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Each appointed member of the Committee may be removed by the Board at any time, with or without cause. The Chairman of the Committee shall be designated by the Board. Each Committee member shall have one vote.

#### 2. Purpose

In addition to such other duties as may be assigned to the Committee by the Board from time to time, the purpose of the Committee is to: (a) consider and periodically report to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board; (b) advise and make recommendations to the Board with respect to corporate governance matters; (c) oversee the Company's compliance programs with respect to: (i) compliance with the laws and regulations applicable to the Company's business, including gaming laws; and (ii) compliance with the Company's Insider Trading Policy, Code of Ethics, Anti-Bribery and Money Laundering Policies, and related policies and procedures (together the "**Policies**") applicable to the Company's directors, officers, employees and other representatives or agents.

#### 3. Duties and Responsibilities

The Committee shall, among its duties and responsibilities as may be delegated to the Committee by the Board, and in addition to any duties and responsibilities imparted to the Committee by the SEC or any other applicable laws or regulations:

- (a) review and make recommendations to the Board annually with respect to the composition, size and needs of the Board;
- (b) develop a pool of potential director candidates in the event of a vacancy on the Board;

- (c) review shareholder nominations for candidates to the Board, if any, and any shareholder proposals affecting corporate governance, and make recommendations to the Board accordingly;
- (d) review the size, structure and composition of each committee of the Board and present recommendations to the Board for committee membership annually and to fill vacancies as needed;
- (e) evaluate and recommend termination of membership of individual directors in accordance with the Company's bylaws, for cause or for other appropriate reasons;
- (f) in conjunction with the Office of the Executive Chairman, review planning for the succession to the positions within the Office of the Executive Chairman and other senior management positions;
- (g) periodically review overall corporate governance principles, procedures and practices of the Company and make recommendations to the Board as appropriate;
- (h) evaluate and monitor the Company's policies and procedures for the use of third party contractors and customer acquisition; and
- (i) monitor compliance by the Company with its policies, including but not limited to the Company's Whistle Blowing Policy, Insider Trading Policy, Code of Ethics, Anti-Corruption and Bribery Policy, and guidelines regarding conflicts of interest.

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The powers and responsibilities granted under this Charter may be shared from time to time with the Audit Committee of the Board. Notwithstanding this, and in general but without limiting the remit of either Committee, the Nominating, Governance and Compliance Committee is responsible for the oversight of compliance related matters, whilst the Audit Committee is responsible for the oversight of financial related matters. Both Committee's will co-ordinate their activities in accordance with this general understanding. Notwithstanding anything else contained in this Charter, the Committee shall not be empowered to approve matters that applicable law, the Company's charter or byelaws require to be approved by a vote of the full Board.

#### 4. Meetings and Reports

The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee members determine to perform its duties and responsibilities under this Charter. The Chairman of the Committee, or any member, may call meetings of the Committee. The Chairman, in consultation with Committee members and management will determine the frequency and length of meetings and develop the Committee's agenda. A simple majority of the members of the Committee constitutes a quorum and shall be empowered to act on behalf of the Committee. Minutes will be kept of each meeting of the Committee. The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board. The Committee shall also make reports and recommendations to the Board within the scope of its functions.

#### 5. Review of Charter

The Committee shall review this Charter at least annually and recommend any changes thereto to the Board.

#### 6. Self-Assessment

The Committee will annually evaluate the Committee's own performance and report that it has done so to the Board.

#### 7. Delegation by Committee

The Committee may delegate authority consistent with this Charter to one or more Committee members or subcommittees comprised of one or more Committee members when appropriate. Any such member, members or subcommittee shall be subject to this Charter. The decisions of any such member, members or subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

#### 8. Amendment

Any amendment or other modification of this Charter shall only be made in writing and be approved by the full Board.

#### 9. Disclosure of Charter

If required by the rules of the SEC or any Principal Market, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

**Last Updated – August 15, 2018**

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