

**BRIGHTSTAR LOTTERY PLC**  
**CODE OF ETHICS**



## BRIGHTSTAR LOTTERY PLC

### CODE OF ETHICS FOR PRINCIPAL EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

Approved by the Board of Directors on 7 April 2015

Amended on 7 November 2024

#### PURPOSE OF CODE OF ETHICS

The purpose of this Code of Ethics (this “**Code**”) is to set forth written standards designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that Brightstar Lottery PLC (“**Brightstar**” or the “**Company**”) files with, or submits to, the U.S. Securities and Exchange Commission (the “**SEC**”), U.K. Companies House, and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting to the person or persons identified in this Code of actual or potential violations of this Code; and
- Accountability for adherence to this Code.

#### PERSONS COVERED

This Code applies to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or any persons performing similar functions (each, a “**Covered Officer**” and together, the “**Covered Officers**”).

While we expect honest and ethical conduct in all aspects of our business from all our employees, we particularly expect the highest possible honest and ethical conduct from our Covered Officers. You are an example for other employees, and we expect you to foster a culture of transparency, integrity and honesty. Compliance with this Code is a condition to your employment and any violations of this Code may result in disciplinary action, up to and including termination of your employment.

As a Covered Officer, you have a duty to promptly report any possible violation of this Code or any questionable accounting or auditing matter to the Audit Committee of the Board of Directors of Brightstar (the “**Audit Committee**”). You may escalate actual or potential violations of the Code to the Audit Committee in good faith without fear of reprisal, retaliation or punishment for your actions.

#### POLICY

##### 1 CONFLICTS OF INTEREST

A “conflict of interest” occurs when an employee’s private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole. A conflict situation can arise



when an employee takes actions or has interests that may make it difficult for them to perform their work for the Company objectively and effectively, or has other duties, responsibilities or obligations that run counter to the duties owed to the Company. Conflicts of interest also arise when an employee, or an immediate family<sup>1</sup> member, receives improper personal benefits (including loans to, or guarantees of obligations of, such persons due to the employee's position with the Company. Personal conflicts of interest are prohibited as a matter of the Company policy. If a Covered Officer believes they or another officer of the Company is involved in a conflict of interest or a potential conflict of interest, the conflicted individual must consult with the General Counsel and Audit Committee or any of its delegates who have the authority to approve or disapprove of any such conflict of interest or potential conflict of interest.

## **2 CORPORATE OPPORTUNITIES**

Covered Officers owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Covered Officers are prohibited from: (a) taking for themselves personally opportunities that are discovered using corporate property, information or the Covered Officer's position; (b) using the Company's property, information, or position for personal gain; or (c) competing with the Company, directly or indirectly, for business opportunities.

## **3 CONFIDENTIALITY**

Covered Officers should maintain the confidentiality of information entrusted to them by the Company or its customers, suppliers and/or stakeholders, except when legally authorized or required to disclose such information. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, its customers, suppliers and/or stakeholders, if disclosed.

## **4 FAIR DEALING**

Covered Officers shall deal fairly and oversee fair dealing by employees and other officers with the Company's directors, officers, employees, customers, suppliers, other stakeholders and competitors. No Covered Officer should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

This Code is not intended to, and shall not be deemed to, alter existing legal rights and obligations of the Company and its employees, such as "at will" employment arrangements.

## **5 PROTECTION AND PROPER USE OF COMPANY ASSETS**

All Covered Officers should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes only.

## **6 COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Brightstar seeks to comply with all applicable laws, rules and regulations (including insider trading laws) in the jurisdictions where the Company operates. Each Covered Officer bears the responsibility to adhere to the standards and restrictions imposed by those laws, rules and regulations, including but not limited to those described more fully in the Company's Code of

---

<sup>1</sup> The New York Stock Exchange rules define "immediate family" to include a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees of such person) who share such person's home.



Conduct. Illegal action will be dealt with swiftly and violators reported to the appropriate authorities.

## **7 PUBLIC FILINGS AND COMMUNICATIONS**

The Company strives to provide full, fair, accurate, timely and understandable disclosure in all reports that it files with, or submits to, the SEC and under the U.K. Companies Act 2006, as well as in all of its other public communications. Employees responsible for preparing, reviewing or verifying such reports and communications, including the Covered Officers, should use their best judgment and good faith efforts to ensure that all reports and communications meet the above standards.

In addition, any Covered Officer who becomes aware of any material misstatement or omission in the Company's filings or other outside communications should contact the Audit Committee immediately.

## **8 REPORTING OF VIOLATIONS; NONRETALIATION**

Covered Officers should ensure that any violations of this Code be promptly escalated to the attention of the Board of Directors or the Audit Committee, as appropriate, and the General Counsel. Any Covered Officer who is found to have violated these standards and practices will be subject to immediate disciplinary action, up to and including reassignment, demotion or, where appropriate, termination.

Further, the Company may initiate legal proceedings to recover the amount of any improper expenditures and any other losses that the Company may have incurred because of the violation.

The Company understands that individuals may not report concerns if they feel they will be subject to retaliation, retribution, or harassment for such reports. Therefore, Company employees, including the Covered Officers and their superiors, are strictly prohibited from engaging in retaliation, retribution, or any form of harassment directed against anyone who reports a compliance concern in good faith. Any employee, including any officer or supervisor, who engages in such actions (including discharge, demotion, suspension, threatening, harassing, or in any other manner discriminating against a reporting person because of any lawful act done by the reporting person) shall be subject to disciplinary action, up to and including dismissal of the employee. In accordance with the Company's Internal Investigations Policy, allegations of Code violations by Covered Officers shall be reported to the General Counsel who shall notify the Chairperson of the Audit Committee, as necessary, [who shall then decide whether the investigation should be directed by the Audit Committee].

## **9 AMENDMENTS AND WAIVERS**

Amendments to, exceptions from or waivers of this Code must be in writing and approved by the Board of Directors, and shall be promptly disclosed to shareholders in accordance with applicable law and rules of the SEC and the New York Stock Exchange.

## **10 NO RIGHTS CREATED**

This Code is a statement of certain fundamental principles, policies and procedures that govern the Covered Officers in the conduct of the Company's business. It is not intended to, and does not, create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.



### **ACKNOWLEDGMENT FORM**

I have received and read the Code of Ethics for the Principal Executive Officer and Senior Financial Officers (the “**Code of Ethics**”), and I understand its contents. I agree to comply fully with the standards contained in the Code of Ethics and the Company’s related policies and procedures. I understand that I have an obligation to promptly report to the appropriate person or persons any suspected violations of the Code of Ethics.

---

Printed Name

---

Signature

---

Date