



BRIGHTSTAR LOTTERY PLC
RELATED PERSON TRANSACTIONS POLICY



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Approved by the Board of Directors on 7 April 2015

Amended by the Board of Directors on 7 November 2024

PURPOSE

The Board of Directors of Brightstar Lottery PLC (the “**Company**” or “**Brightstar**”) has adopted this Related Person Transactions Policy (the “**Policy**”) which shall be followed in connection with all Related Person Transactions (as defined below).

SCOPE

This Policy applies to all Brightstar employees and consultants worldwide.

POLICY

The Board of Directors of the Company recognizes that Related Person Transactions (as defined below) present a heightened risk of potential or actual conflicts of interest and may create the appearance that Company decisions are based on considerations other than the best interests of the Company and its shareholders. Nevertheless, the Board of Directors recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its shareholders. Accordingly, the Board of Directors of the Company has adopted this Policy which shall be followed in connection with all Related Person Transactions.

RESPONSIBILITIES

It shall be the responsibility of the individual directors, director nominees and executive officers of the Company to report at the earliest practicable time to the Company’s General Counsel or to the Company Secretary or their designees (the “**Responsible Officer**”) any proposed transaction that potentially could be a Related Person Transaction, and to provide the Responsible Officer with information regarding the terms and circumstances of such transaction, including but not limited to:

- the Related Person involved and their relationship to the Company;
- the Related Person’s interest and role in the proposed transaction;
- the terms, or proposed terms, of the transaction (including the aggregate value and the value to be directly or indirectly derived by the Related Person);
- the benefits to the Company of the proposed transaction;
- the purpose and timing of the proposed transaction;
- whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;

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- if applicable, the availability to the Company of alternative means or transactions to obtain like benefits; and
- an assessment of whether the proposed transaction is on terms that are comparable to the terms that would exist in a similar transaction with a third party that is not a Related Person (or other information bearing on whether the proposed transaction is fair to the Company).

Any Company employees with knowledge of the proposed Related Person Transaction and/or interest of the Related Person shall provide the Responsible Officer with information regarding the terms and circumstances of the transaction.

DEFINITIONS

“Executive Officers” means those officers named in the Company’s Form 20-F, their successors and any other officer the General Counsel may deem to be an “executive officer.”

“Immediate Family Members” of an individual includes such individual’s spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, any other person sharing the household of such individual (other than a tenant or employee) and any other members of an individual’s family that may be expected to influence, or be influenced by, that person in their dealings with the Company.

“Related Person” means:

- (1) Any enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company;
- (2) Any unconsolidated enterprise in which the Company has a significant influence or which has significant influence over the Company;
- (3) Any individual owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and Immediate Family Members of any such individual;
- (4) Key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors¹, director nominees, and executive officers, Immediate Family Members of such individuals and any person in accordance with whose directions or instructions the directors are accustomed to act;
- (5) Any enterprise in which a substantial interest in the voting power of such enterprise is owned, directly or indirectly, by any person described in (3) or (4) or over which such person is able to exercise significant influence. This includes any enterprise owned by directors or holders of a beneficial interest in 5% or more of the ordinary shares of the

¹ This policy applies also to an observer of the Board appointed by a shareholder and accepted by the Company, as if the observer were a director of the Company.



Company and any enterprise that has a member of key management in common with the Company; and

- (6) Trusts for the benefit of employees of the Company or any of its subsidiaries, and any other person or entity that would qualify as a “related party” pursuant to FASB ASC 850-10, *Related Party Disclosures*.

“**Related Person Transactions**” is any transaction or arrangement between the Company or any of its subsidiaries and a Related Person (as defined above), including but not limited to any transaction or arrangement that is material to the Company or the Related Person or is unusual in its nature or conditions, involving goods, services, or tangible or intangible assets, to which the Company or any of its parent or subsidiaries is a party. A Related Person Transaction shall also include any loan or guarantee made by the Company, its parent or any of its subsidiaries to or for the benefit of a Related Person. This also includes any amendment or modification to an existing Related Person Transaction.

“**Significant Influence**” is the power to participate in the financial and operating policy decisions of the Company or a third party enterprise but is less than control over those policies and includes, among other things, (i) acting as a director, director nominee, or executive officer, or (ii) beneficially owning 5% or more of the ordinary shares of the Company or, with respect to a third party enterprise, 10% of the voting power of such enterprise. Any individual or entity with such significant influence at any time during a fiscal year shall be considered subject to this Policy, even if such individual or entity ceased to have such status during such fiscal year.

OWNERSHIP

General Counsel

PROCESS

1 FIVE PERCENT OWNERS

At the time the Responsible Officer becomes aware of a person’s status as a beneficial owner of 5% or more of the Company’s ordinary shares, the Responsible Officer, by examining certain information available from various sources including (i) questionnaires provided by the Company’s directors and executive officers to the Responsible Officer annually in connection with the Company’s Annual Report on Form 20-F, (ii) the Company’s filings with the US Securities and Exchange Commission (the “**SEC**”), (iii) disclosures to the Company under the Company’s Articles of Association, (iv) disclosures to the Company under the UK Companies Act 2006, as amended (the “**Companies Act**”), (v) filings with the SEC by significant shareholders including those on Schedule 13D or Schedule 13G, and (vi) through the use of Internet search engines and applicable websites, shall create a list, to the extent the information is readily available, of (a) if the person is an individual, the name of the individual and the identity, if known, of the Immediate Family Members of the individual, the firm, corporation or other enterprise in which the individual is employed or is a general partner or principal or in a similar position or in which the individual, together with other Related Persons or individually, has a 10% or greater ownership interest in the voting power of such firm, corporation or enterprise, and (b) if the person is a firm, corporation or other entity, a list of the principals or executive officers of the firm, corporation or entity.



The Responsible Officer will notify the appropriate individuals within the Company of any persons or entities included on such a list. If the Responsible Officer or any of such individuals become aware of any transaction involving persons or entities on such list that potentially could be a Related Person Transaction, the Responsible Officer will collect the same information regarding the transaction that is required above for directors, executive officers and nominees.

2 AUDIT COMMITTEE APPROVAL

After receiving information regarding any potential Related Person Transaction, the Responsible Officer shall then assess whether the transaction is a Related Person Transaction for purposes of this Policy. Related Person Transactions shall be considered by the Audit Committee of the Board of Directors of the Company prior to the consummation of any such transactions. In the event the Company's Chief Executive Officer, Chief Financial Officer, General Counsel or Company Secretary becomes aware of a Related Person Transaction after the adoption of this Policy that has not been previously approved or previously ratified under this Policy, such person shall promptly notify the Audit Committee and the Audit Committee shall consider whether the Related Person Transaction should be approved, ratified or rescinded or other action should be taken.

In considering a Related Person Transaction, the Audit Committee shall consider all the relevant facts and circumstances of the Related Person Transaction available to the Audit Committee. The Audit Committee shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Audit Committee determines in good faith.

No member of the Audit Committee shall participate in any consideration of a Related Person Transaction with respect to which they or any of their Immediate Family Member, is a Related Person.

The review, approval or ratification of a transaction or arrangement pursuant to this Policy does not necessarily imply that such transaction or arrangement is required to be disclosed under Item 404(a) of Regulation S-K or Item 7.B of Form 20-F.

3 SHAREHOLDER APPROVAL

In addition to the Audit Committee approval required in accordance with this Policy, approval of the shareholders of the Company must also be obtained for certain Related Person Transactions in accordance with the Companies Act, failing which the transaction may be voidable, result in payments being held in trust for the Company and/or result in director liability.

These English legal provisions restricting Related Person Transactions include, but are not limited to, the transactions set forth in sections 188-189 of the Companies Act (*long term service agreements of directors*), sections 190-196 of the Companies Act (*Substantial property transactions* (i.e. transactions where the asset value exceeds £100,000)), sections 197-214 of the Companies Act (*Loans to directors or persons connected with directors*), sections 215-222 and 226A-226D of the Companies Act (*Payments for loss of office*) and section 366 of the Companies Act (*Political donations*). Further, certain of the transactions set forth in the foregoing sections of the Companies Act may be unlawful under the federal laws of the United States, notwithstanding approval of the shareholders of the Company. If there is any doubt as to the nature of such



transactions, their approval requirements or their lawfulness, advice should be obtained from outside legal counsel.

4 **STANDING PRE-APPROVAL FOR CERTAIN TRANSACTIONS**

The Audit Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be pre-approved by the Audit Committee.

- 4.1 **Executive compensation.** Any compensation paid to an executive officer of the Company if the Compensation Committee of the Board approved (or recommended that the Board approves) the compensation paid to the person.
- 4.2 **Director compensation.** Any compensation paid to a director of the Company in their capacity as such.
- 4.3 **Transactions where all shareholders receive proportional benefits.** Any transaction where the Related Person's interest arises solely from the ownership of the Company's (or of any of its non-wholly owned subsidiaries') ordinary shares and all holders of the ordinary shares received the same benefit on a pro rata basis (e.g. dividends).
- 4.4 **Certain transactions with and among wholly owned subsidiaries.** Any transaction solely between or among the Company and one or more of its wholly owned subsidiaries.
- 4.5 **Certain transactions with other companies.** Any transaction with another company (or a non-wholly owned Company subsidiary) for which a Related Person's only relationship is as an employee (other than an executive officer), director, or beneficial owner of less than 10% of that company's shares, if the amount involved for a fiscal year does not exceed the greater of USD 1 million or 2% of that company's total annual revenue.
- 4.6 **Small amount transactions.** Any Related Person Transaction involving payments not in excess of USD 120,000 in any fiscal year, unless such transaction is unusual in its nature or conditions or would otherwise be considered material to the Related Person.
- 4.7 **Certain charitable contributions.** Any charitable contribution, grant, or endowment by the Company to a charitable organization, foundation, or university for which a Related Person's only relationship is as an employee (other than an executive officer) or a director, if the amount involved does not exceed USD 150,000 or any non-discretionary matching contribution, grant, or endowment made pursuant to a matching gift program except where the contribution is a political donation (as defined in section 364 of the Companies Act).
- 4.8 **Transactions involving competitive bids.** Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids among two or more bidders, unaffiliated to each other, wherein the commercially best bid was selected.
- 4.9 **Regulated transactions.** Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.



- 4.10 **Certain banking-related services.** Any transaction with a Related Person wherein the Related Person provided services solely as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services wherein the fees paid to such Related Person in connection therewith conform to market standards for such services.
- 4.11 **Transactions with certain joint ventures.** Any transaction with a Related Person that would not be a "Related Person" but for the fact that it is a joint venture between the Company and an unrelated entity or entities and the transaction is within the scope of transactions contemplated at the formation of the joint venture.
- 4.12 **Other.** Other categories of transactions that may be identified by the Audit Committee from time to time as having no significant potential for an actual, or the appearance of a, conflict of interest or improper benefit to a Related Person.

5 INFORMATION SHARING & DISCLOSURE

Information regarding Related Person Transactions will also be communicated to the Nominating and Corporate Governance Committee, as appropriate and necessary, to assist the committee in making its independence determinations for the directors under the independence requirements of the New York Stock Exchange and any other regulatory requirements.

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, the Companies Act and IAS 24 and related rules and regulations, including transactions pre-approved pursuant to this Policy, shall be so disclosed in accordance with such laws, rules, accounting standards and regulations.