

SCIPLAY CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SciPlay Corporation (the “Company”) is to assist the Board in connection with Board nomination matters, corporate governance principles, procedures and practices and such related matters as may be required under the federal securities laws and any applicable requirements of The Nasdaq Stock Market LLC (“Nasdaq”).

II. Membership

The Committee shall be comprised of three or more members of the Board. The members and the Chairman of the Committee (the “Chairman”) shall be appointed by the Board annually upon the recommendation of the Committee and shall serve at the pleasure of the Board until their successors shall be duly elected and qualified or until their earlier resignation or removal by the Board.

III. Meetings

The Committee shall meet at least four times annually, or more frequently as the Committee may determine. The Committee shall meet in executive session at least on an annual basis.

The Chairman or, in the event of the absence of the Chairman from any meeting, another member of the Committee designated by vote of the members in attendance at such meeting, shall chair all meetings of the Committee. The Chairman shall set the agenda of items to be addressed by the Committee at each meeting with input from the other members of the Committee. The Chairman shall report to the Board regularly on the Committee’s activities and actions and any matter of material concern to the Company which relates to the Committee’s duties and responsibilities herein, including at the first Board meeting following any Committee meeting.

The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

IV. Duties and Responsibilities

In furtherance of the Committee’s purpose, and in addition to any other responsibilities which may be properly assigned by the Board, the Committee shall have the following responsibilities and duties:

1. Review and make recommendations to the Board annually with respect to the composition, size and needs of the Board.
2. Review and make recommendations to the Board annually, and at other times as requested by the Board, with respect to the independence of the individual members of the Board.

3. Recommend criteria for Board membership, including the minimum qualifications for a nominee and the qualities and skills that the Committee believes are necessary or desirable for a Board member to possess.
4. Lead the search in identifying individuals qualified to become Board members. Before recommending a nominee, review and conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for director.
5. Recommend a slate of director nominees for approval by the Board and election by the stockholders in connection with the Annual Meeting of Stockholders. Recommend new directors for approval and election by the Board to fill vacancies on the Board, including any newly created directorships, as needed.
6. Review stockholder nominations for candidacy to the Board, if any, and any shareholder proposals affecting corporate governance, and make recommendations to the Board accordingly.
7. Review the composition of each committee of the Board and present recommendations to the Board for committee memberships annually and to fill vacancies as needed.
8. Review planning for succession to the position of Chairman of the Board and Chief Executive Officer and other senior management positions. To assist the Committee with this responsibility, the Chief Executive Officer shall annually provide the Committee with recommendations and evaluations of potential successors to succeed him or her and other members of senior management.
9. Periodically review overall corporate governance principles, procedures and practices of the Company and make recommendations to the Board as appropriate.
10. Periodically review and report to the Board on the effectiveness of corporate governance procedures and the Board as a governing body, including conducting an annual self-assessment of the Board and its standing committees. Annually review and evaluate the Committee's performance under this Charter.
11. Periodically review this Charter, the Company's Articles of Incorporation, Bylaws and other corporate governance documents and recommend any changes or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of Nasdaq, the Securities and Exchange Commission and any other legal or regulatory requirements.
12. Perform any other activities consistent with this Charter, and the Company's Bylaws and Articles of Incorporation, as the Committee may deem necessary or appropriate for the fulfillment of its responsibilities under this Charter or as required by any applicable requirements of Nasdaq, the Securities and Exchange Commission and any other legal or regulatory requirements, or as may be determined by the Board.

13. Do every other act incidental to, arising out of or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.

Notwithstanding any of the foregoing, the legal liability of any of the Committee members shall be no greater than that of other members of the Board. The Committee may delegate authority granted hereunder, to the extent permitted under applicable law and any applicable requirements of Nasdaq, to a subcommittee of the Committee in order to ensure compliance with legal and regulatory obligations, to ensure timely decision-making or for other purposes.

V. Committee Resources and Advisors

The Committee shall have the authority, at the expense of the Company, to retain and determine compensation for such search firms and other outside legal, accounting or other advisors or consultants, including independent third-party experts, as it shall deem necessary or appropriate in its sole discretion in the performance of its duties, without Board or management approval. Such search firms and other outside legal, accounting or other advisors or consultants shall be independent as determined in the discretion of the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for the payment of compensation to such consultants and experts. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultants and experts.

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