



LIGHT & WONDER, INC.

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 Light & Wonder, Inc. (the “Company”) is to assist the Board in connection with Board nomination matters, corporate governance practices and such related matters as may be required under the federal securities laws.

II. Membership

The Committee shall be comprised of three or more members of the Board, each of whom has been determined by the Board to be independent, having regard to the Corporate Governance Principles and Recommendations (4th Edition) (“ASX Recommendations”). The members and the Chair of the Committee (the “Chair”) shall be appointed by the Board at the annual organizational meeting of the Board 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. The Chair shall be an independent Director.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair of the Board with a copy to the Lead Independent Director, if applicable, the Chair and the Corporate Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective has not been specified therein, then it shall take effect immediately upon its receipt by the Chair of the Board; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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 Chair or, in the event of the absence of the Chair 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 Chair 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 Chair 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. One-half of the Committee members, but not fewer than two, shall constitute a quorum. Each Committee member shall have one vote and actions at meetings shall be approved by a majority of the members present.

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 (provided that such recommendations are made in compliance with the Company's Bylaws and stockholder recommendation policies and procedures), 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 Chair of the Board and other Board positions.
9. Periodically review overall corporate governance principles, procedures and practices of the Company and make recommendations to the Board as appropriate.
10. Oversee the Company's strategy, practices, reporting efforts and risk management with respect to environmental matters, including climate-related risks.

11. 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.
12. 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 the Australian Securities Exchange ("ASX"), the Securities and Exchange Commission ("SEC") and any other legal or regulatory requirements.
13. 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 the ASX, the SEC and any other legal or regulatory requirements, or as may be determined by the Board.
14. 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 the ASX, 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 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 performance of its duties. 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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