

GTECH HOLDINGS CORPORATION

HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER

Purpose.

The purpose of the Human Resources & Compensation Committee (also referred to below as the “Committee”) is to: (i) assist the Board of Directors (the “Board”) of GTECH Holdings Corporation (the “Company”) in overseeing the compensation of the Chief Executive Officer (“CEO”) and the compensation practices of the Company; and (ii) assist the Board respecting such other matters as may be delegated to the Committee by the Board from time to time.

Composition.

The Board shall appoint a Human Resources and Compensation Committee of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson. For purposes hereof, the term “independent director” means a director who meets the Securities and Exchange Commission (“SEC”) and New York Stock Exchange (“NYSE”) definitions of “independence,” as determined by the Board. Once appointed, members of the Committee shall serve (unless the Board otherwise determines) until the Board meeting immediately following the next annual meeting of the Company’s shareholders, or until their respective successors are appointed.

Responsibilities.

The Committee shall, in accordance with any applicable SEC, NYSE and other requirements:

- ? Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and, based upon this evaluation, recommend to the independent members of the Board, for approval, the CEO’s compensation (such recommendations to include the CEO’s recommended annual base salary levels, annual and (after taking into account, among other considerations, the Company’s performance and relative shareholder return, the value of similar awards to chief executive officers at comparable companies, and awards given to the CEO in past years) long-term incentive opportunity levels, executive perquisites, benefits, and supplemental benefits);
- ? After receiving the CEO’s recommendations, review and recommend to independent members of the Board for approval the annual base salary levels, annual and long-term incentive opportunity levels, executive perquisites, benefits and supplemental benefits of the Company’s executive officers other than the CEO;
- ? Make recommendations to the Board with respect to non-CEO compensation, generally;

- ? Make recommendations to the Board with respect to incentive compensation plans and equity based plans;
- ? Oversee the administration of the executive incentive compensation plans, stock option plans, restricted stock plans and other long term incentive programs that the Company establishes from time to time, including respecting the selection of the participants, the setting of objectives and the determination of awards, all as more fully described in such plans;
- ? Produce a report of the Committee on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
- ? At the request of management, make itself available for consultation with management on matters relating to compensation;
- ? Recommend changes to the various executive compensation incentive programs;
- ? Certify achievement of performance under various annual and long-term incentive plans and approve certain incentive payments;
- ? Review guidelines for compensation, bonus and stock option grants for non-officer employees;
- ? Review the management succession plan;
- ? Review and recommend to the Board for approval appropriate compensation levels for members of the Board; and
- ? Evaluate, at least annually, the performance of the Committee, and assess the adequacy of the Committee Charter.

Access; Consultants and Advisors.

The Human Resources & Compensation Committee shall have full access to all books, records, facilities and personnel of the Company. The Human Resources & Compensation Committee shall have the sole authority to retain (including the sole authority to approve fees and other retention terms) and terminate such consultants and other advisors as it determines is appropriate to assist the Committee in the performance of its functions. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of fees to any such consultants and advisors.

Operational Matters.

The Human Resources & Compensation Committee shall meet at such times, either in person or telephonically, and at such places as the Committee shall determine. The Committee may delegate some or all of its duties and responsibilities to one or more subcommittees, as it

shall determine, and shall report periodically to the Board concerning the material activities of the Committee. The majority of the members of the Committee shall constitute a quorum.