



Approved April 6, 2004

GTECH HOLDINGS CORPORATION

CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE CHARTER

Purpose.

The purpose of the Corporate Governance and Compliance Committee (also referred to below as the "Committee") is to: (i) develop and recommend to the Board of Directors (the "Board") of GTECH Holdings Corporation (the "Company") a set of corporate governance principles applicable to the Company; (ii) assist the Board in fulfilling its oversight responsibilities relating to the Company's compliance with applicable laws, regulations and standards (other than those relating to the Company's financial reporting process, which includes the Company's systems of internal account and financial controls, the internal audit function and the annual independent audit of the Company's financial statements), and ethics programs and policies as established by management and the Board; (iii) oversee the evaluation of the Board and management in respect of the foregoing; and (iv) assist the Board respecting such other matters as may be delegated to the Committee from time to time.

Composition.

The Board shall appoint a Corporate Governance and Compliance 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:

- Develop and recommend to the Board for approval a set of corporate governance principles for the Company, which principles shall address the subjects identified in Section 303A.09 of the NYSE Listed Company Manual, and such other matters that the Committee considers appropriate (the "Corporate Governance Principles");
- Oversee the review, improvement and implementation of the Corporate Governance Principles;

- Oversee the review, improvement and implementation of the Company’s Code of Conduct (the “Code”) and the Company’s Government Affairs Policies and Procedures (the “GAPP”);
- Oversee the education of Company employees worldwide in matters involving the Code, the GAPP and ethical policies and procedures generally;
- Oversee and evaluate compliance by the Board with the Corporate Governance Principles;
- Oversee and evaluate compliance by the Company (including Company’s management) with the Code, GAPP and other applicable ethical policies and applicable laws, regulations and standards (collectively, “Applicable Laws”), and meet with and receive and review reports from the Company’s senior compliance officer and the Director of Internal Audit concerning such compliance matters;
- Oversee the implementation of an appropriate, confidential process by which Company employees may have direct access to an independent third party and, ultimately, to the Committee to report possible violations of, and to seek guidance concerning, the Code, the GAPP and other applicable ethical policies and Applicable Laws; and
- Evaluate, at least annually, the performance of the Committee, and assess the adequacy of the Committee Charter.

Investigations; Access; Consultants and Advisors.

The Corporate Governance and Compliance Committee is empowered to investigate any matter brought to its attention and shall have full access to all books, records, facilities and personnel of the Company. The Corporate Governance and Compliance 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 Corporate Governance and Compliance 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.