

GTECH HOLDINGS CORPORATION

NOMINATING COMMITTEE CHARTER

Purpose.

The purpose of the Nominating Committee (also referred to below as the “Committee”) is to: (i) assist the Board of Directors (the “Board”) of GTECH Holdings Corporation (the “Company”) by identifying individuals qualified to become Board members, consistent with criteria approved by the Board; (ii) recommend to the Board the selection of such qualified individuals as director nominees for election at Annual Meetings of the shareholders of the Company, and otherwise as candidates to fill such vacancies in the Board that may occur from time-to-time; and (iii) assist the Board respecting such other matters as may be delegated to the Committee from time to time.

Composition.

The Board shall appoint a Nominating 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:

- Determine, in consultation with the Board, criteria for selecting new directors;
- Review possible candidates for Board membership consistent with said criteria;
- Establish procedures for the nomination process;
- Recommend director nominees to the Board for election at each Annual Meeting of the shareholders; and
- Evaluate, at least annually, the performance of the Committee, and assess the adequacy of the Committee Charter.

Access; Consultants and Advisors.

The Nominating Committee shall have full access to all books, records, facilities and personnel of the Company. The Nominating 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 Nominating 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.