

International Game Technology's Code of Conduct

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Corporate Offices

9295 Prototype Drive, Reno, NV 89521-8986

775-448-7777 Fax 448-0719

www.igt.com

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INTRODUCTION

EMPLOYEES AND
AGENTS HAVE A
RESPONSIBILITY TO ACT
WITH TOTAL INTEGRITY
ON BEHALF OF IGT AND
ITS RELATED COMPANIES.

In order to maintain its leadership position in the gaming entertainment industry, IGT and its subsidiaries and controlled entities (the “company”) are dedicated to conducting its business in a truthful, honest, and ethical manner. While most of the information provided in this *Code of Conduct* is common sense, it is important that all employees be aware that it is the responsibility of each one of us to adhere to the business principles under which IGT and its related entities operate. This *Code of Conduct* will be reviewed on an annual basis.

Please read IGT’s *Code of Conduct* carefully and retain a copy for your reference. This *Code of Conduct* applies to all employees of IGT and its subsidiaries and controlled entities.

All IGT employees and agents are expected to act with honesty and integrity. Integrity means:

- Acting within IGT's *Code of Conduct*;
- Complying with local, state, federal and international laws; and
- Taking responsibility for our actions.

The trust and respect of our stakeholders – fellow employees, customers, communities, and shareholders – are assets that must be continually earned. To earn this trust and respect, we embrace IGT's *Code of Conduct*. No employee may allow personal preferences, inconvenience or the pressure of competition to compromise adherence to IGT's *Code of Conduct*.

IGT, its subsidiaries and controlled entities operate in multiple jurisdictions and in one of the most heavily regulated industries in the world. Since the company conducts business in so many various domestic and international jurisdictions, each of which has its own restrictions and prohibitions, it is easy to inadvertently and/or unknowingly place the company at risk. For this reason, company employees and agents must act with integrity at all times. Any failure to do so may lead to disciplinary action or the loss of a license.

Most improper actions are caused by a lack of information or a desire to "just get things done" rather than by faulty character or dishonest intentions.

All distributors, lobbyists, agents and other outside parties that have a key relationship with IGT are required to be familiar with IGT's *Code of Conduct* and are expected to adhere to its provisions.

IGT VALUES

IGT IS IN BUSINESS TO PROVIDE FOR THE NEEDS OF OUR CUSTOMERS, EMPLOYEES AND SHAREHOLDERS, WHILE RECOGNIZING OUR RESPONSIBILITY TO THE COMMUNITIES IN WHICH WE CONDUCT BUSINESS.

- IGT is committed to providing our customers with **quality products** that, together with excellent service and support, will assist them in optimizing their profitability.
- IGT is committed to providing our employees with a **stable and rewarding work environment**, the opportunity to grow to the extent of their talents, and the opportunity to share in the success of the company.
- IGT is committed to being a **responsible corporate citizen** in the communities in which we operate, and we encourage our employees to be assets individually in the communities where they live.

We will fulfill our commitment while upholding the highest level of ethical conduct and meeting our responsibilities as a good corporate citizen.

In addition to these **Values**, IGT adheres to **Principles** of business conduct. While these Principles do not supersede or take precedence over the company's written policies and procedures, they offer guidance on common situations. These Principles are outlined in the following pages.

Questions and Concerns

If you have any questions concerning the following Principles or any ethical or legal issue, the first step is to consult with your supervisor or a higher level manager where you work. If you need additional assistance, or if you are uncomfortable talking to your supervisor or a manager where you work, you may wish to raise the issue with your Human Resources employee representative, or regional compliance representative.

Other options available to you include contacting the Vice President of Compliance at 1-702-669-8746 or calling IGT's **Integrity Action Line** at 1-800-852-6577. Employees and agents may call the Integrity Action Line anonymously, if desired. All calls to the Integrity Action Line are confidential and will be handled by investigation and action, if warranted.

WE HAVE A
RESPONSIBILITY TO
FOSTER A WORK
ENVIRONMENT IN WHICH
EMPLOYEES CAN GROW,
CONTRIBUTE AND
PARTICIPATE FREE FROM
DISCRIMINATION AND
SEXUAL HARASSMENT.

GENERAL RESPONSIBILITIES: HUMAN RESOURCES

All employees are responsible for supporting our commitment to equal employment opportunity and to a work environment free from discrimination and harassment. IGT prohibits discrimination in any work-related decision on the basis of race, color, religion, national origin, age, gender or sex, disability, sexual orientation, or veteran status, or any other category protected by law. We will strive to create and maintain a professional atmosphere where employees may develop their skills and potential, based on ability and job performance.

Our commitment to equal employment opportunity, and prohibition of discrimination, extends to all employment-related decisions, including, but not limited to, recruitment and hiring, benefits, compensation, promotions, training, force reduction and recalls, and company social and recreational programs.

All employees have a right to work in an environment free of harassment. IGT policy prohibits employees from engaging in harassing behavior. Harassment is best described as behavior that interferes with an individual's work performance and creates an intimidating or non-productive work environment. Harassing behavior includes, but is not limited to, unwelcome sexual advances, unwelcome physical contact of any kind, sexual overtures of any kind, physical violence or verbal threats. This includes behavior directed toward employees, customers, vendors, agents and anyone else within IGT's sphere of influence.

For further information on human resources issues, consult IGT's local Human Resources office or IGT's *Personnel Policies and Procedures* available online through IGT's intranet website (www.insideIGT.com; HR Page, Policies & Reference Guide or My IGT Services, Quality Document Management Page). *Personnel Policies and Procedures* are also available in every Human Resources office and may be accessed from Human Resources kiosks.

GENERAL RESPONSIBILITIES: GIFTS, MEALS AND OTHER CONSIDERATION

NEVER OFFER A GIFT, MEAL OR OTHER CONSIDERATION THAT MIGHT BE VIEWED AS ACTUALLY OR POTENTIALLY INTENDED TO INFLUENCE THE OBJECTIVE BUSINESS JUDGMENT OF ANYONE WITH WHOM IGT DOES BUSINESS. IN SOME JURISDICTIONS, BOTH DOMESTIC AND INTERNATIONAL, IGT EMPLOYEES ARE PROHIBITED FROM OFFERING ANYTHING OF VALUE TO GOVERNMENT OFFICIALS AND EMPLOYEES.

Receiving and giving gifts, meals and other consideration of value are sensitive areas, which IGT addresses through the following policies:

No IGT employee or agent is permitted to solicit a gift, meal or any other consideration of value – for themselves, members of their families or anyone with whom the employee or a member of their family has a relationship, personal or professional (including charitable organizations) – from anyone with whom IGT has an actual or potential business relationship.

Never accept anything – for yourself, a family member or anyone with whom the employee or a member of their family has a relationship, personal or professional – that might be reasonably viewed as actually or potentially influencing your objective judgment on behalf of IGT;

Never accept cash (including tips), whether in the form of currency, check, or casino chips, unless you are employed with IGT's Reno Tahoe International Airport operation and are accepting tips in compliance with that operation's policy.

Never offer a gift, meal or other consideration that might be reasonably viewed as actually or potentially intended to influence the objective business judgment of anyone with whom IGT does business. In some jurisdictions, IGT employees and agents are prohibited from offering anything of value to government officials and employees. See the GIFTS, MEALS AND OTHER CONSIDERATIONS OF VALUE: GOVERNMENT OFFICIALS AND EMPLOYEES section that follows.

IGT's philosophy is to choose business partners on the basis of their merits and to compete aggressively on the merits of our people, products and services.

The offer of any gifts and other consideration, where permitted at all, should be limited to nominal displays of courtesy and respect for those with whom we do business. The giving or acceptance of cash as a gift is prohibited.

If you are offered a gift, meal or consideration that does not conform to IGT's policies, advise the offering individual or organization that IGT's policies prohibit you from accepting.

If you receive a gift, meal or consideration that, in your opinion, exceeds IGT's guidelines, immediately notify your supervisor. Gifts will be donated to charity or returned to the giver, as appropriate. As

well, if you believe that the offer of the gift, meal or consideration is in itself inappropriate or designed to inappropriately influence objective business judgment, you should report that immediately to the General Counsel, the Vice President of Compliance, or the respective international Managing Director .

In special circumstances, it may be appropriate to receive or give a gift, meal or other consideration in excess of IGT's policy as stated above. In such cases, always gain approval from your supervisor, and your regional compliance representative or IGT's Vice President of Compliance or General Counsel. (See Appendix D.)

IGT employees who deal with suppliers must be especially careful to avoid any gift, meal or other consideration, which may appear to influence their judgment.

GENERAL RESPONSIBILITIES:
GIFTS, MEALS AND OTHER
CONSIDERATIONS-GOVERNMENT
OFFICIALS AND EMPLOYEES

IGT DOES NOT PERMIT
THE OFFERING OF ANY
GIFT, MEAL OR OTHER
CONSIDERATION, NO
MATTER HOW SMALL, TO
ANY GOVERNMENT OR
REGULATORY OFFICIAL,
EMPLOYEE OR OTHER
REPRESENTATIVE.

It may be illegal for government officials and employees – including officials of regulatory bodies and commissions – to accept gifts, meals or other consideration. This may include something as seemingly insignificant as a cup of coffee. Do not rely on the official's or employee's representation to you, and do not offer any gift, meal or other consideration without first confirming with IGT's Vice President of Compliance or your local compliance representative that the government official or employee is permitted to accept the gift, meal or consideration.

If you are uncertain about the appropriateness of any gift, meal or consideration, absolutely **do not offer it**.

See also the Section titled: Legal Responsibilities: GOVERNMENT AGENCIES AND EMPLOYEES, page 15.

GENERAL RESPONSIBILITIES: PROPRIETARY INFORMATION

THE RULE IS TO
COMMUNICATE
PROPRIETARY
INFORMATION ON A
NEED-TO-KNOW BASIS
ONLY TO INDIVIDUALS
WHO NEED THE
INFORMATION TO
PERFORM THEIR JOB.
WHEN SHARING
PROPRIETARY
INFORMATION WITH
SUCH INDIVIDUALS, BE
SURE THEY
UNDERSTAND ITS
PROPRIETARY NATURE
AND THE NEED TO
SAFEGUARD IT.

Proprietary information is information owned by IGT or entrusted to IGT by IGT's customers or suppliers. This is information obtained, developed or produced by IGT and its employees, information supplied by outside vendors for the benefit of IGT, or information about IGT's customers. Such information must be carefully safeguarded and never released improperly.

Examples of proprietary information include:

- The terms and conditions of contracts and agreements between IGT and its suppliers;
- Information that is protected by patent, copyright, trade secret, trademark, service mark, registered mark, or know-how;
- Business or research activities;
- Performance appraisals and personnel files other than by law;
- Computer software and code;
- Proposed product or service plans or changes to existing products or service plans;
- Profit and pricing information;
- Methods or systems;
- Designs, efficiencies or capabilities;
- Employee, customer or supplier lists;
- Objectives and business strategies; and
- Other information about how IGT or your department conducts business, including accounting and tax information.

These are only examples of kinds of proprietary information that must be carefully protected. There are many other types of proprietary information that also require careful protection.

When you leave IGT permanently, conclude or terminate your business relationship with IGT, take a leave of absence, or transfer to another area within IGT, return all IGT proprietary information to the responsible person. You are responsible for maintaining the confidentiality of all IGT proprietary information even if you no longer work for IGT.

**GENERAL RESPONSIBILITIES:
BRIBES AND KICKBACKS**

**SOLICITING, OFFERING OR
ACCEPTING A KICKBACK
OR BRIBE IS STRICTLY
PROHIBITED. IGT HAS A
ZERO TOLERANCE POLICY
IN THIS REGARD.**

Other than as discussed in section titled GENERAL RESPONSIBILITIES: GIFTS, MEALS AND OTHER CONSIDERATIONS, page 4, no IGT employee is permitted to make any payment of anything of value for the purpose of influencing the recipient's judgment – for instance, to buy an IGT product or service. No IGT employee, agent, representative or outside agent may solicit, offer or accept a kickback or bribe for any reason.

No fund, loan or asset of IGT shall be paid, directly or indirectly, to any government official or employee.

Employees with international responsibilities should also consult the section titled: OTHER RESPONSIBILITIES: INTERNATIONAL, page 20.

Anytime an IGT employee, agent or representative believes he or she is being solicited for a bribe or kickback, he or she should report that immediately to both their immediate supervisor and to either the General Counsel, Vice President of Compliance or local compliance representative.

**GENERAL RESPONSIBILITIES:
TRUE AND ACCURATE STATEMENTS AND RECORDS**

**NO IGT EMPLOYEE
SHOULD FILE OR
CONDONE THE FILING
OF ANY FALSE,
FICTITIOUS
OR FRAUDULENT CLAIM,
REPORT OR
INFORMATION WITH ANY
PERSON, BUSINESS OR
GOVERNMENT ENTITY.**

IGT employees should always conduct business in a truthful and honest manner.

Accuracy of Records

You may not create, or assist anyone else in creating, false or misleading documents or electronic records for any purpose, and no one may direct you to do so. For example, expense reports must accurately document expenses actually incurred and shipping documents must accurately reflect the sales price or value of the goods being shipped.

Document Retention

Documents must be retained for prescribed time periods. Government agencies require retention of certain types of company records and documents. IGT policy may require a period of retention that exceeds government regulations. (Consult IGT's Document Retention Policy located on IGT's intranet website in Quality Document Management or IGT's General Counsel.) Always seek approval before destroying any record or document that is undefined in the Document Retention Schedule. Consult IGT's General Counsel for guidance. All documents related to the business of IGT remain the sole property of IGT.

If a request for document production is made by a regulatory or other governmental authority or in connection with any litigation, it is imperative that all documents, e-mails, correspondence, etc., be preserved. Destruction of any such requested documentation is expressly prohibited.

CONFLICTS OF INTEREST

NO EMPLOYEE MAY ENGAGE IN ANY PERSONAL, BUSINESS OR PROFESSIONAL ACTIVITY OR HOLD ANY DIRECT OR INDIRECT FINANCIAL INTEREST, WHICH CONFLICTS WITH THEIR DUTIES TO IGT.

A conflict of interest exists any time your loyalty to IGT is compromised or affected by an outside interest.

In the area of conflicts of interest, **appearances count**. For example, if you are a close personal friend of a customer who appears to get favorable pricing, the **appearance of bias** may cause other customers to lose confidence in IGT.

If you are uncertain whether a conflict exists, treat the situation as if a conflict definitely exists until you have disclosed and resolved the matter.

Most conflicts of interest can be resolved **if the conflict is disclosed before actions are taken in which your judgment may be or may appear to be compromised**. Disclose any actual or potential conflict of interest before taking any action that may appear to be influenced by the conflict. (See Appendix D.)

EXAMPLES OF POTENTIAL CONFLICTS

While no list of conflicts of interest is complete, the following examples highlight areas in which conflicts may arise:

Vendors

- Maintain impartial relationships with actual and potential vendors (customers, suppliers, or equivalent). Award business solely on merit, getting the best value for IGT.

Financial Interests

- You and your immediate family members must avoid having a financial interest in vendors, agents and competitors of IGT. Please consult with IGT's General Counsel or your local compliance representative for further details.

Competition

- Avoid discouraging a customer from doing business with IGT or otherwise assisting a competitor, unless business considerations warrant it. Steering business away from

IGT for reasons other than appropriate business considerations is improper, even if you think IGT would not otherwise get the business.

Outside Organizations and Boards

- A conflict of interest may arise when you serve on the board of an outside organization. Never serve on an outside board of a for-profit organization without prior approval from IGT's Vice President of Compliance or General Counsel. (See Appendix D.)
- Officers, directors, and key executives should obtain approval from IGT's Vice President of Compliance or General Counsel prior to serving on the board of a non-profit organization.
- When serving as a member of an outside organization or in public office, abstain from any decision or discussion that could affect IGT.

Outside Employment

Any IGT employee who is also employed outside of IGT – with or without compensation – must avoid any conflict of interest with his or her IGT employment. Refer to the company's *Outside Employment Policy*, which is available on IGT's intranet website (HR page). Prior to accepting employment outside of IGT, complete a Potential Conflict Waiver form (see Appendix D) and submit it to your supervisor or manager who will review the potential conflict of interest with your Human Resources Representative and a Compliance Representative and determine if outside employment will be permitted.

There are many other types of conflict of interest. Disclose in writing any potential conflict to your supervisor, IGT's Vice President of Compliance or General Counsel as soon as you are aware of it and before taking any action.

LEGAL RESPONSIBILITIES: GENERAL

IGT HAS A ZERO TOLERANCE POLICY FOR ANY EMPLOYEE OR AGENT WHO COMMITS AN ACT IN VIOLATION OF ANY OF THE LAWS AND REGULATIONS THAT GOVERN IGT'S BUSINESS IN ANY DOMESTIC OR INTERNATIONAL JURISDICTION.

IGT is committed to upholding all the laws and regulations that apply to its business.

The principles in this section address areas of law requiring careful attention. These principles do not replace any IGT policy or practice, but are general guides to sound conduct.

If you have questions concerning the principles in this section or related issues, consult your supervisor, IGT's Vice President of Compliance, or your local compliance representative, or General Counsel. Supervisors or managers in receipt of information concerning potential legal violations should immediately consult IGT's General Counsel, Vice President of Compliance or your local compliance representative.

Legal Responsibilities: Distributors and Agents

IGT does business only with distributors and agents who comply with all laws, regulations and standards applicable to IGT's business. All individuals or entities that will in any way represent IGT must be approved by IGT's General Counsel and Vice President of Compliance, and all documents entered into between IGT and such individuals or entities must be approved by IGT's Legal and Compliance Departments prior to discussion with outside parties.

All distributors, lobbyists, agents and other outside parties that have a key relationship with IGT are required to be familiar with IGT's *Code of Conduct* and are expected to adhere to its provisions.

Compliance with all laws and regulations is of paramount importance and concern to IGT. In furtherance of IGT's compliance efforts, distributors and agents are required to sign a statement (see Appendix B) acknowledging their compliance with all applicable laws and regulations. This document will be reviewed and completed annually.

Legal Responsibilities: Document Approval

All legal documents or contracts (other than customary sales documents) that identify IGT or any IGT affiliate as a party or that will affect IGT require the written approval of IGT's Legal Department.

LEGAL RESPONSIBILITIES: FAIR COMPETITION AND ANTI-TRUST

ALWAYS COMPETE FAIRLY AND UPHOLD ALL ANTI- TRUST/ANTI-COMPETITION LAWS.

Several U.S. and international laws are intended to ensure that competition in the marketplace is fair. These laws are called anti-trust or anti-competition laws. IGT is confident in its ability to succeed by competing fairly and supports efforts to ensure that competition is fair.

Anti-trust laws also apply to our competitors. If you believe that a competitor is competing unfairly and violating the law, report this to your local Legal Department or IGT's General Counsel.

Some guidelines on fair competition are:

- Sell on our strengths, and not on the weaknesses of our competitors.
- **Never** make claims about our products or services unless you are certain the claims are **factual and complete**. Claims about a competitor's products and services must also be **factual and complete**.
- **Never discuss** (verbally or in writing) any of the following topics with a competitor: prices, bids, product or service costs, production or service capacities, credit policies, or business strategies.
- **Never discuss industry standards** such as product certification standards with a competitor unless you are specifically authorized to do so by your supervisor or your local Legal Department.
- **Never discuss** a vendor or distributor's proprietary policies or practices with another vendor, distributor or with anyone outside of IGT.

These guidelines address only a few of the issues concerning fair competition. **Always seek advice from your supervisor or the Legal Department before taking any action that may compromise fair competition or violate anti-trust laws.**

LEGAL RESPONSIBILITIES: INSIDE INFORMATION

NO IGT EMPLOYEE OR
AGENT SHALL BUY OR
SELL STOCK OR OTHER
SECURITIES BASED ON
INSIDE INFORMATION.
EMPLOYEES AND
AGENTS SHALL NOT
PASS INSIDE
INFORMATION ON TO
OTHERS.

Inside information is information about IGT, or any firm with which IGT does business, that is not generally available to the public and that could be viewed as material in determining whether or not to buy or sell securities (such as stock or options). Material information includes information about earnings, acquisitions or divestitures, changes in strategy, new products or services, contract awards and similar information. Any IGT employee who purchases or sells securities while in possession of material, inside information or who communicates such inside information to anyone else to facilitate or aid in the trading of securities based on such information is in violation of IGT's *Code of Conduct*, and may be in violation of federal, state, or international securities law.

If you have a question about whether you should purchase or sell securities, you should contact the General Counsel. Executive officers of the company and those in other positions expressly identified by the General Counsel must obtain prior approval from the General Counsel for all purchases and sales of IGT securities.

If you become aware of any improper release of information, notify the IGT Legal Department or the respective international Managing Director immediately. Federal laws prohibit trading securities based on inside information. These laws also prohibit giving inside information to another person. As well, if information is disclosed inadvertently, IGT must make such information available to the general public immediately.

You may not disclose inside information to any person, including family members. Take precautions to prevent accidental or unauthorized disclosure of inside information that comes into your possession.

LEGAL RESPONSIBILITIES: GOVERNMENT AGENCIES AND EMPLOYEE

ANY IGT EMPLOYEE,
AGENT, OR DISTRIBUTOR
DOING BUSINESS WITH A
GOVERNMENT AGENCY
MUST COMPLY WITH ALL
APPLICABLE LAWS AND
REGULATIONS AND
ADHERE TO THE HIGHEST
STANDARDS OF HONESTY
AND INTEGRITY.

Detailed laws and regulations govern virtually every aspect of our relationships with government agencies, officials and employees.

Particular care must be taken to observe the following principles when doing business with government agencies, officials and employees:

Do not offer or provide meals, transportation, gratuities or any other consideration of value to government employees, except as permitted by government regulations or without the advance express authorization of IGT's General Counsel or the Vice President of Compliance. (See Appendix D.)

Do not make inaccurate or misleading reports, certifications, claims or statements to any government agency.

Observe the regulations governing current and past government employee conflicts of interest. For example, in some jurisdictions, discussions with government officials or government employees about potential employment opportunities is prohibited. If you are contacted by a government employee about potential employment, immediately notify the Vice President of Compliance or your local compliance representative. If you wish to discuss potential employment with any government employee, contact the Vice President of Compliance or your local compliance representative before engaging in any discussion.

Communicate with government officials and employees such as members of commissions and boards only through appropriate channels. Laws in some jurisdictions prohibit or limit direct contact or require IGT to report the contact. Direct contact with gaming-related government or regulatory officials and employees should be limited to Compliance personnel. Prior to engaging in any discussion with gaming-related officials or employees, please contact an IGT Compliance representative.

The terms and conditions of government contracts must be strictly adhered to. No deviations are permitted unless agreed in writing by both parties and approved by the IGT Legal Department.

If you deal with government representatives, it is your responsibility to know and observe the laws and regulations applicable to doing business with the government. Employees or agents who have regular contact with government agencies, officials or employees must contact the Compliance Department or the Legal Department to obtain additional information needed to comply with applicable laws and regulations.

LEGAL RESPONSIBILITIES:

COOPERATING WITH GOVERNMENT INVESTIGATIONS

IT IS IGT POLICY TO
COOPERATE WITH
LEGITIMATE
GOVERNMENT
INVESTIGATIONS.

If you are contacted by any person who identifies himself or herself as a government representative or investigator, contact the Regulatory Compliance Department or your local compliance representative immediately. Do not respond to any questions and advise the individual(s) that company policy requires you to contact the Compliance Department prior to responding. When calling the Regulatory Compliance Department, notify the person taking the call that your call concerns a potential government investigation or inquiry. The Regulatory Compliance Department will help you follow proper procedures for cooperating with an investigation.

Employees and agents must never, under any circumstances:

- Destroy or alter any document or record that has been requested by a government agency, or that pertains to a pending court action;
- Lie or make false or misleading statements to a government investigator; or

Attempt to persuade someone else to provide false or misleading information to a government investigator or to fail to cooperate with a government investigation or inquiry.

Should a government investigation or inquiry result in an employee or agent being in receipt of a subpoena or other written request for information, the employee or agent should contact IGT's Compliance Department before responding.

OTHER RESPONSIBILITIES: EMPLOYEE PARTICIPATION IN GAMING

EMPLOYEES AND
IMMEDIATE FAMILY
MEMBERS RESIDING IN
THEIR HOMES ARE
PROHIBITED FROM
PLAYING ANY IGT
MEGAJACKPOT GAME OR
GAMES OFFERED FOR
PLAY AT GAMING
ESTABLISHMENTS
OPERATED BY IGT, AND
ENGAGING IN WAGERING
ACTIVITY OFFERED BY
CERTAIN STATE
LOTTERIES AND
RACETRACKS WHERE IGT
CONDUCTS BUSINESS.

In many jurisdictions where the company conducts business, employees are prohibited from conducting gaming-related activity. Prohibitions may also apply to immediate family members of employees, whether by blood or marriage, who reside in the same household as the employee and may extend to jurisdictions in which the employee does not reside, but may be traveling to for pleasure. Employees should refer to IGT's gambling prohibitions policy available on IGT's intranet website (www.insideIGT.com; Departments, Regulatory Compliance Page) or consult with the Compliance Department prior to engaging in any gambling activity.

Even in jurisdictions where there is no prohibition, to protect the integrity of our products, employees and their immediate family members residing in their homes are prohibited from playing any IGT MegaJackpot wide area progressive game, games offered for play at gaming establishments operated by the company, engaging in wagering activity offered by a state lottery that has a contract with an IGT-related company, or engaging in wagering activity at race tracks where an IGT-related company conducts business. Specific information regarding locations is provided in IGT's gambling prohibitions policy.

OTHER RESPONSIBILITIES: COMMUNITY

IGT SUPPORTS POLICIES
AND OPERATIONS THAT
HAVE A BENEFICIAL
IMPACT ON SOCIAL, CIVIC,
ETHICAL AND
ENVIRONMENTAL ISSUES
AFFECTING THE PUBLIC.

Our community and volunteer activities are intended to benefit the communities we serve, not to create advantage for IGT.

IGT encourages employees and agents to be involved in their communities through volunteer service to charitable, civic and public service organizations and through participation in the political process. Always be sure that your service is consistent with your IGT responsibilities and does not pose conflicts of interest.

Before agreeing to any leadership position (such as membership on the board of a charitable or civic organization), seeking or accepting political office, or advocating a charitable contribution, review the situation with your supervisor, IGT's General Counsel or Vice President of Compliance or your local compliance representative to ensure that no conflict of interest is created.

OTHER RESPONSIBILITIES: POLITICAL ACTIVITIES

NO EMPLOYEE OR AGENT
MAY CONTRIBUTE IGT
FUNDS, PROPERTY OR
SERVICES TO ANY
POLITICAL PARTY,
POLITICAL CAMPAIGN,
POLITICAL CANDIDATE OR
PUBLIC OFFICIAL, EXCEPT
ASPECIFICALLY
AUTHORIZED BY IGT'S
GENERAL COUNSEL.

Political Contributions

No employee may contribute IGT funds, property or services to any political party, political campaign, political candidate or public official on behalf of IGT, except as specifically authorized by IGT's General Counsel. This prohibition includes any advance, deposit, gift or loan, membership, service, subscription, supply, space, compensation for services, gift, purchase of advertising space, or any other consideration of value. In addition, some states treat political contributions by officers and directors of a company in the same manner as a corporate contribution. Therefore, officers and directors should consult with the General Counsel prior to making personal political contributions.

IGT may sponsor political action committees (PACs) and encourage employee participation in them. Contributions to an IGT PAC are entirely voluntary.

WHILE EMPLOYEES ARE
ENCOURAGED TO BE
INVOLVED IN THEIR
COMMUNITIES, ONLY
SPECIFICALLY
AUTHORIZED EMPLOYEES
AND AGENTS ARE
PERMITTED TO LOBBY ON
BEHALF OF IGT.

Lobbying

Employees and agents authorized to lobby on IGT's behalf must know and comply with all laws applying to lobbying and the contents of IGT's *Code of Conduct*.

All employees except those authorized to lobby for IGT must **avoid even the appearance of lobbying**. Official company position on public policy issues affecting IGT shall only be communicated to public officials by those employees and agents authorized by IGT to do so. Employees not authorized to lobby on IGT's behalf should attempt to avoid any communication with public officials on issues affecting the company, insofar as it may appear as lobbying.

OTHER RESPONSIBILITIES: INTERNATIONAL

IGT IS COMMITTED TO
ETHICAL AND LEGAL
CONDUCT WHEREVER
IT DOES BUSINESS.

IGT upholds its *Code of Conduct* worldwide. In addition, the Foreign Corrupt Practices Act is a U.S. Federal law which governs various ethical and other business-related activities of employees and agents of a U.S. company while representing the company internationally. While no one can anticipate all the international situations that may present ethical challenges to employees and agents, the following guidelines always apply:

- Comply with United States and international laws and regulations that apply to IGT's business abroad.
- Paying bribes to government officials is prohibited, even if those bribes are perceived to be common practice in some environments.
- Be sure that all invoices and shipping documents accurately reflect the actual sales price of the equipment. Employees are required to enforce and adhere to the company's zero-tolerance policy governing the issuance of invoices at a lower-than-actual sales price value. Noncompliance with the policy will result in disciplinary action, up to and including termination.
- Do not cooperate with illegal boycotts.
- Observe the requirements of import and export control laws and licensing regulations.
- Never enter into an agreement with an agent or consultant or any other contract that relates to IGT business domestically or outside the United States unless approval has been obtained in advance from the Legal and Compliance Departments. The only exceptions include standard sale and purchase contracts previously approved.

IGT employees and agents who are engaged directly or indirectly in international activities are required to be familiar with and adhere to all applicable laws, regulations and IGT policies. Contact your local compliance representative or IGT's Vice President of Compliance or General Counsel if you have questions in this area.

**OTHER RESPONSIBILITIES:
MEDIA AND RELEASE OF INFORMATION**

**ALL MEDIA INQUIRIES
PERTAINING IN ANY WAY
TO IGT ARE TO BE
REFERRED TO IGT'S VICE
PRESIDENT OF MARKETING
OR YOUR LOCAL PUBLIC
RELATIONS DEPARTMENT.**

From time to time, an IGT employee or agent not directly involved in public affairs may receive an inquiry from the print or electronic media seeking information. IGT expects the information or opinions attributed to the company to accurately reflect our policies, positions and activities.

If any reporter or representative of the media contacts you with an inquiry about IGT, refer that person to IGT's Vice President of Marketing or local public relations department.

Always note the name, organization and telephone number of anyone who contacts you from the media. Never yield to the temptation to "just answer a question" and never give an off-hand answer. Resist any pressure that is put on you to "just give a quick answer" or to "give your personal opinion" on an IGT matter.

If a representative of the media wishes to discuss matters with you that do not concern IGT, e.g., an issue affecting your neighborhood association, the right procedure is to talk with the media representative preferably outside of work hours and not on IGT premises. Be clear in talking with the representative that any opinion you give is your personal opinion and not the opinion of IGT.

MANAGEMENT RESPONSIBILITY

IGT'S MANAGERS AND SUPERVISORS SHOULD UNDERSTAND AND EXEMPLIFY IGT'S CODE OF CONDUCT IN THEIR DAILY LEADERSHIP RESPONSIBILITIES.

IGT managers and supervisors have a special leadership responsibility to:

- Exemplify ethical conduct in their actions;
- Create a climate in which ethical conduct is the norm;
- Encourage open discussion of employees' ethical concerns.

Specifically, all IGT managers and supervisors will:

- Recognize the ethical issues inherent in business decisions;
- Know when to ask for help in determining the proper course of action;
- Regularly communicate to employees the seriousness of IGT's commitment to ethical and legal conduct and their personal support of IGT's *Code of Conduct*;
- Explain to employees exactly how IGT's commitment to ethical and legal conduct affects their work group;
- Encourage employees to express their ethical and legal concerns through appropriate IGT channels;
- Ensure compliance with IGT's *Code of Conduct*;
- Never compromise IGT's standards of conduct to achieve a goal or objective, no matter how important that goal or objective seems at the moment.

IF YOU HAVE A QUESTION ABOUT WHETHER OR NOT AN ACTION IS CONSISTENT WITH IGT'S CODE OF CONDUCT, NEVER ACT UNTIL YOU HAVE RAISED AND RESOLVED YOUR QUESTION.

IGT STRICTLY PROHIBITS ANY ACT OF RETALIATION AGAINST AN EMPLOYEE OR AGENTS FOR RAISING AN ETHICAL OR LEGAL CONCERN.

QUESTIONS, CONCERNS, VIOLATIONS

General

When you have a question, your supervisor is often closest to the situation and best able to help you.

If your supervisor cannot answer your question, consult another local resource such as a higher-level manager or your Human Resources Representative.

Supervisors and managers have an obligation to be open to employee questions about ethical and legal matters.

Even if an employee raises an uncomfortable question, welcome the question or concern. Do not refuse to discuss reasonable ethical or legal concerns or create an atmosphere in which employees are reluctant to raise such concerns.

If you cannot resolve your question at the local level, contact your local compliance representative or IGT's Vice President of Compliance or General Counsel. You may call IGT's **Integrity Action Line** at 1-800- 852-6577. Employees and agents may call the Integrity Action Line anonymously. All calls to the Integrity Action Line are confidential.

Accounting, Internal Accounting Controls or Audit Matters

Anyone who has a concern about IGT's accounting, internal accounting controls or auditing matters may communicate that concern directly to the Audit Committee. Such communications may be confidential or anonymous, and may be reported by phone to IGT's Integrity Action Line number listed above or submitted in writing at the following address: Chairman, International Game Technology Audit Committee, 9295 Prototype Drive, Reno, Nevada 89521.

All such concerns will be forwarded to the Chairman of the Audit Committee, and will be simultaneously reviewed and addressed in the same manner that the company addresses other concerns. The status of all outstanding concerns addressed to the Chairman of the Audit Committee will be reported to the directors on a quarterly basis. The Audit Committee may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them.

IGT's *Code of Conduct* prohibits any employee from retaliation or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

While IGT does not permit violation of its *Code of Conduct*, the purpose of IGT's *Code of Conduct* is to create a better understanding of how to do things the right way. If we uphold IGT's *Code of Conduct*, we can ensure a work environment in which good business ethics are standard operating procedure.



Appendix A

IGT's *Code of Conduct* applies to the employees of IGT, its owned affiliates, and its agents

ACKNOWLEDGMENT OF IGT'S CODE OF CONDUCT

My signature on this form acknowledges that I have received and have or will read IGT's *Code of Conduct*.

I agree to comply fully with the standards contained in IGT's *Code of Conduct*. I understand that compliance with the standards in IGT's *Code of Conduct* as well as IGT's Policies and Procedures is a condition of my continued employment with IGT. I also understand that IGT reserves the right to occasionally amend, modify and update IGT's *Code of Conduct* as well as its Policies and Procedures.

I also acknowledge IGT's *Code of Conduct* is only a statement of principles for individual and business conduct and does not, in any way, constitute an employment contract, an assurance of continued employment or business relationship, or employment other than at-will.

I further acknowledge that I am aware of how and where IGT's Policies and Procedures can be accessed.

Name (Please Print)

Signature

Date

Department / Organization

Please detach and sign this form as indicated, and return it to the Human Resources Department. You should retain the *Code of Conduct* for future reference.

Appendix B

CERTIFICATION OF COMPLIANCE

Agent, Broker, or Distributor and each of its Subsidiaries (“Contractor”) hereby certifies that it is in possession of all grants, authorizations, licenses, permits consents, certificates, approvals and orders necessary for each of them to sell, own, lease and/or operate gaming equipment and machines or to carry on its business as it is now being conducted and no suspension or cancellation of any of the above is pending, or, to the best of its knowledge threatened. Contractor agrees that it is not in conflict with or in default or violation of (a) any Law or Governmental Order applicable to the Contractor, or (b) any grant authorization, license, permit, consent, certificate or approval to which the Contractor is a party or by which the Contractor is bound. Contractor agrees that it will disclose any material changes to this certification.

Further, Contractor agrees that it will read and abide by IGT’s *Code of Conduct*.

By: _____

Name _____

Title _____

Company _____

Appendix C

CONTACTS

Integrity Action Line (Domestic and Canada) 1-800-852-6577

Compliance:

Michelle Chatigny, *Vice President of Compliance* 1-702-669-8746

Human Resources:

Aimee Hoyt, *Vice President of Human Resources* 1-702-669-8955

IGT – Domestic:

Human Resources Service Center 1-775-448-1900. Employees from the HR Employee Service Center can refer you to the proper resource.

Or, to locate the Human Resources Business Partner for your area, go to the IGT intranet website at www.insideIGT.com, and .

- Click on HR (Human Resources),
- Click on ‘Contacts’
- Click on ‘Business Partners’ - each Business Partner is listed with their Client base.
- If you wish to contact your HR Business Partner via e-mail there is an option
- from this screen. Click on the Business Partner’s name and you will activate the
- e-mail option and be able to send the message directly from that screen.

IGT – International:

International offices that have a Human Resources office, consult with the HR Representative or Manager.

If there is no Human Resources department in your location, contact your Managing Director.

Legal:

Robert C. Melendres, *Chief Legal Officer* 1-702-669-8816

Chuck Brooke, *Sr. Vice President of Government Affairs and Business Development* 1-702-669-8880

Websites

Human Resources:

To locate HR forms and policies go to the IGT intranet website at www.insideIGT.com:

- Click on HR (Human Resources), .
- Click on 'Policies and Reference Guide' .
- Click on 'Policies' . Scroll down the list of Policies until you find the Policy you need
- Click on the Policy and it will open for reading or printing. .
- **Conflict of Interest form is not on the IGT HR Website.****

Personnel Policies and Procedures are also available in every Human Resources office and may be accessed from Human Resources kiosks.

Quality Document Management:

To locate other IGT policies and procedures go to the IGT intranet website at www.insideIGT.com:

- Click on 'Services'
- Click on 'Quality Systems – Quality Document Systems''
- Click on "Document Control"
- Select the appropriate department and scroll down the list of Policies until you find the Policy you need

Prohibitions:

To locate IGT's employee gambling prohibitions go to the IGT intranet website at www.insideIGT.com:

- Click on Departments
- Click on Regulatory Compliance Page
- Or consult with the Compliance Department prior to engaging in any gambling activity.

Appendix D



INTERNATIONAL GAME TECHNOLOGY

POTENTIAL CONFLICT WAIVER

Please complete all information. Fill in N/A if the information is not applicable. The information applies to you or any of your family relationships.

- 1) Name of the person (your name or the name of the family member) _____

- 2) Relationship to you _____
- 3) Name of business (i.e., name of corporation, partnership, etc.) _____

- 4) Date of investment or employment _____
- 5) Type of services, supplies, equipment or property IGT obtains from this business

- 6) What percentage is your (or your family member's) investment _____
- 7) What is your (or family member's) position in the company (i.e., Director, Promoter, etc.) _____

- 8) Any other details you wish to provide, i.e., nature of the potential conflict

Name: _____ Extension: _____

Signature _____

Department Number and Name: _____

Date: _____

Title: _____

Supervisor's Name: _____

Supervisor's Signature: _____

Forward completed form to Human Resources via interoffice mail or fax.

Conflict Approved Conflict Denied (circle one)

Printed/Typed Name

Signature