

International Trade Policy

AGS LLC

May 2019

1. AGS' COMMITMENT TO COMPLIANCE

1.1. Statement of Corporate Commitment and Policy

A statement from the President and Chief Executive Officer of AGS LLC ("AGS" or the "Company") regarding the importance of compliance with anti-corruption and international trade laws from an ethics and business perspective is provided at **Appendix 1**.

1.2. Employee Certification

All Employees (as defined below) are required to read and sign the certification at **Appendix 2** and return it to Human Resources.

2. INTRODUCTION

2.1. Scope

This International Trade Policy ("Policy") applies to all AGS companies, Employees and those acting on behalf of AGS, wherever they are located, including agents acting for, on behalf of, or in the name of, AGS (*e.g.*, distributors, representatives, advisors, consultants, sub-consultants, contract workers, subcontractors, suppliers, third-party intermediaries, and venture partners) (collectively, "Covered Persons"). This Policy also applies to all transactions and activities engaged in by or on behalf of AGS worldwide.

Any conflict between this Policy and the *AGS Gaming Compliance Program* will be resolved in favor of the *AGS Gaming Compliance Program*.

2.2. Development and Implementation

AGS is committed to maintaining a Company-wide program to comply with all applicable International Trade Laws (as defined below). The elements of such program include: (i) guidelines under which Employees must operate to ensure compliance with applicable International Trade Laws; (ii) specific third-party economic sanctions and export controls screening and diligence procedures; (iii) country-specific content tracking and classification system; (iv) internal audit and risk assessment procedures to regularly monitor compliance with economic sanctions and export control laws; (v) training of Employees to promote awareness of the policy and related risks; (vi) a record-keeping system to support the program's compliance requirements; (vii) procedures to monitor legal developments and update compliance policy and procedures as necessary; and (viii) delegation of compliance administration responsibilities to other AGS compliance officials as necessary to achieve effective implementation.

2.3. Compliance Obligations

2.3.1. Obligations of Employee and Reporting

All Employees – including officers, directors, and employees, wherever located – must comply with this Policy, and take actions necessary to ensure that AGS complies with all relevant International Trade Laws in their performance of their work responsibilities. Additionally, Employees must abstain from engaging in any act that might violate or give the appearance or intention of violating International Trade Laws. Employees should seek guidance from the Compliance Officer in any circumstances where doubt exists as to the appropriateness of any proposed conduct.

Employees are required to report suspected violations of this Policy or International Trade Laws to the Compliance Officer. Such reports may be made verbally, in writing, or anonymously through the Company’s Ethics Hotline at (855) 860-2189 or www.ags.ethicspoint.com (additional phone numbers by country are available on the website). AGS prohibits retaliation against any employee who makes a good faith report of actual or suspected violations of this policy or applicable International Trade Laws.

2.3.2. Consequences of Non-Compliance

Under the laws of multiple jurisdictions, failure to comply with applicable International Trade Laws may result in significant criminal, civil, and administrative penalties, including imprisonment and fines. These penalties may apply to both the company and the individuals involved. Also, failure to comply may negatively impact AGS’ public image, reputation, business opportunities, and market position. Given these serious potential consequences, failure to comply with this policy (or related rules and regulations) may also result in disciplinary action by AGS, including immediate termination of employment.

2.3.3. Non-U.S. International Trade Laws

In addition to U.S. laws and regulations governing international trade, which are the focus of this Policy, the laws of other jurisdictions apply to AGS and its dealings. Employees should contact the Compliance Officer with any questions and for information on other applicable laws.

2.4. Key Terms

Compliance Officer – Please refer to the definition of this term, as found in the *AGS Gaming Compliance Program*.

Government Entity(ies) – Any government or its subdivision, any independent government agency, or any state-owned or state-controlled business.

International Trade Laws – The following areas of U.S. law and regulation: U.S. sanctions laws and regulations, administered by the Department of the Treasury, Office of Foreign Asset Controls; anti-corruption laws, the U.S. Foreign Corrupt Practices Act (“FCPA”), administered by the Securities and Exchange Commission and Department of Justice; export control laws, the Export Administration Regulations, administered by the U.S. Department of Commerce; and anti-money laundering laws, the Bank Secrecy Act. This term also includes similar international trade laws of other jurisdictions, as relevant and applicable to AGS and its activities.

Employee – Directors, officers and employees of AGS, collectively or individually.

Prohibited Parties – (a) Entities and individuals identified in the List of Specially Designated Nationals and Blocked Persons, the Foreign Sanctions Evaders List, the Sectoral Sanctions Identifications List, and U.N. Consolidated List, as amended from time to time, and other applicable sanctions or similar lists (“Sanctions Lists”); and (b) any entities owned 50% or more or controlled, directly or indirectly, by listed entities and individuals.

Red Flag – A fact or circumstance that, when present, increases the likelihood of a possible violation of this Policy or International Trade Laws, and AGS should proceed with increased caution before engaging in a transaction and/or seek assistance from the Compliance Officer.

Third Party(ies) – Any person who is not a direct party to a transaction.

3. ANTICORRUPTION POLICIES AND PROCEDURES

3.1. Overview & Background

The FCPA is a U.S. federal statute that, among other things, makes it illegal to make payments to non-U.S. Government Officials (defined below, in **Section 3.3.2.1.2**) for the purpose of obtaining or retaining business. It also requires U.S. “issuers” (*i.e.*, companies that issue securities within the U.S. or file reports with the U.S. Securities & Exchange Commission) and their subsidiaries and affiliates to keep accurate books and records and to maintain internal accounting controls to ensure that transactions are properly executed and recorded in the Company’s records. Although the Company is not an “issuer”, the FCPA recordkeeping standards for issuers provide guidance for the Company in managing anti-corruption compliance.

The anti-bribery provisions of the FCPA also apply to U.S. companies and individuals, as well as foreign entities and individuals who cause, directly or through agents, an act in furtherance of a corrupt payment to take place within the territory of the U.S. For example, a non-U.S. subsidiary or affiliate of Company could face liability under the FCPA if it issued a prohibited payment under the FCPA that was funded through a U.S. bank account. Similarly, a foreign employee of a non-U.S. subsidiary or affiliate of Company could face liability under the FCPA if he or she participated in meetings in the

U.S. regarding the prohibited payment or utilized U.S. telephone lines or network servers to discuss the payment.

As such, it is AGS' policy to comply with the FCPA and any applicable law of a foreign country that prohibits bribery or corruption, whether public and/or commercial. Bribery and kickbacks involving Government Officials, customers, competitors, suppliers, and all other counterparties is strictly prohibited. AGS' anti-corruption and anti-bribery policies extend to all commercial dealings in the markets where AGS operates. For guidance on specific federal, state, local or foreign laws, Covered Persons should consult the Compliance Officer.

3.2. General Principle

Covered Persons must not offer, promise, give, or accept, directly or indirectly, any payment (whether cash or non-cash) or any other advantage or thing of value (*e.g.*, travel expenses, gifts, entertainment, employment offers, charitable donations, product samples) to, or on behalf of, anyone – including any Government Official, a private person, or employee of any business – to induce that person to take any action, or refrain from taking any action, that improperly benefits the Company, any Covered Person or any other business directly or indirectly.

3.3. Policies and Procedures

3.3.1. Prohibited Requests or Acceptance of Improper Payments

Covered Persons may not request, agree to accept, or accept Anything of Value (defined below, in **Section 3.3.2.1.1**) as a reward or in exchange for improperly performing any function or activity related to the Company's business or if doing so would compromise, or reasonably could be viewed as compromising, the Covered Person's ability to make objective and fair business decisions on behalf of AGS.

3.3.2. Prohibited Payments

3.3.2.1. Bribery of Government Officials

It is never acceptable to provide, offer, promise, or authorize the provision of a benefit to any person in an effort to secure an inappropriate advantage. While these acts are unacceptable regardless of the recipient's identity, the Company's dealings with Government Officials require special care. Anti-corruption laws in many countries, including the U.S., specifically prohibit making a payment to a Government Official in order to influence that Government Official's behavior. This prohibition extends to benefits provided using funds from any source, including personal funds.

Covered Persons may not promise, give, offer, or authorize the provision of Anything of Value or any financial or other advantage to a Government Official, directly or indirectly (including through a Third Party), (a) to influence any act or decision; (b) to induce anyone to act or not to act contrary to his/her duty; (c) to secure an improper advantage; or (d) to induce anyone to use his/her influence with a Government Entity to affect or influence any act or decision of that Government Entity.

It is important to note that making or authorizing an *offer* to make payments or Anything of Value is also prohibited. An offer does not need to be accepted, and a payment does not need to have been actually made, in order for a violation to occur under the FCPA and similar laws.

In addition, a payment made to obtain special regulatory or other treatment by a Government Entity (*e.g.*, payment to a tax inspector to obtain favorable tax treatment) may also be construed as a bribe and is prohibited under this Policy.

3.3.2.1.1. Anything of Value

For purposes of this Policy, Anything of Value is not limited to tangible items of economic value, but may include anything that offers a benefit to a recipient or that the recipient would find interesting or useful, including mere promises or potential opportunities. A thing of value does not need to have any monetary value at all to constitute an improper benefit or bribe.

Anything of Value can include, but is not limited to:

- cash and cash equivalents (including complimentaries)
- entertainment, meals, accommodations, and travel expenses
- gifts
- medical, educational, or living expenses
- training
- political and charitable contributions
- personal favors
- free use of materials, facilities, or equipment
- loans or extensions of credit
- ownership rights in joint ventures
- benefits for family members
- discounts on products or services
- inflated contract prices
- free or discounted gambling chips
- promises or offers of employment, business, or internships (even non-paid)

3.3.2.1.2. Government Official

For purposes of the Policy, Government Official is defined broadly and includes, regardless of the person's rank, title, duties, or responsibilities,

- any officer and employee of, and any other person (including consultants and other Third Parties) working in an official capacity for or on behalf of
 - a government or any department, agency, or instrumentality thereof;
 - a wholly or partially state-owned, state-controlled, or state-operated enterprise (including commercial enterprises); or
 - a public international organization (*e.g.*, the United Nations or the World Bank);
- a foreign political party, any employee or official of a foreign political party, and any candidate for foreign political office;
- members of royal or ruling families; and
- any close relatives (*e.g.*, parents, children, spouses, and in-laws) of such individuals.

In the event that an Employee, director, or officer is engaged in an activity with a party who may qualify as a Government Official, but the Employee, director, or officer is not certain, he/she must contact the Compliance Officer for guidance before proceeding.

3.3.2.2. Indirect Improper Payments

In addition, anti-corruption laws prohibit improper payments to non-Government Officials, intermediaries, or other Third Parties, knowing that any part of such payments or Anything of Value will be passed along to a Government Official. The FCPA defines "knowing" as having actual knowledge, being "substantially certain," "having a firm belief," or "being aware of a high probability," that a portion of any such payment or thing of value will be passed along to a Government Official. Additionally, "knowing" can be interpreted to include "willful blindness" or "conscious avoidance." An example would be a payment to a real estate broker, knowing that the payment would be passed along by the real estate broker to an employee of a government-owned shopping center in exchange for a favorable store location and lease.

Therefore, Covered Persons must not directly or indirectly, offer, give, pay, promise to pay, or authorize the payment of, money or anything of value to a Government Official or any other Third Party for the purposes of:

- Influencing any act or decision of a Government Official;
- Inducing a Government Official to act or fail to act in violation of his or her lawful duty;
- Securing any improper advantage; or
- Inducing a Government Official or other Third Party to use his or her influence with a foreign government or instrumentality thereof in order to retain or obtain business.

3.3.2.3. Facilitating or Expediting Payments

Facilitating or expediting payments are typically payments of small amounts made to expedite or secure the performance of non-discretionary, routine governmental acts, including processing visas, providing police protection or mail service, supplying utilities like phone service, power, and water, and processing permits or licenses to which the payor is already entitled. While true “facilitating or expediting payments” are not illegal under the FCPA (provided they are properly recorded in the Company’s financial records), they may still violate local law in the countries where AGS operates and Covered Persons are located.

While “facilitating or expediting” payments may be lawful in certain jurisdictions, AGS prohibits Covered Persons from making “facilitating or expediting” payments of any kind without prior approval from the Compliance Officer.

3.3.2.4. Commercial (Private-Sector) Bribery, Kickbacks and Similar Payoffs

Bribery and corruption can also occur in non-Government, business to business relationships, and this type of bribery/corruption is known as “commercial bribery” (or “private-sector bribery”). Most countries, including the United States, and some U.S. states including Nevada, have laws prohibiting commercial bribery and so-called “kickbacks.” While these laws vary, they generally prohibit giving Anything of Value to an individual for the purpose of influencing the individual’s conduct in work-related matters without the consent of the recipient’s employer or in breach of a duty—in particular a duty that the recipient owes to his or her employer.

Examples of prohibited conduct under these laws may include the following:

- An engineer at Company A with procurement responsibilities accepts money from various private-sector bidders in exchange for

confidential information about the projects on which they wish to bid.

- A salesman at Company X arranged holidays to Disneyland and Las Vegas for a buyer at Company Y in exchange for the buyer causing Company Y to purchase Company X's products at a 50% above-market price.

Covered Persons with questions about what constitutes prohibited commercial bribery or kickbacks should contact the Compliance Officer for guidance.

3.3.3. Certain Permitted Expenditures

Certain legitimate payments made as business courtesies, such as those in the form of small gifts of nominal value, political contributions, and charitable contributions, do not violate the FCPA or other applicable anti-corruption laws unless they are used as a vehicle to conceal illegal payments.

Business courtesies provided to improperly influence a Government Official or any individual, or in explicit or implicit exchange for improper favors or benefits, are strictly prohibited. However, there are situations in the ordinary course of business when providing business courtesies to Government Officials and others is appropriate and unlikely to result in an improper advantage. Nevertheless, care must be taken to avoid any possible appearance that business decisions have been influenced as a result. Further, practices that may be acceptable in a commercial environment may be unacceptable and even illegal when they relate to Government Officials.

In all cases of permissible payments described below, prior written approval from the Compliance Officer must be obtained, even if you do not seek reimbursement for the expense.

The following types of business courtesies are never appropriate and will not be approved:

- business courtesies intended to improperly influence the recipient or anyone else, or in explicit or implicit exchange for improper favors or benefits; and
- business courtesies that give rise to an appearance of impropriety.

3.3.3.1. Gifts, Meals, Entertainment and Other Complimentaries

A small gift or token of esteem or gratitude is often an appropriate way for business people to display respect for each other. While the legitimate and occasional provision of a modest gift can be an acceptable business practice, gift-giving can be subject to abuse and can expose the Company

to legal and reputational harm. The giving of a gift is particularly sensitive when a Government Official is the recipient.

Covered persons may not give or offer a gift, directly or indirectly, if it could reasonably be expected to affect the outcome of a government decision or to confer an unfair advantage on AGS. No gift, regardless of its value, may be provided to a Government Official or other counterparty if it could create the appearance of impropriety.

Any proposed gift, meal, entertainment or other complimentary to a Government Official must be pre-approved, even if such payment is common in the country. **To obtain prior approval for a proposed gift, meal, entertainment or other complimentary, you must obtain prior written approval from the Compliance Officer at least seven (7) days prior to the proposed expense.**

3.3.3.2. Travel and Accommodation

AGS will not provide travel or accommodation to Government Officials or other counterparties unless directly related to a legitimate business purpose and appropriate under the circumstances. Travel and accommodation may not be provided to Government Officials or other counterparties if doing so would violate applicable anti-corruption laws. In limited circumstances, however, it may be appropriate for AGS to pay for the travel, accommodation and related expenses of Government Officials or other counterparties. Such expenses may include airfare, lodging, ground transportation, meals, and modest entertainment during the trip.

Employees must obtain written approval from the Compliance Officer before agreeing or offering to pay for travel and associated costs for Government Officials or counterparties. **To obtain prior approval for such travel payment, you must obtain prior written approval from the Compliance Officer at least fourteen (14) days prior to the proposed expense.**

The written approval requirement does not apply to AGS' payment of travel and accommodation for gaming regulators in the normal course of any licensing investigation, as required under applicable gaming regulations.

3.3.3.3. Personal Safety

Nothing is more important than the safety of our Employees. There may be situations in which a payment otherwise prohibited by this Policy is permissible when made in response to an imminent threat of physical harm.

If you think you need to make such a payment, you must consult and obtain prior approval from the Compliance Officer, unless the circumstances make this impossible. If the situation does not allow time for consultation and prior approval, the payment must be reported to the Compliance Officer as soon as possible, accurately reflecting the amount and method of payment, the recipient(s), and the exigencies giving rise to the payment.

3.3.3.4. Charitable and Political Contributions

Covered Persons may be asked to make charitable and/or political contributions – in the form of cash, property, samples, products, or Anything of Value – either on behalf of the Company or on their own behalf.

Covered Persons may not make charitable or political contributions in their capacity as a representative of the Company without prior written approval from the Compliance Officer. **Prior to making any contributions with Company funds, Covered Persons must obtain prior written approval from the Compliance Officer at least seven (7) days prior to the proposed expense.**

It is Company policy to perform due diligence on any proposed charitable contribution made on its behalf to ensure it is not designed or intended for an improper purpose and complies with applicable law. Contributions must be made to a bona fide organization, and may not be made to improperly influence a Government Official or any individual, or in explicit or implicit exchange for improper favors or benefits.

Covered Persons may make personal charitable and/or political contributions as they wish in accordance with applicable laws and gaming-related regulations. AGS will not reimburse any Covered Person for a charitable or political contribution made in his/her personal capacity. If there is any doubt as to whether a charitable contribution is permissible, please contact the Compliance Officer.

3.3.3.5. Promotions and Promotional Activities

The Company may undertake promotions and promotional activities, on its own or in conjunction with a customer, to market the Company's products. Such expenditures must be reasonable and bona fide and not made for the purpose of securing, in any way, an improper advantage or influencing a Government Official's decision. All promotional activities and promotional expenses conducted or incurred on behalf of, or in conjunction with, a specific customer must be in writing (*e.g.*, in the Company's sales or lease agreement) and approved in writing by the Compliance Officer. In no event should such expenditures be made if it

appears or will likely appear that such expenditure is meant to improperly influence a Government Official or any Third Party intermediary.

All sales or lease agreements with customers that include allocation or set-asides for promotions or promotional activities must contain appropriate FCPA provisions. Such sale or lease agreements must also provide that the customer shall provide documentation to the Company regarding all of its promotional expenditures related to monies provided by AGS and provide for audit rights that allow the Company to properly account for monies spent on promotions and promotional activities related to monies provided by AGS. All amendments of existing lease agreements should include provisions that conform to the above requirements.

3.3.4. Dealing With Third Parties

AGS can be liable for acts of Third Parties, including affiliates, associated companies, and agents. Covered Persons must ensure that Third Parties comply with the principles of this Policy.

Prior to entering into a business relationship with any Third Party, the Third Party must be thoroughly screened for their reputation for integrity and for the reasonableness and scope of their services and charges. The screening AGS conducts shall be consistent with the services the Third Party will be providing and in accordance with the requirements outlined in the *AGS Gaming Compliance Program*. This process is crucial to prevent the engagement of a Representative who may act contrary to this Policy or violate applicable anti-corruption laws.

Potential circumstances or red flags that may indicate that a Third Party presents heightened risk include but are not limited to the Third Party:

- having a negative reputation for honesty and integrity
- requesting a payment or commission that is larger than is standard for a similar deal
- lacking the skills, facilities, and/or resources to perform the requested service
- being in a different line of business than that for which it has been engaged
- being merely a shell company incorporated in an offshore jurisdiction
- requesting unusual payment terms, such as cash payments, payments to Third Parties, and payments to banks or entities in countries where the Representative is not located or will not perform services for the Company, or requests compensation that exceeds the market rate for the requested service
- including only vaguely described services on invoices or agreements;
- being associated with a Government Official
- being involved at the request of a Government Official

If a proposed transaction involves any red flags or other high risk indicators, as defined above, it must be reviewed and approved by the Compliance Officer prior to proceeding.

During the course of the business relationship, interactions with the Third Parties must be regularly monitored so any “red flags” or other compliance concerns are promptly identified and addressed.

No Third Party may be retained to perform services for or act on behalf of the Company unless the engagement is pursuant to a written agreement which contains appropriate anti-corruption terms and conditions.

3.3.5. Recordkeeping

All transactions involving the Company’s funds or assets must be described and recorded accurately and in reasonable detail in the Company’s books and records by responsible Employees in the Finance and Accounting Department. Such records should include any associated contracts, invoices, receipts, authorization for a transaction, and other supporting documentation. The use of fictitious or misleading documentation to support the Company’s transactions is prohibited.

It is AGS’ policy to maintain a system of internal accounting controls sufficient to provide a reasonable assurance that all transactions involving the Company’s funds or assets are properly documented, accurately recorded, and appropriately authorized by the Company’s management. Payments may not be made to anonymous bank accounts or other bank accounts recorded in the name of an entity other than the payee or an entity not known to be controlled by the payee. AGS strictly prohibits any undisclosed or unrecorded payments, assets, funds, or bank accounts.

4. INTERNATIONAL TRADE POLICIES AND PROCEDURES

4.1. Anti-Money Laundering (“AML”) and Embargoed and Sanctioned Party Compliance

4.1.1. Due Diligence General Principle

As required by the *AGS Gaming Compliance Program*, AGS will conduct reasonable diligence to identify instances where business partners or transactions are tied to criminal activities, embargoed or restricted countries, or Prohibited Parties. Employees shall not engage in business involving criminal activities or proceeds, U.S. embargoed countries, governments, and parties, or Prohibited Parties. Business and other dealings with certain other restricted countries and parties are subject to review and approval by the Compliance Officer.

4.1.2. Know Your Customer Diligence and Prohibited Party Screening

If applicable, the Compliance Officer, or Employee designated by the Compliance Officer, is responsible for conducting “Know Your Customer” (“KYC”) diligence and screening customers, suppliers, distributors, agents, vendors and other Third Parties (including new employees) against the applicable lists of companies, groups and individuals subject to trade restrictions that are maintained by the United States, United Nations, and any other applicable jurisdictions.

4.1.2.1. Notification of High Risk Indicators

If a proposed transaction involves any high risk indicator, as defined below, it must be reviewed and approved by the Compliance Officer prior to proceeding. High risk indicators include factors such as the following:

- Indication of parties being associated with embargoed or restricted countries;
- Potential matches to a Prohibited Party;
- If the circumstances of the transaction or parties suggest a risk of diversion to an embargoed or restricted country or Prohibited Party;
- If there are suspicious or questionable circumstances involved in a sale, such as a lack of customary information about a proposed transaction, a request to use an unusual route for shipment or unusual product specifications that are inconsistent with the customer’s stated end-use of the product;
- Suspicious payment schemes, such as payments made via third parties to the transaction or large payments made in cash;
- Evidence that parties provided false information during the KYC process; or
- other “red flag” indicators (*see Appendix 3* for sample red flags).

4.2. Exports of Certain Products, Components, Software and Technology

4.2.1. Exportation General Principle

AGS is committed to complying with all applicable laws governing the transfer or release of goods or technology, including applicable export and reexport licensing requirements and restrictions on transfers that may raise end-use or end-user concerns. This includes full compliance with the applicable laws and regulations of the United States, Mexico, and other jurisdictions that impose limitations on exports and international trade.

4.3. Anti-Boycott

4.3.1. Anti-Boycott General Principle

AGS is committed to complying with U.S. anti-boycott laws and regulations as applicable to AGS. It is the Company's policy not to agree to or cooperate with boycott-related requests that would be prohibited or penalized under applicable U.S. anti-boycott laws and regulations, and to comply with required reporting obligations under U.S. anti-boycott laws and regulations.

5. COMPLIANCE INFRASTRUCTURE

5.1. Contract Provisions

Unless otherwise directed by the Compliance Officer, all agreements with consultants, distributors, vendors, and any other Third Parties, must contain a provision requiring compliance with applicable International Trade Laws, and other provisions the Compliance Officer deems necessary to address International Trade-related risks associated with the particular transaction.

5.2. Compliance Training

5.3. FCPA training shall be provided to Employees in a manner and on a schedule determined by the Compliance Officer. **Self-Assessments and Audits**

Compliance with this Policy is mandatory and subject to self-assessments and audits. AGS conducts self-assessments and audits to ensure that its international trade compliance program – including this Policy and related procedures, training, reporting, and investigation processes – are effective in preventing and identifying potential violations of this Policy and any related procedures, as well as International Trade Laws. These reviews may be conducted as part of AGS' regular internal audit cycle and coordinated with other aspects of its audit of business processes for compliance with other regulations and policies, or these reviews may be conducted independently of other AGS audits. The results of each audit shall be presented to the Compliance Committee.

APPENDIX 1:

Statement of Corporate Commitment and Policy

To All AGS Employees:

Here at AGS, we are committed to maintaining Company-wide compliance with all applicable International Trade Laws. All Employees – including officers, directors, and employees, wherever located – must comply with our International Trade Policy. This policy is in place to protect our business integrity and, in some cases, national security.

International trade compliance is good for business and is essential to keeping our Company in good standing with the industry and the law; we will never compromise our integrity for commercial gain. I cannot stress enough the importance of complying with this policy, as failing to do so could result in significant criminal, civil, and administrative penalties, including imprisonment, fines, and termination of employment with the Company.

It is the responsibility of each and every one of us to support compliance with these laws by familiarizing ourselves with the policy. We must abstain from engaging in any act that might violate or give the appearance or intention of violating International Trade Laws, both domestically and internationally.

If you are in doubt or have questions about any conduct, immediately seek guidance from the Compliance Officer. Also, if you suspect a violation of our International Trade Policy or International Trade Laws, please submit a report to the Compliance Officer verbally, in writing, or anonymously through our Ethics Hotline at 855-860-2189 or www.ags.ethicspoint.com (additional phone numbers by country are available on the website). AGS prohibits retaliation against any employee who makes a good faith report of actual or suspected violations of this policy or applicable International Trade Laws.

I would like to thank you all in advance for complying with our International Trade Policy and protecting AGS' reputation.

Sincerely,

David Lopez, *President and Chief Executive Officer*

APPENDIX 2:

Employee Certification

I, _____, hereby acknowledge that I received a copy of AGS' International Trade Policy ("Policy") dated May 2019. I agree to comply with AGS' anti-corruption and international trade compliance policies and procedures and all applicable laws and regulations and attend all required training related to these policies and procedures.

Employee Signature

Employee Title

Date

APPENDIX 3:

Examples of Red Flags Associated with Money Laundering

The individual or entity at issue:

- is a Politically Exposed Person (“PEP”);
- is the subject of negative reports concerning possible criminal activity or doubtful business practices;
- has a prior criminal history relevant to AML risk (e.g., money laundering, fraud);
- conducts transactions believed to be the result of some illegal activity or from an illegal source (e.g., narcotics trafficking);
- has financial fiduciary obligations that may create a risk of misappropriation or other illicit financial activity;
- is associated with individuals or entities known to be connected with the illicit generation of funds;
- claims connections with businesses that have no actual operations;
- requests funds to or through a bank and/or a non-bank financial institution(s) located in a country that is not his/her residence or place of business.