

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-11693

**LIGHT &
WONDER**TM

LIGHT & WONDER, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

81-0422894

(I.R.S. Employer Identification No.)

6601 Bermuda Road, Las Vegas, Nevada

(Address of principal executive offices)

89119

(Zip Code)

(702) 897-7150

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------------|-------------------|---|
| Common Stock, \$.001 par value | LNW | The Nasdaq Stock Market |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Common stock outstanding as of November 7, 2024 was 88,307,886.

LIGHT & WONDER, INC. AND SUBSIDIARIES
INDEX TO FINANCIAL AND OTHER INFORMATION
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

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Glossary of Terms

The following terms or acronyms used in this Quarterly Report on Form 10-Q are defined below:

| Term or Acronym | Definition |
|---------------------------------|--|
| 2023 10-K | 2023 Annual Report on Form 10-K filed with SEC on February 27, 2024 |
| 2028 Unsecured Notes | 7.000% senior unsecured notes due 2028 issued by LNWI |
| 2029 Unsecured Notes | 7.250% senior unsecured notes due 2029 issued by LNWI |
| 2031 Unsecured Notes | 7.500% senior unsecured notes due 2031 issued by LNWI |
| AEBITDA | Adjusted EBITDA, our primary performance measure of profit or loss for our business segments |
| ASC | Accounting Standards Codification |
| ASX | Australian Securities Exchange |
| CMS | casino-management system |
| D&A | depreciation, amortization and impairments (excluding goodwill) |
| Exchange Act | Securities Exchange Act of 1934, as amended |
| FASB | Financial Accounting Standards Board |
| KPIs | Key Performance Indicators |
| L&W | Light & Wonder, Inc. |
| LBO | licensed betting office |
| LNWI | Light and Wonder International, Inc., a wholly-owned subsidiary of L&W and successor to Scientific Games International, Inc. |
| LNWI Credit Agreement | That certain credit agreement, dated as of April 14, 2022, among LNWI, as the borrower, L&W, as a guarantor, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent and Swingline Lender, BofA Securities, Inc., BNP Paribas Securities Corp., Deutsche Bank Securities Inc., Fifth Third Bank, National Association, Barclays Bank PLC, Citizens Bank, N.A., Goldman Sachs Bank USA, Morgan Stanley Senior Funding, Inc., Royal Bank of Canada, Truist Securities, Inc., Credit Suisse Loan Funding LLC and Macquarie Capital (USA) Inc. as Lead Arrangers and Joint Bookrunners, as amended, restated, amended and restated, supplemented or otherwise modified from time to time |
| LNWI Revolver | Revolving credit facility with aggregate commitments of \$750 million extended pursuant to the LNWI Credit Agreement |
| LNWI Term Loan B | Term loan facility, issued pursuant to the LNWI Credit Agreement |
| Note | a note in the Notes to Consolidated Financial Statements in this Quarterly Report on Form 10-Q, unless otherwise indicated |
| Participation | refers to gaming machines provided to customers through service or leasing arrangements in which we earn revenues and are paid based on: (1) a percentage of the amount wagered less payouts; (2) fixed daily-fees; (3) a percentage of the amount wagered; or (4) a combination of (2) and (3) |
| R&D | research and development |
| RSU | restricted stock unit |
| SciPlay | Our SciPlay business segment |
| SEC | Securities and Exchange Commission |
| Securities Act | Securities Act of 1933, as amended |
| Senior Notes or Unsecured Notes | refers to the 2028 Unsecured Notes, 2029 Unsecured Notes and 2031 Unsecured Notes, collectively |
| SG&A | selling, general and administrative |
| Shufflers | various models of automatic card shufflers, deck checkers and roulette chip sorters |
| SOFR | Secured Overnight Financing Rate |
| U.S. GAAP | accounting principles generally accepted in the U.S. |
| U.S. jurisdictions | the 50 states in the U.S. plus the District of Columbia, U.S. Virgin Islands and Puerto Rico |
| VGT | video gaming terminal |
| VLT | video lottery terminal |

Intellectual Property Rights

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The MONOPOLY name and logo, the distinctive design of the game board, the four corner squares, the MR. MONOPOLY name and character, as well as each of the distinctive elements of the board, cards, and the playing pieces are trademarks of Hasbro for its property trading game and game equipment and are used with permission. © 1935, 2024 Hasbro. All Rights Reserved. Licensed by Hasbro.

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FORWARD-LOOKING STATEMENTS

Throughout this Quarterly Report on Form 10-Q, we make “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements describe future expectations, plans, results or strategies and can often be identified by the use of terminology such as “may,” “will,” “estimate,” “intend,” “plan,” “continue,” “believe,” “expect,” “anticipate,” “target,” “should,” “could,” “potential,” “opportunity,” “goal,” or similar terminology. The forward-looking statements contained in this Quarterly Report on Form 10-Q are generally located in the material set forth under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” but may be found in other locations as well. These statements are based upon management’s current expectations, assumptions and estimates and are not guarantees of timing, future results or performance. Therefore, you should not rely on any of these forward-looking statements as predictions of future events. Actual results may differ materially from those contemplated in these statements due to a variety of risks and uncertainties and other factors, including, among other things:

- our inability to successfully execute our strategy;
- slow growth of new gaming jurisdictions, slow addition of casinos in existing jurisdictions and declines in the replacement cycle of gaming machines;
- risks relating to foreign operations, including anti-corruption laws, fluctuations in currency rates, restrictions on the payment of dividends from earnings, restrictions on the import of products and financial instability;
- difficulty predicting what impact, if any, new tariffs imposed by and other trade actions taken by the U.S. and foreign jurisdictions could have on our business;
- U.S. and international economic and industry conditions, including increases in benchmark interest rates and the effects of inflation;
- public perception of our response to environmental, social and governance issues;
- the effects of health epidemics, contagious disease outbreaks and public perception thereof;
- changes in, or the elimination of, our share repurchase program;
- resulting pricing variations and other impacts of our common stock being listed to trade on more than one stock exchange;
- level of our indebtedness, higher interest rates, availability or adequacy of cash flows and liquidity to satisfy indebtedness, other obligations or future cash needs;
- inability to further reduce or refinance our indebtedness;
- restrictions and covenants in debt agreements, including those that could result in acceleration of the maturity of our indebtedness;
- competition;
- inability to win, retain or renew, or unfavorable revisions of, existing contracts, and the inability to enter into new contracts;
- risks and uncertainties of potential changes in U.K. gaming legislation, including any new or revised licensing and taxation regimes, responsible gambling requirements and/or sanctions on unlicensed providers;
- inability to adapt to, and offer products that keep pace with, evolving technology, including any failure of our investment of significant resources in our R&D efforts;
- failure to retain key management and employees;
- unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, war, armed conflicts or hostilities, the impact such events may have on our customers, suppliers, employees, consultants, business partners or operations, as well as management’s response to any of the aforementioned factors;
- changes in demand for our products and services;
- dependence on suppliers and manufacturers;
- SciPlay’s dependence on certain key providers;
- ownership changes and consolidation in the gaming industry;
- fluctuations in our results due to seasonality and other factors;
- risks as a result of being publicly traded in the United States and Australia, including price variations and other impacts relating to the secondary listing of the Company’s common stock on the ASX;
- the possibility that we may be unable to achieve expected operational, strategic and financial benefits of the SciPlay merger;
- security and integrity of our products and systems, including the impact of any security breaches or cyber-attacks;

- protection of our intellectual property, inability to license third-party intellectual property and the intellectual property rights of others;
- reliance on or failures in information technology and other systems;
- litigation and other liabilities relating to our business, including litigation and liabilities relating to our contracts and licenses, our products and systems (including further developments in the Dragon Train litigation described under “Aristocrat Matters” in Note 15), our employees (including labor disputes), intellectual property, environmental laws and our strategic relationships;
- reliance on technological blocking systems;
- challenges or disruptions relating to the completion of the domestic migration to our enterprise resource planning system;
- laws and government regulations, both foreign and domestic, including those relating to gaming, data privacy and security, including with respect to the collection, storage, use, transmission and protection of personal information and other consumer data, and environmental laws, and those laws and regulations that affect companies conducting business on the internet, including online gambling;
- legislative interpretation and enforcement, regulatory perception and regulatory risks with respect to gaming, especially internet wagering and social gaming;
- changes in tax laws or tax rulings, or the examination of our tax positions;
- opposition to legalized gaming or the expansion thereof and potential restrictions on internet wagering;
- significant opposition in some jurisdictions to interactive social gaming, including social casino gaming and how such opposition could lead these jurisdictions to adopt legislation or impose a regulatory framework to govern interactive social gaming or social casino gaming specifically, and how this could result in a prohibition on interactive social gaming or social casino gaming altogether, restrict our ability to advertise our games, or substantially increase our costs to comply with these regulations;
- expectations of shift to regulated digital gaming;
- inability to develop successful products and services and capitalize on trends and changes in our industries, including the expansion of internet and other forms of digital gaming;
- the continuing evolution of the scope of data privacy and security regulations, and our belief that the adoption of increasingly restrictive regulations in this area is likely within the U.S. and other jurisdictions;
- incurrence of restructuring costs;
- goodwill impairment charges including changes in estimates or judgments related to our impairment analysis of goodwill or other intangible assets;
- stock price volatility;
- failure to maintain adequate internal control over financial reporting;
- dependence on key executives;
- natural events that disrupt our operations, or those of our customers, suppliers or regulators; and
- expectations of growth in total consumer spending on social casino gaming.

Additional information regarding risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements is included from time to time in our filings with the SEC, including under “Risk Factors” in *Part II, Item 1A* of this Quarterly Report on Form 10-Q and *Part I, Item 1A* in our 2023 10-K. Forward-looking statements speak only as of the date they are made and, except for our ongoing obligations under the U.S. federal securities laws, we undertake no and expressly disclaim any obligation to publicly update any forward-looking statements whether as a result of new information, future events or otherwise.

You should also note that this Quarterly Report on Form 10-Q may contain references to industry market data and certain industry forecasts. Industry market data and industry forecasts are obtained from publicly available information and industry publications. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of that information is not guaranteed. Although we believe industry information to be accurate, it is not independently verified by us and we do not make any representation as to the accuracy of that information. In general, we believe there is less publicly available information concerning the international gaming, social and digital gaming industries than the same industries in the U.S.

Due to rounding, certain numbers presented herein may not precisely recalculate.

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (unaudited)

LIGHT & WONDER, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (in millions, except per share amounts)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|---------|------------------------------------|----------|
| | 2024 | 2023 | 2024 | 2023 |
| Revenue: | | | | |
| Services | \$ 530 | \$ 503 | \$ 1,573 | \$ 1,476 |
| Products | 287 | 228 | 818 | 655 |
| Total revenue | 817 | 731 | 2,391 | 2,131 |
| Operating expenses: | | | | |
| Cost of services ⁽¹⁾ | 112 | 113 | 334 | 331 |
| Cost of products ⁽¹⁾ | 134 | 105 | 366 | 307 |
| Selling, general and administrative | 220 | 204 | 657 | 599 |
| Research and development | 66 | 55 | 194 | 168 |
| Depreciation, amortization and impairments | 90 | 90 | 264 | 298 |
| Restructuring and other | 36 | 17 | 76 | 66 |
| Operating income | 159 | 147 | 500 | 362 |
| Other (expense) income: | | | | |
| Interest expense | (73) | (78) | (223) | (231) |
| Loss on debt financing transactions | (2) | (15) | (2) | (15) |
| Other (expense) income, net | (3) | 40 | 14 | 23 |
| Total other expense, net | (78) | (53) | (211) | (223) |
| Net income before income taxes | 81 | 94 | 289 | 139 |
| Income tax expense | (17) | (14) | (61) | (27) |
| Net income | 64 | 80 | 228 | 112 |
| Less: Net income attributable to noncontrolling interest | — | 5 | — | 16 |
| Net income attributable to L&W | \$ 64 | \$ 75 | \$ 228 | \$ 96 |
| Per Share - Basic: | | | | |
| Net income attributable to L&W | \$ 0.72 | \$ 0.83 | \$ 2.55 | \$ 1.05 |
| Per Share - Diluted: | | | | |
| Net income attributable to L&W | \$ 0.71 | \$ 0.81 | \$ 2.49 | \$ 1.03 |
| Weighted average number of shares used in per share calculations: | | | | |
| Basic shares | 89 | 91 | 90 | 91 |
| Diluted shares | 91 | 92 | 92 | 93 |

(1) Excludes D&A.

See accompanying notes to condensed consolidated financial statements.

LIGHT & WONDER, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------------|------------------------------------|--------------|
| | 2024 | 2023 | 2024 | 2023 |
| Net income | \$ 64 | \$ 80 | \$ 228 | \$ 112 |
| Other comprehensive income (loss) | | | | |
| Foreign currency translation gain (loss), net of tax | 60 | (71) | 30 | (21) |
| Derivative financial instruments unrealized (loss) gain, net of tax | (14) | 5 | (8) | 8 |
| Total other comprehensive income (loss) | 46 | (66) | 22 | (13) |
| Total comprehensive income | 110 | 14 | 250 | 99 |
| Less: comprehensive income attributable to noncontrolling interest | — | 5 | — | 16 |
| Comprehensive income attributable to L&W | <u>\$ 110</u> | <u>\$ 9</u> | <u>\$ 250</u> | <u>\$ 83</u> |

See accompanying notes to condensed consolidated financial statements.

LIGHT & WONDER, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in millions, except par value)

| | As of | |
|---|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 347 | \$ 425 |
| Restricted cash | 54 | 90 |
| Receivables, net of allowance for credit losses of \$34 and \$38, respectively | 580 | 506 |
| Inventories | 183 | 177 |
| Prepaid expenses, deposits and other current assets | 115 | 113 |
| Total current assets | 1,279 | 1,311 |
| Non-current assets: | | |
| Restricted cash | 6 | 6 |
| Receivables, net of allowance for credit losses of \$7 and \$3, respectively | 93 | 37 |
| Property and equipment, net | 281 | 236 |
| Operating lease right-of-use assets | 47 | 52 |
| Goodwill | 2,954 | 2,945 |
| Intangible assets, net | 494 | 605 |
| Software, net | 168 | 158 |
| Deferred income taxes | 215 | 142 |
| Other assets | 59 | 60 |
| Total assets | <u>\$ 5,596</u> | <u>\$ 5,552</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ 23 | \$ 22 |
| Accounts payable | 200 | 241 |
| Accrued liabilities | 429 | 404 |
| Income taxes payable | 28 | 29 |
| Total current liabilities | 680 | 696 |
| Deferred income taxes | 20 | 20 |
| Operating lease liabilities | 33 | 39 |
| Other long-term liabilities | 155 | 180 |
| Long-term debt, excluding current portion | 3,850 | 3,852 |
| Total liabilities | 4,738 | 4,787 |
| Commitments and contingencies (Note 15) | | |
| Stockholders' equity: | | |
| Common stock, par value \$0.001 per share, 199 shares authorized; 118 and 116 shares issued, respectively, and 89 and 90 shares outstanding, respectively | 1 | 1 |
| Additional paid-in capital | 1,182 | 1,118 |
| Retained earnings | 908 | 680 |
| Treasury stock, at cost, 29 and 26 shares, respectively | (972) | (751) |
| Accumulated other comprehensive loss | (261) | (283) |
| Total stockholders' equity | 858 | 765 |
| Total liabilities and stockholders' equity | <u>\$ 5,596</u> | <u>\$ 5,552</u> |

See accompanying notes to condensed consolidated financial statements.

LIGHT & WONDER, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

| | Nine Months Ended September 30, | |
|--|---------------------------------|--------|
| | 2024 | 2023 |
| Cash flows from operating activities: | | |
| Net income | \$ 228 | \$ 112 |
| Adjustments to reconcile net income to net cash provided by operating activities | 311 | 392 |
| Changes in working capital accounts, excluding the effects of acquisition | (109) | (81) |
| Net cash provided by operating activities | 430 | 423 |
| Cash flows from investing activities: | | |
| Capital expenditures | (224) | (182) |
| Other ⁽¹⁾ | (5) | (8) |
| Net cash used in investing activities | (229) | (190) |
| Cash flows from financing activities: | | |
| Proceeds from issuance of senior notes and term loans | — | 550 |
| Repayments of notes and term loans (including redemption premium) | — | (562) |
| Payments on long-term debt | (5) | (17) |
| Payments of debt issuance and deferred financing costs | (4) | (8) |
| Payments on license obligations | (20) | (26) |
| Payments of contingent acquisition considerations | (16) | (9) |
| Purchase of L&W common stock | (219) | (145) |
| Purchase of SciPlay's Class A common stock | — | (23) |
| Net redemptions of common stock under stock-based compensation plans and other | (51) | (11) |
| Net cash used in financing activities | (315) | (251) |
| Effect of exchange rate changes on cash, cash equivalents and restricted cash | — | (2) |
| Decrease in cash, cash equivalents and restricted cash | (114) | (20) |
| Cash, cash equivalents and restricted cash, beginning of period | 521 | 967 |
| Cash, cash equivalents and restricted cash, end of period | \$ 407 | \$ 947 |
| Supplemental cash flow information: | | |
| Cash paid for interest | \$ 208 | \$ 221 |
| Income taxes paid | 118 | 119 |
| Cash paid for contingent acquisition considerations included in operating activities | 22 | 9 |
| Supplemental non-cash transactions: | | |
| Non-cash interest expense | \$ 7 | \$ 8 |

(1) The nine months ended September 30, 2023 include \$3 million in cash used in discontinued operations.

See accompanying notes to condensed consolidated financial statements.

LIGHT & WONDER, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited, amounts in USD, table amounts in millions, except per share amounts)

(1) Description of the Business and Summary of Significant Accounting Policies

Description of the Business

We are a leading cross-platform global games company with a focus on content and digital markets. Our portfolio of revenue-generating activities primarily includes supplying game content and gaming machines, CMSs and table game products and services to licensed gaming entities; providing social casino and other mobile games, including casual gaming, to retail customers; and providing a comprehensive suite of digital gaming content, distribution platforms and player account management systems, as well as various other iGaming content and services. We report our results of operations in three business segments—Gaming, SciPlay and iGaming—representing our different products and services.

Basis of Presentation and Principles of Consolidation

The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. GAAP and include the accounts of L&W, its wholly owned subsidiaries and those subsidiaries in which we have a controlling financial interest. All intercompany balances and transactions have been eliminated in consolidation.

In the opinion of L&W and its management, we have made all adjustments necessary to present fairly our condensed consolidated financial position, results of operations, comprehensive income and cash flows for the periods presented. Such adjustments are of a normal, recurring nature. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our 2023 10-K. Interim results of operations are not necessarily indicative of results of operations to be expected for a full year.

Significant Accounting Policies

There have been no changes to our significant accounting policies described within the Notes of our 2023 10-K.

Other (Expense) Income, net

Other (expense) income, net includes gains and losses from foreign currency transactions, interest income, earnings or losses from equity investments and other items. Other (expense) income, net for the three and nine months ended September 30, 2024, primarily consisted of foreign currency transaction losses of \$11 million and \$10 million, respectively, as well as interest income of \$5 million and \$15 million, respectively. For the three and nine months ended September 30, 2023, other (expense) income, net primarily consisted of a gain of \$30 million and a loss of \$9 million, respectively, related to foreign currency transactions as well as \$10 million and \$28 million, respectively, in interest income.

Computation of Basic and Diluted Net Income Attributable to L&W Per Share

Basic and diluted net income attributable to L&W per share are based upon net income attributable to L&W divided by the weighted average number of common shares outstanding during the period. Diluted net income attributable to L&W per share reflects the effect of the assumed exercise of stock options and RSUs only in the periods in which such effect would have been dilutive to net income.

For both the three and nine months ended September 30, 2024, we included 2 million of common stock equivalents in the calculation of diluted net income attributable to L&W per share. For the three and nine months ended September 30, 2023, we included 1 million and 2 million, respectively, of common stock equivalents in the calculation of diluted net income attributable to L&W per share.

New Accounting Guidance

There have been no recent accounting pronouncements or changes in accounting pronouncements since those described within the Notes of our 2023 10-K that are expected to have a material impact on our consolidated financial statements.

(2) Revenue Recognition

The following table disaggregates our revenues by type within each of our business segments:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|---------------|---------------------------------|-----------------|
| | 2024 | 2023 | 2024 | 2023 |
| Gaming | | | | |
| Gaming operations | \$ 175 | \$ 166 | \$ 515 | \$ 493 |
| Gaming machine sales | 238 | 172 | 670 | 503 |
| Gaming systems | 71 | 71 | 213 | 197 |
| Table products | 53 | 56 | 154 | 161 |
| Total | <u>\$ 537</u> | <u>\$ 465</u> | <u>\$ 1,552</u> | <u>\$ 1,354</u> |
| SciPlay | | | | |
| Mobile in-app purchases | \$ 162 | \$ 173 | \$ 492 | \$ 509 |
| Web in-app purchases and other ⁽¹⁾ | 44 | 23 | 125 | 64 |
| Total | <u>\$ 206</u> | <u>\$ 196</u> | <u>\$ 617</u> | <u>\$ 573</u> |
| iGaming | <u>\$ 74</u> | <u>\$ 70</u> | <u>\$ 222</u> | <u>\$ 204</u> |

(1) Other represents \$25 million and \$61 million in revenue generated via our proprietary direct-to-consumer platform for the three and nine months ended September 30, 2024, respectively, along with advertising and other revenue, which were not material for the periods presented.

The amount of rental income revenue included in services revenue within the consolidated statement of operations that is outside the scope of ASC 606 was \$138 million and \$401 million for the three and nine months ended September 30, 2024, respectively, and \$127 million and \$367 million for the three and nine months ended September 30, 2023, respectively.

Contract Liabilities and Other Disclosures

The following table summarizes the activity in our contract liabilities for the reporting period:

| | Nine Months Ended September 30, 2024 |
|--|--------------------------------------|
| Contract liability balance, beginning of period ⁽¹⁾ | \$ 27 |
| Liabilities recognized during the period | 17 |
| Amounts recognized in revenue from beginning balance | (18) |
| Contract liability balance, end of period ⁽¹⁾ | <u>\$ 26</u> |

(1) Contract liabilities are included within Accrued liabilities and Other long-term liabilities in our consolidated balance sheets.

The timing of revenue recognition, billings and cash collections results in billed receivables, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on our consolidated balance sheets. Other than contracts with customers with financing arrangements exceeding 12 months, revenue recognition is generally proximal to conversion to cash. The following table summarizes our balances in these accounts for the periods indicated (other than contract liabilities disclosed above):

| | Receivables | Contract Assets ⁽¹⁾ |
|---|-------------|--------------------------------|
| Beginning of period balance | \$ 543 | \$ 24 |
| End of period balance, September 30, 2024 | 673 | 35 |

(1) Contract assets are included primarily within Prepaid expenses, deposits and other current assets in our consolidated balance sheets.

As of September 30, 2024, we did not have material unsatisfied performance obligations for contracts expected to be long-term or contracts for which we recognize revenue at an amount other than that for which we have the right to invoice for goods or services delivered or performed.

(3) Business Segments

We report our operations in three business segments—Gaming, SciPlay and iGaming—representing our different products and services. A detailed discussion regarding the products and services from which each reportable business segment derives its revenue is included in Notes 3 and 4 in our 2023 10-K.

In evaluating financial performance, our Chief Operating Decision Maker (defined as our Chief Executive Officer) focuses on AEBITDA as management's primary segment measure of profit or loss, which is described in footnote (2) to the below table. The accounting policies for our business segments are the same as those described within the Notes in our 2023 10-K. The following tables present our segment information:

| Three Months Ended September 30, 2024 | | | | | |
|---|--------|---------|---------|--|--------------|
| | Gaming | SciPlay | iGaming | Unallocated and Reconciling Items ⁽¹⁾ | Total |
| Total revenue | \$ 537 | \$ 206 | \$ 74 | \$ — | \$ 817 |
| AEBITDA ⁽²⁾ | 267 | 66 | 24 | (38) | \$ 319 |
| <i>Reconciling items to net income before income taxes:</i> | | | | | |
| D&A | (65) | (7) | (13) | (5) | (90) |
| Restructuring and other | — | (1) | — | (35) | (36) |
| Interest expense | | | | (73) | (73) |
| Loss on debt financing transactions | | | | (2) | (2) |
| Other expense, net | | | | (8) | (8) |
| Stock-based compensation | | | | (29) | (29) |
| Net income before income taxes | | | | | <u>\$ 81</u> |

(1) Includes amounts not allocated to the business segments (including corporate costs) and items to reconcile the total business segments AEBITDA to our consolidated net income before income taxes.

(2) AEBITDA is reconciled to net income before income taxes with the following adjustments, as applicable: (1) depreciation and amortization expense and impairment charges (including goodwill impairments); (2) restructuring and other, which includes charges or expenses attributable to: (i) employee severance; (ii) management restructuring and related costs; (iii) restructuring and integration; (iv) cost savings initiatives; (v) major litigation; and (vi) acquisition- and disposition-related costs and other unusual items; (3) interest expense; (4) gain (loss) on debt financing transactions; (5) change in fair value of investments and remeasurement of debt and other; (6) other income (expense), net, including foreign currency gains or losses and earnings from equity investments; and (7) stock-based compensation. AEBITDA is presented as our primary segment measure of profit or loss.

| Three Months Ended September 30, 2023 | | | | | |
|---|--------|---------|---------|--|--------------|
| | Gaming | SciPlay | iGaming | Unallocated and Reconciling Items ⁽¹⁾ | Total |
| Total revenue | \$ 465 | \$ 196 | \$ 70 | \$ — | \$ 731 |
| AEBITDA ⁽²⁾ | 235 | 61 | 25 | (35) | \$ 286 |
| <i>Reconciling items to net income before income taxes:</i> | | | | | |
| D&A | (64) | (6) | (12) | (8) | (90) |
| Restructuring and other | (1) | (2) | (4) | (10) | (17) |
| Interest expense | | | | (78) | (78) |
| Loss on debt financing transactions | | | | (15) | (15) |
| Other income, net | | | | 39 | 39 |
| Stock-based compensation | | | | (31) | (31) |
| Net income before income taxes | | | | | <u>\$ 94</u> |

(1) Includes amounts not allocated to the business segments (including corporate costs) and items to reconcile the total business segments AEBITDA to our consolidated net income before income taxes.

(2) AEBITDA is described in footnote (2) to the first table in this Note 3.

Nine Months Ended September 30, 2024

| | Gaming | SciPlay | iGaming | Unallocated and Reconciling Items⁽¹⁾ | Total |
|---|---------------|----------------|----------------|--|---------------|
| Total revenue | \$ 1,552 | \$ 617 | \$ 222 | \$ — | \$ 2,391 |
| AEBITDA ⁽²⁾ | 771 | 198 | 73 | (113) | \$ 929 |
| <i>Reconciling items to net income before income taxes:</i> | | | | | |
| D&A | (188) | (19) | (40) | (17) | (264) |
| Restructuring and other | (1) | (1) | (2) | (72) | (76) |
| Interest expense | | | | (223) | (223) |
| Loss on debt financing transactions | | | | (2) | (2) |
| Other income, net | | | | 7 | 7 |
| Stock-based compensation | | | | (82) | (82) |
| Net income before income taxes | | | | | <u>\$ 289</u> |

(1) Includes amounts not allocated to the business segments (including corporate costs) and items to reconcile the total business segments AEBITDA to our consolidated net income before income taxes.

(2) AEBITDA is described in footnote (2) to the first table in this Note 3.

Nine Months Ended September 30, 2023

| | Gaming | SciPlay | iGaming | Unallocated and Reconciling Items⁽¹⁾ | Total |
|---|---------------|----------------|----------------|--|---------------|
| Total revenue | \$ 1,354 | \$ 573 | \$ 204 | \$ — | \$ 2,131 |
| AEBITDA ⁽²⁾ | 673 | 174 | 72 | (104) | \$ 815 |
| <i>Reconciling items to net income before income taxes:</i> | | | | | |
| D&A | (221) | (23) | (36) | (18) | (298) |
| Restructuring and other | (10) | (5) | (14) | (37) | (66) |
| Interest expense | | | | (231) | (231) |
| Loss on debt financing transactions | | | | (15) | (15) |
| Other income, net | | | | 19 | 19 |
| Stock-based compensation | | | | (85) | (85) |
| Net income before income taxes | | | | | <u>\$ 139</u> |

(1) Includes amounts not allocated to the business segments (including corporate costs) and items to reconcile the total business segments AEBITDA to our consolidated net income before income taxes.

(2) AEBITDA is described in footnote (2) to the first table in this Note 3.

(4) Restructuring and Other

Restructuring and other includes charges or expenses attributable to: (i) employee severance; (ii) management restructuring and related costs; (iii) restructuring and integration; (iv) cost savings initiatives; (v) major litigation; and (vi) acquisition- and disposition-related costs and other unusual items. The following table summarizes pre-tax restructuring and other costs for the periods presented:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|--------------|--|--------------|
| | 2024 | 2023 | 2024 | 2023 |
| Employee severance and related | \$ 1 | \$ 2 | \$ 2 | \$ 15 |
| Legal and related | 34 | — | 66 | — |
| Strategic review and related ⁽¹⁾ | — | 9 | 1 | 27 |
| Contingent acquisition consideration ⁽²⁾ | — | 1 | — | 10 |
| Restructuring, integration and other | 1 | 5 | 7 | 14 |
| Total | <u>\$ 36</u> | <u>\$ 17</u> | <u>\$ 76</u> | <u>\$ 66</u> |

(1) Includes costs associated with the SciPlay merger, ASX listing, sale of discontinued operations (including ongoing separation activities), rebranding and related activities. Refer to the Notes in our 2023 10-K for more information regarding these activities.

(2) Represents contingent consideration fair value adjustments (see Note 11).

(5) Receivables, Allowance for Credit Losses and Credit Quality of Receivables

Receivables

The following table summarizes the components of current and long-term receivables, net:

| | As of | |
|-----------------------------|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| Current: | | |
| Receivables | \$ 614 | \$ 544 |
| Allowance for credit losses | (34) | (38) |
| Current receivables, net | 580 | 506 |
| Long-term: | | |
| Receivables | 100 | 40 |
| Allowance for credit losses | (7) | (3) |
| Long-term receivables, net | 93 | 37 |
| Total receivables, net | \$ 673 | \$ 543 |

Allowance for Credit Losses

We manage our receivable portfolios using both geography and delinquency as key credit quality indicators. The following table summarizes geographical delinquencies of total receivables, net:

| | As of | | | |
|-----------------------------|--------------------|--------------------------------|-------------------|--------------------------------|
| | September 30, 2024 | Balances over 90 days past due | December 31, 2023 | Balances over 90 days past due |
| Receivables: | | | | |
| U.S. and Canada | \$ 363 | \$ 5 | \$ 344 | \$ 13 |
| International | 351 | 39 | 240 | 50 |
| Total receivables | 714 | 44 | 584 | 63 |
| Receivables allowance: | | | | |
| U.S. and Canada | (16) | (2) | (17) | (3) |
| International | (25) | (12) | (24) | (12) |
| Total receivables allowance | (41) | (14) | (41) | (15) |
| Receivables, net | \$ 673 | \$ 30 | \$ 543 | \$ 48 |

Account balances are charged against the allowances after all internal and external collection efforts have been exhausted and the potential for recovery is considered remote.

The activity in our allowance for receivable credit losses for each of the three and nine months ended September 30, 2024 and 2023 is as follows:

| | 2024 | | | 2023 |
|--|---------|-----------------|---------------|---------|
| | Total | U.S. and Canada | International | Total |
| Beginning allowance for credit losses | \$ (41) | \$ (17) | \$ (24) | \$ (40) |
| Provision | (1) | — | (1) | (1) |
| Charge-offs and recoveries | 2 | 1 | 1 | 1 |
| Allowance for credit losses as of March 31 | \$ (40) | \$ (16) | \$ (24) | \$ (40) |
| Provision | (6) | (3) | (3) | (4) |
| Charge-offs and recoveries | 2 | — | 2 | 2 |
| Allowance for credit losses as of June 30 | \$ (44) | \$ (19) | \$ (25) | \$ (42) |
| Provision | 2 | 2 | — | — |
| Charge-offs and recoveries | 1 | 1 | — | 1 |
| Allowance for credit losses as of September 30 | \$ (41) | \$ (16) | \$ (25) | \$ (41) |

As of September 30, 2024, 4% of our total receivables, net, were past due by over 90 days, compared to 9% as of December 31, 2023.

Credit Quality of Receivables

We have certain concentrations of outstanding receivables in international locations that impact our assessment of the credit quality of our receivables. We monitor the macroeconomic and political environment in each of these locations in our assessment of the credit quality of our receivables. The international customers with significant concentrations (generally deemed to be exceeding 10%) of our receivables with terms longer than one year are in the Latin America region (“LATAM”) and are primarily comprised of Mexico, Peru and Argentina. The following table summarizes our LATAM receivables:

| | As of September 30, 2024 | | |
|-----------------------------|--------------------------|--------------|--------------------------------|
| | Total | Current | Balances over 90 days past due |
| Receivables | \$ 61 | \$ 48 | \$ 13 |
| Allowance for credit losses | (19) | (12) | (7) |
| Receivables, net | <u>\$ 42</u> | <u>\$ 36</u> | <u>\$ 6</u> |

We continuously review receivables and, as information concerning credit quality and/or overall economic environment arises, reassess our expectations of future losses and record an incremental reserve if warranted at that time. Our current allowance for credit losses represents our current expectation of credit losses; however, future expectations could change as international unrest or other macro-economic factors impact the financial stability of our customers.

The fair value of receivables is estimated by discounting expected future cash flows using current interest rates at which similar loans would be made to borrowers with similar credit ratings and remaining maturities. As of September 30, 2024 and December 31, 2023, the fair value of receivables, net, approximated the carrying value due to contractual terms of receivables generally being less than 24 months.

(6) Inventories

Inventories consisted of the following:

| | As of | |
|---------------------------|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| Parts and work-in-process | \$ 134 | \$ 113 |
| Finished goods | 49 | 64 |
| Total inventories | <u>\$ 183</u> | <u>\$ 177</u> |

Parts and work-in-process include parts for gaming machines and our finished goods inventory primarily consist of gaming machines for sale.

(7) Property and Equipment, net

Property and equipment, net consisted of the following:

| | As of | |
|--------------------------------------|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| Land | \$ 6 | \$ 6 |
| Buildings and leasehold improvements | 64 | 59 |
| Gaming machinery and equipment | 790 | 718 |
| Furniture and fixtures | 30 | 26 |
| Construction in progress | 8 | 7 |
| Other property and equipment | 104 | 94 |
| Less: accumulated depreciation | (721) | (674) |
| Total property and equipment, net | <u>\$ 281</u> | <u>\$ 236</u> |

Depreciation expense is excluded from cost of services, cost of products and other operating expenses and is separately presented within D&A.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|----------------------|----------------------------------|-------|---------------------------------|-------|
| | 2024 | 2023 | 2024 | 2023 |
| Depreciation expense | \$ 32 | \$ 30 | \$ 96 | \$ 87 |

(8) Intangible Assets, net and Goodwill

Intangible Assets, net

The following tables present certain information regarding our intangible assets as of September 30, 2024 and December 31, 2023.

| | As of | | | | | |
|--------------------------------|----------------------|--------------------------|---------------|----------------------|--------------------------|---------------|
| | September 30, 2024 | | | December 31, 2023 | | |
| | Gross Carrying Value | Accumulated Amortization | Net Balance | Gross Carrying Value | Accumulated Amortization | Net Balance |
| Amortizable intangible assets: | | | | | | |
| Customer relationships | \$ 904 | \$ (614) | \$ 290 | \$ 904 | \$ (567) | \$ 337 |
| Intellectual property | 949 | (812) | 137 | 947 | (771) | 176 |
| Licenses | 291 | (236) | 55 | 290 | (217) | 73 |
| Brand names | 130 | (126) | 4 | 129 | (120) | 9 |
| Trade names | 163 | (159) | 4 | 163 | (157) | 6 |
| Patents and other | 11 | (7) | 4 | 11 | (7) | 4 |
| Total intangible assets | <u>\$ 2,448</u> | <u>\$ (1,954)</u> | <u>\$ 494</u> | <u>\$ 2,444</u> | <u>\$ (1,839)</u> | <u>\$ 605</u> |

The following reflects intangible amortization expense included within D&A:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-------------------------------------|----------------------------------|-------|---------------------------------|--------|
| | 2024 | 2023 | 2024 | 2023 |
| Amortization expense ⁽¹⁾ | \$ 38 | \$ 41 | \$ 113 | \$ 160 |

(1) The nine months ended September 30, 2023 include intangible assets non-cash impairment charge of \$4 million related to restructuring of a certain SciPlay foreign studio.

Goodwill

The table below reconciles the change in the carrying value of goodwill, by business segment, for the period from December 31, 2023 to September 30, 2024.

| | Gaming ⁽¹⁾ | SciPlay | iGaming | Totals |
|----------------------------------|-----------------------|---------------|---------------|-----------------|
| Balance as of December 31, 2023 | \$ 2,388 | \$ 210 | \$ 347 | \$ 2,945 |
| Foreign currency adjustments | 9 | (2) | 2 | 9 |
| Balance as of September 30, 2024 | <u>\$ 2,397</u> | <u>\$ 208</u> | <u>\$ 349</u> | <u>\$ 2,954</u> |

(1) Accumulated goodwill impairment charges for the Gaming segment as of September 30, 2024 were \$989 million.

(9) Software, net

Software, net consisted of the following:

| | As of | |
|--------------------------|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| Software | \$ 1,131 | \$ 1,083 |
| Accumulated amortization | (963) | (925) |
| Software, net | <u>\$ 168</u> | <u>\$ 158</u> |

The following reflects amortization of software included within D&A:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|----------------------|----------------------------------|-------|---------------------------------|-------|
| | 2024 | 2023 | 2024 | 2023 |
| Amortization expense | \$ 20 | \$ 19 | \$ 55 | \$ 51 |

(10) Long-Term Debt

The following table reflects our outstanding debt (in order of priority and maturity):

| | As of | | | | | |
|---|--------------------|----------|-----------------|---|-----------------|-------------------|
| | September 30, 2024 | | | | | December 31, 2023 |
| | Final Maturity | Rate(s) | Face Value | Unamortized debt discount/premium and deferred financing costs, net | Book Value | Book Value |
| Senior Secured Credit Facilities: | | | | | | |
| LNWI Revolver | 2027 | variable | \$ — | \$ — | \$ — | \$ — |
| LNWI Term Loan B | 2029 | variable | 2,162 | (24) | 2,138 | 2,141 |
| LNWI Senior Notes: | | | | | | |
| 2028 Unsecured Notes | 2028 | 7.000% | 700 | (6) | 694 | 694 |
| 2029 Unsecured Notes | 2029 | 7.250% | 500 | (4) | 496 | 495 |
| 2031 Unsecured Notes | 2031 | 7.500% | 550 | (7) | 543 | 543 |
| Other | — | — | 2 | — | 2 | 1 |
| Total long-term debt outstanding | | | <u>\$ 3,914</u> | <u>\$ (41)</u> | <u>\$ 3,873</u> | <u>\$ 3,874</u> |
| Less: current portion of long-term debt | | | | | (23) | (22) |
| Long-term debt, excluding current portion | | | | | <u>\$ 3,850</u> | <u>\$ 3,852</u> |
| Fair value of debt ⁽¹⁾ | | | <u>\$ 3,962</u> | | | |

(1) Fair value of our fixed rate and variable interest rate debt is classified within Level 2 in the fair value hierarchy and has been calculated based on the quoted market prices of our securities.

LNWI Term Loan B Repricing

On January 16, 2024 and July 17, 2024, we amended the LNWI Credit Agreement and reduced the applicable margin on the LNWI Term Loan B. Following the July 2024 amendment, the interest rate for the Term Loan B is either (i) the Adjusted Term SOFR Rate (as defined in the LNWI Credit Agreement) plus 2.25% per annum or (ii) a base rate plus 1.25% per annum.

We were in compliance with the financial covenants under all debt agreements as of September 30, 2024 (for information regarding our financial covenants of all debt agreements, see Note 15 in our 2023 10-K).

Loss on Debt Financing Transactions

The following are components of the loss on debt financing transactions resulting from debt extinguishment and modification accounting for the three and nine months ended September 30, 2024 and 2023, respectively.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|--------------|---------------------------------|--------------|
| | 2024 | 2023 | 2024 | 2023 |
| Repayment of principal balance at premium | \$ — | \$ 12 | \$ — | \$ 12 |
| Unamortized debt discount and deferred financing costs, net | 2 | 3 | 2 | 3 |
| Total loss on debt financing transactions | <u>\$ 2</u> | <u>\$ 15</u> | <u>\$ 2</u> | <u>\$ 15</u> |

For additional information regarding the terms of our credit facilities and Senior Notes, see Note 15 in our 2023 10-K.

(11) Fair Value Measurements

The fair value of our financial assets and liabilities is determined by reference to market data and other valuation techniques as appropriate. We believe the fair value of our financial instruments, which are principally cash and cash equivalents, restricted cash, receivables, other current assets, accounts payable and accrued liabilities, approximates their recorded values. Our assets and liabilities measured at fair value on a recurring basis are described below.

Derivative Financial Instruments

As of September 30, 2024, we held the following derivative instruments that were accounted for pursuant to ASC 815:

Interest Rate Swap Contracts

We use interest rate swap contracts as described below to manage exposure to interest rate fluctuations by reducing the uncertainty of future cash flows on a portion of our variable rate debt.

In April 2022, we entered into interest rate swap contracts to hedge a portion of our interest expense associated with our variable rate debt to effectively fix the interest rate that we pay. These interest rate swap contracts were designated as cash flow hedges under ASC 815. We pay interest at a weighted-average fixed rate of 2.8320% and receive interest at a variable rate equal to one-month Chicago Mercantile Exchange Term SOFR. The total notional amount of these interest rate swaps was \$700 million as of September 30, 2024. These hedges mature in April 2027.

All gains and losses from these hedges are recorded in other comprehensive income (loss) until the future underlying payment transactions occur. Any realized gains or losses resulting from the hedges are recognized (together with the hedged transaction) as interest expense. We estimate the fair value of our interest rate swap contracts by discounting the future cash flows of both the fixed rate and variable rate interest payments based on market yield curves. The inputs used to measure the fair value of our interest rate swap contracts are categorized as Level 2 in the fair value hierarchy as established by ASC 820.

The following table shows the gain and interest income on our interest rate swap contracts:

| | <u>Three Months Ended September 30,</u> | | <u>Nine Months Ended September 30,</u> | |
|--|---|-------------|--|-------------|
| | <u>2024</u> | <u>2023</u> | <u>2024</u> | <u>2023</u> |
| (Loss) gain recorded in accumulated other comprehensive loss, net of tax | \$ (14) | \$ 5 | \$ (8) | \$ 8 |
| Interest income related to interest rate swap contracts recorded in interest expense | 5 | 4 | 14 | 11 |

We do not expect to reclassify material amounts from accumulated other comprehensive loss to interest expense in the next twelve months.

The following table shows the effect of interest rate swap contracts designated as cash flow hedges on interest expense in the consolidated statements of income:

| | <u>Three Months Ended September 30,</u> | | <u>Nine Months Ended September 30,</u> | |
|---|---|-------------|--|-------------|
| | <u>2024</u> | <u>2023</u> | <u>2024</u> | <u>2023</u> |
| Total interest expense which reflects the effects of cash flow hedges | \$ (73) | \$ (78) | \$ (223) | \$ (231) |
| Hedged item | (5) | (5) | (15) | (15) |
| Derivative designated as hedging instrument | 10 | 9 | 29 | 26 |

The following table shows the fair value of our hedges:

| | <u>Balance Sheet Line Item</u> | <u>As of</u> | |
|---------------------|--------------------------------|---------------------------|--------------------------|
| | | <u>September 30, 2024</u> | <u>December 31, 2023</u> |
| Interest rate swaps | Other assets | \$ 10 | \$ 20 |

Contingent Acquisition Consideration Liabilities

In connection with our acquisitions, we have recorded certain contingent consideration liabilities (including redeemable non-controlling interest), of which the values are primarily based on reaching certain earnings-based metrics. The

related liabilities were recorded at fair value on their respective acquisition dates as a part of the consideration transferred and are remeasured each reporting period (other than for redeemable non-controlling interest, which is measured based on its redemption value). The inputs used to measure the fair value of our liabilities are categorized as Level 3 in the fair value hierarchy.

The table below reconciles the change in the contingent acquisition consideration liabilities (including deferred purchase price) for the period from December 31, 2023 to September 30, 2024.

| | Total | Included in Accrued Liabilities | Included in Other Long-Term Liabilities |
|----------------------------------|--------------|---------------------------------|---|
| Balance as of December 31, 2023 | \$ 59 | \$ 39 | \$ 20 |
| Payments | (39) | | |
| Fair value adjustments | — | | |
| Other adjustments ⁽¹⁾ | (5) | | |
| Balance as of September 30, 2024 | <u>\$ 15</u> | <u>\$ 8</u> | <u>\$ 7</u> |

(1) Represents extinguishment of \$5 million in redeemable non-controlling interest liability associated with SciPlay's acquisition of Alictus Yazilim Anonim Şirketi in 2022, as specified financial targets for the second year were not met. The gain was recorded in other income (expense), net in our consolidated statements of income.

(12) Stockholders' Equity

Changes in Stockholders' Equity

The following tables present certain information regarding our stockholders' equity as of September 30, 2024 and 2023:

| Nine Months Ended September 30, 2024 | | | | | | |
|--|--------------|----------------------------|-------------------|-----------------|--------------------------------------|---------------|
| | Common Stock | Additional Paid in Capital | Retained Earnings | Treasury Stock | Accumulated Other Comprehensive Loss | Total |
| January 1, 2024 | \$ 1 | \$ 1,118 | \$ 680 | \$ (751) | \$ (283) | \$ 765 |
| Settlement of liability awards | — | 65 | — | — | — | 65 |
| Vesting of RSUs, net of tax withholdings and other | — | (43) | — | — | — | (43) |
| Purchase of treasury stock ⁽¹⁾ | — | — | — | (25) | — | (25) |
| Stock-based compensation | — | 14 | — | — | — | 14 |
| Net income | — | — | 82 | — | — | 82 |
| Other comprehensive loss | — | — | — | — | (23) | (23) |
| March 31, 2024 | \$ 1 | \$ 1,154 | \$ 762 | \$ (776) | \$ (306) | \$ 835 |
| Vesting of RSUs, net of tax withholdings and other | — | 1 | — | — | — | 1 |
| Purchase of treasury stock ⁽¹⁾ | — | — | — | (151) | — | (151) |
| Stock-based compensation | — | 20 | — | — | — | 20 |
| Net income | — | — | 82 | — | — | 82 |
| Other comprehensive loss | — | — | — | — | (1) | (1) |
| June 30, 2024 | \$ 1 | \$ 1,175 | \$ 844 | \$ (927) | \$ (307) | \$ 786 |
| Vesting of RSUs, net of tax withholdings and other | — | (10) | — | — | — | (10) |
| Purchase of treasury stock ⁽¹⁾ | — | — | — | (45) | — | (45) |
| Stock-based compensation | — | 17 | — | — | — | 17 |
| Net income | — | — | 64 | — | — | 64 |
| Other comprehensive income | — | — | — | — | 46 | 46 |
| September 30, 2024 | <u>\$ 1</u> | <u>\$ 1,182</u> | <u>\$ 908</u> | <u>\$ (972)</u> | <u>\$ (261)</u> | <u>\$ 858</u> |

(1) Includes excise taxes of \$1 million for the nine months ended September 30, 2024.

Nine Months Ended September 30, 2023

| | Common Stock | Additional Paid in Capital | Retained Earnings | Treasury Stock | Accumulated Other Comprehensive Loss | Noncontrolling Interest | Total |
|--|-------------------------|---|------------------------------|---------------------------|---|------------------------------------|--------------|
| January 1, 2023 | \$ 1 | \$ 1,370 | \$ 517 | \$ (580) | \$ (318) | \$ 171 | \$ 1,161 |
| Settlement of liability awards | — | 25 | — | — | — | — | 25 |
| Vesting of RSUs, net of tax withholdings and other | — | (14) | — | — | — | — | (14) |
| Purchase of treasury stock | — | — | — | (28) | — | — | (28) |
| Purchase of SciPlay's Class A common stock | — | (8) | — | — | — | — | (8) |
| Stock-based compensation | — | 15 | — | — | — | — | 15 |
| Net income | — | — | 22 | — | — | 5 | 27 |
| Other comprehensive income | — | — | — | — | 6 | — | 6 |
| March 31, 2023 | \$ 1 | \$ 1,388 | \$ 539 | \$ (608) | \$ (312) | \$ 176 | \$ 1,184 |
| Vesting of RSUs, net of tax withholdings and other | — | 1 | — | — | — | — | 1 |
| Purchase of treasury stock | — | — | — | (5) | — | — | (5) |
| Purchase of SciPlay's Class A common stock | — | (15) | — | — | — | — | (15) |
| Stock-based compensation | — | 13 | — | — | — | — | 13 |
| Net (loss) income | — | — | (1) | — | — | 6 | 5 |
| Other comprehensive income | — | — | — | — | 47 | — | 47 |
| June 30, 2023 | \$ 1 | \$ 1,387 | \$ 538 | \$ (613) | \$ (265) | \$ 182 | \$ 1,230 |
| Vesting of RSUs, net of tax withholdings and other | — | 3 | — | — | — | — | 3 |
| Purchase of treasury stock ⁽¹⁾ | — | — | — | (113) | — | — | (113) |
| Stock-based compensation | — | 12 | — | — | — | — | 12 |
| Net income | — | — | 75 | — | — | 5 | 80 |
| Other comprehensive loss | — | — | — | — | (66) | — | (66) |
| September 30, 2023 | \$ 1 | \$ 1,402 | \$ 613 | \$ (726) | \$ (331) | \$ 187 | \$ 1,146 |

(1) Includes excise taxes of \$1 million for the three and nine months ended September 30, 2023.

Stock-based Compensation

The following reflects total stock-based compensation expense recognized under all programs:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-------------------------|---|-------------|--|-------------|
| | 2024 | 2023 | 2024 | 2023 |
| Related to L&W RSUs | \$ 29 | \$ 19 | \$ 82 | \$ 59 |
| Related to SciPlay RSUs | — | 12 | — | 26 |
| Total ⁽¹⁾ | \$ 29 | \$ 31 | \$ 82 | \$ 85 |

(1) Includes \$12 million and \$31 million of stock-based compensation classified as liability awards for the three and nine months ended September 30, 2024, respectively, and \$19 million and \$45 million for the three and nine months ended September 30, 2023, respectively.

Restricted Stock Units

A summary of the changes in RSUs outstanding under our equity-based compensation plans during the nine months ended September 30, 2024 is presented below:

| | Number of Restricted Stock Units | Weighted Average Grant Date Fair Value |
|--|-------------------------------------|---|
| Unvested RSUs as of December 31, 2023 | 2.3 | \$ 55.53 |
| Granted | 1.4 | \$ 99.59 |
| Vested | (1.6) | \$ 69.47 |
| Cancelled | (0.1) | \$ 59.55 |
| Unvested RSUs as of September 30, 2024 | 2.0 | \$ 74.58 |

The weighted-average grant date fair value of RSUs granted during the nine months ended September 30, 2024 and 2023 was \$99.59 and \$57.54, respectively. The fair value of each RSU grant is based on the market value of our common stock at the time of grant. As of September 30, 2024, we had \$107 million of unrecognized stock-based compensation expense relating to unvested RSUs amortized over a weighted-average period of approximately 1.2 years. The fair value at vesting date of RSUs vested during the nine months ended September 30, 2024 and 2023 was \$163 million and \$58 million, respectively.

Share Repurchase Programs

On March 1, 2022, our Board of Directors approved a share repurchase program under which the Company was authorized to repurchase up to an aggregate amount of \$750 million of shares of our outstanding common stock. We fully exhausted the authorized share repurchase amount under the program in the second quarter of 2024. On June 11, 2024, our Board of Directors approved a new share repurchase program under which the Company is authorized to repurchase, from time to time through June 12, 2027, up to an aggregate amount of \$1.0 billion of shares of our outstanding common stock. During the nine months ended September 30, 2024, we repurchased approximately 2.3 million shares of common stock under the repurchase programs at an aggregate cost of \$221 million (including excise tax), of which 0.4 million shares with an aggregate cost of \$45 million (including excise tax) were under the new June 2024 share repurchase program.

(13) Income Taxes

We consider new evidence (both positive and negative) at each reporting date that could affect our view of the future realization of deferred tax assets. We evaluate information such as historical financial results, historical taxable income, projected future taxable income, expected timing of the reversals of existing temporary differences and available prudent and feasible tax planning strategies in our analysis. Based on the available evidence, valuation allowances in certain U.S. and non-U.S. jurisdictions remain consistent as of September 30, 2024.

Our income tax expense (including discrete items) was \$17 million and \$61 million for the three and nine months ended September 30, 2024, respectively, and \$14 million and \$27 million for the three and nine months ended September 30, 2023, respectively. In all periods, we recorded tax expense relative to pre-tax earnings in jurisdictions without valuation allowances.

During the second quarter of 2024, the Company was notified by the Internal Revenue Service that the Company's U.S. federal income tax returns for tax years 2021 and 2022 are subject to examination.

(14) Leases

Our total operating lease expense for the three and nine months ended September 30, 2024 was \$6 million and \$18 million, respectively, and \$6 million and \$17 million for the three and nine months ended September 30, 2023, respectively. The total amount of variable and short-term lease payments was immaterial for all periods presented.

Supplemental balance sheet and cash flow information related to operating leases is as follows:

| | As of | |
|--|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| Operating lease right-of-use assets | \$ 47 | \$ 52 |
| Accrued liabilities | 18 | 19 |
| Operating lease liabilities | 33 | 39 |
| Total operating lease liabilities | \$ 51 | \$ 58 |
| Weighted average remaining lease term, years | 3 | 4 |
| Weighted average discount rate | 6 % | 6 % |

| | Nine Months Ended September 30, | |
|---|---------------------------------|-------|
| | 2024 | 2023 |
| Cash paid for amounts included in the measurement of lease liabilities: | | |
| Operating cash flows for operating leases | \$ 17 | \$ 15 |
| Right-of-use assets obtained in exchange for new lease liabilities: | | |
| Operating leases | \$ 9 | \$ 3 |

Lease liability maturities:

| | Remainder of 2024 | 2025 | 2026 | 2027 | 2028 | Thereafter | Less Imputed Interest | Total |
|------------------|----------------------|-------|-------|------|------|------------|-----------------------------|-------|
| Operating leases | \$ 5 | \$ 20 | \$ 15 | \$ 9 | \$ 6 | \$ 1 | \$ (5) | \$ 51 |

As of September 30, 2024, we did not have material additional operating leases that have not yet commenced.

(15) Litigation

We are involved in various legal proceedings, including those discussed below. We record an accrual for legal contingencies when it is both probable that a liability has been incurred and the amount or range of the loss can be reasonably estimated (although, as discussed below, there may be an exposure to loss in excess of the accrued liability). We evaluate our accruals for legal contingencies at least quarterly and, as appropriate, establish new accruals or adjust existing accruals to reflect (1) the facts and circumstances known to us at the time, including information regarding negotiations, settlements, rulings and other relevant events and developments, (2) the advice and analyses of counsel and (3) the assumptions and judgment of management. Legal costs associated with our legal proceedings are expensed as incurred. We had accrued liabilities of \$77 million and \$12 million for all of our legal matters that were contingencies as of September 30, 2024 and December 31, 2023, respectively.

Substantially all of our legal contingencies are subject to significant uncertainties and, therefore, determining the likelihood of a loss and/or the measurement of any loss involves a series of complex judgments about future events. Consequently, the ultimate outcomes of our legal contingencies could result in losses in excess of amounts we have accrued. We may be unable to estimate a range of possible losses for some matters pending against us or our subsidiaries, even when the amount of damages claimed against us or our subsidiaries is stated because, among other things: (1) the claimed amount may be exaggerated or unsupported; (2) the claim may be based on a novel legal theory or involve a large number of parties; (3) there may be uncertainty as to the likelihood of a class being certified or the ultimate size of the class; (4) there may be uncertainty as to the outcome of pending appeals or motions; (5) the matter may not have progressed sufficiently through discovery or there may be significant factual or legal issues to be resolved or developed; and/or (6) there may be uncertainty as to the enforceability of legal judgments and outcomes in certain jurisdictions. Other matters have progressed sufficiently that we are able to estimate a range of possible loss. For those legal contingencies disclosed below, and those related to the previously disclosed settlement agreement entered into in February 2015 with SNAI S.p.a. ("SNAI"), as to which a loss is reasonably possible, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a range of possible loss, the current estimated range is up to approximately \$13 million in excess of the accrued liabilities (if any) related to those legal contingencies. This aggregate range represents management's estimate of additional possible loss in excess of the accrued liabilities (if any) with respect to these matters based on currently available information, including any damages claimed by the plaintiffs, and is subject to significant judgment and a variety of assumptions and inherent uncertainties. For example, at the time of making an estimate, management may have only preliminary, incomplete, or inaccurate information about the facts underlying a claim; its assumptions about the future rulings of the court or other tribunal

on significant issues, or the behavior and incentives of adverse parties, regulators, indemnitors or co-defendants, may prove to be wrong; and the outcomes it is attempting to predict are often not amenable to the use of statistical or other quantitative analytical tools. In addition, from time to time an outcome may occur that management had not accounted for in its estimate because it had considered that outcome to be remote. Furthermore, as noted above, the aggregate range does not include any matters for which we are not able to estimate a range of possible loss. Accordingly, the estimated aggregate range of possible loss does not represent our maximum loss exposure. Any such losses could have a material adverse impact on our results of operations, cash flows or financial condition. The legal proceedings underlying the estimated range will change from time to time, and actual results may vary significantly from the current estimate.

Colombia Litigation

Our subsidiary, LNWI, owned a minority interest in Wintech de Colombia S.A., or Wintech (now liquidated), which formerly operated the Colombian national lottery under a contract with Empresa Colombiana de Recursos para la Salud, S.A. (together with its successors, “Ecosalud”), an agency of the Colombian government. The contract provided for a penalty against Wintech, LNWI and the other shareholders of Wintech of up to \$5 million if certain levels of lottery sales were not achieved. In addition, LNWI delivered to Ecosalud a \$4 million surety bond as a further guarantee of performance under the contract. Wintech started the instant lottery in Colombia but, due to difficulties beyond its control, including, among other factors, social and political unrest in Colombia, frequently interrupted telephone service and power outages, and competition from another lottery being operated in a province of Colombia that we believe was in violation of Wintech’s exclusive license from Ecosalud, the projected sales level was not met for the year ended June 30, 1993.

In 1993, Ecosalud issued a resolution declaring that the contract was in default. In 1994, Ecosalud issued a liquidation resolution asserting claims for compensation and damages against Wintech, LNWI and other shareholders of Wintech for, among other things, realization of the full amount of the penalty, plus interest, and the amount of the bond. LNWI filed separate actions opposing each resolution with the Tribunal Contencioso of Cundinamarca in Colombia (the “Tribunal”), which upheld both resolutions. LNWI appealed each decision to the Council of State. In May 2012, the Council of State upheld the contract default resolution, which decision was notified to us in August 2012. In October 2013, the Council of State upheld the liquidation resolution, which decision was notified to us in December 2013.

In July 1996, Ecosalud filed a lawsuit against LNWI in the U.S. District Court for the Northern District of Georgia asserting many of the same claims asserted in the Colombia proceedings, including breach of contract, and seeking damages. In March 1997, the District Court dismissed Ecosalud’s claims. Ecosalud appealed the decision to the U.S. Court of Appeals for the Eleventh Circuit. The Court of Appeals affirmed the District Court’s decision in 1998.

In June 1999, Ecosalud filed a collection proceeding against LNWI to enforce the liquidation resolution and recover the claimed damages. In May 2013, the Tribunal denied LNWI’s merit defenses to the collection proceeding and issued an order of payment of approximately 90 billion Colombian pesos, or approximately \$30 million, plus default interest (potentially accrued since 1994 at a 12% statutory interest rate). LNWI filed an appeal to the Council of State, and on December 10, 2020, the Council of State issued a ruling affirming the Tribunal’s decision. On December 16, 2020, LNWI filed a motion for clarification of the Council of State’s ruling, which was denied on April 15, 2021. On April 22, 2021, LNWI filed a motion for reconsideration relating to that decision, which the Council of State denied on February 21, 2022. On May 24, 2022, the case was transferred from the Council of State to the Tribunal for further proceedings. On August 18, 2022, LNWI filed a constitutional challenge to the Council of State’s December 10, 2020 decision with that court, which was denied on October 7, 2022. On December 7, 2022, LNWI filed an appeal with the Council of State from the denial of the constitutional challenge, which was denied on May 24, 2023. On June 28, 2023, the Colombian Constitutional Court received the record of the constitutional appeal for further consideration, and on September 26, 2023, that court selected LNWI’s constitutional appeal for further consideration. On April 25, 2024, LNWI was notified that, by means of a decision dated April 5, 2024, a three-judge panel of the Colombian Constitutional Court denied LNWI’s constitutional appeal. On April 30, 2024, LNWI filed a motion to have that panel ruling declared null and void by the full Chamber of the Colombian Constitutional Court. On November 7, 2024, LNWI was notified that, by means of a decision dated August 8, 2024, the full Chamber of the Colombian Constitutional Court denied LNWI’s motion filed on April 30, 2024.

LNWI believes it has various defenses, including on the merits, against Ecosalud’s claims. Although we believe these claims will not result in a material adverse effect on our consolidated results of operations, cash flows or financial position, it is not feasible to predict the final outcome, and we cannot assure that these claims will not ultimately be resolved adversely to us or result in material liability.

TCS John Huxley Matter

On March 15, 2019, TCS John Huxley America, Inc., TCS John Huxley Europe Ltd., TCS John Huxley Asia Ltd., and Taiwan Fulgent Enterprise Co., Ltd. brought a civil action in the United States District Court for the Northern District of Illinois

against L&W, Bally Technologies, Inc. and LNW Gaming, Inc., f/k/a Bally Gaming, Inc. In the complaint, the plaintiffs assert federal antitrust claims arising from the defendants' procurement of particular U.S. and South African patents. The plaintiffs allege that the defendants used those patents to create an allegedly illegal monopoly in the market for automatic card shufflers sold to regulated casinos in the United States. On April 10, 2019, the defendants filed a motion to dismiss the plaintiffs' complaint with prejudice. On April 25, 2019, the district court denied the defendants' motion to dismiss without prejudice pursuant to the court's local rules, after the plaintiffs advised that they intended to file an amended complaint. The plaintiffs filed their amended complaint on May 3, 2019, and on May 22, 2019, the defendants filed a motion to dismiss the plaintiffs' amended complaint with prejudice. On March 20, 2020, the district court denied the defendants' motion to dismiss the plaintiffs' amended complaint, and defendants filed an answer to the plaintiffs' amended complaint on June 19, 2020. On June 3, 2020, the trial court granted the defendants' request to bifurcate proceedings in the case, with discovery to occur first into the statute of limitations and release defenses asserted by the defendants in their motion to dismiss, before proceeding into broader discovery. The trial court set a September 18, 2020, deadline for the parties to complete discovery relating to the statute of limitations and release defenses. On October 28, 2020, the court issued an order extending until January 15, 2021 the deadline for the parties to complete discovery relating to the statute of limitations defense. On February 9, 2021, the defendants filed a motion for summary judgment on their statute of limitations defense, addressing whether plaintiffs had actual knowledge of their claims prior to the start of the limitations period. The district court denied that motion for summary judgment on September 20, 2021. On January 13, 2023, the district court entered an order requiring, among other things, that the plaintiffs make a formal written settlement demand by January 20, 2023, that the defendants respond to that demand in writing by January 27, 2023, and that the parties file a status report by January 31, 2023 confirming that they have complied with the district court's order. On January 31, 2023, the parties filed a joint status report confirming that they have complied with the district court's order to make and respond to a formal written demand. Discovery closed on June 1, 2023. On June 30, 2023, the defendants filed a motion for summary judgment. On March 28, 2024, the court issued an order granting in part and denying in part defendants' motion for summary judgment. On April 30, 2024, the court issued an order setting the matter for a jury trial starting on May 5, 2025. Due to the complexity of the plaintiffs' claims, and the unpredictability of the outcome of the proceedings in the district court, or any appeal therefrom, we are unable at this time to estimate a range of reasonably possible losses, or any amount within such a range, above the amount we have recorded for this matter, which is the minimum amount of reasonably possible loss.

Tonkawa Tribe Matter

On September 3, 2020, the Tonkawa Tribe of Indians of Oklahoma d/b/a Tonkawa Enterprises filed a putative class action complaint in the United States District Court for the District of Nevada against L&W, Bally Technologies, Inc. and LNW Gaming, Inc., f/k/a Bally Gaming, Inc. On October 5, 2020, the plaintiff filed a first amended complaint to add Cow Creek Band of Umpqua Tribe of Indians and the Umpqua Indian Development Corp., d/b/a Seven Feathers Casino as a plaintiff. On October 26, 2020, the plaintiffs filed a second amended complaint. In the complaint, the plaintiffs assert federal antitrust claims arising from the defendants' procurement of particular U.S. patents. The plaintiffs allege that the defendants used those patents to create an allegedly illegal monopoly in the market for card shufflers sold or leased to regulated casinos in the United States. The plaintiffs seek to represent a putative class of all regulated United States casinos directly leasing or purchasing card shufflers from the defendants on or after April 1, 2009. The complaint seeks unspecified money damages, the award of plaintiff's costs of suit, including reasonable attorneys' fees and expert fees, and the award of pre-judgment and post-judgment interest. On November 19, 2020, the defendants filed a motion to dismiss plaintiffs' second amended complaint or, in the alternative, to compel arbitration of plaintiffs' claims. On November 20, 2020, Plaintiffs filed a motion for partial summary judgment, seeking a finding that defendants are collaterally estopped from re-litigating issues litigated in the 2018 litigation versus Shuffle Tech International Corp., Aces Up Gaming, and Poydras-Talrick Holdings. On August 27, 2021, the Nevada district court entered an order transferring the lawsuit to the United States District Court for the Northern District of Illinois. On May 19, 2022, the Illinois district court granted defendants' motion to compel arbitration of plaintiffs' individual claims; stayed all proceedings in the lawsuit pending resolution of the arbitral process; and accordingly dismissed all pending motions without prejudice as moot. We are currently unable to determine the likelihood of an outcome or estimate a range of reasonably possible losses, if any. We believe that the claims in the lawsuit are without merit, and intend to vigorously defend against them.

Giuliano and Rancho's Club Casino Matter

On September 4, 2020, Alfred T. Giuliano, as liquidation trustee for RIH Acquisition NJ, LLC d/b/a The Atlantic Club Casino Hotel filed a putative class action complaint in the United States District Court for the Northern District of Illinois against L&W, Bally Technologies, Inc. and LNW Gaming, Inc., f/k/a Bally Gaming, Inc. In the complaint, the plaintiffs assert federal antitrust claims arising from the defendants' procurement of particular U.S. patents. The plaintiffs allege that the defendants used those patents to create an allegedly illegal monopoly in the market for automatic card shufflers sold or leased in the United States. The plaintiffs seek to represent a putative class of all persons and entities that directly purchased or leased automatic card shufflers within the United States from the Defendants, or any predecessor, subsidiary, or affiliate thereof, at any time between April 1, 2009, and the present. The complaint seeks unspecified money damages, which the complaint asks the

court to treble, the award of plaintiff's costs of suit, including attorneys' fees, and the award of pre-judgment and post-judgment interest. On September 8, 2020, Rancho's Club Casino, Inc., d/b/a Magnolia House Casino filed a putative class action complaint in the United States District Court for the Northern District of Illinois against L&W, Bally Technologies, Inc. and LNW Gaming, Inc., f/k/a Bally Gaming, Inc. In the complaint, the plaintiff asserts federal antitrust claims arising from the defendants' procurement of particular U.S. patents. The plaintiff alleges that the defendants used those patents to create an allegedly illegal monopoly in the market for automatic card shufflers sold or leased in the United States. The plaintiff seeks to represent a putative class of all persons and entities that directly purchased or leased automatic card shufflers within the United States from the defendants, or any predecessor, subsidiary, or affiliate thereof, at any time between April 1, 2009, and the present. The complaint seeks unspecified money damages, which the complaint asks the court to treble, the award of plaintiff's costs of suit, including attorneys' fees, and the award of pre-judgment and post-judgment interest.

On October 29, 2020, the trial court consolidated the Giuliano and Rancho's Club Casino matters. On October 30, 2020, the plaintiffs in the consolidated action filed a first amended consolidated complaint. On November 9, 2020, the defendants filed a motion to dismiss the plaintiffs' first amended consolidated complaint, and also filed a motion to compel arbitration of plaintiff Alfred T. Giuliano's individual claims. On May 19, 2022, the Illinois district court granted defendants' motion to compel arbitration; stayed all proceedings in the lawsuit pending resolution of the arbitral process; and accordingly dismissed all pending motions without prejudice. On May 31, 2022, defendants filed a motion to lift the stay of the lawsuit for the limited purpose of amending the court's May 19, 2022 order to confirm that plaintiff Alfred T. Giuliano must proceed to arbitration on an individual basis rather than a class-wide basis. On June 10, 2022, plaintiff Alfred T. Giuliano filed a notice of voluntary dismissal without prejudice, and the court therefore denied as moot defendants' motion to lift the stay in an order entered on March 28, 2023. We are currently unable to determine the likelihood of an outcome or estimate a range of reasonably possible losses, if any. We believe that the claims in the consolidated lawsuit are without merit, and intend to vigorously defend against them.

In re Automatic Card Shufflers Litigation Matter

On April 2, 2021, Casino Queen, Inc. and Casino Queen Marquette, Inc. filed a putative class action complaint in the United States District Court for the Northern District of Illinois against L&W, Bally Technologies, Inc. and LNW Gaming, Inc., f/k/a Bally Gaming, Inc. In the complaint, the plaintiffs assert federal antitrust claims arising from the defendants' procurement of particular U.S. patents. The plaintiffs allege that the defendants used those patents to create an allegedly illegal monopoly in the market for automatic card shufflers sold or leased in the United States. The plaintiffs seek to represent a putative class of all persons and entities that directly purchased or leased automatic card shufflers within the United States from the defendants, or any predecessor, subsidiary, or affiliate thereof, at any time between April 1, 2009, and the present. The complaint seeks unspecified money damages, which the complaint asks the court to treble, the award of plaintiffs' costs of suit, including attorneys' fees, and the award of pre-judgment and post-judgment interest. On June 11, 2021, the defendants filed a motion to dismiss plaintiffs' complaint, which the court denied on May 19, 2022. Discovery closed on December 1, 2023. On February 16, 2024, the defendants filed a motion for summary judgment, which is pending. Also on February 16, 2024, plaintiffs filed a motion for partial summary judgment and a motion for class certification, which are pending. We are currently unable to determine the likelihood of an outcome or estimate a range of reasonably possible losses, if any. We believe that the claims in the lawsuit are without merit, and intend to vigorously defend against them.

Mohawk Gaming Enterprises Matter

On November 9, 2020, Mohawk Gaming Enterprises LLC, d/b/a Akwesasne Mohawk Casino Resort, filed a demand for a putative class arbitration before the American Arbitration Association against L&W, Bally Technologies, Inc. and LNW Gaming, Inc., f/k/a Bally Gaming, Inc. ("Respondents"). In the complaint, the claimant asserts federal antitrust claims arising from the respondents' procurement of particular U.S. patents. The claimant alleges that the respondents used those patents to create an allegedly illegal monopoly in the market for automatic card shufflers sold or leased in the United States. The claimant seeks to represent a putative class of all persons and entities that directly purchased or leased automatic card shufflers within the United States from the respondents, or any predecessor, subsidiary, or affiliate thereof, at any time between April 1, 2009, and the present. The complaint seeks unspecified money damages, which the complaint asks the arbitration panel to treble, and the award of claimant's costs of suit, including attorneys' fees. Respondents filed their answering statement on December 9, 2020. On October 29, 2021, the claimant filed a memorandum in support of class arbitration, which Respondents opposed on December 3, 2021. On February 8, 2022, the Arbitrator issued a clause construction award, finding that the arbitration could proceed on behalf of a class or classes. On February 11, 2022, Respondents filed a petition to vacate the award in the New York Supreme Court. The Court denied Respondents' petition on August 9, 2022, and on August 16, 2022, Respondents appealed to the New York Appellate Division, First Department, which denied Respondents' appeal on June 22, 2023. On April 15, 2022, Respondents filed a motion to dismiss the claimant's complaint, which the Arbitrator denied on July 26, 2022. Discovery closed on December 1, 2023. On February 16, 2024, the respondents filed a motion for summary judgment, which is pending. Also on February 16, 2024, claimant filed a motion for partial summary judgment and a motion for class certification, which are

pending. We are currently unable to determine the likelihood of an outcome or estimate a range of reasonably possible losses, if any. We believe that the claims in the arbitration demand are without merit, and intend to vigorously defend against them.

Boorn Matter

On September 15, 2022, plaintiff Hannelore Boorn filed a putative class action against L&W, SciPlay Corporation, and Appchi Media Ltd. in the Fayette Circuit Court of the Commonwealth of Kentucky. In her complaint, plaintiff sought to represent a putative class of all persons in Kentucky who, within the past five years, purchased and allegedly lost \$5.00 or more worth of virtual coins, in a 24-hour period, playing SciPlay's online social casino games. The complaint asserted claims for alleged violations of Kentucky's "recovery of gambling losses" statute and for unjust enrichment, and sought unspecified money damages, the award of reasonable attorneys' fees and costs, pre- and post-judgment interest, and injunctive and/or other declaratory relief. On October 18, 2022, defendants removed the action to the United States District Court for the Eastern District of Kentucky. On October 26, 2022, plaintiff filed a notice voluntarily dismissing the lawsuit without prejudice. On October 27, 2022, the district court entered an order dismissing the lawsuit. On November 17, 2022, claimant Hannelore Boorn filed an arbitration demand against respondents L&W, SciPlay Corporation, and Appchi Media Ltd. before the American Arbitration Association, pursuant to which she sought declaratory judgments that (1) SciPlay's online social casino games constitute gambling under Kentucky law, and (2) SciPlay's terms of service are void under Kentucky law. On January 12, 2023, respondents filed their answering statement to plaintiff's arbitration demand. On February 2, 2024, claimant filed a dispositive motion seeking a ruling that SciPlay's terms of service are void under Kentucky law and that claimant's claims are not arbitrable. On February 2, 2024, respondents filed a motion for summary disposition seeking dismissal of claimant's claims. On May 30, 2024, the Arbitrators granted respondents' dispositive motion, denied claimant's dispositive motion, entered a Final Award in respondents' favor, and dismissed claimant's claims with prejudice. On August 9, 2024, respondents filed a motion in the District Court of Clark County, Nevada to confirm the Arbitrators' Final Award and to have a final judgment entered in respondents' favor, which the court granted on September 9, 2024.

Allah Beautiful Matter

On December 19, 2022, claimant Prince Imanifest Allah Beautiful filed an arbitration demand against respondent SciPlay Corporation before the American Arbitration Association. The demand asserts claims for alleged violations of New Jersey's anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by New Jersey players of SciPlay's online social casino games other than the claimant. On March 7, 2023, respondent filed its answering statement to claimant's arbitration demand. On March 4, 2024, respondent filed a motion to dismiss the claimant's arbitration demand, which the Arbitrators denied on April 24, 2024. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 1, 2024, the Arbitrators granted respondent's unopposed motion to stay the matter.

Sprinkle Matter

On December 12, 2022, claimant Matthew Sprinkle filed an arbitration demand against respondent SciPlay Corporation before the American Arbitration Association. The demand asserts claims for alleged violations of Ohio's anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by Ohio players of SciPlay's online social casino games other than the claimant. On March 7, 2023, respondent filed its answering statement to claimant's arbitration demand. On March 4, 2024, respondent filed a motion to dismiss the claimant's arbitration demand, which the Arbitrators denied on April 24, 2024. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 1, 2024, the Arbitrators granted respondent's unopposed motion to stay the matter.

Sornberger Matter

On March 8, 2023, plaintiff Andrea Sornberger filed a complaint against SciPlay Corporation and SciPlay Games, LLC in the Circuit Court of the Franklin County, Alabama. The complaint asserts claims for alleged violations of Alabama anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by Alabama players of SciPlay's online social casino games other than the plaintiff, the award of interests and costs, and injunctive and other relief. On April 12, 2023, defendants removed the action to the United States District Court for the Northern District of Alabama. On August 24, 2023, plaintiff voluntarily dismissed her complaint without prejudice, and re-filed it in the Circuit Court of Franklin County, Alabama. On September 27, 2023, defendants removed the re-filed action to the United States District Court for the Northern District of Alabama. On October 26, 2023, plaintiff filed a motion to remand the action to the Circuit Court of Franklin County, Alabama, which is pending. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 8, 2024, the Court granted the Plaintiff's unopposed motion to stay the case and stayed the case until October 29, 2024.

Roberts Matter

On July 25, 2023, claimant Donovan Roberts filed an arbitration demand against respondent SciPlay Corporation before the American Arbitration Association. The demand asserts claims for alleged violations of Kentucky's anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by Kentucky players of SciPlay's online social casino games other than the claimant. On October 6, 2023, respondent filed its answering statement to claimant's arbitration demand. On May 30, 2024, respondent filed a motion to dismiss the claimant's arbitration demand. On August 12, 2024, the Arbitrators granted respondent's motion to dismiss in part, and dismissed the claimant's claims seeking to recover losses of other Kentucky residents. The Arbitrators allowed claimant's claim for his own personal alleged losses to proceed. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. In response to respondent's unopposed request to stay the matter, on October 3, 2024, the Arbitrators marked the case file inactive.

Ebersole Matter

On July 25, 2023, claimant Christopher Ebersole filed an arbitration demand against respondent SciPlay Corporation before the American Arbitration Association. The demand asserts claims for alleged violations of Ohio's anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by Ohio players of SciPlay's online social casino games other than the claimant. On October 12, 2023, respondent filed its answering statement to claimant's arbitration demand. On April 1, 2024, respondent filed a motion to dismiss the claimant's arbitration demand, which the Arbitrators denied on May 16, 2024. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 1, 2024, the Arbitrators granted respondent's unopposed motion to stay the matter.

Murnaghan Matter

On July 25, 2023, claimant Hope Murnaghan filed an arbitration demand against respondent SciPlay Corporation before the American Arbitration Association. The demand asserts claims for alleged violations of Massachusetts' anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by Massachusetts players of SciPlay's online social casino games other than the claimant. On October 12, 2023, respondent filed its answering statement to claimant's arbitration demand. On April 1, 2024, respondent filed a motion to dismiss the claimant's arbitration demand, which the Arbitrators denied on May 16, 2024. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 1, 2024, the Arbitrators granted respondent's unopposed motion to stay the matter.

Ewing Matter

On November 31, 2023, plaintiff Lauren Ewing filed a lawsuit against SciPlay Corporation and SciPlay Games LLC in the Circuit Court for the 14th Judicial District of Tennessee. The complaint asserts claims for alleged violations of Tennessee's anti-gambling statutes and seeks unspecified money damages, including recover of monies allegedly lost by Tennessee players of SciPlay's online social casino games. On December 15, 2023, defendants removed the action to the United States District Court for the Eastern District of Tennessee. On January 12, 2024, plaintiff filed a motion to remand the action to the Circuit Court for the 14th Judicial District of Tennessee, which is pending. On January 22, 2024, defendants filed a motion to dismiss plaintiff's complaint and a motion to compel arbitration of plaintiff's claims. On September 26, 2024, the United States District Court for the Eastern District of Tennessee granted plaintiff's motion to remand the case to State court. In light of the remand order, the District Court did not rule on defendants' motions to dismiss and to compel arbitration. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 7, 2024, defendants filed a petition for permission to appeal the District Court's remand order with the United States Court of Appeals for the Sixth Circuit, which is pending. On October 23, 2024, the District Court granted defendants' motion to stay its remand order until the Sixth Circuit fully disposes of the petition for permission to appeal.

Fuqua Matter

On August 22, 2024, plaintiff Dianne Fuqua filed a complaint against SciPlay Corporation and SciPlay Games, LLC in the United States District Court for the Western District of Kentucky. The complaint asserts claims for alleged violations of Kentucky anti-gambling statutes and seeks unspecified money damages, including recovery of monies allegedly lost by Kentucky players of SciPlay's online social casino games other than the plaintiff, the award of interests and costs, and unspecified other relief. On September 30, 2024, the parties entered into a written term sheet to resolve the matter, subject to the execution of a written settlement agreement and judicial approval of the settlement terms. On October 7, 2024, the Court granted Plaintiff's unopposed motion to stay and stayed all deadlines for 30 days. On November 7, 2024, the Court extended the stay of all deadlines for another 30 days.

Aristocrat Matter (United States)

On February 26, 2024, Aristocrat Technologies, Inc. and Aristocrat Technologies Australia Pty Limited brought a civil action in the United States District Court for the District of Nevada against L&W, LNW Gaming, Inc. and SciPlay Corporation. Plaintiffs assert claims for trade secret misappropriation, copyright infringement, trade dress infringement and unfair competition, and deceptive trade practices, relating to defendants' *DRAGON TRAIN*TM and *JEWEL OF THE DRAGON*[®] games. Plaintiffs' operative complaint seeks preliminary and permanent injunctive relief, unspecified damages, the award of reasonable attorneys' fees and costs, pre-judgment and post-judgment interest, and declaratory relief. Simultaneously with the filing of the complaint on February 26, 2024, the plaintiffs filed a motion to expedite discovery, which the court granted in part and denied in part on March 26, 2024. On April 9, 2024, defendants filed a motion to dismiss plaintiffs' complaint, which the court granted in part and denied in part on June 24, 2024. On May 22, 2024, the plaintiffs filed a motion for a preliminary injunction, which the district court granted on September 23, 2024. On July 15, 2024, the plaintiffs filed a First Amended Complaint. We are currently unable to determine the likelihood of an outcome or estimate a range of reasonably possible losses, if any. We intend to defend against the claims in the lawsuit.

Aristocrat Matter (Australia)

On October 4, 2024, Aristocrat Technologies Australia Pty Limited brought a civil action in the Federal Court of Australia against L&W and LNW Gaming ANZ Pty Ltd., among other defendants. Plaintiff asserts claims for breach of confidence, breach of contract (against other defendants) and inducing breach of contract, and copyright infringement relating to defendants' *Dragon Train* games. Plaintiff's complaint seeks preliminary and permanent injunctive relief, unspecified damages, and the award of costs. We are currently unable to determine the likelihood of an outcome or estimate a range of reasonably possible losses, if any. We intend to defend against the claims in the lawsuit.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to enhance the reader’s understanding of our operations and current business environment from management’s perspective and should be read in conjunction with the description of our business included under *Part I, Item 1* “Condensed Consolidated Financial Statements” and *Part II, Item 1A* “Risk Factors” in this Quarterly Report on Form 10-Q and under *Part I, Item 1* “Business,” *Item 1A* “Risk Factors” and *Part II, Item 7* “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our 2023 10-K.

This “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and should be read in conjunction with the disclosures and information contained and referenced under “Forward-Looking Statements” and “Risk Factors” included in this Quarterly Report on Form 10-Q and “Risk Factors” included in our 2023 10-K. As used in this MD&A, the terms “we,” “us,” “our” and the “Company” mean L&W together with its consolidated subsidiaries.

BUSINESS OVERVIEW

We are a leading cross-platform global games company with a focus on content and digital markets. Our portfolio of revenue-generating activities primarily includes supplying game content and gaming machines, CMSs and table game products and services to licensed gaming entities; providing social casino and other mobile games, including casual gaming, to retail customers; and providing a comprehensive suite of digital gaming content, distribution platforms and player account management systems, as well as various other iGaming content and services.

As more fully described in *Part I, Item 1* “Business” in our 2023 10-K, we are executing on our strategy to become a leading cross-platform global games company with a focus on content and digital markets. We report our results of operations in three business segments—Gaming, SciPlay and iGaming—representing our different products and services. See “Business Segments Results” below and Note 3 for additional business segment information.

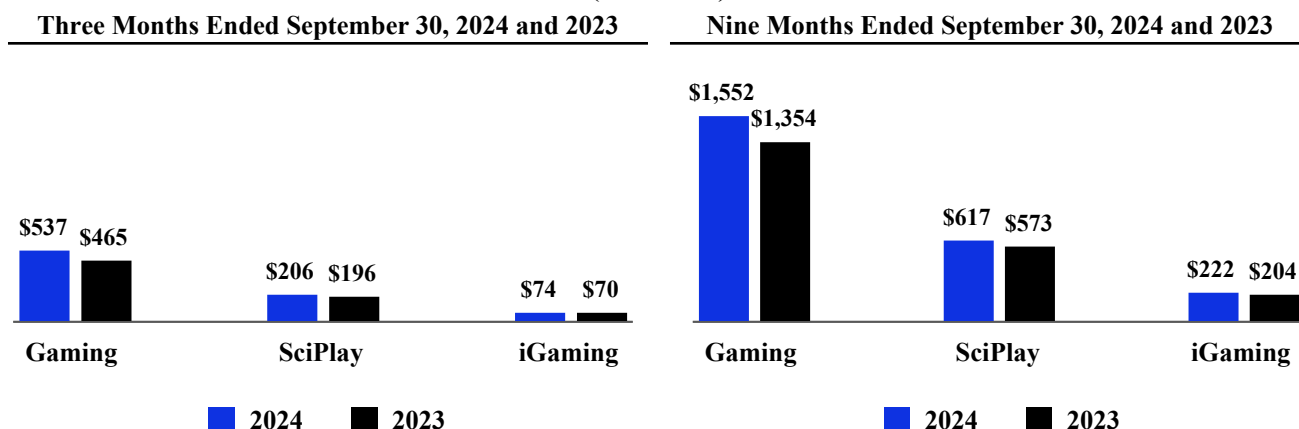
We maintained strong momentum in the third quarter of 2024, delivering another quarter of double-digit consolidated revenue growth year-over-year, and refinanced our LNWI Term Loan B, lowering our interest rate by 50 basis points and reducing our annualized interest costs by approximately \$11 million, all while continuing our advancement toward our long-term financial targets. We also repurchased approximately 2.3 million shares of common stock at an aggregate cost of \$221 million (including excise tax) during the nine months ended September 30, 2024.

On September 23, 2024, we received an order from the U.S. District Court for the District of Nevada granting Aristocrat a preliminary injunction on future sales and distribution of our *Dragon Train*-themed games. We are executing a number of key initiatives to mitigate the immediate impact and any continuing business disruption from this order, including but not limited to, leveraging our diversified portfolio of successful game franchises, as well as the development of new iterations of the *Dragon Train* franchise consistent with the terms of the Court’s ruling. Our estimated impact of the preliminary injunction on our consolidated revenue for 2025 and beyond is not expected to be material.

CONSOLIDATED RESULTS

| (\$ in millions) | Three Months Ended September 30, | | Variance | | Nine Months Ended September 30, | | Variance | |
|--------------------------------|-------------------------------------|--------|---------------|-------|------------------------------------|----------|---------------|-------|
| | 2024 | 2023 | 2024 vs. 2023 | | 2024 | 2023 | 2024 vs. 2023 | |
| Total revenue | \$ 817 | \$ 731 | \$ 86 | 12 % | \$ 2,391 | \$ 2,131 | \$ 260 | 12 % |
| Total operating expenses | 658 | 584 | 74 | 13 % | 1,891 | 1,769 | 122 | 7 % |
| Operating income | 159 | 147 | 12 | 8 % | 500 | 362 | 138 | 38 % |
| Net income before income taxes | 81 | 94 | (13) | (14)% | 289 | 139 | 150 | 108 % |
| Net income | 64 | 80 | (16) | (20)% | 228 | 112 | 116 | 104 % |
| Net income attributable to L&W | 64 | 75 | (11) | (15)% | 228 | 96 | 132 | 138 % |

Consolidated Revenue by Business Segment
(in millions)



Gaming revenue growth of 15% for both the three- and nine-month periods ended September 30, 2024 was primarily driven by global Gaming machine sales growth of 38% and 33% for the three and nine months ended September 30, 2024, respectively, coupled with continued strength in Gaming operations as well as the success of our diversified portfolio of successful game franchises.

SciPlay revenue increased 5% and 8% for the three and nine months ended September 30, 2024, respectively, primarily due to increased average revenue per daily active user and average monthly revenue per paying user. Average revenue per daily active user grew 8% and 11% for the three and nine months ended September 30, 2024, respectively, while average monthly revenue per paying user increased 6% and 12% for the three and nine months ended September 30, 2024, respectively.

The increase in iGaming revenue of 6% and 9% for the three and nine months ended September 30, 2024, respectively, was driven primarily by continued momentum in the North American and European markets as well as strong content launches.

Operating Expenses

| (\$ in millions) | Three Months Ended September 30, | | Variance | | Nine Months Ended September 30, | | Variance | |
|--------------------------|-------------------------------------|---------------|---------------|-------|------------------------------------|-----------------|---------------|-------|
| | 2024 | 2023 | 2024 vs. 2023 | | 2024 | 2023 | 2024 vs. 2023 | |
| Operating expenses: | | | | | | | | |
| Cost of services | \$ 112 | \$ 113 | \$ (1) | (1)% | \$ 334 | \$ 331 | \$ 3 | 1 % |
| Cost of products | 134 | 105 | 29 | 28 % | 366 | 307 | 59 | 19 % |
| SG&A | 220 | 204 | 16 | 8 % | 657 | 599 | 58 | 10 % |
| R&D | 66 | 55 | 11 | 20 % | 194 | 168 | 26 | 15 % |
| D&A | 90 | 90 | — | — % | 264 | 298 | (34) | (11)% |
| Restructuring and other | 36 | 17 | 19 | 112 % | 76 | 66 | 10 | 15 % |
| Total operating expenses | <u>\$ 658</u> | <u>\$ 584</u> | <u>\$ 74</u> | 13 % | <u>\$ 1,891</u> | <u>\$ 1,769</u> | <u>\$ 122</u> | 7 % |

Cost of Revenue

Total cost of revenue for the three and nine months ended September 30, 2024 increased as a direct result of higher revenue as described above, driven by \$29 million and \$59 million, respectively, in higher cost of products revenue primarily associated with higher gaming machine sales. Total cost of services for the three months ended September 30, 2024 was relatively flat compared to the prior year period, while the total cost of services for the nine months ended September 30, 2024 increased \$3 million due to higher cost of services correlated with SciPlay and iGaming segments revenue growth.

SG&A

SG&A increased for the three and nine months ended September 30, 2024 as compared to the prior year periods. The increase was driven by higher salaries and benefits, excluding stock-based compensation, of \$13 million and \$32 million,

respectively, and higher marketing expenses primarily associated with the SciPlay segment of \$7 million and \$22 million, respectively.

R&D

R&D increased for both periods, primarily due to higher salaries and benefits in our Gaming and SciPlay segments.

D&A

D&A for the nine months ended September 30, 2024 decreased primarily due to fully amortized intangible assets related to certain of our legacy trade names associated with our Gaming segment. Additionally, the nine months ended September 30, 2023 included an impairment charge of \$5 million related to SciPlay restructuring of a certain foreign studio.

Restructuring and Other

The increases in restructuring and other for the three and nine months ended September 30, 2024 were primarily due to \$34 million and \$66 million, respectively, associated with charges related to certain legal matters, which were partially offset by lower professional services and other costs related to strategic review and related transactions. The three and nine months ended September 30, 2023 included \$3 million in costs associated with the SciPlay Merger, and the nine months ended September 30, 2023 included \$7 million in professional services associated with the ASX listing.

Other Factors Affecting Net Income Attributable to L&W

| (in millions) | Three Months Ended September 30, | | Nine Months Ended September 30, | | Factors Affecting Net Income Attributable to L&W |
|-------------------------------------|-------------------------------------|---------|------------------------------------|---------|---|
| | 2024 | 2023 | 2024 | 2023 | 2024 vs. 2023 |
| Loss on debt financing transactions | \$ (2) | \$ (15) | \$ (2) | \$ (15) | Loss on debt financing transactions included charges of \$12 million in 2023 associated with premiums paid to redeem certain senior notes as described in the Notes in our 2023 10-K. |
| Other (expense) income, net | (3) | 40 | 14 | 23 | The change in other income was primarily due to the impact of changes in foreign currency exchange rates. |
| Income tax expense ⁽¹⁾ | (17) | (14) | (61) | (27) | The increase in income tax expense was primarily due to the increase in worldwide income as well as tax benefits of internal restructuring transactions in the prior year period. |

(1) For additional information regarding the changes in our effective tax rates and the variance in our income tax expense, see Note 13.

Foreign Currency Exchange (F/X)

Our results are impacted by changes in foreign currency exchange rates used in the translation of foreign functional currencies into USD and the re-measurement of foreign currency transactions or balances. The impact of foreign currency exchange rate fluctuations represents the difference between current rates and prior-period rates applied to current activity. Our exposure to foreign currency volatility on revenue is as follows:

| (\$ in millions) | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|------------------------|----------------------------------|------------------------|---------|------------------------|---------------------------------|------------------------|---------|------------------------|
| | 2024 | | 2023 | | 2024 | | 2023 | |
| | Revenue | % Consolidated Revenue | Revenue | % Consolidated Revenue | Revenue | % Consolidated Revenue | Revenue | % Consolidated Revenue |
| Foreign Currency: | | | | | | | | |
| British Pound Sterling | \$ 67 | 8 % | \$ 29 | 4 % | \$ 126 | 5 % | \$ 87 | 4 % |
| Euro | 51 | 6 % | 47 | 6 % | 148 | 6 % | 143 | 7 % |
| Australian Dollar | 37 | 5 % | 23 | 3 % | 118 | 5 % | 66 | 3 % |

BUSINESS SEGMENT RESULTS (for the three and nine months ended September 30, 2024 compared to the three and nine months ended September 30, 2023)

GAMING

Our Gaming business segment designs, develops, manufactures, markets and distributes a comprehensive portfolio of gaming content, products and services. We provide our Gaming portfolio of products and services to commercial casinos, Native American casinos, wide-area gaming operators such as LBOs, arcade and bingo operators in the U.K. and continental Europe, and government agencies and their affiliated operators.

We generate Gaming revenue from both services and product sales. Our services revenue includes revenue earned from Participation gaming machines, other leased gaming machines (including VLTs and electronic table games), supplied table products and services (including Shufflers), casino management technology solutions and systems, and other services revenues. Our product sales revenue includes the sale of new and used gaming machines, electronic table games, VLTs and VGTs, casino-management technology solutions and systems, table products, proprietary table game licensing, conversion kits (including game, hardware or operating system conversions) and spare parts.

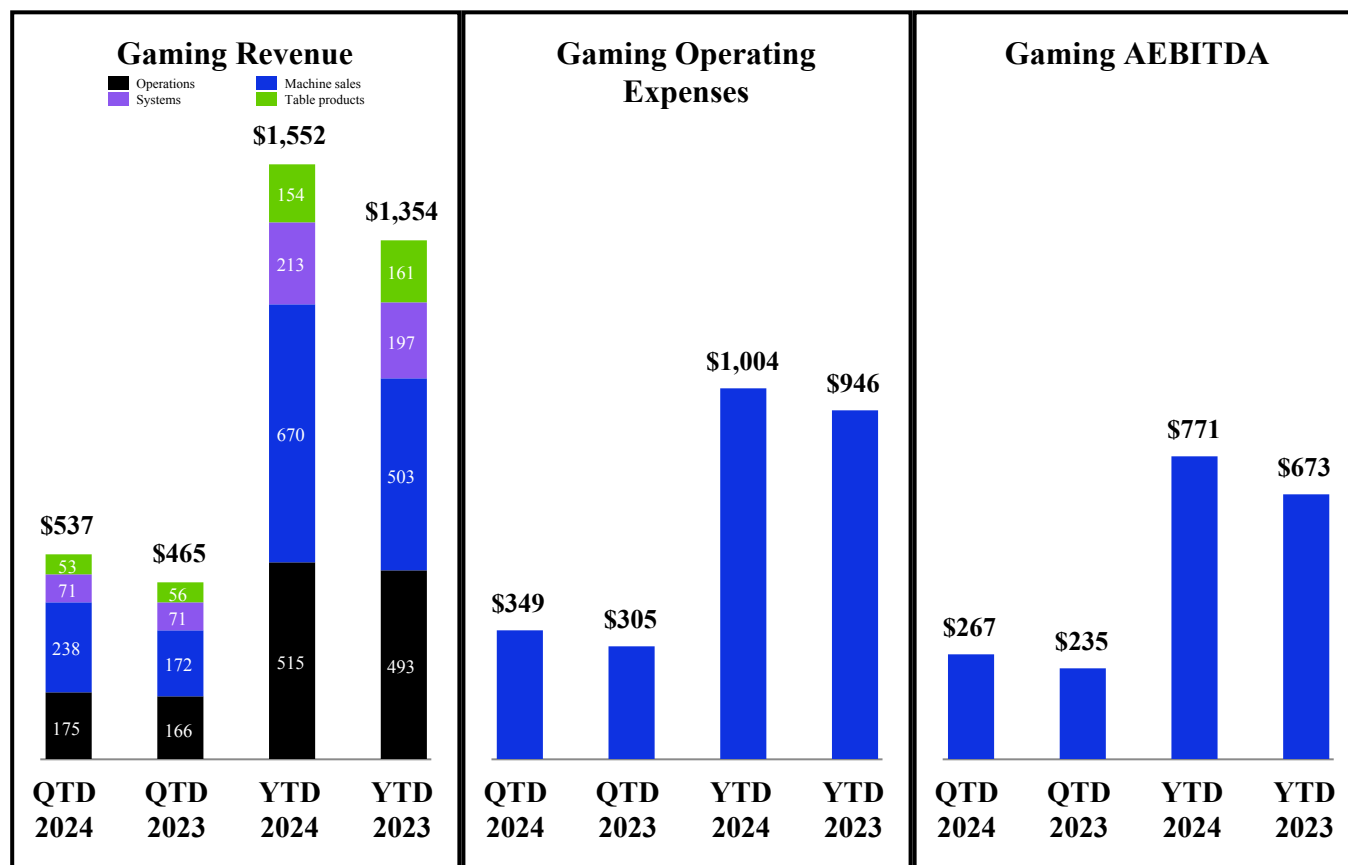
For additional information, refer to the Gaming primary business activities summary included within “Business Segment Results” under *Item 7* of our 2023 10-K.

Current Year Update

The increase in Gaming revenue for the three and nine months ended September 30, 2024, as compared to the prior year period, was primarily driven by continued global Gaming machine sales growth of 38% and 33%, respectively, coupled with Gaming Operations growth of 5% and 4%, respectively, driven by growth in U.S. and Canada installed base and higher average daily revenue per unit. The increase in Gaming revenue for the nine months ended September 30, 2024 also benefited from Systems growth, which increased 8%. Our growth is driven by the continued strength and success of our diversified portfolio of successful game franchises, including *HUFF N’ PUFF*[®], *ULTIMATE FIRE LINK*[®], *INVADERS! ATTACK FROM THE PLANET MOOLAH*[®], *FRANKENSTEIN*[™], our hit Asian-themed games *88 FORTUNES*[®] and *DANCING DRUMS*[®], stepper favorites *QUICK HIT*[®] and *BLAZING 777*[®], and the success of our *COSMIC*[®] and *KASCADA*[®] cabinets. While demand remains strong, we are actively monitoring any impact of inflationary pressures and macroeconomic uncertainty that may impact our operations. We are also monitoring for any potential disruptions in our supply chain, such as those due to armed conflicts or hostilities, and we increase our inventory positions when deemed necessary to mitigate any expected or unexpected delays and fulfill customer orders timely. On September 23, 2024, we received an order from the U.S. District Court for the District of Nevada granting Aristocrat a preliminary injunction on future sales and distribution of our *Dragon Train*-themed games. We are executing a number of key initiatives to mitigate the immediate impact and any continuing business disruption from this order, as described in the “Business Overview” section above.

Results of Operations and KPIs

Three and Nine Months Ended September 30, 2024 and 2023



| | Three Months Ended September 30, | | Variance | | Nine Months Ended September 30, | | Variance | |
|---|-------------------------------------|---------------|---------------|------|------------------------------------|-----------------|---------------|-------|
| (\$ in millions, except per unit amounts) | 2024 | 2023 | 2024 vs. 2023 | | 2024 | 2023 | 2024 vs. 2023 | |
| Revenue: | | | | | | | | |
| Gaming operations | \$ 175 | \$ 166 | \$ 9 | 5 % | \$ 515 | \$ 493 | \$ 22 | 4 % |
| Gaming machine sales | 238 | 172 | 66 | 38 % | 670 | 503 | 167 | 33 % |
| Gaming systems | 71 | 71 | — | — % | 213 | 197 | 16 | 8 % |
| Table products | 53 | 56 | (3) | (5)% | 154 | 161 | (7) | (4)% |
| Total revenue | <u>\$ 537</u> | <u>\$ 465</u> | <u>\$ 72</u> | 15 % | <u>\$ 1,552</u> | <u>\$ 1,354</u> | <u>\$ 198</u> | 15 % |
| | | | | | | | | |
| F/X impact on revenue | \$ 3 | \$ 2 | \$ 1 | 50 % | \$ 2 | \$ (4) | \$ 6 | 150 % |
| | | | | | | | | |
| KPIs: | | | | | | | | |
| U.S. and Canada units: | | | | | | | | |
| Installed base at period end | 33,151 | 31,035 | 2,116 | 7 % | 33,151 | 31,035 | 2,116 | 7 % |
| Average daily revenue per unit ⁽¹⁾ | \$ 49.05 | \$ 48.64 | \$ 0.41 | 1 % | \$ 49.29 | \$ 47.89 | \$ 1.40 | 3 % |
| | | | | | | | | |
| International units ⁽²⁾ : | | | | | | | | |
| Installed base at period end | 21,426 | 22,442 | (1,016) | (5)% | 21,426 | 22,442 | (1,016) | (5)% |
| Average daily revenue per unit | \$ 15.11 | \$ 14.01 | \$ 1.10 | 8 % | \$ 15.08 | \$ 14.87 | \$ 0.21 | 1 % |
| | | | | | | | | |
| Gaming machine sales: | | | | | | | | |
| U.S. and Canada new unit shipments | 6,094 | 4,640 | 1,454 | 31 % | 16,340 | 13,717 | 2,623 | 19 % |
| International new unit shipments | 6,969 | 4,045 | 2,924 | 72 % | 17,729 | 11,796 | 5,933 | 50 % |
| Total new unit shipments | 13,063 | 8,685 | 4,378 | 50 % | 34,069 | 25,513 | 8,556 | 34 % |
| Average sales price per new unit | \$ 17,094 | \$ 18,104 | \$ (1,010) | (6)% | \$ 18,374 | \$ 18,062 | \$ 312 | 2 % |

(1) We refined our U.S. and Canada units' average daily revenue per unit calculation to include certain Gaming operations revenue streams that were previously excluded and have revised prior periods to align with the new calculation. The change aligns more closely with how management evaluates the operating performance and was immaterial both quantitatively and qualitatively.

(2) Units exclude those related to game content licensing.

Gaming Operations

Gaming operations revenue growth was driven by strong game performance of hit franchises, including our premium games. Gaming operations for U.S. and Canada had a 2,116-unit increase in installed base for both the three and nine months ended September 30, 2024, along with an increase in average daily revenue per unit of \$0.41 and \$1.40 for the three and nine months ended September 30, 2024, respectively. Average daily revenue per unit for International units increased by \$1.10 and \$0.21 for the three and nine months ended September 30, 2024, respectively. International ending installed base units decreased by 1,016 units primarily due to the expected closure of certain LBOs in the U.K., removals in Greece, and the reduction of certain low-yielding units in Latin America.

Gaming Machine Sales

Gaming machine sales revenue increased primarily due to higher sales of replacement units globally as operator capital spending remained at healthy levels and casino opening and expansion activity increased internationally.

The following table summarizes Gaming machine sales changes:

| | Three Months Ended September 30, | | Variance | | Nine Months Ended September 30, | | Variance | |
|------------------------------------|-------------------------------------|-------|---------------|-------|------------------------------------|--------|---------------|-------|
| | 2024 | 2023 | 2024 vs. 2023 | | 2024 | 2023 | 2024 vs. 2023 | |
| U.S. and Canada unit shipments: | | | | | | | | |
| Replacement units | 5,476 | 4,542 | 934 | 21 % | 15,237 | 12,900 | 2,337 | 18 % |
| Casino opening and expansion units | 618 | 98 | 520 | 531 % | 1,103 | 817 | 286 | 35 % |
| Total unit shipments | 6,094 | 4,640 | 1,454 | 31 % | 16,340 | 13,717 | 2,623 | 19 % |
| | | | | | | | | |
| International unit shipments: | | | | | | | | |
| Replacement units | 6,827 | 3,262 | 3,565 | 109 % | 15,924 | 9,371 | 6,553 | 70 % |
| Casino opening and expansion units | 142 | 783 | (641) | (82)% | 1,805 | 2,425 | (620) | (26)% |
| Total unit shipments | 6,969 | 4,045 | 2,924 | 72 % | 17,729 | 11,796 | 5,933 | 50 % |

Operating Expenses and AEBITDA

Operating expenses for the three and nine months ended September 30, 2024 increased by \$44 million and \$58 million, respectively, as compared to the corresponding prior year periods, primarily due to \$28 million and \$55 million, respectively, in higher costs of revenue associated with the increase in revenue as described above, \$6 million and \$25 million, respectively, in higher SG&A, and \$9 million and \$18 million respectively, in higher R&D. Increases in operating expenses for the nine months ended September 30, 2024 were offset by decreases in D&A of \$32 million.

AEBITDA for the three and nine months ended September 30, 2024, as compared to the prior year periods, increased by \$32 million and \$98 million, respectively, which is primarily related to increased revenue. AEBITDA as a percentage of revenue (“AEBITDA margin”) decreased by 1 percentage point to 50% for the three months ended September 30, 2024, and remained at 50% for the nine months ended September 30, 2024.

SCIPLAY

Our SciPlay business segment is a leading developer and publisher of digital games on mobile and web platforms. SciPlay operates primarily in the social gaming market, which is characterized by gameplay online or on mobile devices that is social, competitive and self-directed in pace and session length. SciPlay also operates in the hyper-casual space, which is characterized by simpler core loops and more repetitive gameplay than casual games. SciPlay generates a substantial portion of its revenue from in-app purchases in the form of coins, chips and cards, which players can use to play slot games, table games or bingo games. Players who install SciPlay’s social games typically receive free coins, chips or cards upon the initial launch of the game and additional free coins, chips or cards at specific time intervals. Players may exhaust the coins, chips or cards that they receive for free and may choose to purchase additional coins, chips or cards in order to enhance gameplay. Once obtained, coins, chips and cards (either free or purchased) cannot be redeemed for cash nor exchanged for anything other than game play within SciPlay’s apps. SciPlay generates additional revenue through advertising arrangements in SciPlay’s hyper-casual games, which was not material for the periods presented. Players who install SciPlay’s hyper-casual games receive free, unlimited gameplay that requires viewing of periodic in-game advertisements.

SciPlay currently offers a variety of social casino games, including *JACKPOT PARTY® Casino*, *QUICK HIT® Slots*, *GOLD FISH® Casino*, *88 FORTUNES® Slots*, *MONOPOLY Slots* and *HOT SHOT CASINO®*. SciPlay continues to pursue its strategy of expanding into the online and mobile games market. Current casual game titles include *BINGO SHOWDOWN®* and *BACKGAMMON LIVE* as well as other titles in the hyper-casual space, including games such as *CANDY CHALLENGE 3D*, *BOSS LIFE* and *DEEP CLEAN INC. 3D*. SciPlay continually develops and tests various new games. SciPlay’s social casino games typically include slots-style game play and occasionally include table games-style game play, while its casual games blend solitaire-style or bingo game play with adventure game features and its hyper-casual games include many simple core loop mechanics. All of SciPlay’s games are offered and played across multiple platforms, including *APPLE*, *GOOGLE*, *FACEBOOK*, *AMAZON* and *MICROSOFT*. SciPlay launched a proprietary direct-to-consumer in-app purchase platform during 2023, with the goals of improving players’ experience and reducing costs of revenue given the lower payment processing fees and other related expenses for in-app purchases made through the proprietary platform, as compared to the platform fee charged by third-party platforms. Revenue generated via the proprietary direct-to-consumer platform continues to increase and represented approximately 10% of total SciPlay revenue for the first nine months of 2024. In addition to original game content, SciPlay’s content library includes recognizable game content across our other platforms within Gaming and iGaming. This content allows players who like playing land-based game content to enjoy some of those same titles in SciPlay’s free-to-play games.

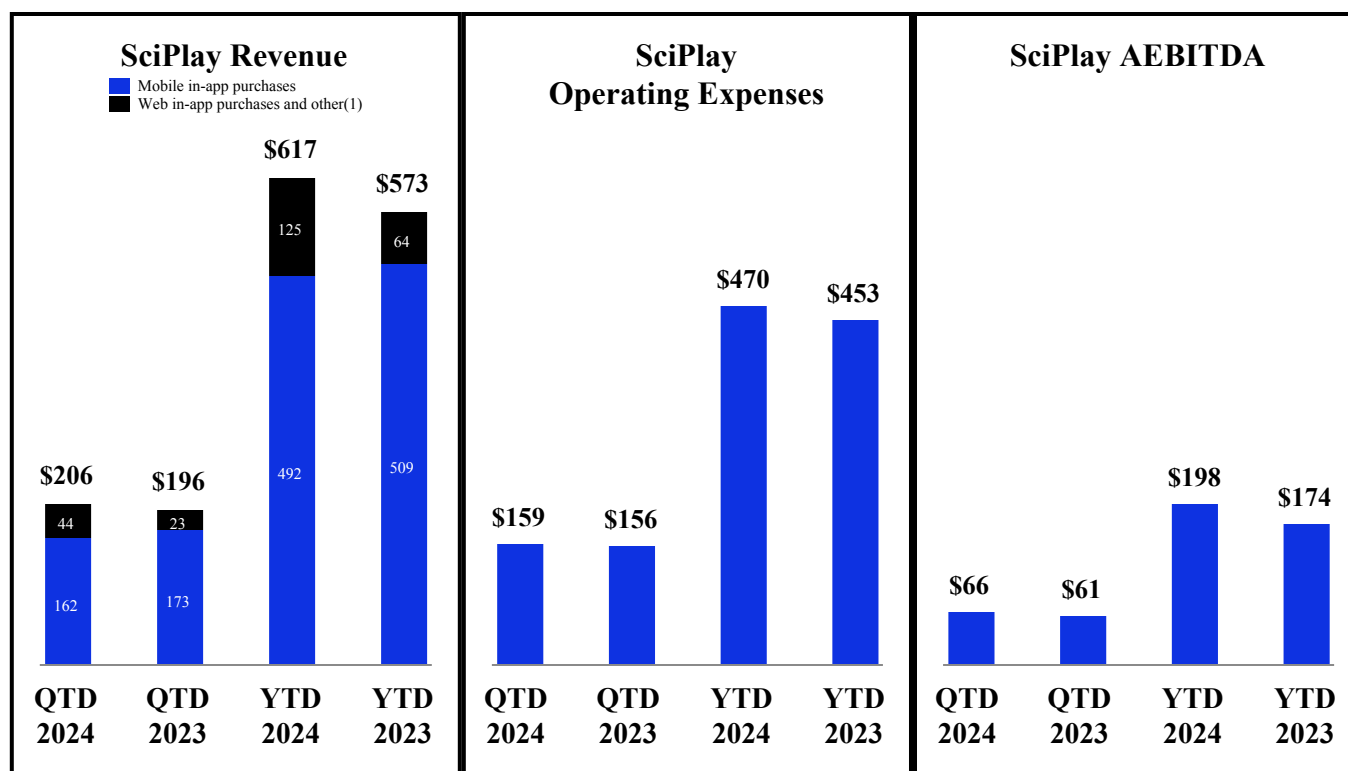
Current Year Update

SciPlay continues to deliver strong results and elevated payer engagement. Revenue growth was 5% and 8% for the three and nine months ended September 30, 2024, respectively, which was primarily attributable to the revenue generated by *Quick Hit Slots*, *Jackpot Party Casino*, *88 Fortunes* and *Gold Fish Casino*. SciPlay continues to deploy strategic game updates, utilize enhanced analytics, pursue international expansion and benefit from the proprietary direct-to-consumer platform.

We have a significant portion of SciPlay personnel located in Tel Aviv, Israel. In light of current circumstances in Israel, we are actively monitoring developments and are ready to redirect resources as needed to minimize impact on SciPlay operations. We do not have servers or infrastructure that are located in Israel that host our games. While we have not yet seen an impact on our business from current events, they could negatively affect the performance of the personnel in that area and have an adverse impact on our business if these events continue and/or escalate.

Results of Operations and KPIs

Three and Nine Months Ended September 30, 2024 and 2023



(1) Other represents \$25 million and \$61 million in revenue generated via our proprietary direct-to-consumer platform for the three and nine months ended September 30, 2024, along with advertising and other revenue, which were not material for the periods presented.

| | Three Months Ended September 30, | | Variance | | Nine Months Ended September 30, | | Variance | |
|---|-------------------------------------|--------|---------------|------|------------------------------------|--------|---------------|------|
| (in millions unless otherwise noted) | 2024 | 2023 | 2024 vs. 2023 | | 2024 | 2023 | 2024 vs. 2023 | |
| Revenue: | | | | | | | | |
| Mobile in-app purchases | \$ 162 | \$ 173 | \$ (11) | (6)% | \$ 492 | \$ 509 | \$ (17) | (3)% |
| Web in-app purchases and other ⁽¹⁾ | 44 | 23 | 21 | 91 % | 125 | 64 | 61 | 95 % |
| Total revenue | \$ 206 | \$ 196 | \$ 10 | 5 % | \$ 617 | \$ 573 | \$ 44 | 8 % |

KPIs:

In-App Purchases:

| | | | | | | | | |
|--|----------|----------|---------|------|----------|----------|---------|------|
| Mobile Penetration ⁽²⁾ | 79 % | 90 % | (11)pp | nm | 81 % | 91 % | (10)pp | nm |
| Average MAU ⁽³⁾ | 5.6 | 5.7 | (0.1) | (2)% | 5.6 | 5.8 | (0.2) | (3)% |
| Average DAU ⁽⁴⁾ | 2.1 | 2.2 | (0.1) | (5)% | 2.2 | 2.2 | — | — % |
| ARPDau ⁽⁵⁾ | \$ 1.04 | \$ 0.96 | \$ 0.08 | 8 % | \$ 1.03 | \$ 0.93 | \$ 0.10 | 11 % |
| Average MPUs ⁽⁶⁾ (in thousands) | 600 | 602 | (2) | — % | 589 | 612 | (23) | (4)% |
| AMRPPU ⁽⁷⁾ | \$113.49 | \$106.61 | \$ 6.88 | 6 % | \$114.75 | \$102.03 | \$12.72 | 12 % |
| Payer Conversion Rate ⁽⁸⁾ | 10.7 % | 10.6 % | 0.1 pp | nm | 10.5 % | 10.5 % | — pp | nm |

nm = not meaningful.

pp = percentage points.

(1) Other represents \$25 million and \$61 million in revenue generated via our proprietary direct-to-consumer platform for the three and nine months ended September 30, 2024, respectively, along with advertising and other revenue, which were not material for the periods presented.

(2) Mobile penetration is defined as the percentage of business to consumer SciPlay revenue generated from mobile platforms.

(3) MAU = Monthly Active Users is a count of visitors to our sites during a month. An individual who plays multiple games or from multiple devices may, in certain circumstances, be counted more than once. However, we use third-party data to limit the occurrence of multiple counting.

(4) DAU = Daily Active Users is a count of visitors to our sites during a day. An individual who plays multiple games or from multiple devices may, in certain circumstances, be counted more than once. However, we use third-party data to limit the occurrence of multiple counting.

(5) ARPDau = Average Revenue Per DAU is calculated by dividing revenue for a period by the DAU for the period by the number of days for the period.

(6) MPU = Monthly Paying Users is the number of individual users who made an in-game purchase during a particular month.

(7) AMRPPU = Average Monthly Revenue Per Paying User is calculated by dividing average monthly revenue by average MPUs for the applicable time period.

(8) Payer conversion rate is calculated by dividing average MPU for the period by the average MAU for the same period.

For the three and nine months ended September 30, 2024, revenue increased as average monthly revenue per paying user increased 6% and 12%, respectively, while social casino payer engagement remained elevated.

Mobile penetration decreased by 11 and 10 percentage points for the three and nine months ended September 30, 2024, respectively, primarily reflecting growing revenue generated via our proprietary direct-to-consumer platform, with a majority of players continuing to use mobile platforms to play SciPlay's games.

Average MAU and average MPU for the three and nine months ended September 30, 2024 decreased due to the turnover in users. ARPDau increased as a function of higher player monetization with a slight decrease in average DAU. AMRPPU increased, with payer conversion remaining relatively constant, as SciPlay continues to improve content and features resulting in increased paying player interaction.

Payer conversion rates continue to be at high levels due to consistent payer interaction with the games as a result of SciPlay's focus on introducing new content, features and live events in games.

Operating Expenses and AEBITDA

The increase in operating expenses for the three and nine months ended September 30, 2024, as compared to prior year periods, was primarily driven by higher marketing spend of \$6 million and \$19 million, respectively. For the nine months ended September 30, 2024, higher salaries and benefit costs (including stock-based compensation) of \$8 million related to an increase in headcount, partially offset by lower restructuring and other of \$4 million and lower D&A of \$4 million.

AEBITDA for the three and nine months ended September 30, 2024 increased as compared to prior year periods by \$5 million and \$24 million, respectively, and AEBITDA margin increased by 1 percentage point to 32% and 2 percentage points to 32%, respectively, primarily due to revenue growth, as discussed above, including growth from our proprietary direct-to-consumer platform which generates higher margin, partially offset by the increase in operating costs resulting from increases in marketing spend and salaries and benefits.

iGAMING

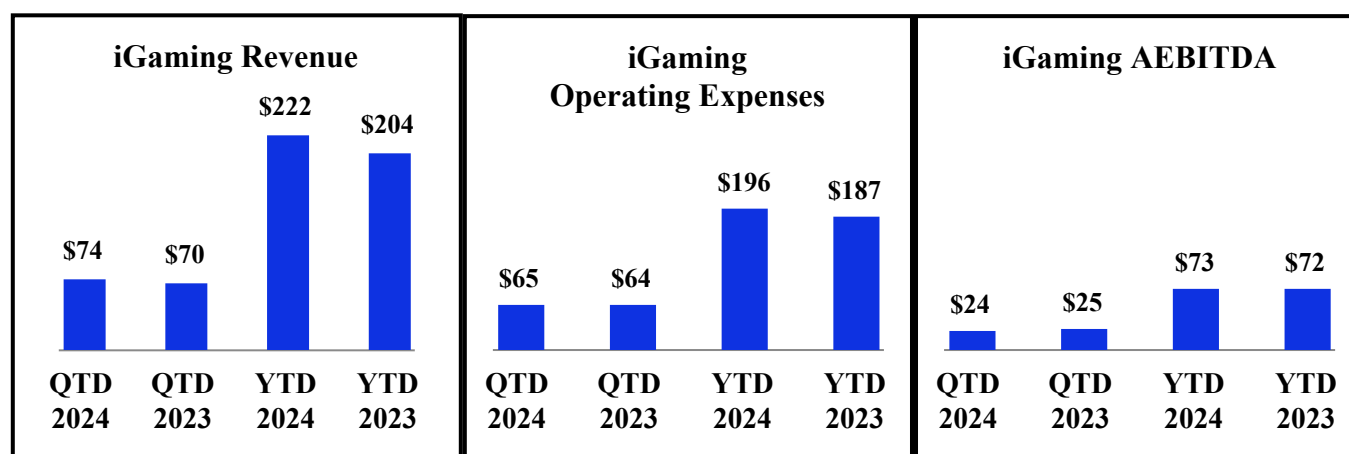
Our iGaming business segment provides a comprehensive suite of digital gaming content, distribution platforms and player account management systems, as well as various other iGaming content and services. The majority of our revenue is derived from casino-style game content, including a wide variety of internally developed and branded games as well as popular third-party provider games. These games are made available to iGaming operators via content aggregation platforms, including Open Gaming System, remote gaming servers and various other platforms. We also provide our Open Platform System, a player account management system which offers a wide range of reporting and administrative functions and tools providing operators full control over all areas of digital gaming operations. Generally, we host the play of our game content which is integrated with the online casino operators' websites.

Current Year Update

We continue to expand our customer base and capitalize on growth in the North American and European markets by leveraging our industry leading platforms, content and solutions, as well as investing in our ability to scale our own original U.S. land-based content offering. In the second quarter of 2024, we went live in Rhode Island, increasing our U.S. presence to seven states, and we are well positioned to enter additional states as their legislatures authorize online gaming.

Results of Operations

Three and Nine Months Ended September 30, 2024 and 2023



The increases in iGaming revenue for the three and nine months ended September 30, 2024 were 6% and 9%, respectively, as compared to the prior year periods. The prior year periods also benefited from \$3 million and \$5 million, respectively, in license termination fees, which impacted revenue growth by 4% and 2% for the three and nine months ended September 30, 2024, respectively. The momentum in the international and U.S. markets remain strong due to our original content and growth in our partner network. Wagers processed through our Open Gaming System for both current year periods increased to \$22.8 billion and \$67.0 billion, respectively.

Operating expenses increased for the three and nine months ended September 30, 2024, as compared to the prior year periods. The increases were primarily due to higher costs of revenue, correlated with the increase in revenue described above, and SG&A totaling \$4 million and \$15 million for the three and nine months ended September 30, 2024, respectively, partially offset by lower restructuring and other costs as compared to the prior year periods, including the fair value adjustment of contingent acquisition considerations of \$10 million in the nine months ended September 30, 2023.

AEBITDA decreased slightly and increased slightly for the three and nine months ended September 30, 2024, respectively, as compared to the prior year periods. AEBITDA margin decreased to 32% and 33% for the three and nine months ended September 30, 2024, respectively, due to continuing investments in growth initiatives. For the three and nine months ended September 30, 2023, AEBITDA benefited from \$3 million and \$5 million, respectively, in license termination fees, which impacted AEBITDA growth by 12% and 7% for the three and nine months ended September 30, 2024, respectively.

RECENTLY ISSUED ACCOUNTING GUIDANCE

We do not expect that any recently issued accounting guidance will have a significant effect on our consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES

For a description of our policies regarding our critical accounting estimates, see “Critical Accounting Estimates” in *Item 7* “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our 2023 10-K.

There have been no significant changes in our critical accounting estimate policies or the application of those policies to our condensed consolidated financial statements from those presented in *Item 7* “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our 2023 10-K.

LIQUIDITY, CAPITAL RESOURCES AND WORKING CAPITAL

Cash and Available Liquidity

As of September 30, 2024, our principal sources of liquidity, other than cash flows provided by operating activities, were cash and cash equivalents as well as amounts available under the LNWI Revolver.

Cash and Available Revolver Capacity

| (in millions) | As of | |
|--|--------------------|-------------------|
| | September 30, 2024 | December 31, 2023 |
| Cash and cash equivalents | \$ 347 | \$ 425 |
| Revolver capacity | 750 | 750 |
| Revolver capacity drawn or committed letters of credit | (10) | (10) |
| Total | \$ 1,087 | \$ 1,165 |

Total cash held by our foreign subsidiaries was \$143 million and \$166 million as of September 30, 2024 and December 31, 2023, respectively. We believe that substantially all cash held outside the U.S. is free from legal encumbrances or similar restrictions that would prevent it from being available to meet our global liquidity needs.

Our Gaming operations generally require significant upfront capital expenditures, and we may need to incur additional capital expenditures in order to retain or increase market share and continue our product investments. Other capital requirements for the near term primarily include debt principal and interest payments and also include purchase obligations and supply contracts, license agreement minimum guaranteed payments and lease obligations. For certain *Dragon Train* game sales in which control of the units have transferred to a customer, but the title transfer is pending until the final payment, we have elected to designate future collections as restricted cash until the resolution of the Aristocrat legal matter. The outstanding balance associated with these arrangements as of September 30, 2024 was approximately \$40 million. There have been no material changes to our capital requirements disclosed in our 2023 10-K, other than those associated with our repricing of the LNWI Term Loan B, as described below and in Note 10.

Our ability to make payments on and to refinance our indebtedness and other obligations depends on our ability to generate cash in the future. We may, from time to time, repurchase or otherwise repay, retire or refinance our debt, through our subsidiaries or otherwise. In the event we pursue significant acquisitions or other expansion opportunities, or conduct significant repurchases of our outstanding securities, we may need to raise additional capital. If we do not have adequate liquidity to support these activities, we may be unable to obtain financing for these cash needs on favorable terms or at all. For additional information regarding our cash needs and related risks, see “Risk Factors” under *Part I, Item 1A* in our 2023 10-K.

On June 11, 2024, our Board of Directors approved a new share repurchase program under which the Company is authorized to repurchase, from time to time through June 12, 2027, up to an aggregate amount of \$1.0 billion of shares of our outstanding common stock. During the three months ended September 30, 2024, we repurchased approximately 0.4 million shares of common stock at an aggregate cost of \$45 million (including excise tax). During the nine months ended September 30, 2024, we repurchased approximately 2.3 million shares of common stock at an aggregate cost of \$221 million (including excise tax), of which 0.4 million shares with an aggregate cost of \$45 million were under the new June 2024 share repurchase program.

On January 16, 2024 and July 17, 2024, we amended the LNWI Credit Agreement and reduced the applicable margin on the LNWI Term Loan B. Following the July 2024 amendment, the interest rate for the Term Loan B is either (i) the Adjusted Term SOFR Rate (as defined in the LNWI Credit Agreement) plus 2.25% per annum or (ii) a base rate plus 1.25% per annum.

Cash Flow Summary

| (in millions) | Nine Months Ended September 30, | | Variance |
|---|---------------------------------|----------------|----------------|
| | 2024 | 2023 | 2024 vs. 2023 |
| Net cash provided by operating activities | \$ 430 | \$ 423 | \$ 7 |
| Net cash used in investing activities ⁽¹⁾ | (229) | (190) | (39) |
| Net cash used in financing activities | (315) | (251) | (64) |
| Effect of exchange rate changes on cash, cash equivalents and restricted cash | — | (2) | 2 |
| Decrease in cash, cash equivalents and restricted cash | <u>\$ (114)</u> | <u>\$ (20)</u> | <u>\$ (94)</u> |

(1) The nine months ended September 30, 2023 include \$3 million in cash used related to discontinued operations.

Cash flows from operating activities

| (in millions) | Nine Months Ended September 30, | | Variance |
|--|---------------------------------|---------------|---------------|
| | 2024 | 2023 | 2024 vs. 2023 |
| Net income | \$ 228 | \$ 112 | \$ 116 |
| Adjustments to reconcile net income to cash provided by operating activities | 311 | 392 | (81) |
| Changes in working capital accounts, excluding the effects of acquisitions | (109) | (81) | (28) |
| Net cash provided by operating activities | <u>\$ 430</u> | <u>\$ 423</u> | <u>\$ 7</u> |

Net cash provided by operating activities increased primarily due to a \$35 million increase in earnings (drivers of which are described above), mostly offset by changes in working capital accounts. Changes in working capital accounts for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023 were negatively impacted by the timing of collection of receivables as well as \$13 million in higher payments on contingent acquisition considerations.

Cash flows from investing activities

Net cash used in investing activities increased primarily due to higher capital expenditures in order to support Gaming operations growth. Capital expenditures are composed of investments in systems, equipment and other assets related to contracts, property and equipment, intangible assets and software.

Cash flows from financing activities

Net cash used in financing activities increased, as more purchases of our outstanding common stock under our share repurchase programs and increases in net redemptions of common stock under stock-based compensation plans during the current year period were partially offset by lower payments related to long-term debt and licenses. During the nine months ended September 30, 2024 and 2023, we repurchased \$219 million and \$145 million, respectively, of our common stock.

Credit Agreement and Other Debt

For additional information regarding the LNWI Credit Agreement and other debt, interest rate risk and interest rate hedging instruments, see Notes 15 and 16 and *Item 7A* “Quantitative and Qualitative Disclosures About Market Risk” in our 2023 10-K as well as Notes 10 and 11 and *Item 3* below in this Form 10-Q.

Off-Balance Sheet Arrangements

As of September 30, 2024, we did not have any significant off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign exchange rates and commodity prices. The following describes our financial instruments which expose us to market risk.

Interest Rate Risk

As of September 30, 2024, the face value of long-term debt was \$3.9 billion, including \$2.2 billion of variable rate obligations that fluctuate based on SOFR. Assuming a constant outstanding balance for our variable-rate long-term debt and excluding the impact of interest rate swap contracts, a hypothetical 1% change in interest rates would result in interest expense

changing by approximately \$22 million. All of our interest rate sensitive financial instruments are held for purposes other than trading.

In April 2022, we entered into interest rate swap contracts to hedge a portion of our interest expense associated with our variable rate debt and effectively fix the interest rate that we pay. The objective of our interest rate swap contracts, which are designated as cash flow hedges of the future interest payments, is to eliminate the variability of cash flows attributable to the SOFR component of interest expense to be paid on a portion of our variable rate debt. These hedges mature in April 2027.

For additional information regarding our long-term debt and interest rate swap contracts, see Notes 10 and 11, respectively.

Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 3a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of September 30, 2024.

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For discussion of our legal proceedings, see Note 15, in this Quarterly Report on Form 10-Q and Note 20 in our 2023 10-K.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed under *Item 1A* “Risk Factors” included in our 2023 10-K, except as noted below.

The intellectual property rights of others, including our competitors, may prevent us from developing new products and services, entering new markets or may expose us to liability or costly litigation.

Our success depends in part on our ability to continually adapt our products and systems to incorporate new technologies and to expand into markets that may be created by new technologies. If technologies are protected by the intellectual property rights of our competitors or other third parties, we may be prevented from introducing products based on these technologies or expanding into markets created by these technologies. If the intellectual property rights of others prevent us from taking advantage of innovative technologies, our prospects, results of operations, cash flows and financial condition may be adversely affected.

We cannot assure that our business activities, games, products, services and systems will not infringe upon the proprietary rights of others, or that other parties will not assert infringement claims against us. In addition to infringement claims, third parties may allege claims of invalidity or unenforceability against us or against our licensees or manufacturers in connection with their use of our technology. A successful challenge to, or invalidation of, one of our intellectual property interests, a successful claim of infringement by a third party against us, our products or services, or one of our licensees in connection with the use of our technologies, or an unsuccessful claim of infringement made by us against a third party or its products or services could adversely affect our business or cause us financial harm. Any such claim and any resulting litigation, such as the *Dragon Train* litigation described under “Aristocrat Matter” in Note 15, could:

- be expensive and time-consuming to defend or require us to pay significant amounts in damages;
- invalidate our proprietary rights;
- cause us to cease making, licensing or using products or services that incorporate the challenged intellectual property;
- require us to redesign, reengineer or rebrand our products or services or limit our ability to bring new products and services to the market in the future;
- require us to enter into costly or burdensome royalty, licensing or settlement agreements in order to obtain or retain the right to use a product, process or component;
- impact the commercial viability of the products and services that are the subject of the claim during the pendency of such claim;
- impact our brand, reputation and/or ability to attract and retain key personnel; and/or

- require us by way of injunction to remove products or services on lease or stop selling or leasing new products or services.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

We repurchased 0.4 million shares under the share repurchase programs during the three months ended September 30, 2024.

(in millions, except for price per share)

| ISSUER PURCHASES OF EQUITY SECURITIES | | | | |
|---------------------------------------|--|---|---|---|
| Period | Total Number of Shares Purchased as Part of Publicly Announced Programs ⁽¹⁾ | Average Price Paid per Share ⁽²⁾ | Total Cost of Repurchase (in millions) ⁽²⁾ | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs (in millions) ⁽¹⁾⁽²⁾ |
| 7/1/2024 - 7/31/2024 | 0.1 | \$ 103.58 | \$ 18 | \$ 982 |
| 8/1/2024 - 8/31/2024 | 0.2 | \$ 101.45 | 19 | \$ 963 |
| 9/1/2024 - 9/30/2024 | 0.1 | \$ 98.20 | 7 | \$ 956 |
| Total | 0.4 | \$ 101.73 | 44 | \$ 956 |

(1) On June 11, 2024, our Board of Directors approved a new share repurchase program under which the Company is authorized to repurchase, from time to time through June 12, 2027, up to an aggregate amount of \$1.0 billion of shares of our outstanding common stock.

(2) Average price paid per share is calculated on a settlement basis and excludes excise tax. As of January 1, 2023, our share repurchases in excess of issuances are subject to a 1% excise tax enacted by the Inflation Reduction Act, resulting in \$1 million recorded as of September 30, 2024. Any excise tax incurred is recognized in stockholders' equity as part of the cost basis of the shares acquired.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Insider Trading Arrangements and Policies

Certain of our officers or directors have made elections to participate in, and are participating in, our 401(k) plan and have made, and may from time to time make, elections to have shares withheld to cover withholding taxes, which may be designed to satisfy the affirmative defense conditions of Rule 10b5-1 under the Exchange Act or may constitute non-Rule 10b5-1 trading arrangements (as defined in Item 408(c) of Regulation S-K). During the three months ended September 30, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" as such term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

| Exhibit Number | Description |
|----------------|---|
| 3.1 | <u>Restated Articles of Incorporation of Light & Wonder, Inc., filed with the Secretary of State of the State of Nevada on August 5, 2022 (incorporated by reference to Exhibit 3.1(a) to Light & Wonder, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2022).</u> |
| 3.2 | <u>Third Amended and Restated Bylaws of Light & Wonder, Inc., effective as of August 3, 2023 (incorporated by reference to Exhibit 3.2 to Light & Wonder, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2023).</u> |
| 10.1 | <u>Amendment No. 2, dated as of July 17, 2024, among Light and Wonder International, Inc., as the borrower, Light & Wonder, Inc., as holdings, the several banks and other financial institutions or entities from time to time parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, collateral agent, issuing lender and swingline lender, which amended the Credit Agreement, dated as of April 14, 2022 (incorporated by reference to Exhibit 10.1 to Light & Wonder, Inc.'s Current Report on Form 8-K filed July 17, 2024).</u> |
| 31.1 | <u>Certification of the Chief Executive Officer of Light & Wonder, Inc. pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(†)</u> |
| 31.2 | <u>Certification of the Chief Financial Officer of Light & Wonder, Inc. pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(†)</u> |
| 32.1 | <u>Certification of the Chief Executive Officer of Light & Wonder, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u> |
| 32.2 | <u>Certification of the Chief Financial Officer of Light & Wonder, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u> |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Label Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |

(†) Filed herewith.

* Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIGHT & WONDER, INC.

(Registrant)

By: /s/ Oliver Chow

Name: Oliver Chow

Title: *Executive Vice President, Chief Financial Officer and
Treasurer*

Dated: November 12, 2024