



## **GAMING COMPLIANCE AND REPORTING PLAN STATEMENT**

### **I. Scope and Application**

Golden Entertainment, Inc., its affiliates and subsidiaries (collectively referred to as the “Company,” “we,” “our” or “us”) are committed to maintaining high ethical standards and compliance with the regulatory requirements, pursuant to its July 23, 2015 Order of Registration with the Nevada Gaming Commission (“NGC”). The Company has developed a Gaming Compliance and Reporting Plan (“Plan”) designed to protect the integrity and reputation of the Company through investigation and reporting methods in various areas of the Company’s gaming-related business activities.

This Plan is created to provide additional oversight of the Company’s compliance imposed upon it by applicable regulatory agencies; assist the Company in identifying possible concern areas and to report information regarding associations or transactions with persons or matters adversely affecting the Company’s reputation or ability to obtain regulatory approvals and licenses; advise the Company’s Board of any gaming compliance concerns or situations that may adversely affect the Company’s reputation and suitability for conducting its business activities; provide appropriate reports to advise the Nevada Gaming Control Board (“NGCB”) of the Company’s compliance efforts in all jurisdictions; perform appropriate due diligence investigations and receive appropriate input from Gaming Authorities to assist the Company in enhancing its compliance efforts with respect to applicable gaming regulatory requirements. The plan’s implementation and administration are controlled by a Corporate Compliance Committee (the “Committee”) and a Compliance Officer, as well as the head of each department.

### **II. Interpretation and Adoption of the Compliance Plan**

This Plan shall be interpreted and applied by the Company to achieve compliance with the applicable requirements. The Company is licensed by various gaming authorities as a gaming casino operator, slot route operator and tavern gaming operator, as well as a manufacturer, distributor, and supplier of gaming related systems. The Company adopts this Plan to establish self-regulatory procedures to promote compliance with applicable laws relating to the Company’s gaming businesses, and to prevent any Company involvement that would pose a threat to the reputation and integrity of a gaming authority, regulatory jurisdiction, or the gaming industry. The Company establishes a committee through its Board of Directors to identify and evaluate potential situations arising during the Company’s business, that may cause regulatory concern to a gaming authority or create general concerns in the Company’s business judgment. This Plan shall remain in effect until it is no longer required by any gaming authority and the Plan is rescinded by the Board of Directors of the Company.

### **III. Compliance Committee**

The Compliance Committee was formed by the Board of Directors and operates under a written charter adopted by the Board of Directors. The Committee is comprised of at least four members. The membership of the Committee shall include at least one member of the Board of Directors, at least one independent person

knowledgeable of the Nevada Gaming Control Act and Nevada Gaming Commission Regulations and shall include at least one Executive Officer of the Company or designee. The members of the Committee should be individuals who, by virtue of their familiarity with or experience and background in law enforcement, regulated business, the business activities of the Company or gaming regulatory matters, are sensitive to the concerns of the Gaming Authorities and are capable of determining the existence or likelihood of a situation which can adversely affect the Company's gaming business operations.

The members of the Committee shall be appointed by the Company's Board of Directors and shall serve at the will and pleasure of the Board of Directors subject to any required approvals of gaming authorities. The Board-appointed Executive Committee Member shall choose a Compliance Officer who is familiar with current regulatory requirements and who shall be responsible for overseeing the implementation and administration of the Plan under the direction of the Board appointed Executive Committee member. The Committee shall meet at least quarterly to review the information it has gathered through reports, investigations or otherwise.

#### **IV. Duties and Responsibilities of Compliance Committee**

If the Committee discovers concerning activities that might constitute a situation or a violation of the Company's compliance policies, it shall be investigated, and the Committee shall formulate a recommendation regarding a course of action. The Company's compliance policies shall include implementation of procedures to prevent such situation from arising if the Company were to conduct business with a person who may adversely impact the Company's gaming business operations on a systematic or continuous basis. The Committee does not have authority to make or override Company policies, procedures, or management decisions.

The Company seeks to ensure that it does business with people and companies who possess good character, honesty, and integrity. As indicators of these characteristics, the Company will conduct an independent investigation regarding the ethical reputation and business background of all vendors and providers of services who receive or may be entitled to receive a substantial payment from the Company in any given calendar year.

The Company may require persons to complete its business background investigation consent form, its individual background investigation consent form, or its due diligence consent form. The Company shall exercise care to ensure that prospective officers, key employees, and lobbyists of the Company are not adversely affecting the Company's gaming business operations.

All members of management, and staff through their respective managers, are responsible for immediately notifying the Compliance Officer of the receipt of any notice of noncompliance with local, state, or federal laws or administrative regulations. The Compliance Officer is responsible for gathering information concerning any acts of wrongdoing. The Committee shall report to the Board of Directors acts of wrongdoing by any employee of the Company or its affiliates if the Committee believes such a matter should be reviewed by the Board of Directors.

The Compliance Officer and/or General Counsel shall promptly notify the Chair of the NGCB of any unscheduled information requests or other non-routine inquiries from the Financial Crimes Enforcement Network, Internal Revenue Service, Federal Bureau of Investigation, Department of Justice's Asset Forfeiture and Money Laundering Section, U.S. Attorney's offices or any other state or federal agencies, or foreign equivalents, regarding compliance with anti-money laundering-related processes or controls.

## **V. Reporting to Gaming Authorities**

The Chair of the NGCB or any other gaming authority may assign the Committee with additional duties and/or assignments relating to the Company's Plan. The Compliance Officer shall prepare and submit to the Chair of the NGCB and any other requesting gaming authority an annual report summarizing the activities, reviews and decisions of the Committee for the preceding year.

It is the Company's policy to comply with requests by the gaming authorities for access to the Company's accounting and other records, documents, and papers relating to the Company's business activities. The Company's employment procedures shall provide that willful failure to comply with this policy shall be grounds for termination of employment or other disciplinary action by the Company.

All reports, notices and other documents prepared, compiled, or otherwise maintained relative to this Plan shall be privileged and confidential in accordance with the provisions of Sections 463.120 and 463.3407 of the Nevada revised statutes. Investigative files developed in accordance with any provision or requirement of this Plan will be maintained on a confidential basis.