

**CHARTER OF THE
COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ACCEL ENTERTAINMENT, INC.**

As adopted November 20, 2019

I. PURPOSE

The purpose of the Compliance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of ACCEL ENTERTAINMENT, INC. (the “*Company*”) is to assist the Board in complying with all regulatory requirements and avoiding involvement or association with an unsuitable party. The Committee’s principal functions are to protect the Company’s business interests by ensuring:

- Compliance with gaming laws, regulations, policies applicable to the operations of the Company in all jurisdictions in which it conducts business;
- Provision of appropriate reports to gaming authorities advising the authorities of the Company’s compliance efforts;
- Performance of due diligence in respect of proposed transactions and associations; and
- Collection of information from gaming authorities to help the Company maintain and enhance its compliance with gaming laws and regulations.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of each of the three or more members of the Board, with the exact number determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the New York Stock Exchange, as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board or for so long as each member remains a director or until his or her earlier resignation or removal from the Committee. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will conduct the proceedings of those meetings. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee. In the

absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

1. Review any matter that would constitute a felony, crime of theft or dishonesty or a gaming crime by any Company employee and shall investigate and report on any violation of the statute, rules and regulations of a gaming authority and any regulatory action or discipline taken against the Company or any of its employees or sales agents.

2. Ensure that all prospective shareholders, directors, key employees, consultants and professional advisors are suitable to hold their respective positions and/or be retained.

3. Investigate the Company's material transactions in excess of \$1,000,000 over any 12-month period and ensure that the relevant parties to such material transactions comply with gaming laws and regulations.

4. Review the Company's financings in excess of \$1,000,000 unless the Chief Compliance Officer designated by the Board informs the Committee that all prior gaming approvals have been received and comply with any information requests from gaming authorities.

5. In conjunction with the Company's legal and compliance department, review and maintain a report of the Company's litigation including the name of the litigation, the identity of the court in which the proceedings have been instituted, a description of the claim being made, the amount of damages being sought, defenses raised and the status of litigation.

6. Review all gaming and redemption device purchases and leases to make sure that such purchases and leases comply with rules and regulations of a jurisdiction.

7. Review the methods by which gaming equipment is shipped such that the transportation is in compliance with all rules and regulations of a jurisdiction.

8. Review all business or personal potential conflicts of interest from employees including but not limited to:

- Having an interest in another company that does business with the Company;
- Borrowing or accepting money or gifts from a third party which does business with the Company;

- Engaging in a business relationship with any person or entity whose background and/or reputation would violate any gaming statute or rules in any jurisdiction in which the Company does business;
- Engaging in a private business relationship with a third party doing business with the Company;
- Engaging in a private business relationship with a government official;
- Engaging in a competitive business to the Company;
- Using the Company's resources for personal benefit;
- Soliciting or accepting gifts; and
- Any similar aforementioned transactions involving one's immediate family or close relative.

9. Review all gifts or non-cash compensation from a manufacturer or a vendor for the purpose of business meetings, training, seminars or similar activities, unless the Chief Compliance Officer approved such gift in advance.

10. Review gifts, invitations or political contributions to be given to a public official.

11. Regularly confer with the Company's Chief Compliance Officer with respect to any developments relating to the Company's compliance with gaming laws and regulations.

12. Review any actions or associations that may tarnish the Company's image, jeopardize the Company's existing gaming license or hamper the Company's ability to expand to new markets.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain, direct and oversee the activities of, and to terminate the engagement of, legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee shall be held at least once per quarter, with additional meetings to be held as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or

any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members and the affirmative vote of a majority of members present at the meeting at which a quorum is present shall constitute the action of the Committee. Meetings may be held via tele- or video-conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require. The Committee shall otherwise establish its own rules of procedure.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate, either exclusively or non-exclusively, authority to subcommittees. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter periodically and recommend to the Board any changes the Committee determines are appropriate.

X. PUBLICATION

The Company will publish this Charter on the Company's website.