

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

PLAYSTUDIOS, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



PLAYSTUDIOS, Inc.

10150 Covington Cross Drive
Las Vegas, NV 89144

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Tuesday, June 4, 2024 | 8:00 a.m. Pacific Time
Live webcast: <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp>

The principal business of the Annual Meeting will be:

1. To elect six directors for a one-year term;
2. To ratify the appointment of Deloitte & Touche LLP ("Deloitte") as our independent registered public accounting firm for the fiscal year ending December 31, 2024;
3. To approve and adopt an amendment to our Certificate of Incorporation to reflect recent changes in Delaware law regarding the exculpation of officers; and
4. To transact any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

You may vote on these matters in person or by proxy. Whether or not you plan to virtually attend the Annual Meeting, we ask that you vote by one of the following methods to ensure that your shares will be represented at the meeting in accordance with your wishes:

- Vote online or by telephone, by following the instructions included with the proxy card; or
- Vote by mail, by completing and returning the enclosed proxy card in the enclosed addressed stamped envelope.

Only stockholders of record at the close of business on April 10, 2024 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting. This Proxy Statement and the proxy card were either made available to you online or mailed to you beginning on or about April 24, 2024.

By Order of the Board of Directors



Joel Agena

General Counsel and Secretary

Las Vegas, NV
April 24, 2024

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 4, 2024:
The Notice of Annual Meeting, Proxy Statement, and our 2023 Annual Report on Form 10-K are available electronically at ir.playstudios.com



INDEX

	<u>Page</u>
NOTICE OF 2024 ANNUAL MEETING OF STOCKHOLDERS	
<u>GENERAL INFORMATION</u>	<u>3</u>
<u>Voting Information</u>	<u>3</u>
<u>Proposal No. 1 - Election of Directors</u>	<u>10</u>
Director Biographies	<u>10</u>
<u>Corporate Governance</u>	<u>15</u>
Corporate Governance Guidelines	<u>15</u>
Code of Business Conduct and Ethics	<u>15</u>
Controlled Company Exemption	<u>15</u>
Director Independence	<u>15</u>
Risk Oversight	<u>15</u>
Communication with Directors	<u>16</u>
Board Qualifications	<u>16</u>
Director Nominations	<u>16</u>
Attendance at Annual Meeting	<u>16</u>
Related-Party Transaction Policy	<u>16</u>
Board Leadership Structure	<u>17</u>
Board Meetings and Committees	<u>17</u>
<u>Director Compensation</u>	<u>21</u>
Director Compensation Table	<u>21</u>
<u>Ownership of Common Stock</u>	<u>22</u>
Directors and Officers	
Prohibition on Hedging	<u>24</u>
Policy on Stock Pledging	<u>24</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>25</u>
<u>Executive Compensation</u>	<u>26</u>
Summary Compensation Table	<u>26</u>
Outstanding Equity Awards at Fiscal Year-End	<u>28</u>
Employment Agreements	<u>28</u>
Potential Payments upon Termination or Change in Control	<u>28</u>
<u>Equity Compensation Plan Information</u>	<u>29</u>
<u>Certain Relationships and Related-Party and Other Transactions</u>	<u>30</u>
Indemnification Agreements with our Directors and Officers	<u>32</u>
<u>Audit Committee Report</u>	<u>33</u>
<u>Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accounting Firm</u>	<u>34</u>
Pre-Approval Policies and Procedures	<u>35</u>
<u>Proposal No. 3 - Approval and Adoption of Amendment to the Company's Certificate of Incorporation</u>	<u>36</u>
<u>Availability of Annual Report on Form 10-K</u>	<u>38</u>
<u>Other Business</u>	<u>39</u>



PLAYSTUDIOS, INC. PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement and the accompanying proxy card are being furnished to you in connection with the 2024 Annual Meeting of Stockholders (the "Annual Meeting") of PLAYSTUDIOS, Inc. ("PLAYSTUDIOS," "we," "us," "our," or the "Company"). The Annual Meeting will be held on June 4, 2024, at 8:00 a.m., Pacific Time. The Annual Meeting will be held virtually. You may attend the virtual meeting, submit questions, and vote your shares electronically during the meeting via live webcast by visiting <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp>.

This Proxy Statement is being sent or provided on or about April 24, 2024, to stockholders of record at the close of business on April 10, 2024 (the "Record Date") of our Class A common stock, par value \$0.0001 per share (the "Class A common stock") and Class B Common Stock, par value \$0.0001 per share (the "Class B common stock").

Your proxy is being solicited by our Board of Directors (the "Board" or "Board of Directors"). Your proxy may be revoked by written notice given to our Secretary at our headquarters at any time before being voted. You may also revoke your proxy by submitting a proxy with a later date or by voting during your virtual attendance at the Annual Meeting. To vote online or by telephone, please refer to the instructions included with the proxy card. To vote by mail, please complete the accompanying proxy card and return it to us as instructed in the accompanying proxy card. Votes submitted online or by telephone or mail must be received by 11:59 p.m., Pacific Time, on June 3, 2024. Submitting your vote online or by telephone or mail will not affect your right to vote virtually during the Annual Meeting, if you choose to do so. Proxies that are properly delivered to us and not revoked before the closing of the polls during the Annual Meeting will be voted for the proposals described in this Proxy Statement in accordance with the instructions set forth in the accompanying proxy card. The Board is currently not aware of any matters proposed to be presented at the Annual Meeting other than the election of directors, the ratification of the appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2024, and the approval and adoption of a proposed amendment to our Certificate of Incorporation to reflect recent changes in Delaware law regarding the exculpation of officers. If any other matter is properly presented at the Annual Meeting, the persons named in the accompanying proxy card will have discretionary authority to vote on that matter. Your virtual presence at the Annual Meeting does not of itself revoke your proxy.

VOTING INFORMATION

ATTENDING THE ANNUAL MEETING VIRTUALLY

Stockholders of record as of the Record Date will be able to attend and participate in the Annual Meeting online by accessing <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp>. To join the Annual Meeting, you will need to have your 11-digit control number, which appears on the notice and the instructions to the accompanying proxy card. Even if you plan to attend the Annual Meeting online, we recommend that you also vote by proxy as described herein so that your vote will be counted if you decide not to attend the Annual Meeting.

Access to the Audio Webcast of the Annual Meeting

The live audio webcast of the Annual Meeting will begin promptly at 8:00 a.m. Pacific Time. Online access to the audio webcast will open approximately 30 minutes prior to the start of the Annual Meeting to allow time for you to log in and test the computer audio system. We encourage our stockholders to access the Annual Meeting prior to the start time.

Log in Instructions

To attend the virtual Annual Meeting, log in at <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp>. Stockholders will need their 11-digit control number, which appears on the notice and the instructions to the accompanying proxy card. If you do not have a control number, please contact your broker,



bank, or other nominee as soon as possible, so that you can be provided with a control number and gain access to the Annual Meeting.

Submitting Questions at the Virtual Annual Meeting

As part of the Annual Meeting, we will hold a question and answer session, during which we intend to answer questions submitted via the Q&A tool in accordance with the Annual Meeting's Rules of Conduct ("Rules of Conduct") that are pertinent to the Company and the Annual Meeting matters, as time permits. The Rules of Conduct will be posted on <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp> approximately two weeks prior to the date of the Annual Meeting.

Annual Meeting Technical Assistance

Beginning 15 minutes prior to the start of and during the virtual Annual Meeting, we will have a support team ready to assist stockholders with any technical difficulties they may have accessing or hearing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual stockholder meeting log-in page.

Availability of Live Webcast to Team Members and Other Constituents

The live audio webcast will be available to not only our stockholders, but also our team members and other constituents.

SECURITIES ENTITLED TO VOTE

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, you are considered the "stockholder of record," with respect to those shares. The notice will be sent to you by mail directly by us. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting virtually, we urge you to vote on the Internet or by phone as instructed in the notice or by proxy by mail by requesting a paper copy of the proxy materials as instructed in the notice to ensure your vote is counted.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial owner" of shares held in street name. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other agent on how to vote the shares in your account. Your brokerage firm, bank, or other agent will not be able to vote in the election of directors unless they have your voting instructions, so it is very important that you indicate your voting instructions to the institution holding your shares.

Only stockholders of record at the close of business on the Record Date are entitled to notice of the Annual Meeting. Such stockholders may vote shares held by them at the close of business on the Record Date at the Annual Meeting. As of the close of business on the Record Date, there were 118,313,557 shares of Class A common stock outstanding and 16,457,769 shares of Class B common stock outstanding. Each share of Class A common stock is entitled to one vote per share on each proposal to be considered by our stockholders and each share of Class B common stock is entitled to 20 votes per share on each proposal to be considered by our stockholders.

As a beneficial owner of shares, you are also invited to attend the Annual Meeting virtually. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank, or other agent.

MATTERS SCHEDULED FOR A VOTE

There are three matters scheduled for a vote:

- Proposal 1: To elect six directors for a one-year term;



- Proposal 2: To ratify the appointment of Deloitte & Touche LLP (“Deloitte”) as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- Proposal 3: To approve and adopt an amendment to our Certificate of Incorporation to reflect recent changes in Delaware law regarding the exculpation of officers.

Aside from the election of directors, the ratification of the appointment of our independent registered public accounting firm, and the approval and adoption of a proposed amendment to our Certificate of Incorporation to reflect recent changes in Delaware law regarding the exculpation of officers, our Board of Directors knows of no matters to be presented at the Annual Meeting. If any other matter is properly brought before the Annual Meeting, shares represented by all proxies received by our Board of Directors will be voted with respect thereto in accordance with the judgment of the persons appointed as proxies.

BOARD OF DIRECTORS VOTING RECOMMENDATION

Our Board of Directors recommends that you vote your shares:

- “For” the election of all director nominees;
- “For” the ratification of the appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- “For” the approval and adoption of an amendment to our Certificate of Incorporation to reflect recent changes in Delaware law regarding the exculpation of officers.

VOTING AT THE MEETING VIRTUALLY

For proposal 1, you may vote “For All”, “Withhold All”, “For All Except”, or abstain from voting with respect to each nominee to the Board of Directors. For proposal 2, you may vote “For”, “Against”, or abstain from voting. For proposal 3, you may vote “For”, “Against”, or abstain from voting. The procedures for voting are outlined below.

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record as of the Record Date, you may vote during the Annual Meeting by attending the Annual Meeting virtually and following the instructions posted at <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp>, by proxy over the Internet, or by phone by following the instructions provided in the notice, or, if you request printed copies of the proxy materials by mail, you may vote by mail. If your proxy is properly executed in time to be voted at the Annual Meeting, the shares represented by the proxy will be voted in accordance with the instructions you provide. Whether or not you plan to attend the Annual Meeting virtually, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting virtually and vote during the Annual Meeting if you have already voted by proxy.

1. To vote during the Annual Meeting, follow the instructions posted at <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp>. You will be asked to provide the 11-digit control number from the notice and follow the instructions.
2. To vote on the Internet, go to www.FCRVote.com/MYPS to complete an electronic proxy card. You will be asked to provide the 11-digit control number from the notice and follow the instructions. Your vote must be received by 11:59 p.m., Eastern Time, on June 3, 2024 to be counted.
3. To vote by phone, request a paper or email copy of the proxy materials by following the instructions on the notice and call the number provided with the proxy materials to transmit your voting instructions. Your vote must be received by 11:59 p.m., Eastern Time, on June 3, 2024 to be counted.



4. To vote by mail, request a paper copy of the proxy materials by following the instructions on the notice and complete, sign, and date the proxy card enclosed with the paper copy of the proxy materials and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank, or Other Agent

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a notice and voting instructions from that organization rather than from us. Simply follow the instructions to ensure that your vote is counted. To vote in person at the Annual Meeting you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker, bank, or other agent included with the notice, or contact your broker, bank, or other agent.

We provide Internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

QUORUM FOR THE ANNUAL MEETING

In accordance with our Certificate of Incorporation, the holders of a majority in voting power of the stock issued and outstanding and entitled to vote, present in person, or by remote communication, if applicable, or represented by proxy, will constitute a quorum for the transaction of business at all meetings of the stockholders, including the Annual Meeting. A quorum, once established at the Annual Meeting, will not be broken by the withdrawal of enough votes to leave less than a quorum. If, however, a quorum is not present or represented at the Annual Meeting, then either (i) the person presiding over the meeting or (ii) a majority in voting power of the stockholders, present in person, or by remote communication, if applicable, or represented by proxy, will have power to recess the meeting or adjourn the meeting from time to time.

As such, your shares will be counted for purposes of determining if there is a quorum represented at the Annual Meeting if:

- You are entitled to vote and you are present virtually at the Annual Meeting; or
- You have properly voted by proxy prior to the meeting online, by phone, or by mail.

Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present at the Annual Meeting.



VOTE REQUIRED TO APPROVE PROPOSALS

PROPOSAL	VOTES REQUIRED	EFFECT OF VOTES WITHHELD, ABSTENTIONS AND BROKER NON-VOTES
Proposal 1 - Election of Directors	The plurality of the votes cast. Stockholders will be given the choice to vote “FOR” or “WITHHOLD” votes for each nominee. Thus, the six nominees receiving the highest number of votes “FOR” their election will be elected.	Votes withheld and broker non-votes will have no effect.
Proposal 2 - Ratification of Appointment of Deloitte as our Independent Registered Public Accounting Firm	The affirmative vote of the holders of a majority in voting power of the votes cast (excluding abstentions and broker non-votes).	Abstentions will have no effect. As described below, brokers have discretion to vote any uninstructed shares on “routine” matters, including ratification of the appointment of the independent public accounting firm, and accordingly we do not expect any broker non-votes on this proposal.
Proposal 3 - Amendment to our Certificate of Incorporation	The affirmative vote of the holders of a majority in voting power of all outstanding classes of stock of the Company entitled to vote at the Annual Meeting.	Abstentions and broker non-votes will have the same effect as a vote against this proposal.

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K filed with the SEC within four business days following the Annual Meeting. If final voting results are not available to us within four business days following the Annual Meeting, we will file a Current Report on Form 8-K to publish preliminary results and will file an additional Current Report on Form 8-K to publish the final voting results within four business days of such final voting results being made available to us.

Andrew Pascal, our Chairman and Chief Executive Officer, currently possesses approximately 76% of the total voting power of our outstanding shares. Please see “Security Ownership of Certain Beneficial Owners and Management” below. Mr. Pascal has indicated his intention to vote: (1) for the election of each of the director nominees, (2) for the ratification of the appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2024, and (3) for the approval and adoption of the proposed amendment to our Certificate of Incorporation. Accordingly, the election of each of the director nominees, the ratification of the appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2024, and the approval and adoption of the proposed amendment to our Certificate of Incorporation are assured, notwithstanding a contrary vote by any or all stockholders other than Mr. Pascal.

ABSTENTIONS

An “abstention,” in the case of the proposals to be voted on at the Annual Meeting, represents a stockholder’s affirmative choice to decline to vote on a proposal. Abstentions are counted for purposes of determining whether a quorum is present. Abstentions have no effect on Proposal 1 or Proposal 2 to be voted upon at the Annual Meeting. An abstention on Proposal 3 will have the same effect as a vote against this proposal.



BROKER NON-VOTES

Generally, broker non-votes occur when shares held by a broker in “street name” for a beneficial owner are not voted with respect to a particular proposal because the broker (1) has not received voting instructions from the beneficial owner and (2) lacks discretionary voting power to vote those shares. A broker is typically entitled to vote shares held for a beneficial owner on routine matters, such as the ratification of the appointment of our independent registered public accounting firm, without instructions from the beneficial owner of those shares. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on non-routine matters, such as the election of directors or the proposed amendment to our Certificate of Incorporation. Broker non-votes are counted for purposes of determining whether a quorum is present.

HOW TO CHANGE YOUR VOTE AFTER SUBMITTING PROXY

You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are a stockholder of record, you may revoke your proxy in any one of three ways:

1. You may submit a duly executed proxy card with a later date or time than the previously submitted proxy;
2. You may send a written notice that you are revoking your proxy to our Secretary, Joel Agena, c/o PLAYSTUDIOS, Inc., 10150 Covington Cross Drive, Las Vegas, NV 89144; or
3. You may submit a later-dated vote on the Internet or by phone or a ballot cast online during the Annual Meeting (simply attending the Annual Meeting virtually will not, by itself, revoke your proxy).

If you are a beneficial owner, you may revoke your proxy by submitting new instructions to your broker, bank, or other agent, or if you have received a proxy from your broker, bank, or other agent giving you the right to vote your shares at the Annual Meeting, by attending the meeting virtually and voting during the meeting.

HOW TO SUBMIT STOCKHOLDER PROPOSALS FOR NEXT YEAR’S ANNUAL MEETING

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), some stockholder proposals may be eligible for inclusion in our 2025 proxy statement. Any such proposal must be submitted in writing by December 26, 2024 to our Secretary, Joel Agena, c/o PLAYSTUDIOS, Inc., 10150 Covington Cross Drive, Las Vegas, NV 89144. If we change the date of our 2025 Annual Meeting by more than thirty days from the date of the previous year’s annual meeting, the deadline shall be a reasonable time before we begin to print and send our proxy materials. Stockholders interested in submitting such a proposal are advised to contact knowledgeable counsel with regard to the detailed requirements of the applicable securities laws and our Bylaws. The submission of a stockholder proposal does not guarantee that it will be included in our proxy statement.

Our Bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders, but do not intend for the proposal to be included in our proxy statement. Our Bylaws provide that if you wish to submit a proposal that is not to be included in next year’s proxy statement or nominate a director, a timely written notice of a stockholder proposal must be delivered to, or mailed and received by our Secretary, Joel Agena, care of PLAYSTUDIOS, Inc., 10150 Covington Cross Drive, Las Vegas, NV 89144, no earlier than the 150th day and no later than the 120th day prior to the anniversary of the preceding year’s annual meeting of stockholders. Therefore, we must receive notice of such stockholder proposal no earlier than January 6, 2025 and no later than February 4, 2025, which notice must contain the information specified in our Bylaws. If we change the date of our 2025 Annual Meeting by more than thirty days before, or more than 70 days after, the one-year anniversary of the 2024 Annual Meeting, then the



written notice of a stockholder proposal that is not intended to be included in our proxy statement must be delivered, or mailed and received, no earlier than 120th day prior to our 2024 Annual Meeting date and no later than the 70th day prior to our 2025 Annual Meeting or, if later, the tenth day following the day on which certain public disclosure as described in our Bylaws of the meeting date is made. The public announcement of an adjournment or postponement of the 2025 Annual Meeting does not commence a new time period (or extend any time period) for the giving of a stockholder's notice as described in this Proxy Statement. You are advised to review our Bylaws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominees.

Any stockholder who intends to solicit proxies in support of a director nominee other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 7, 2025. However, if we change the date of our 2025 Annual Meeting by more than thirty calendar days from the one-year anniversary of the 2024 Annual Meeting, then such notice must be provided by the later of 60 calendar days prior to the date of the annual meeting or the tenth calendar day following the day on which public announcement of the date of the annual meeting is first made by us.

HOUSEHOLDING

We have adopted a procedure approved by the U.S. Securities and Exchange Commission (the "SEC") called "householding." Under this procedure, service providers that deliver our communications to stockholders may deliver a single copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials to multiple stockholders sharing the same address, unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. Stockholders who participate in householding will continue to receive separate proxy cards. This householding procedure reduces our printing costs and postage fees.

We will deliver promptly upon written or oral request a separate copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials, as applicable, to a stockholder at a shared address to which a single copy of the documents was delivered. In order to receive a separate copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials, please notify Broadridge Financial Solutions at www.ProxyVote.com or contact us at:

PLAYSTUDIOS, Inc.
10150 Covington Cross Drive
Las Vegas, NV 89144
(725) 877-7000

If you are eligible for householding, but you and other stockholders with whom you share an address currently receive multiple copies of our Annual Reports, Proxy Statements and/or Notices of Internet Availability of Proxy Materials, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials for your household, please contact Broadridge Financial Solutions in the manner provided above.

COSTS OF SOLICITATION

The costs of preparing, printing, and assembling the materials used in the solicitation of proxies from our stockholders are borne by the Company. In addition to the solicitation of proxies by mail, we may use the services of certain of our employees (for no additional compensation) to solicit proxies personally and by mail, telephone and electronic means from brokerage firms and other stockholders. We may also reimburse brokerage firms, banks and other agents, upon their request, for the costs of forwarding our proxy materials to beneficial owners of stock held in their name.

OUR MAILING ADDRESS

Our mailing address is 10150 Covington Cross Drive, Las Vegas, NV 89144.



PROPOSAL NO. 1 - ELECTION OF DIRECTORS

NOMINEES

Our stockholders will elect a Board of six directors at the Annual Meeting. Each of the directors is expected to hold office until the next annual meeting of our stockholders, or until his or her respective successor shall be duly elected and qualified. The affirmative vote of a plurality of the total votes cast for directors is necessary to elect a director. This means that the six nominees who receive the most votes will be elected to the six open directorships, even if they get less than a majority of the votes cast. Each nominee has consented to his or her nomination and has advised us that he or she intends to serve if elected. If at the time of the Annual Meeting one or more of the nominees have become unable to serve: (i) shares represented by proxies will be voted for the remaining nominees and for any substitute nominee or nominees; or (ii) the Board of Directors may, in accordance with our Bylaws, reduce the size of the Board of Directors or may leave a vacancy until a nominee is identified.

The following is a brief biography of each nominee for director and a discussion of the specific experience, qualifications, attributes, or skills for each nominee that led the Nominating and Corporate Governance Committee of the Board of Directors to recommend that person as a nominee for director as of the date of this Proxy Statement.

NAME	AGE	POSITION
Andrew Pascal	58	Chief Executive Officer and Chairman of the Board
James Murren	62	Director
Jason Krikorian	52	Director
Joe Horowitz	72	Director
Judy K. Mencher	67	Director
Steven J. Zanella	54	Director

Director Biographies

The following is a brief biographical summary of the experience of our directors and director nominees:

<p>ANDREW PASCAL</p> <p>Chief Executive Officer and Chairman of the Board</p> <p>Age: 58</p>	<p>Mr. Pascal has served as our Chief Executive Officer and Chairman of the Board of Directors since June 21, 2021, and prior to this served as a Co-Founder, Chairman, and Chief Executive Officer of the Company's predecessor entity, PlayStudios, Inc. ("Old PLAYSTUDIOS"), which he co-founded in 2011. Prior to co-founding Old PLAYSTUDIOS, Mr. Pascal served as Senior Vice President of Product Marketing and Development at Wynn Las Vegas, a luxury casino resort property owned by Wynn Resorts, Ltd., beginning in 2003 during the project's development phase, before ascending to the roles of President and Chief Operating Officer in 2005. Throughout Mr. Pascal's tenure, Wynn Las Vegas garnered multiple awards from the world's leading hospitality guides. In 2008, Mr. Pascal led the development and launch of Wynn Las Vegas' sister property, Encore Las Vegas. From 2001 to 2003, Mr. Pascal served as President and Chief Executive Officer of WagerWorks, Inc., a company he founded as a casino solutions and content supplier for many of the world's largest gaming and media brands. Following Mr. Pascal's departure, WagerWorks was acquired by International Game Technology. Mr. Pascal holds a Bachelor of Arts in Economics from the University of Colorado, Boulder. We believe Mr. Pascal is qualified to serve on the Board of Directors based on his substantial business experience, leadership, and management experience as the Chief Executive Officer of Old PLAYSTUDIOS and previously as a founder of, and executive director at, other software companies.</p>
---	--



<p>JAMES MURREN</p> <p>Director</p> <p>Age: 62</p> <p>Board Committees:</p> <ul style="list-style-type: none"> • Audit (Chair) 	<p>Mr. Murren has served as a member of the Board of Directors since June 21, 2021, and prior to this, served as Chairman of the Board of Directors of Acies Acquisition Corp. (“Acies”), our predecessor, a special-purpose acquisition company, or SPAC, since August 2020. He is the current Chairman and CEO of The Ritz-Carlton Yacht Collection and Chairman of the GCGRA Gaming Regulatory Board in Abu Dhabi. Mr. Murren was also the Chair of the Nevada COVID-19 Response, Relief and Recovery Task Force. He was the chair of the Leadership Board of the University of Southern California’s Keck School of Medicine and has been a member of the Board of Trustees for Howard University since 2016. Mr. Murren first joined MGM Resorts International in 1998 as the Chief Financial Officer and served as the Chairman and CEO of MGM Resorts International from December 2008 to February 2020. He also served as Chairman of the American Gaming Association from 2014 to 2017, was on the Board of Trustees of the Brookings Institution from 2011 to 2018, served on the National Infrastructure Advisory Council from December 2013 to 2020, and served as a director of Delta Petroleum Corporation from February 2008 to November 2011. Mr. Murren co-founded the Nevada Cancer Institute, which was the official cancer institute for the state of Nevada until 2013, and served as a director from 2002 to 2012. Mr. Murren is also a founding contributor to Nevada’s first Fisher House, which provides housing for military and Veterans’ families, which was founded in February 2016. He also served as a member of the Business Roundtable, an association of CEOs of leading U.S. companies. Mr. Murren received his Bachelor of Arts from Trinity College. He is a CFA® charterholder. We believe Mr. Murren is qualified to serve on the Board of Directors due to his significant leadership experience.</p>
<p>JASON KRIKORIAN</p> <p>Director</p> <p>Age: 52</p> <p>Board Committees:</p> <ul style="list-style-type: none"> • Audit • Nominating and Corporate Governance (Chair) 	<p>Mr. Krikorian has served as a member of the Board of Directors since June 21, 2021. He was a General Partner with DCM, an international venture capital firm, from 2010 through 2022. Mr. Krikorian has also served as a member of the board of directors of Matterport, Inc. since 2014 and Augmedix, Inc. since June 2017. He also has experience as a board member of other private companies. Before joining DCM, Mr. Krikorian was a co-founder of Sling Media, Inc., a pioneering digital media company and creator of the Slingbox, where he led the establishment of partnerships with global multiple system operators and mobile operators, as well as the international expansion of the company. Prior to Sling Media, Mr. Krikorian was a partner at id8 Group where he advised leading global brands on product and business strategy focusing on digital media and mobile device platforms. He also spent time at the Boston Consulting Group, where he advised Fortune 500 clients in the retail, automotive, and utilities sectors. Mr. Krikorian holds a Bachelor of Arts in Psychology from the University of California, Berkeley, and both a Master of Business Administration and Juris Doctorate from the University of Virginia. We believe Mr. Krikorian is qualified to serve on the Board of Directors due to his experience as an investor in the mobile device platforms space and his background and understanding of the Internet and digital media industries.</p>



JOE HOROWITZ

Director

Age: 72

Board Committees:

- Compensation
- Nominating and Corporate Governance

Mr. Horowitz has served as a member of the Board of Directors since June 21, 2021. Mr. Horowitz has been the Managing General Partner of Icon Ventures, a leading Silicon Valley venture capital firm, since 2003. Mr. Horowitz was also a founder of Icon Ventures in 2003 and has overseen its growth from \$100 million in assets under management to \$1.1 billion. Mr. Horowitz’s venture capital experience also includes a 10-year tenure at U.S. Venture Partners, where the first deal that he worked on was the seed financing of Sun Microsystems. He was also Chairman and CEO of Geocast Network Systems, a broadband infrastructure company backed by Mayfield, Kleiner Perkins and Institutional Venture Partners. Current Icon Ventures portfolio companies that Mr. Horowitz is a board member of, or actively involved with, include Area 1 Security, Global Worldwide, Synack, Tuneln and Volansi. He has also served on the board of the National Venture Capital Association and was previously a board member of the Western Association of Venture Capitalists. Mr. Horowitz holds a Bachelor of Arts in Economics from Columbia University and a Master of Business Administration from the Wharton Graduate School of Business. We believe Mr. Horowitz is qualified to serve on the Board of Directors due to his experience as an investor, board member or executive officer of multiple technology companies and his understanding of the technology industry.

JUDY K. MENCHER

Director

Age: 67

Board Committees:

- Audit
- Compensation (Chair)

Ms. Mencher has served as a member of the Board of Directors since June 21, 2021. Ms. Mencher currently serves as a member of the board of directors of New Millennium Homes, a California home builder, since 1997 and Spiral Water Technologies, a New Jersey manufacturer of advanced water filtration systems, since November 2018. Ms. Mencher is also the founder and Chief Executive Officer of Race Point Investors, LLC, a consultancy firm that specializes in advising various private equity funds and hedge funds on distressed investments and other matters, since March 2018. Prior to joining Race Point Investors, LLC, Ms. Mencher served as Principal of DDJ Capital Management, a firm that specializes in high yield and distressed investing, with assets under management during her tenure of \$1 billion to \$3 billion from 1996 to 2006. Ms. Mencher holds a Bachelor of Arts in Economics from Tufts University and both a Juris Doctorate and Master of Business Administration from Boston University. We believe Ms. Mencher is qualified to serve on the Board of Directors due to her experience as a board member of other companies and in evaluating investments, as well as her background in finance.



STEVEN J. ZANELLA	Mr. Zanella has served as a member of the Board of Directors since December 21, 2021, and was a member of the board of directors of Old PLAYSTUDIOS from June 2020 to June 2021. Mr. Zanella is the President of Operations for MGM Resorts International and oversees the company’s regional properties, Sports and Sponsorships, and Strategic Partnerships. Prior to this, Mr. Zanella served as the President of MGM Resorts Operations at MGM Resorts International and oversaw regional operations, future operations tied to domestic growth, and certain global growth initiatives. Additionally, he leads Sports Partnerships, Citywide Event Strategy, and the company’s ongoing relationship with Marriott International. Mr. Zanella also served as Chief Commercial Officer of MGM Resorts International, where he oversaw Sports & Sponsorships, Brand Marketing, Direct Marketing, Group Sales, Revenue Management, Social Media, Loyalty and Commercial Strategy. Prior to that, he held the position of President & COO of CityCenter, where he managed daily operations and provided strategic direction for the ultra-luxury resorts A veteran of the hospitality industry with more than 30 years of experience, he joined MGM Resorts in 1991 as a participant in the Management Associate Program, which is a hands-on training curriculum for college graduates. In his tenure with the company, Mr. Zanella has also served as President & Chief Operating Officer of MGM Grand Detroit, Senior Vice President of Marketing for MGM Grand Las Vegas, Vice President of Slots at Beau Rivage, Director of Slot Marketing and Player Development also at Beau Rivage, and Domestic Marketing Administrator for Table Games Marketing at The Mirage. Mr. Zanella received his bachelor’s degree in Hotel Administration from the University of Nevada, Las Vegas. In 2014 he earned a Master in Business Administration degree from the University of Michigan’s Stephen M. Ross School of Business. We believe Mr. Zanella is qualified to serve on the Board of Directors due to his significant management experience as a senior executive of a public company and his understanding of the entertainment and gaming industry.
Director	
Age: 54	

Board Diversity Matrix (As of April 10, 2024)

Total Number of Directors				6
	Female	Male	Non-Binary	Did Not Disclose Gender
Gender Identity				
Directors	1	5	—	—
Demographic Background				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	5	—	—
Two or More Races or Ethnicities	—	—	—	—
Did Not Disclose Ethnicity or Race	1	—	—	—
LGBTQ+	1	—	—	—
Persons with Disabilities	—			—



The Board of Directors recommends a vote FOR the election of each of the director nominees.

EXECUTIVE OFFICER BIOGRAPHIES

The following is a brief biographical summary of the experience of our executive officers:

<p>SCOTT PETERSON</p> <p>Chief Financial Officer</p> <p>Age: 57</p>	<p>Mr. Peterson has served as our Chief Financial Officer since June 21, 2021 and prior to this served as the Chief Financial Officer of Old PLAYSTUDIOS since June 2017. Mr. Peterson is a seasoned finance executive with expertise in accounting, financial management, and compliance, and brings more than 20 years of senior level financial leadership of public and private companies. In 2005, he was named Vice President and Chief Financial Officer for Wynn Macau, and returned to Las Vegas as the Senior Vice President and Chief Financial Officer of Wynn Las Vegas in 2009 and continued in such position until 2015. Mr. Peterson’s responsibilities encompassed all aspects of finance, accounting, and both casino and hotel finance operations. He was also the principal finance and accounting officer responsible for casino and hotel compliance with Wynn’s internal controls, as well as state and federal requirements under the Sarbanes-Oxley Act and the Nevada Gaming Control Board. Mr. Peterson holds a Bachelor of Science in Accounting from the University of Southern California.</p>
<p>JOEL AGENA</p> <p>General Counsel and Secretary</p> <p>Age: 61</p>	<p>Mr. Agena has served as our General Counsel and Secretary since February 23, 2022, and as our Vice President, Legal Counsel and Secretary since June 21, 2021, and prior to this served as the Vice President, Legal Counsel and Secretary of Old PLAYSTUDIOS since January 2019. Mr. Agena is responsible for overseeing all of our legal affairs, including corporate governance, mergers and acquisitions, securities, finance, general business, and content licensing. Mr. Agena has more than 26 years of experience as a practicing attorney. Prior to joining Old PLAYSTUDIOS in January 2019, Mr. Agena served as Old PLAYSTUDIOS’ outside counsel since its inception in 2011. In 2001 he founded The Phoenix Law Group where his practice was focused on acting as outside general counsel for emerging growth companies. Mr. Agena received a Juris Doctorate from the University of Nebraska, College of Law in 1997 where he was a Member of the Law Review, Order of the Coif, and an Arthur E. Perry Scholar.</p>



CORPORATE GOVERNANCE MATTERS

CORPORATE GOVERNANCE GUIDELINES

Our Board has adopted Corporate Governance Guidelines that address, among other topics, the role and responsibilities of our directors, the structure and composition of our Board, and corporate governance policies and standards applicable to us in general. The Corporate Governance Guidelines are subject to periodic reviews and changes by our Nominating and Corporate Governance Committee and our Board. The full text of our Corporate Governance Guidelines is available on the investor relations page on our website at ir.playstudios.com.

CODE OF BUSINESS CONDUCT AND ETHICS

We have adopted a code of business conduct and ethics that applies to all of our employees, officers, and directors, including our chief executive officer, chief financial officer, and other executive and senior financial officers. The full text of our code of business conduct and ethics is available on the investor relations page on our website at ir.playstudios.com. We intend to post any amendment to our code of business conduct and ethics, and any waivers of its requirements, on our website or in filings under the Exchange Act to the extent required by applicable rules or regulations or listing requirements of The Nasdaq Stock Market LLC ("Nasdaq"). Information on or that can be accessed through our website is not part of this Proxy Statement.

CONTROLLED COMPANY EXEMPTION

Andrew Pascal and his affiliates, directly and indirectly beneficially own or control more than 50% of the combined voting power for the election of directors. As a result, we are a "controlled company" within the meaning of the corporate governance standards of Nasdaq and may elect not to comply with certain corporate governance standards, including, but not limited to, the following requirements:

- that a majority of the Board of Directors consist of directors who qualify as "independent" as defined under the rules of Nasdaq;
- that we have a nominating and corporate governance committee and, if we have such a committee, that it is composed entirely of independent directors; and
- that we have a compensation committee and, if we have such a committee, that it is composed entirely of independent directors.

Although as of the date of this Proxy Statement, we do not utilize any of these exemptions, we may elect to utilize one or more of these exemptions for so long as we remain a "controlled company." Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of these corporate governance requirements. In the event that we cease to be a "controlled company" and our shares continue to be listed on Nasdaq, we will be required to comply with these provisions within the applicable transition periods.

DIRECTOR INDEPENDENCE

Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, we have determined that James Murren, Jason Krikorian, Joe Horowitz, and Judy K. Mencher, representing four of PLAYSTUDIOS' six directors, are "independent" as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the Nasdaq.

ROLE OF BOARD IN RISK OVERSIGHT

The Board of Directors has extensive involvement in the oversight of risk management related to the Company and our business and accomplishes this oversight through the regular reporting to the



Board of Directors by the Audit Committee. The Audit Committee represents the Board of Directors by periodically reviewing our accounting, reporting, and financial practices, including the integrity of our financial statements, the surveillance of administrative and financial controls, and our compliance with legal and regulatory requirements. Through its regular meetings with management, including the finance, legal, internal audit, and information technology functions, the Audit Committee reviews and discusses all significant areas of our business and summarizes for the Board of Directors all areas of risk, including those related to cybersecurity, information security and data privacy, and the appropriate mitigating factors. In addition, the Board of Directors receives periodic detailed operating performance reviews from management. Due to the role the Board of Directors takes in risk oversight, the Board of Directors believes its leadership structure must allow it to effectively oversee the management of applicable risks related to the Company and its operations. The Board of Directors believes its current leadership structure enables it to effectively provide such oversight

COMMUNICATIONS WITH DIRECTORS

Interested parties may communicate with our Board or with an individual director by writing to our Board or to the particular director and mailing the correspondence to: PLAYSTUDIOS, Inc., 10150 Covington Cross Drive, Las Vegas, NV 89144. The Corporate Secretary will promptly relay to the addressee all communications that he determines require prompt attention and will regularly provide our Board with a summary of all substantive communications.

BOARD QUALIFICATIONS

Our Board has delegated to our Nominating and Corporate Governance Committee the responsibility for recommending to our Board the nominees for election as directors at the annual meeting of stockholders and for recommending persons to fill any vacancy on our Board. Directors are selected on the basis of experience in finance and business, and knowledge about the Company and the industry in which we operate. As a majority of our Board must consist of individuals who are independent, since we are not utilizing any of the "controlled company" exemptions, a nominee's ability to meet the independence criteria established by the listing requirements of Nasdaq is also a factor in the nominee selection process.

For a better understanding of the qualifications of each of our directors, we encourage you to read their biographies set forth in this Proxy Statement.

DIRECTOR NOMINATIONS

The Nominating and Corporate Governance Committee will consider candidates for directors recommended by stockholders so long as the recommendations comply with our Certificate of Incorporation and Bylaws and applicable laws, rules and regulations, including those promulgated by the SEC. The Nominating and Corporate Governance Committee will evaluate such recommendations in accordance with its charter, our Certificate of Incorporation and Bylaws, our corporate governance guidelines, and the regular nominee criteria described above. Stockholders wishing to recommend a candidate for nomination should comply with the procedures set forth in the section above entitled "How to Submit Stockholder Proposals for Next Year's Annual Meeting."

ATTENDANCE AT ANNUAL MEETING

The Company does not have a formal policy requiring the members of our Board of Directors to attend its annual meetings of stockholders, although directors are encouraged to attend annual meetings of stockholders. Mr. Pascal acted as chairman of the 2023 annual meeting of stockholders and attended the meeting in that capacity.

RELATED-PARTY TRANSACTION POLICY

The Board of Directors has adopted a written related party transaction approval policy pursuant to which the Audit Committee will review and approve or take such other actions as it may deem appropriate with respect to the following transactions:



- a transaction in which we are a participant and which involves an amount exceeding \$120,000 and in which any of our directors, officers or 5% stockholders, or any other “related person” as defined in Item 404 of SEC Regulation S-K (“Item 404”), has or will have a direct or indirect material interest; and
- any other transaction that meets the related party disclosure requirements of the SEC as set forth in Item 404.

In reviewing and approving any such transactions, the policy requires that the Audit Committee consider the relevant facts and circumstances available and deemed relevant, including the nature of the related person’s interest in the transaction and whether the transaction is on terms comparable to those that could be obtained in an arm’s length transaction. This policy also provides that the following transactions are deemed pre-approved:

- decisions on compensation of our directors or executive officers, if required to be disclosed in our proxy statement;
- certain ordinary course transactions where a related person has a limited interest;
- transactions where a related person’s interest or benefit arises solely from such person’s ownership of our securities and holders of such securities receive the same benefit on a pro rata basis; and
- transactions where the rates or charges involved in the transactions are determined by competitive bids.

Other than the transactions described below under “Certain Relationships and Related-Party and Other Transactions,” there have been no other related person transactions that require disclosure under the SEC rules since the beginning of our last completed fiscal year.

BOARD LEADERSHIP STRUCTURE

Our Board will fill the Chairman of our Board and CEO positions based upon our Board’s view of what is in the best interests of PLAYSTUDIOS. The CEO and Chairman may, but need not be, the same person. Currently, Andrew Pascal is our CEO and the Chairman of our Board. Jason Krikorian is our lead independent director. The lead independent director serves as the principal liaison between the independent directors and the Chairman of our Board. In that capacity, the lead independent director presides over executive sessions of the independent directors, chairs Board meetings in the Chairman’s absence, and collaborates with the Chairman of our Board on agendas, schedules and materials for Board meetings.

We believe this leadership structure is best for the Company and our stockholders at this time. Having a single leader for both PLAYSTUDIOS and our Board minimizes the potential for confusion or duplication of efforts, and provides clear leadership and accountability for the Company. We believe there is good communication between management and our non-employee directors, and that our non-employee directors are able to carry out their oversight responsibilities effectively.

Our Board believes that management speaks for PLAYSTUDIOS. While individual non-employee directors may, from time-to-time, meet or otherwise communicate with various constituencies that are involved with us, it is expected that directors would do this with the knowledge of management and, absent unusual circumstances, only at the request of management.

BOARD MEETINGS AND COMMITTEES

Our Board of Directors met four times during 2023. Each of our incumbent directors attended or participated in at least 75% of the aggregate number of (i) the meetings of the Board and (ii) the meetings of the respective committees of which the applicable director was a member. Our Board has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee, each of which has the composition and responsibilities described below. Members serve on these committees until their resignation or until otherwise determined by the Board of Directors. Each committee is governed by a written charter. Each committee charter is posted on our website at



<https://ir.playstudios.com/corporate-governance/board-committees>. From time to time, our Board may also establish other, special committees when necessary to address specific issues.

Audit Committee

Our Audit Committee met four times during 2023. The Audit Committee consists of Jason Krikorian, Judy K. Mencher, and James Murren, each of whom is a non-employee member of the Board of Directors. James Murren is the chair of the Audit Committee. The Board of Directors has determined that each of the members of the Audit Committee satisfies the requirements for independence and financial literacy under the rules and regulations of Nasdaq and the SEC. The Board of Directors has also determined that James Murren qualifies as an “audit committee financial expert” as defined in the SEC rules and regulations and satisfies the financial sophistication requirements of Nasdaq. The Audit Committee is responsible for, among other things:

- selecting and hiring a registered public accounting firm;
- evaluating the performance and independence of the registered public accounting firm;
- approving the audit and pre-approving any non-audit services to be performed by the registered public accounting firm;
- reviewing the integrity of our financial statements and related disclosures and reviewing our critical accounting policies and practices;
- reviewing the adequacy and effectiveness of our internal control policies and procedures and our disclosure controls and procedures;
- overseeing procedures for the treatment of complaints relating to accounting, internal accounting controls or audit matters;
- reviewing and discussing with management and the registered public accounting firm the results of the annual audit, our quarterly financial statements, and our publicly filed reports;
- establishing procedures for employees to anonymously submit concerns about questionable accounting or audit matters;
- reviewing and approving in advance any proposed related-person transactions; and
- preparing the Audit Committee report that the SEC requires in our annual proxy statement.

Compensation Committee

Our Compensation Committee met four times during 2023. The Compensation Committee consists of Joe Horowitz and Judy K. Mencher, each of whom is a non-employee member of the Board of Directors. Judy K. Mencher is the chair of the Compensation Committee. The Board of Directors has determined that each member of the Compensation Committee meets the requirements for independence under the rules and regulations of Nasdaq and the SEC. The Compensation Committee is responsible for, among other things:

- determining, or recommending to the Board of Directors for determination, the compensation of the executive officers, including the chief executive officer;
- overseeing and setting compensation for the members of the Board of Directors;
- administering our equity compensation plans;
- overseeing our overall compensation policies and practices, compensation plans, and benefits programs; and
- preparing the compensation committee report that the SEC may require in our annual proxy statement.

In determining, or recommending for determination, executive officer compensation, the Compensation Committee considers individual and company goals and performance, as well as data sources regarding compensation paid by comparable companies. In furtherance of its oversight



duties, the Compensation Committee conducts reviews and evaluations of the Company's overall and executive compensation and benefits practices, plans and policies generally, including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval.

The Compensation Committee may delegate its authority to subcommittees or the Chair of the Compensation Committee when it deems it appropriate and in our best interests. The Compensation Committee may delegate to one or more officers the authority to make grants and awards of stock rights or options to any non-Section 16 officer under such of the Company's incentive-compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans. The Compensation Committee may delegate to one or more officers the authority to set overall compensation policies and practices, compensation plans and benefits programs as the Compensation Committee deems appropriate, other than with respect to our executive officers.

The Compensation Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel, or other adviser and shall be directly responsible for the appointment, compensation, and oversight of the work of any such adviser retained by the Compensation Committee.

The Compensation Committee engaged Compensia, Inc., a national compensation consulting firm, as an independent compensation consultant in the last fiscal year to assist with advice on executive compensation, director compensation, and other compensation consulting. Compensia did not provide any other material services (separate from consulting advice provided to the Compensation Committee) in 2023.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee met four times during 2023. The Nominating and Corporate Governance Committee consists of Joe Horowitz and Jason Krikorian, each of whom is a non-employee member of the Board of Directors. Jason Krikorian serves as the chair of the Nominating and Corporate Governance Committee. The Board of Directors has determined that each member of our Nominating and Corporate Governance Committee meets the requirements for independence under the rules and regulations of Nasdaq and the SEC. The Nominating and Corporate Governance Committee is responsible for, among other things:

- evaluating and making recommendations regarding the composition, organization and governance of the Board of Directors and its committees;
- reviewing and making recommendations with regard to our corporate governance guidelines and compliance with laws and regulations;
- reviewing conflicts of interest of the directors and executive officers and proposed waivers of our corporate governance guidelines and code of business conduct and ethics; and
- evaluating the performance of the Board of Directors and its committees.

When evaluating candidates and making recommendations for director nominees, including incumbents, the Nominating and Corporate Governance Committee reviews and considers our current and future needs to ensure that the Board of Directors has the appropriate balance of knowledge, experience, skills, expertise, judgment, perspectives, and backgrounds. The Nominating and Corporate Governance Committee also seeks appropriate input from senior management in assessing the needs of the Board of Directors for relevant knowledge, experience, skills, expertise, judgment, perspective, and background of its members.

The Nominating and Corporate Governance Committee's goal is to assemble a Board that brings the Company a diversity of experience at policy-making levels in areas that are relevant to our activities. Directors should possess the highest personal and professional ethics, integrity, and values and be committed to representing the long-term interests of our stockholders. They must have an inquisitive and objective outlook and mature judgment. They must also have experience in positions with a high degree of responsibility and be leaders in the companies or institutions with which they are, or have been, affiliated. Director candidates must have sufficient time available, in the judgment of the Nominating and Corporate Governance Committee, to perform all Board and committee responsibilities that will be expected of them. Directors are expected to rigorously prepare for, attend



and participate in all meetings of the Board of Directors and applicable committees. While we do not have a specific policy regarding diversity, when considering the nomination of directors, the Nominating and Corporate Governance Committee does consider the diversity of its directors and nominees in terms of knowledge, experience, skills, expertise, judgment, perspective, background, and other demographic factors. Other than the foregoing, there are no specific minimum criteria for director nominees. The Nominating and Corporate Governance Committee believes it appropriate for one or more key members of the Company's management, including the Chief Executive Officer, to serve on the Board of Directors.

If the Board determines to seek directors for nomination, the Nominating and Corporate Governance Committee will consider candidates proposed by directors or management, and will evaluate any such candidates against the criteria and pursuant to the policies and procedures set forth above. The Nominating and Corporate Governance Committee may engage, as appropriate, a third party search firm to assist in identifying qualified candidates. The nominating process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Nominating and Corporate Governance Committee. In addition, the Nominating and Corporate Governance Committee may consider recommendations for nominees that are timely submitted by stockholders if such recommendations are delivered in the manner prescribed by the advance notice provisions contained in our Bylaws.

DIRECTOR COMPENSATION

We have adopted a non-employee director compensation program which is designed to provide competitive compensation necessary to attract and retain high quality non-employee directors and to encourage ownership of our stock to further align their interests with those of our stockholders. The program provides the following compensation for non-employee directors:

- An annual cash retainer of \$40,000;
- An annual cash retainer of \$15,000 for the lead independent director;
- An annual cash retainer of \$5,000 for the chair of a board committee;
- An annual cash retainer of \$10,000 for members of each committee;
- An annual grant of restricted stock units (“RSUs”) under the 2021 Equity Incentive Plan (the “2021 Plan”) with a target grant value of \$150,000 for each director who has completed six months’ service, which vests quarterly over one year; and
- An additional annual cash retainer of \$20,000 for serving as our non-executive chair, if applicable.

DIRECTOR COMPENSATION TABLE

The following table provides information concerning the compensation of each non-employee director who served on the Board of Directors during the fiscal year ended December 31, 2023.

NAME	FEE EARNED OR PAID IN CASH (\$)	STOCK AWARDS (\$) ⁽¹⁾	OPTION AWARDS	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
James Murren	55,000	150,000	—	—	205,000
Jason Krikorian	65,000	150,000	—	—	215,000
Joe Horowitz	— ⁽²⁾	150,000	—	—	150,000
Judy K. Mencher	65,000	150,000	—	—	215,000
Steven J. Zanella	40,000	150,000	—	—	190,000

- (1) The amounts in this column reflect the grant date fair value of RSUs computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standard Codification (“ASC”) Topic 718.
- (2) In accordance with the internal policies of Icon Ventures, of which Mr. Horowitz serves as Managing General Partner as described herein, Mr. Horowitz has waived any cash compensation for his service as a non-employee director of the Company.



OWNERSHIP OF COMMON STOCK

The following table sets forth information regarding the beneficial ownership of our Class A common stock and Class B common stock as of April 10, 2024 by:

- each of our directors and executive officers;
- all directors and executive officers as a group; and
- each person who is known to us to own beneficially more than 5% of our common stock.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are exercisable or exercisable within 60 days. In computing the number of shares of Class A common stock or Class B common stock held by a beneficial owner and that holder's percentage ownership, shares of our Class A common stock or Class B common stock subject to options and warrants held by that person that are currently exercisable or exercisable within 60 days of April 10, 2024, as well as RSUs that are expected to vest and settle within 60 days of April 10, 2024, are deemed to be outstanding. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

The percentage ownership of common stock is based on 118,313,557 shares of Class A common stock and 16,457,769 shares of Class B common stock outstanding as of April 10, 2024.

Each outstanding share of our Class B common stock is convertible at any time at the election of the holder into one share of Class A common stock.

Unless otherwise indicated and subject to applicable community property laws, we believe that all persons named in the table have sole voting and investment power with respect to all shares of our Class A common stock or Class B common stock beneficially owned by them. The information provided in the table is based on our records, information filed with the SEC, and information provided to us, except as otherwise noted.

NAME AND ADDRESS OF BENEFICIAL OWNER ⁽¹⁾	CLASS A COMMON STOCK		CLASS B COMMON STOCK		COMBINED VOTING POWER**
	NUMBER	%	NUMBER	%	
5% Holders of New PLAYSTUDIOS:					
MGM Resorts International ⁽²⁾	16,647,124	14.1%	—	—%	3.7%
Microsoft Corporation ⁽³⁾	11,677,398	9.9%	—	—%	2.6%
BlackRock, Inc. ⁽⁴⁾	6,352,094	5.4%	—	—%	1.4%
Directors and Executive Officers:					
Andrew Pascal	632,671 ⁽⁵⁾	*	14,524,625 ⁽⁶⁾	79.3%	75.9% ⁽⁷⁾
James Murren	1,847,263 ⁽⁸⁾	1.5%	—	—%	*
Jason Krikorian	57,424 ⁽⁹⁾	*	—	—%	*
Joe Horowitz	57,424 ⁽¹⁰⁾	*	—	—%	*
Judy K. Mencher	624,523 ⁽¹¹⁾	*	—	—%	*
Steven J. Zanella	57,424 ⁽¹²⁾	*	—	—%	*
Scott Peterson	928,908 ⁽¹³⁾	*	—	—%	*
Joel Agena	529,851 ⁽¹⁴⁾	*	—	—%	*
All directors and executive officers as a group (8 individuals)	4,727,510 ⁽¹⁵⁾	3.9%	14,524,625 ⁽⁶⁾	79.3%	76.4%

* Denotes less than 1.0%



- ** Percentage of total voting power represents voting power with respect to all shares of Class A common stock and Class B common stock, as a single class. Each share of Class B common stock is entitled to 20 votes per share and each share of Class A common stock is entitled to one vote per share. Shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of April 10, 2024 and RSUs that are expected to vest and settle within 60 days of April 10, 2024 are deemed to be outstanding and to be beneficially owned by the person holding such stock options or RSUs for purposes of computing the percentage ownership of that person but are not treated as outstanding for purposes of computing the percentage ownership of any other person.
- (1) Unless otherwise noted, the business address of each of those listed in the table above is 10150 Covington Cross Drive, Las Vegas, Nevada 89144.
 - (2) The address of MGM Resorts International is 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109.
 - (3) The address of Microsoft Corporation is One Microsoft Way, Redmond, Washington 98052. Reported ownership reflects information contained in most recent Form 4 filed on February 26, 2024.
 - (4) The address of BlackRock, Inc. is 50 Hudson Yards, New York, New York, 10001.
 - (5) Consists of 632,671 shares of Class A common stock held by the Pascal Family Trust. Mr. Pascal is the trustee of the Pascal Family Trust. Does not include shares of Class A common stock issuable upon conversion of Class B common stock held by Mr. Pascal.
 - (6) Consists of (i) 9,419,827 shares of Class B common stock held of record by DreamStreet Holdings, LLC, (ii) 2,913,005 shares of Class B common stock held of record by the Pascal Family Trust, (iii) 327,469 shares of Class B common stock held directly by the reporting person, and (iv) 1,864,324 shares of Class B common stock underlying options. Mr. Pascal is the manager of DreamStreet Holdings, LLC and the trustee of the Pascal Family Trust. Each outstanding share of our Class B common stock is convertible at any time at the election of the holder into one share of Class A common stock.
 - (7) Includes 3,797,468 shares of Class B common stock held by PGP 2021 Irrevocable Trust and SJP 2021 Irrevocable Trust (collectively, the "Irrevocable Trusts"). The Irrevocable Trusts entered into irrevocable proxies and granted power of attorney to Mr. Pascal to vote the shares of Class B common stock held by the Irrevocable Trusts.
 - (8) Includes (i) 49,446 shares of Class A common stock held directly by the reporting person, (ii) 7,979 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024, (iii) 959,419 shares of Class A common stock held of record by The Murren Family Trust, (iv) 1,018,784 shares of Class A common stock issuable upon exercise of warrants, and (v) 50,000 shares of Class A common stock held of record by J&H Investments, LLC. J&H Investments, LLC is co-owned 50/50 by The JM 2021 Irrevocable Trust and The HM 2021 Irrevocable Trust. James Murren is the trustee of The JM 2021 Irrevocable Trust and Heather Murren is the trustee of The HM 2021 Irrevocable Trust. James Murren and Heather Murren share voting and dispositive power with respect to the securities held by J&H Investments, LLC. Does not include 238,362 shares of Class A common stock that are unvested and subject to forfeiture if certain vesting conditions are not satisfied. The 238,362 shares of Class A common stock subject to forfeiture do not have any voting rights and will vest in two equal tranches if the closing price of the Class A common stock exceeds \$12.50 and \$15.00 per share, respectively, for any 20 trading days within any 30-trading day period commencing on October 27, 2021 and ending on June 21, 2026 (the shares will also vest based on the price targets in connection with a sale of the Company). If the vesting conditions are not met on before June 21, 2026 (subject to extension if a definitive agreement for a sale of the Company has been entered into prior to June 21, 2026), the shares not then-vested will be forfeited for no consideration.
 - (9) Includes 49,446 shares of Class A common stock held directly by the reporting person and 7,979 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024.
 - (10) Includes 49,446 shares of Class A common stock held directly by the reporting person and 7,979 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024. Does not include 4,794,359 shares of Class A common stock held by Icon Ventures IV, L.P., as to which Mr. Horowitz disclaims beneficial ownership except to the extent of his pecuniary interests in such shares.



- (11) Includes (i) 49,446 shares of Class A common stock held directly by the reporting person, (ii) 7,979 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024, and (iii) 567,099 shares of Class A common stock held of record by The Judy K. Mencher Trust 2014. Mrs. Mencher is the trustee of The Judy K. Mencher Trust 2014.
- (12) Includes 49,446 shares of Class A common stock held directly by the reporting person and 7,979 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024. Does not include 16,647,124 shares of Class A common stock beneficially owned by MGM Resorts International, as to which Mr. Zanella disclaims beneficial ownership.
- (13) Includes (i) 459,629 shares of Class A common stock held of record by the Scott E. Peterson Trust, (ii) 135,945 shares of Class A common stock underlying options, and (iii) 333,334 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024. Mr. Peterson is the trustee of the Scott E. Peterson Trust.
- (14) Includes (i) 130,141 shares of Class A common stock held directly by the reporting person, (ii) 233,043 shares of Class A common stock underlying options, and (iii) 166,667 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024.
- (15) Consists of (i) 2,807,825 shares of Class A common stock, (ii) 368,988 shares underlying options to purchase Class A common stock that are exercisable within 60 days of April 10, 2024, (iii) 539,894 shares of Class A common stock subject to RSUs that are expected to be vested and settled within 60 days of April 10, 2024, and (iv) 1,018,784 shares of Class A common stock issuable upon exercise of warrants that are exercisable within 60 days of April 10, 2024.

PROHIBITION ON HEDGING

Directors, officers, and employees are prohibited from engaging in any derivative transactions (including transactions involving options, puts, calls, prepaid variable forward contracts, equity swaps, collars and exchange funds or other derivatives) that are designed to hedge or speculate on any change in the market value of the Company's equity securities. Directors, officers, and employees are also prohibited from shorting the Company's stock. Hedging transactions may permit a director, officer, or employee to continue to own our securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer, or employee may no longer have the same objectives as our other stockholders.

POLICY ON STOCK PLEDGING

Our Insider Trading Policy prohibits pledges of our securities by employees, officers, and directors in any circumstance, including by purchasing Company securities on margin or holding Company securities in a margin account.



SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than 10% of a registered class of our equity securities to file reports of beneficial ownership and changes in beneficial ownership with the SEC. To our knowledge, based upon our review of reports filed with the SEC and written representations that no other reports were required, we believe that, during the fiscal year ended December 31, 2023, there were no failures to timely file reports by persons required to file reports under Section 16(a) of the Exchange Act.



EXECUTIVE COMPENSATION

This section provides an overview of our executive compensation programs, including a narrative description of the material factors necessary to understand the information disclosed in the summary compensation table below.

For the years ended December 31, 2023 and December 31, 2022, our named executive officers (“Named Executive Officers” or “NEOs”) were:

- Andrew Pascal, Chairman and Chief Executive Officer;
- Scott Peterson, Chief Financial Officer; and
- Joel Agena, General Counsel and Secretary.

The objective of our compensation program is to provide a total compensation package to each NEO to enable us to attract, motivate and retain outstanding individuals, align the interests of our executive team with those of our equity holders, encourage individual and collective contributions to the successful execution of our short- and long-term business strategies and reward NEOs for performance. The Board of Directors has historically determined the compensation for the NEOs, with the CEO providing his recommendation regarding the compensation for the other NEOs.

For the years ended December 31, 2023 and December 31, 2022, the compensation program for the NEOs consisted of base salary and incentive compensation delivered in the form of an annual cash bonus, each as described below:

- **Base Salary.** Base salary is paid to attract and retain qualified talent and is set at a level that is commensurate with the NEO’s duties and authorities, contributions, prior experience, and sustained performance.
- **Annual Cash Bonus.** Annual cash bonuses are paid to incentivize the NEOs to achieve our annual financial and operating performance metrics goals and are paid at the discretion of the Board of Directors.
- **Equity-Based Long-Term Incentive Compensation.** Equity compensation is provided in the form of restricted stock units with multi-year vesting to align NEO’s interests with our stockholders’ interests and to emphasize long-term financial performance and executive retention.

SUMMARY COMPENSATION TABLE

The following table shows information concerning the annual compensation for services provided to the Company by the NEOs for the years ended December 31, 2023, and December 31, 2022.

NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	BONUS (\$)	STOCK AWARDS (\$) ⁽¹⁾	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
Andrew Pascal, Chairman and CEO	2023	740,385	400,000 ⁽²⁾	4,770,000	2,600	5,912,985
	2022	500,000	375,000 ⁽³⁾	—	378,500 ⁽³⁾⁽⁴⁾	1,253,500
Scott Peterson, CFO	2023	350,000	100,000 ⁽²⁾	—	7,100	457,100
	2022	331,923	85,000 ⁽³⁾	2,290,500	81,638 ⁽⁴⁾	2,789,062
Joel Agena, General Counsel and Secretary	2023	275,000	35,000 ⁽²⁾	—	6,000	316,000
	2022	265,962	50,000 ⁽³⁾	1,527,000	80,319 ⁽⁴⁾	1,923,281



- (1) The amounts in this column reflect the grant date fair value of RSUs granted to the named executive officers in each covered fiscal year computed in accordance with FASB ASC Topic 718 and do not reflect whether the recipient has actually received a financial benefit from the award.
- (2) Paid in 2024.
- (3) Paid in 2023.
- (4) Messrs. Pascal, Peterson, and Agena received \$375,000, \$75,000, and \$75,000 of transaction-related compensation, respectively, as a result of our acquisition of Brainium Studios LLC.



OUTSTANDING EQUITY AWARDS AS FISCAL YEAR-END

The following table shows information regarding outstanding equity awards held by the NEOs as of December 31, 2023.

NAME	GRANT DATE	OPTION AWARDS				STOCK AWARDS	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	Number of RSUs That Have Not Vested (#)	Market Value of RSUs That Have Not Vested (\$) ⁽¹⁾
Andrew Pascal	4/17/17	1,864,324	—	1.01	4/17/2027	750,000	2,032,500
Scott Peterson	6/29/17	67,974	—	1.01	4/1/2027	150,000	406,500
	2/28/19	67,974	—	1.44	1/1/2029	—	—
Joel Agena	12/22/15	46,609	—	0.90	9/1/2025	100,000	271,000
	6/29/17	93,217	—	1.01	5/1/2027	—	—
	2/28/19	93,217	—	1.44	1/1/2029	—	—

(1) Amounts in this column are based upon the closing price of the Company's Class A common stock at December 29, 2023, the final trading day of the year, which was \$2.71.

EMPLOYMENT AGREEMENTS

None of the NEOs have employment agreements with us, and all of our NEOs are at-will employees. In certain cases, we exchange offer letters with our NEOs and other employees that set forth compensation and other terms of their at-will employment (and, in Mr. Agena's case, eligibility to receive reimbursement of up to \$1,000 per month for costs associated with office space and the severance protection described below under "*Potential Payments Upon Termination or Change in Control*").

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Mr. Agena is entitled to severance in an amount equal to six months of his then-current base salary in the event of his termination by the Company without "cause" (as defined in his offer letter).



EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2023 (in thousands, except price).

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS AND RIGHTS	WEIGHTED- AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS AND RIGHTS ⁽¹⁾	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A))
	(a)	(b)	(c)
Equity compensation plans approved by security holders ⁽²⁾	17,097 ⁽³⁾	\$1.27	17,298 ⁽⁴⁾⁽⁵⁾
Equity compensation plans not approved by security holders	—	—	—
Total	17,097		17,298

- (1) The weighted average exercise price is calculated based solely on outstanding stock options.
- (2) Consists of the Old PLAYSTUDIOS' 2011 Omnibus Stock and Incentive Plan (the "2011 Plan"), the PLAYSTUDIOS, Inc. 2021 Equity Incentive Plan (the "2021 Plan"), and the PLAYSTUDIOS, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP").
- (3) Consists of 5.4 million shares of Class A common stock or Class B common stock underlying outstanding stock options previously granted under the 2011 Plan and 11.7 million of Class A common stock underlying outstanding restricted stock units granted under the 2021 Plan. No additional awards may be granted under the 2011 Plan.
- (4) Consists of 13.9 million shares of Class A common stock remaining available for issuance under the 2021 Plan and 3.4 million shares of Class A common stock remaining available for issuance under the 2021 ESPP.
- (5) The number of shares of Class A common stock reserved for issuance under the 2021 Plan automatically increases on January 1 of each year in an amount equal to (i) 5% of the total number of shares of Class A common stock or Class B common stock outstanding on December 31 of the preceding year, or (ii) a lesser number of shares of Class A common stock determined by the Board of Directors prior to the date of the increase. The number of shares of Class A common stock reserved for issuance under the 2021 ESPP automatically increases on January 1 of each year in an amount equal to (i) 1% of the total number of shares of Class A common stock or Class B common stock outstanding on December 31 of the preceding year, or (ii) a lesser number of Class A shares of common stock determined by the Board of Directors prior to the date of the increase.



CERTAIN RELATIONSHIPS AND RELATED-PARTY AND OTHER TRANSACTIONS

SPONSOR SHARES

On September 15, 2020, Acies Acquisition, LLC, the sponsor of the SPAC in the business combination transaction described below (the "Sponsor"), purchased 8,625,000 shares of Acies Class A ordinary shares for an aggregate purchase price of \$25,000, or approximately \$0.003 per share, which converted into shares of our Class A common stock upon the closing of such business combination transaction (the "Sponsor Shares"). On October 20, 2020, the Sponsor cancelled an aggregate of 2,875,000 Sponsor Shares, and on November 9, 2020, forfeited an additional 368,750 Sponsor Shares as a result of the underwriters' election to partially exercise their over-allotment option in connection with Acies' initial public offering ("Acies IPO"). On June 21, 2021, Old PLAYSTUDIOS and Acies entered into a business combination transaction (the "Business combination") and, in connection with the consummation of such transaction, the Sponsor forfeited an additional 1,657,188 Sponsor Shares such that an aggregate of 3,724,062 Sponsor Shares are issued and outstanding as of December 31, 2023.

The Sponsor is controlled by Daniel Fetters and Edward King as managing members, and one of our directors, James Murren, is affiliated with the Sponsor. Additionally, Mr. Pascal, prior to the Closing of the Business Combination, beneficially owned a 9.8% interest in the Sponsor. Mr. Pascal forfeited his interests in the Sponsor and all of the associated Acies Class B ordinary shares and Acies private placement warrants, in connection with the Closing of the Business Combination.

PRIVATE PLACEMENT WARRANTS

Simultaneously with the consummation of the Acies IPO, the Sponsor purchased 4,333,333 private placement warrants at a price of \$1.50 per warrant, or \$6,500,000 in the aggregate, in a private placement. Each private placement warrant entitled the holder to purchase one Acies Class A ordinary share for \$11.50 per share. Additionally, on November 9, 2020, the Sponsor purchased an additional 203,334 private placement warrants, for total gross proceeds to Acies of \$305,000. The private placement warrants may not be redeemed by us so long as they are held by the Sponsor or its permitted transferees. If the private placement warrants are held by holders other than the Sponsor or its permitted transferees, the private placement warrants are redeemable by us and exercisable by the holders on the same basis as the warrants included in the units that were sold as part of the Acies IPO. The Sponsor, or its permitted transferees, has the option to exercise the private placement warrants on a cashless basis.

The private placement warrants are identical to the warrants included in the units sold in the Acies IPO except that the private placement warrants: (i) are not redeemable by us, (ii) may be exercised for cash or on a cashless basis so long as they are held by the Sponsor or any of its permitted transferees and (iii) are entitled to registration rights (including the Class A common stock issuable upon exercise of the private placement warrants). Additionally, the purchasers agreed not to transfer, assign or sell any of the private placement warrants, including the Acies Class A ordinary shares issuable upon exercise of the private placement warrants (except to certain permitted transferees), until 30 days after Closing of the Business Combination.

In connection with the Business Combination, 715,000 of the private placement warrants were forfeited for no consideration. The remaining private placement warrants converted, on a one-for-one basis into warrants to acquire one share of Class A common stock pursuant to the Warrant Agreement.

In addition, in connection with the Acies IPO and the partial exercise of the over-allotment option, Mr. Pascal became the beneficial holder of 522,843 Acies Class B ordinary shares and 449,129 Acies private placement warrants through his ownership of interests in the Sponsor. Mr. Pascal forfeited his interests in the Sponsor and all of the associated Acies Class B ordinary shares and Acies private placement warrants at the Closing of the Business Combination.



REGISTRATION RIGHTS

The holders of the Sponsor Shares and private placement warrants (and any Class A common stock issuable upon conversion of the Sponsor Shares and upon the exercise of the private placement warrants) are entitled to registration rights pursuant to a registration rights agreement signed October 22, 2020, as amended and restated on June 21, 2021, requiring us to register such securities for resale. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain “piggy-back” registration rights and rights to require us to register for resale such securities pursuant to Rule 415 under the Securities Act. We will bear the expenses incurred in connection with the filing of any such registration statements.

TRANSACTION WITH CO-FOUNDER AND CHIEF EXECUTIVE OFFICER

In connection with the Business Combination and Merger Agreement, Andrew Pascal, Co-Founder, Chief Executive Officer and a member of the Board of Directors received shares of our Class B common stock. Shares of our Class B common stock are entitled to twenty votes per share. As a result, as of December 31, 2023, Mr. Pascal owned approximately 11.1% of our outstanding and issued capital stock and had approximately 75.9% of the combined voting power of our outstanding capital stock.

MGM MARKETING AGREEMENT, LETTER OF COMMITMENT, PROFIT SHARE BUYOUT AND PIPE PLACEMENT

We are party to a joint marketing agreement with MGM Resorts International (“MGM”) (as amended, the “MGM Marketing Agreement”). MGM is a stockholder and MGM’s Chief Commercial Officer also serves on the Board of Directors. As consideration for the use of MGM’s intellectual property in certain of our social casino games, we issued 19,200,000 shares of our common stock representing 10% of our then outstanding common stock, and in lieu of royalty payments, we agreed to pay MGM a profit share of up to a mid- to high-single digit percentage of cumulative net operating income, as defined in the MGM Marketing Agreement.

In October 2020, Old PLAYSTUDIOS and MGM agreed to amend the MGM Marketing Agreement to terminate the profit share provision (the “MGM Amendment”). Contemporaneously with the MGM Amendment, MGM delivered to us a Letter of Commitment pursuant to which it committed to participate in the PIPE Financing or other private placement of shares of our common stock for a minimum of \$20.0 million. MGM applied the amount we were obligated to pay MGM under the MGM Amendment to satisfy its commitment, as permitted under the MGM Amendment. In exchange, we agreed to remit to MGM a one-time payment of \$20.0 million, payable on the earliest to occur of (i) the PIPE Financing, (ii) the date that we waived MGM’s commitment to participate in the PIPE Financing, or (iii) two years from the date of the MGM Amendment. As of June 21, 2021, we satisfied all obligations related to the MGM profit share buyout as described below.

In connection with the execution of the Merger Agreement, Acies entered into Subscription Agreements, each dated as of February 1, 2021, with the Subscribers (as defined in the Subscription Agreements), pursuant to which the Subscribers agreed to purchase, and Acies agreed to sell the Subscribers, an aggregate of 25,000,000 Acies Class A Ordinary Shares (the “PIPE Shares”), for a purchase price of \$10.00 per share and an aggregate purchase price of \$250.0 million (the “PIPE Placement”).

At the Closing of the Business Combination, we satisfied all obligations related to the MGM profit share buyout through the issuance of 2,000,000 shares of our Class A common stock to MGM in the PIPE Placement.

ANDREW PASCAL - FAMILY RELATIONSHIPS

Andrew Pascal’s brother, David Pascal, has served as our director of marketing since June 21, 2021 and previously served as the director of marketing of Old PLAYSTUDIOS since October 2012. David



Pascal received approximately \$0.3 million, \$0.4 million, and \$0.3 million in salary, bonus, and benefits in 2023, 2022, and 2021, respectively. These amounts include the fair value of 40,750 RSUs that were granted to David Pascal in 2022.

INDEMNIFICATION AGREEMENTS WITH OUR DIRECTORS AND OFFICERS

The Certificate of Incorporation provides that we will indemnify our directors to the fullest extent authorized or permitted by applicable law. We have entered into agreements to indemnify our directors, executive officers, and other employees. Under the Bylaws, we are required to indemnify each of our directors and officers if the basis of the indemnitee's involvement was by reason of the fact that the indemnitee is or was a director or officer of the Company or was serving at our request as a director, officer, employee, or agent for another entity. We must indemnify our officers and directors against all expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with such action, suit, or proceeding if the indemnitee acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the indemnitee's conduct was unlawful. The Certificate of Incorporation also requires us to advance expenses incurred by a director or officer in connection with such action, suit or proceeding to the maximum extent permitted under Delaware law. Any claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.



AUDIT COMMITTEE REPORT

With respect to PLAYSTUDIOS' financial reporting process, the management of PLAYSTUDIOS is responsible for establishing and maintaining internal controls and preparing PLAYSTUDIOS' consolidated financial statements. PLAYSTUDIOS' independent registered public accounting firm, Deloitte & Touche LLP ("Deloitte"), is responsible for auditing these financial statements. It is the responsibility of the Audit Committee to oversee these activities. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of PLAYSTUDIOS' financial statements. We have relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with US GAAP and on the representations of Deloitte included in its audit of PLAYSTUDIOS' consolidated financial statements.

We have reviewed and discussed the audited consolidated financial statements for the fiscal year ended December 31, 2023 with PLAYSTUDIOS' management and with Deloitte, including the results of the independent registered public accounting firm's audit of PLAYSTUDIOS' financial statements. We have also discussed with Deloitte all matters required to be discussed by the SEC and the Standards of the Public Company Accounting Oversight Board ("PCAOB") for communication with audit committees, under which Deloitte must provide us with additional information regarding the scope and results of its audit of PLAYSTUDIOS' consolidated financial statements.

We have also received and reviewed the written disclosures and the letter from Deloitte required by applicable requirements of the PCAOB regarding Deloitte's communications with the Audit Committee concerning independence, and have discussed with Deloitte its independence from PLAYSTUDIOS, as well as any relationships that may impact Deloitte's objectivity and independence.

Based on our review of the matters noted above and our discussions with PLAYSTUDIOS' management and independent registered public accounting firm, we recommended to the Board of Directors that the audited consolidated financial statements be included in PLAYSTUDIOS' Annual Report on Form 10-K for the fiscal year ended December 31, 2023, for filing with the Securities and Exchange Commission.

James Murren (Chair)
Judy K. Mencher
Jason Krikorian

The foregoing Audit Committee Report shall not be deemed "filed" with the SEC and is not to be incorporated by reference into any filing of PLAYSTUDIOS, Inc. under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.



PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board of Directors has appointed Deloitte & Touche LLP (“Deloitte”) as our independent registered public accounting firm for the fiscal year ending December 31, 2024. We are asking our stockholders to ratify the selection of Deloitte as our independent registered public accounting firm. Although ratification is not required by our Bylaws or otherwise, we are submitting the appointment of Deloitte to our stockholders for ratification as a matter of good corporate practice and because we value our stockholders’ views on our independent registered public accounting firm. In the event that our stockholders fail to ratify the appointment, the Audit Committee will review its future selection of independent auditors. Even if our stockholders ratify the appointment, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of PLAYSTUDIOS and our stockholders. Representatives of Deloitte are expected to be present at the Annual Meeting, and they will have the opportunity to make a statement if they so desire and to respond to appropriate questions.

The following table presents fees for professional services rendered by Deloitte for the years ended December 31, 2023 and December 31, 2022 (in thousands):

	2023	2022
Audit Fees ⁽¹⁾	\$791	\$839
Audit-Related Fees ⁽²⁾	41	20
Tax Fees ⁽³⁾	421	750
All Other Fees ⁽⁴⁾	389	4
Total	\$1,642	\$1,613

- (1) “Audit Fees” consist of fees billed for professional services rendered for the audit of our consolidated financial statements and services that are normally provided by Deloitte in connection with regulatory filings.
- (2) “Audit-Related Fees” consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our year-end consolidated financial statements and are not reported under “Audit Fees.” These services include attest services that are not required by statute or regulation and consultation concerning financial accounting and reporting standards.
- (3) “Tax Fees” consist of fees billed for professional services relating to tax compliance, tax planning and tax advice.
- (4) “All Other Fees” consist of fees billed for consulting services for purposes of providing advice and recommendations.



PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has sole authority to engage and determine the compensation of our independent registered public accounting firm. The Audit Committee also is directly responsible for evaluating the independent registered public accounting firm, reviewing and evaluating the lead partner of the independent registered public accounting firm, and overseeing the work of the independent registered public accounting firm. The Audit Committee annually pre-approves audit services to be provided by Deloitte, and also considers and is required to pre-approve the engagement of Deloitte for the provision of other services during the year. For each proposed service, the independent registered public accounting firm is required to provide detailed supporting documentation at the time of approval to permit the Audit Committee to make a determination as to whether the provision of such services would impair the independent registered public accounting firm's independence, and whether the fees for the services are appropriate. All services provided by Deloitte in the fiscal year ended December 31, 2023 were approved by the Audit Committee in accordance with the pre-approval policies and procedures.

The Audit Committee and the Board of Directors recommend a vote FOR ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2024.



PROPOSAL NO. 3

APPROVAL AND ADOPTION OF AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION

The Board has approved, and recommends that our stockholders approve and adopt, an amendment to the Company's certificate of incorporation (the "Certificate of Incorporation"), to reflect new Delaware law provisions regarding exculpation of officers as permitted by the General Corporation Law of the State of Delaware (the "DGCL", and such amendment, the "Proposed Amendment").

The DGCL has long permitted Delaware corporations to limit or eliminate the directors' personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty, subject to certain limitations prescribed by the DGCL. Section 8.01 of the Certificate of Incorporation currently limits the personal liability of the Company's directors for monetary damages for breaches of their fiduciary duty to the fullest extent permitted by the DGCL. Effective August 1, 2022, the State of Delaware amended Section 102(b)(7) of the DGCL to permit Delaware corporations to exculpate officers for personal liability for breaches of their fiduciary duty in certain circumstances. This DGCL amendment allows Delaware corporations to provide such officers with certain protections previously available only to directors. For both directors and officers, the liability limitation does not apply to breaches of the duty of loyalty, acts or omissions not in good faith or acts or omissions that involve intentional misconduct or a knowing violation of law, or any transaction in which the director or officer derived an improper personal benefit. The new Delaware legislation only permits, and the Proposed Amendment would only permit, exculpation of officers for direct claims made by stockholders and would not apply to claims brought by the Company or derivative claims made by stockholders on behalf of the Company. A Delaware corporation must affirmatively amend its certificate of incorporation to extend exculpation to officers, as the protections do not apply automatically.

The Board has determined it is advisable and in the best interests of the Company and its stockholders to provide such exculpatory protections to officers of the Company to the fullest extent permitted by the DGCL for the following reasons:

- The nature of the role of officers often requires them to make difficult decisions on crucial matters, frequently in response to time-sensitive opportunities and challenges. These decisions can create substantial risk of investigations, claims, actions, suits, or proceedings seeking to impose personal monetary liability on officers for business decisions that are not successful in hindsight. The Board believes that limiting our officers' concern about personal monetary risk will empower them to better exercise their business judgment in furtherance of stockholder interests.
- The Board believes that the Proposed Amendment will help reduce threatened litigation, costs of litigation, as well as diversion of management attention due to stockholder litigation. The Board believes that the Proposed Amendment will help limit litigation that names officers as defendants as a litigation strategy to compel settlement offers and that Delaware corporations that do not adopt officer exculpatory provisions may be faced with additional costs in the form of increased director and officer liability insurance premiums.
- The Board believes that similar officer exculpatory provisions are being widely adopted by our peers and others with whom we compete for executive talent. As a result, failing to adopt the Proposed Amendment could negatively impact our ability to attract and retain experienced and qualified corporate officers.
- The Proposed Amendment will generally align the protections available to our officers with those currently available to our directors.

If the Proposed Amendment is approved and adopted by stockholders, Section 8.01 of the Certificate of Incorporation would read as follows:

"Section 8.01 *Limited Liability*. A director or Officer (as defined below) of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary



duty as a director or Officer to the fullest extent permitted by the DGCL. All references in this Section 8.01 to an "Officer" shall mean a person who, at the time of an act or omission as to which liability is asserted, falls within the meaning of the term "officer," as defined in Section 102(b)(7) of the DGCL. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director or Officer, then the liability of a director or Officer, as applicable, of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended."

Other than the replacement of the existing Section 8.01 with the proposed revised Section 8.01, the remainder of our Certificate of Incorporation will remain unchanged. If the Proposed Amendment is approved and adopted by our stockholders, it will become effective immediately upon the filing of a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware, which the Company expects to do promptly following the Annual Meeting. If the Proposed Amendment is not approved and adopted by our stockholders, the Certificate of Incorporation will remain unchanged.

The Nominating and Corporate Governance Committee and the Board of Directors recommend a vote FOR the approval and adoption of the proposed amendment to our Certificate of Incorporation to reflect recent changes in Delaware law regarding the exculpation of officers.



AVAILABILITY OF ANNUAL REPORT ON FORM 10-K

Stockholders can access our 2023 Annual Report on Form 10-K, and other financial information, on our website at ir.playstudios.com under the caption "Latest Financial Results." Alternatively, stockholders can request a paper copy of the 2023 Annual Report by writing to: PLAYSTUDIOS, Inc., 10150 Covington Cross Drive, Las Vegas, NV 89144, Attention: Corporate Secretary.



OTHER BUSINESS

Our Board does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the proxy card will have discretion to vote the shares represented by proxy in accordance with their own judgment on such matters.

It is important that your shares be represented at the Annual Meeting, regardless of the number of shares that you hold. We urge you to vote by telephone, by Internet, or by executing and returning the proxy card at your earliest convenience.



PROXY

PLAYSTUDIOS, Inc.

**Annual Meeting of Stockholders
June 4, 2024 at 8:00 a.m. Pacific Time**

This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Andrew Pascal and Joel Agena or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of PLAYSTUDIOS, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 8:00 a.m. Pacific Time on June 4, 2024 and any adjournment or postponement thereof. The Annual Meeting of Stockholders will be held virtually. In order to attend the meeting, you must register at <http://viewproxy.com/PLAYSTUDIOS/2024/htype.asp> by 11:59 p.m. ET on June 1, 2024. On the day of the Annual Meeting of Stockholders, if you have properly registered, you may enter the meeting by clicking on the link provided and entering the password you received via email in your registration confirmations. Further instructions on how to attend and vote at the Annual Meeting of Stockholders are contained in the Proxy Statement in the sections titled "*Voting Information – Attending the Annual Meeting Virtually*" and "*Voting at the Meeting Virtually*".

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted FOR the election to the Board of Directors of the nominees listed on the reverse side and FOR proposals 2 and 3.

(Continued and to be marked, dated, and signed on other side)

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at
<http://viewproxy.com/PLAYSTUDIOS/2024>

Please mark your votes like this ☒

The Board of Directors recommends you vote FOR the following:

Proposal 1. Election of Directors.

NOMINEES:	FOR ALL <input type="checkbox"/>	WITHHOLD ALL <input type="checkbox"/>	FOR ALL EXCEPT <input type="checkbox"/>
(1) Andrew Pascal			<input type="checkbox"/>
(2) James Murren			<input type="checkbox"/>
(3) Jason Krikorian			<input type="checkbox"/>
(4) Joe Horowitz			<input type="checkbox"/>
(5) Judy K. Mencher			<input type="checkbox"/>
(6) Steven J. Zanella			<input type="checkbox"/>

To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" next to the name of each nominee you wish to withhold.

The Board of Directors recommends you vote FOR the following:

Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm.

FOR AGAINST ABSTAIN

Proposal 3. Approval and adoption of an amendment to the Certificate of Incorporation of PLAYSTUDIOS, Inc. to reflect recent changes in Delaware law regarding the exculpation of officers.

FOR AGAINST ABSTAIN

Note: Such other business as may properly come before the meeting or any adjournment thereof.

Date _____

Signature _____

Signature (Joint Owners) _____

Address Change/Comments: (If you noted any Address Changes and/or Comments above, please mark box.)

CONTROL NUMBER

→


▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

CONTROL NUMBER

→

PROXY VOTING INSTRUCTIONS

Please have your 11-digit control number ready when voting by Internet or Telephone, or when voting virtually during the Annual Meeting.



INTERNET

Vote Your Proxy on the Internet:
Go to www.FCRvote.com/MYPS

Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



TELEPHONE

Vote Your Proxy by Phone:
Call 1 (866) 402-3905

Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.



MAIL

Vote Your Proxy by Mail:

Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.