



## **DAVE & BUSTER'S ENTERTAINMENT, INC. RELATED PARTY TRANSACTION POLICY**

**(Updated April 3, 2025)**

This Related Party Transaction Policy ("Policy") has been adopted by the Board of Directors ("Board") of Dave and Buster's Entertainment, Inc. ("Company") and addresses the reporting, review and approval or ratification of transactions with related persons. The Company recognizes that related person transactions (as defined below) can involve potential or actual conflicts of interest and pose the risk that they may be, or be perceived to have been, based on considerations other than the Company's best interests. Accordingly, as a general matter, the Company seeks to avoid such transactions. However, the Company recognizes that related person transactions may occur in the normal course of business or provide an opportunity that is in the best interests of the Company. This Policy therefore is not designed to prohibit related person transactions; rather, it is designed to provide for timely internal review of prospective transactions, approval or ratification of transactions and appropriate oversight and public disclosure of transactions.

This Policy supplements the provisions of the Company's Code of Business Conduct and Ethics concerning potential conflict of interest situations. With respect to persons and transactions subject to this Policy, the procedures for reporting, review, oversight and public disclosure of this Policy shall apply. With respect to all other potential conflict of interest situations, the provisions of the Company's Code of Business Conduct and Ethics shall continue to apply.

### **I. PERSONS COVERED BY THIS POLICY**

This Policy applies to the following persons (each a "Related Person" and, collectively, "Related Persons"):

- each director or executive officer of the Company;
- any nominee for election as a director of the Company;
- any security holder who is known to the Company to own of record or beneficially more than five percent of any class of the Company's voting securities; and
- any immediate family member of any of the foregoing persons.

A person who at any time since the beginning of the last fiscal year of the Company fell within one of the foregoing categories shall be subject to this Policy, even if the person ceased to have such status during such period, including not having such status at the time during the period such person entered into a transaction with the Company.

"Executive officer" shall mean the principal executive and financial officers of the Company, the president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the Company. Executive officers

of subsidiaries may be deemed executive officers of the Company if they perform such policy making functions for the Company.

An “immediate family member” includes the spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the household of a director, executive officer, director nominee or greater than five percent beneficial owner of voting securities.

A transaction participated in by the Company with an entity that employs or is controlled by a Related Person, or in which a Related Person has an ownership or financial interest material to such Related Person, shall be considered a transaction with a Related Person for purposes of this Policy.

## **II. TRANSACTIONS, ARRANGEMENTS AND RELATIONSHIPS COVERED BY THIS POLICY**

For purposes of this Policy, “related person transaction” means a transaction, arrangement or relationship, or any series of transactions, arrangements or relationships, other than the exceptions described below in this Section II, in which (a) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, (b) the Company participates (whether or not the Company is a party) and (c) a Related Person has a direct or indirect material interest in such related person transaction. A transaction in which any subsidiary of the Company or any other company controlled by the Company participates shall be considered a transaction in which the Company participates. An amendment to an arrangement that is considered a related person transaction (even though such arrangement has been reviewed under and approved in accordance with this Policy) shall, unless clearly incidental in nature, be considered a separate related person transaction.

A Related Person’s interest in a transaction, arrangement or relationship should be presumed material to such person unless it is clearly incidental in nature or has been determined in accordance with this Policy to be immaterial in nature such that further review is not warranted.

A charitable contribution, grant, endowment or pledge by the Company to an organization that is considered a Related Person (for example, because a director is an employee of the organization) shall be considered a related person transaction, other than one made pursuant to an established policy for the Company to match contributions made by directors or executive officers, which policy has been approved in accordance with this Policy.

Examples of related person transactions generally include sales, purchases or other transfers of real or personal property, use of property and equipment by lease or otherwise, services received or furnished and the borrowing and lending of funds, as well as guarantees of loans or other undertakings and the employment by the Company of an immediate family member of a Related Person or a change in the terms or conditions of employment of such an individual that is material to such individual.

The following transactions or arrangements are not considered related person transactions for purposes of this Policy given their nature, size and/or degree of significance to the Company and are not required to be reported to, reviewed by, and approved or ratified under this Policy:

*Use of Company Assets for Business Purposes.* Use of property, equipment or other assets owned or provided by the Company, including aircraft, vehicles, housing and computer or telephonic equipment, by a Related Person primarily for Company business purposes where the value of any personal use during the course of a year does not exceed \$10,000;

*Business Expenses.* Reimbursement or payment of business expenses incurred by a director or executive officer of the Company in the performance of his or her duties and approved for reimbursement or payment by the Company in accordance with the Company's customary policies and practices;

*Director Compensation.* Compensation arrangements for non-employee directors for their services as such that are approved by the Compensation Committee of the Board (or recommended by the Compensation Committee to the Board for approval) and are reported in the Company's proxy statement or annual report on Form 10-K under Item 402 of Regulation S- K;

*Executive Officer Compensation.* (i) Compensation arrangements approved by the Compensation Committee of the Board (or recommended by the Compensation Committee to the Board for approval) and reported in the Company's proxy statement or annual report on Form 10-K under Item 402 of Regulation S-K; (ii) the executive officer is not an immediate family member of another executive officer or director of the Company and the related compensation would have been reported under Item 402 of Regulation S-K if the applicable executive officer was a "named executive officer"; or (iii) the transaction involves the recovery of erroneously awarded compensation, computed as provided in Rule 5608(b) of the Nasdaq Listing Rules and Section 10D-1(b)(1)(iii) of the Securities Exchange Act of 1934, as amended, that is disclosed pursuant to Item 402 of Regulation S-K;

Note, however, that personal benefits from the use of Company-owned or -provided assets ("perquisites"), including but not limited to personal use of Company-owned or -provided aircraft and housing, not used primarily for Company business purposes may be considered related person transactions;

*Transactions Involving Competitive Bids.* A transaction where the rates or charges involved are determined by competitive bids or involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

*Transactions Where All Shareholders Receive Proportional Benefits.* A transaction where the Related Person's interest arises solely from the ownership of the Company's equity securities and all holders of the securities receive the same benefits on a pro rata basis according to their ownership (but only if the holders of the securities, other than Related Persons, own more than a de minimis amount of the securities);

*Certain Banking Related Services.* A transaction involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;

*Company Charitable Contributions.* Any charitable contribution, grant, endowment or pledge by the Company to a charitable organization, foundation or university where the Related Person's only relationship with that organization is as a director and the aggregate amount involved does not exceed the lesser of \$5 million or 20.0 percent of the charitable organization's total annual receipts;

*Certain Transactions with Other Companies.* Any transaction with another company at which a Related Person's only relationship is as a director or beneficial owner (aggregated with beneficial ownership of all other Related Persons) of less than ten percent of that company's equity (in the case of a partnership, limited partner equity), if the aggregate amount involved does not exceed the greater of \$1,000,000, or two percent of that company's total annual revenues;

*Other Transactions.* Any other transaction or arrangement authorized on behalf of the Company in accordance with customary Company procedures and practices from which no Related Person obtains a benefit with a value to such Related Person in excess of \$50,000, provided that all related transactions or arrangements involving such Related Person during a fiscal year of the Company shall be aggregated for such purpose; and

*Pre-Approved Transactions.* Any transaction or arrangement pre-approved by the Committee in accordance with Section III below.

Subject to the provisions in Section IV below for the annual review of continuing transactions, a transaction that has been approved in accordance with this Policy will not thereafter be subject to the internal reporting and approval requirements of this Policy.

### **III. TRANSACTIONS TO BE REPORTED TO THE COMMITTEE**

All related person transactions must be reported in advance (or otherwise at the earliest possible opportunity) to the Audit Committee of the Board (the "Committee"). Any (i) director, nominee for election as a director or executive officer who intends to enter into a related person transaction (or whose immediate family member intends to enter into a related person transaction) shall disclose that intention and all material facts with respect to such transaction to the Committee and (ii) officer or employee of the Company who intends to cause the Company to enter into or otherwise participate in any related person transaction shall disclose that intention and all material facts with respect to the transaction to the Committee or to his or her superior, who shall be responsible for seeing that such information is reported to the Committee.

To assist the Company's officers and employees in identifying related person transactions, the Company's Legal Department shall maintain a listing of persons who are known to be five percent or greater beneficial owners of any class of voting security of the Company and, based on information available to it, a listing of companies or other entities that employ a Related Person or are controlled by a Related Person, or in which a Related Person has an ownership or financial interest material to such Related Person, and of the members of the immediate family of a Related Person who might reasonably be expected to enter into a related person transaction with the Company.

The Committee shall have the authority to (i) determine certain transactions or categories of transactions with Related Persons that are not considered related person transactions for the purposes of this Policy given their nature, size and/or degree of significance to the Company or the immateriality of such transaction to the relevant Related Person, and not required to be individually reported to, reviewed by, and/or approved or ratified by the Committee, and shall supplement Section II of this Policy to accurately reflect such determination and (ii) approve in advance certain transactions or categories of transactions with Related Persons that (unless the Committee determines otherwise in a particular instance) need not be individually reported to,

reviewed by, and/or approved or ratified by the Committee but that will instead be reported to and reviewed by the Committee collectively on a periodic basis, which shall be at least annually, and shall not require ratification by the Committee.

#### **IV. REVIEW, APPROVAL AND RATIFICATION BY THE COMMITTEE**

The Committee will review all related person transactions and, where the Committee determines that such transactions are in the best interest of the Company, approve such transactions in advance of such transaction being given effect (subject to a delegation of review and approval authority, as provided in Section V below). If a member of the Committee has an interest in or is involved in a related person transaction, such person shall excuse himself or herself from the deliberation and voting on such transaction by the Committee and the vote of such individual shall not be counted in determining whether the related person transaction is approved or ratified by the Committee; however, such person may be counted in determining the presence of a quorum at a meeting of the Committee acting on the transaction. If after such Committee member excuses himself or herself from deliberation and voting on the transaction, there would be fewer than two members of the Committee available to review the transaction, the transaction shall instead be reviewed by an ad hoc committee of at least two independent directors designated by the Board (which shall be considered “the Committee” for purposes of this Policy). Subject to the foregoing provision for the appointment of an ad hoc committee of the Board to act as the Committee, in the event the vote of the remaining members of the Committee is insufficient to constitute an act of the Committee, approval or ratification shall be by unanimous vote of the independent directors excluding any independent director who is involved in the transaction. At the discretion of the Committee, consideration of a related person transaction may be submitted to the Board.

In the event the Company and/or a Related Person in error enters into or otherwise participates in a related person transaction that requires pre-approval by the Committee pursuant to this Policy, or enters into a transaction that did not constitute a related person transaction at the time it was entered, but which subsequently becomes a related person transaction, then such transaction shall promptly upon discovery of such error or conversion to a related person transaction be presented to the Committee (or its delegate) for its review and the Committee shall consider, if appropriate, whether to (i) ratify such related person transaction or (ii) direct management to rescind or modify the transaction, (iii) take any disciplinary action, and/or (iv) make changes to the Company’s controls and procedures that should be undertaken in connection with such error.

Annually, the Committee shall review any previously approved or ratified related person transaction that is continuing and determine based on the then existing facts and circumstances, including the Company’s existing contractual or other obligations, if it is in the best interests of the Company to continue, modify or terminate the transaction. The Committee may establish guidelines for the Company’s management to follow in its ongoing transactions.

#### **V. DELEGATION**

The Committee may delegate its authority to review, approve or ratify specified related person transactions or categories of related person transactions, other than a transaction involving a member of the Committee, to one or more members of the Committee where the Committee determines that such action is warranted between scheduled Committee meetings. The Committee may delegate its authority to review, approve or ratify specified related person transactions or categories of related person transactions to the Company’s Chief Executive Officer, Chief

Financial Officer and General Counsel, acting collectively, other than transactions involving any such delegated officer or a director. Any determinations made by such Committee member or members or officers pursuant to such delegated authority shall be presented to the full Committee for review not later than the next subsequent regular meeting of the Committee.

## **VI. STANDARDS**

In connection with approving or ratifying a related person transaction, the Committee (or its delegate) shall, in its judgment, consider in light of the relevant facts and circumstances whether or not the transaction is in, or not inconsistent with, the best interests of the Company, including consideration of the following factors to the extent pertinent:

- the position within or relationship of the Related Person with the Company;
- the materiality of the transaction to the Related Person and the Company, including the dollar value of the transaction, without regard to profit or loss;
- the business purpose for and reasonableness of the transaction (including the anticipated profit or loss from the transaction), taken in the context of the alternatives available to the Company for attaining the purposes of the transaction;
- whether the transaction is comparable to a transaction that could be available on an arms-length basis or is on terms that the Company offers generally to persons who are not Related Persons;
- whether the transaction is in the ordinary course of the Company's business and was proposed and considered in the ordinary course of business; and
- the effect of the transaction on the Company's business and operations, including on the Company's internal control over financial reporting and system of disclosure controls or procedures, and any additional conditions or controls (including reporting and review requirements) that should be applied to such transaction.

The Committee (or its delegate) may approve the related person transaction only if it determines that, based on all of the relevant information available to it, the transaction is in the best interests of the Company and its shareholders. The Committee (or its delegate), in their sole discretion, may impose such conditions as they deem appropriate on the Company or the Related Person in connection with the approval of the related person transaction.

## **VII. APPROVALS TO BE REPORTED TO THE BOARD**

The Committee shall notify the Board on a quarterly basis of all related person transactions approved or ratified by the Committee.

## **VIII. DISCLOSURE**

It is the Company's policy that all related person transactions shall be publicly disclosed to the extent and in the manner required by applicable legal requirements and listing standards. The Committee may determine that public disclosure of a related person transaction considered by the Committee shall be made even where not so required, where the Committee considers such

disclosure to be in the best interests of the Company and its securityholders.

#### **IX. CHANGES IN POLICY; GENERAL EFFECT**

This Policy may be changed at any time by action of the Board upon the recommendation of the Committee. This Policy is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company and management conducts the business and affairs of the Company. While it should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the Company's [Fourth] Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and [Fourth] Amended and Restated Bylaws (the "Bylaws") (as each may be amended and/or restated from time to time), it is not intended to establish by its own force any legally binding obligations on the Company. In the event of any conflict between the terms of this Policy, on the one hand, and the Certificate of Incorporation or the Bylaws, on the other hand, the corresponding terms of the Certificate of Incorporation or the Bylaws shall control.