DAVE & BUSTER'S ENTERTAINMENT, INC.
CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES

(Updated September 3, 2026)

These Corporate Governance Guidelines and Principles were adopted by the Board of Directors (the "Board") of Dave & Buster's Entertainment, Inc. (the "Company").

These Corporate Governance Guidelines and Principles are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While they should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, they are not intended to establish by their own force any legally binding obligations.

I. DIRECTOR RESPONSIBILITIES

The role of the Board is to: (i) manage and direct the affairs of the Company in the Company's best interests including the interest of the stockholders as a body in sustainable financial returns and growth in corporate value; and (ii) set expectations about the tone and ethical culture of the Company. The Board delegates the day-to-day management of the Company to the Chief Executive Officer ("CEO") and other senior executive officers of the Company and provides oversight of management.

A. Board Role

The Board fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. providing advice and counsel to the CEO and senior executive officers;

2. selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the CEO and certain senior executives;

3. planning for CEO succession and guiding and overseeing management development;

4. providing oversight of Company performance to evaluate whether the business is being appropriately managed;

5. reviewing and approving strategic plans and providing guidance to management in formulating corporate strategy;

6. reviewing and approving the Company's financial objectives and major

corporate plans and actions (including material capital expenditures and transactions outside the ordinary course of business);

7. designing governance structures and practices to position the Board to fulfill its duties effectively and efficiently;

8. providing oversight of risk assessment and monitoring processes;

9. reviewing and approving major changes in auditing and accounting principles and practices;

10. providing oversight of internal and external audit processes, financial reporting, and disclosure controls and procedures;

11. overseeing compliance with applicable laws and regulations;

12. setting expectations about the tone and ethical culture of the Company, and reviewing management efforts to instill an appropriate tone and culture throughout the Company; and

13. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

B. Care, Candor and Avoidance of Conflicts

The Company's directors recognize their obligation individually and collectively to pay careful attention and to be properly informed. This requires regular attendance at, and preparation for, meetings of the Board and its committees, including the advance review of circulated materials, and active participation in Board and committee discussions. The directors also recognize that candor and avoidance (or in circumstances where conflicts are permitted or unavoidable, or related person transactions are in the interests of the Company, the appropriate handling) of conflicts in fact and in perception are hallmarks of accountability owed to the Company and its stockholders. Directors have a personal obligation to disclose personal or business interests that involve an actual, potential or apparent conflict of interest to the Chairman of the Board and Company Chief Legal Officer prior to any Board decision related to the matter and, if in consultation with the Audit Committee and legal counsel it is determined that a conflict exists or the perception of a conflict is likely to be significant, the Audit Committee shall determine how to address, with reference to the Code of Business Conduct and Ethics, any other applicable Company policies, any related disclosure obligations and any applicable laws or rules or regulations of the Securities and Exchange Commission ("SEC") or any national securities exchange on which the Company's securities are then listed. Directors who have a conflict, potential conflict or apparent conflict are expected to recuse themselves from the discussion and the vote related to the matter.

C. Integrity and Conduct

Each director is expected to act with integrity and to adhere to the policies in the Company's Code of Business Conduct and Ethics and all other applicable Company policies (including but not limited to these Corporate Governance Guidelines and Principles). Any waiver of the requirements of the Code of Business Conduct and Ethics Policy for any director must be approved by the Audit Committee and promptly disclosed on the Company's website.

D. Confidentiality

Each director has an obligation to keep confidential all non-public information that he or she receives in connection with serving on the Board. Directors may not use such information for personal benefit or the benefit of persons or entities outside the Company (which prohibits a director designated or nominated by any other person or entity from disclosing confidential information to such person or entity), nor may they disclose this information for any purpose without express permission of the Company's Chief Legal Officer. Confidential information includes, but is not limited to, information regarding the strategy, business, finances and operations of the Company (or any of the Company's subsidiaries, affiliates, suppliers, customers or other constituents), minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company. The proceedings and deliberations of the Board and its committees are also confidential non-public information and are subject to strict protection. This obligation of each director is intended to survive and continue after his or her service on the Board ends.

II. EXECUTIVE SESSIONS & INDEPENDENT BOARD LEADERSHIP

The independent directors shall meet regularly without members of management (including employee directors) present in executive session, no less frequently than four times per year, and as otherwise determined by such directors. The executive sessions have such agendas and procedures as are determined by the independent directors and, at such executive sessions, the independent directors shall have access to members of management or other guests as they may determine. Authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

The Board does not have a fixed policy regarding the separation of the offices of Chairman of the Board and Chief Executive Officer and believes it should maintain the flexibility to select the Chairman of the Board and its leadership structure, from time to time, based on the criteria that it deems in the best interest of the Company and its stockholders.

The Board currently has independent leadership, in the form of a Lead Independent Director. The Lead Independent Director will be selected by the independent directors and will serve in that position for one year. The Lead Independent Director shall, among other things:

1. convene, chair and determine agendas for executive sessions, and coordinate feedback to the CEO and Chairman of the Board regarding issues discussed in executive sessions;

2. approve the schedule for Board meetings, agenda items and the Board's information needs associated with those agenda items, and identify the need for and scope of related presentations;

3. assist the Board and its committees in the evaluation of senior management (including the CEO) and communicate the results of such evaluation to the CEO;

4. serve as an information resource for other directors and act as liaison between directors, committee chairs and management;

5. provide advice and counsel to the CEO;

6. develop and implement, with the CEO, the Chairman of the Board and the Nominating and Corporate Governance Committee, the procedures governing the Board's work;

7. be available for direct communication with major stockholders if requested and, where appropriate and as directed by the Board, communicate with stockholders, rating agencies, regulators and interested parties; and

8. speak for the Board in circumstances where it is appropriate for the Board to have a voice distinct from that of management.

III. FORMAL EVALUATION OF THE CEO AND CERTAIN OTHER SENIOR EXECUTIVE OFFICERS

The Board has delegated to the Compensation Committee the task of evaluating the CEO and certain other senior executive officers annually and reporting its recommendations to the Board. The evaluation is based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, and other factors that the Board and Compensation Committee agree are appropriate in assessing the CEO and certain other senior executive officers' performance. The evaluation is used in determining such officers' compensation.

IV. MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING

The Board periodically reviews management development and succession plans with respect to senior management positions and engages the CEO in such discussions as appropriate. The Board considers from time to time as appropriate potential successors to the CEO in the event of his or her resignation, retirement or disability and has delegated to the Nominating and Corporate Governance Committee the task of reviewing and recommending to the Board such potential successors to the CEO. The CEO reports at least annually to the Board on succession planning for

the senior executive team and the Company's program for management development.

V. DIRECTOR QUALIFICATION STANDARDS

A. Selection of Board Nominees

Each year, the Board proposes a slate of director nominees to stockholders for election at the Annual Meeting of Stockholders. Stockholders may also nominate directors, as described below. The Board has delegated the process of screening potential director candidates to the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership and diversity of experience (for example, in relation to finance and accounting, international operations, strategy, risk, technical expertise, policy-making, etc.).

The Nominating and Corporate Governance Committee values the input of stockholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board candidates submitted by stockholders using substantially the same criteria it applies to recommendations from the Committee, directors and members of management. Stockholders may submit recommendations by providing the person's name, appropriate background and biographical information and the other information required by the Company's Bylaws in writing to the Nominating and Corporate Governance Committee at c/o Chief Legal Officer, Dave & Buster's Entertainment, Inc., 1221 S. Belt Line Road, Suite 500, Coppell, Texas 75019 within the timeframe outlined in the Company's Bylaws.

Invitations to serve as a nominee are extended by the Board itself via the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee.

B. Board Independence

It is the policy of the Board, consistent with NASDAQ listing standards, that at least a majority of the Board shall be comprised of independent directors. To be considered "independent", (a) a director must meet the bright-line independence standards under the NASDAQ listing standards, and (2) the Board must affirmatively determine that the director otherwise does not have a relationship

which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In each case the Board shall broadly consider all relevant facts and circumstances.

The Board has established the following guidelines to assist it in determining director independence.

A director shall not be deemed "independent" if:

1. the director is, or within the last three years has been, employed by the Company, or has an immediate family member who is, or within the last three years has been, an executive officer of the Company; provided, however, that a director's prior employment as an interim executive officer of the Company, including as interim Chief Executive Officer, shall not, by itself, preclude the Board from determining that such director is independent following the conclusion of such interim service, so long as such interim service did not last longer than one year provided further that such director shall not be deemed independent while serving as an interim executive officer, and the Board must affirmatively determine that such prior interim service does not interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director;

2. the director or an immediate family member of the director has received, during any twelve consecutive months within the three years preceding the determination of independence, more than $120,000 per year in direct compensation from the Company, other than (i) director and committee fees, (ii) benefits under a tax-qualified retirement plan, or non- discretionary compensation, and (iii) compensation paid to an immediate family member who is an employee (other than an executive officer) of the Company;

3. the director is a current partner, or has an immediate family member who is a current partner, of a firm that is the Company's external auditor, or was a partner or employee of such a firm who worked on the Company's audit at any time during any of the past three years;

4. the director or an immediate family member of the director is employed as an executive officer by another company where at any time during the past three years any of the Company's current executive officers serves or served on that company's compensation committee; or

5. a director who is, or has an immediate family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or $200,000, whichever is more, other than (i) payments arising solely from investments in the Company's securities; or (ii) payments under non-

discretionary charitable contribution matching programs.

For the purposes of these independence standards, a reference to the "Company" includes any parent or subsidiary in a consolidated group with the Company.

"Immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

C. Commitment and Limits on Other Activities

Directors must be prepared to devote the time required to prepare for and attend Board meetings and fulfill their responsibilities effectively. Because of the time commitment associated with board service, directors are expected to limit the number of public or private company boards (excluding non-profits boards, advisory boards and other non-compensated board roles) on which they serve as follows: (1) two boards for directors who are executive officers of the Company, including the Board; (2) two boards for directors who are sitting chief executive officers of another company or are engaged full-time in another business, including the Board; and (3) four boards for all other directors, including the Board. Directors must advise the Chairman of the Board, the Chairman of the Nominating and Corporate Governance Committee and the Company's Secretary, and should obtain Board approval, in advance of accepting an invitation to serve on another board. The limits set forth in this paragraph can be waived by majority vote of the Nominating and Corporate Governance Committee.

D. Board Term and Board Evaluation

The Board does not maintain a mandatory retirement age or fixed term limits for directors. The Board believes that director effectiveness is best assessed based on each director's qualifications, judgment, independence, skills, experience, availability, performance, and contributions to the Board, rather than by reference to age or tenure alone.

In determining whether to recommend a director for renomination, the Nominating and Corporate Governance Committee will formally review the performance and contributions of each director and will consider the Board's overall composition, including the Board's average tenure, tenure distribution, mix of newer and longer-serving directors, skills, experience, independence, diversity of perspectives, and anticipated refreshment and succession planning needs. A director should not expect to be renominated solely because the director has previously served on the Board.

E. Notification Upon a Job Change or Other Significant Events

When a director's principal occupation or business association changes from the position such director held when originally invited to join the Board, or if the director commits any act, or is involved in any circumstance, which (1) has affected, or may adversely affect, the Company's reputation, (2) may create a conflict or potential conflict of interest, (3) may trigger a Company reporting obligation, (4) may result in the director engaging in significant political activity (such as participating in a visible leadership position in a political campaign, running for office or accepting an elected or appointed political office) or (5) could result in a possible inconsistency with the Company's policies or values, the director shall offer his or her resignation to the Nominating and Corporate Governance Committee for consideration. The Nominating and Corporate Governance Committee shall consider such job change or other significant event in determining whether to recommend that the Board accept such resignation. If the resignation is not accepted, the Nominating and Corporate Governance Committee shall consider such director's job change or other significant event when determining whether, in light of the circumstances, to recommend that the Board renominate such director for election. Directors are also expected to inform the Chairman of the Nominating and Corporate Governance Committee of other events that could reasonably be perceived to be relevant to consideration about ongoing independence.

VI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board has delegated to the Nominating and Corporate Governance Committee the task of designing, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities. The Nominating and Corporate Governance Committee also explores and makes available continuing education and development opportunities for directors from time to time.

In addition to education and development programs that are specifically tailored for the Board, all directors are encouraged to attend director development programs and conferences that relate to director duties or other corporate governance topics or to other topics relevant to the work of the Board. Each director will be reimbursed for the cost of one such program per year (and reasonable travel and hotel expenses associated with attending such program) selected from among a list pre-approved by the Nominating and Corporate Governance Committee, or upon advance approval by the Nominating and Corporate Governance Committee to be reimbursed for attending a program not on the list.

VII. DIRECTOR COMPENSATION AND STOCK OWNERSHIP

The Compensation Committee (a) recommends to the Board for approval general principles for determining the form and amount of director compensation and any policy on stock ownership, and (b) subject to such principles, evaluates annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

The Chairman of the Board and each non-employee director is expected to own shares of the

Company's stock with a fair market value equal to five (5) times the director's annual cash retainer. The Chairman of the Board and each non-employee director appointed or elected to the Board has five (5) years from the date of appointment or election to the Board to meet this requirement. Compliance is measured at the five (5) year anniversary date of such director's appointment or election. Any director that has not yet met the holding requirement is prohibited from selling 50% of any new equity award issued to them (net of taxes) until such time as the holding requirement is met. Each director's continuing compliance with the ownership requirements will be measured annually and will be considered by the Nominating and Corporate Governance Committee in connection with determining whether to re-nominate such director for election to the Board.

VIII. BOARD AGENDA, MATERIALS, INFORMATION AND PRESENTATIONS

All meetings of and other actions by the Board shall be held and taken pursuant to the Company's Bylaws, including provisions governing notice and waiver thereof, the number of directors required to take action, and other related matters. The Chairman of the Board, with input from senior members of management and the Lead Independent Director, establishes the agenda for each Board meeting. A schedule of Board meetings and agenda subjects to be discussed for the ensuing year is issued at the beginning of each year (to the degree these can be foreseen), and specific agenda items will be determined prior to each Board and committee meeting. Each director is encouraged to suggest to the Chairman of the Board item(s) for the agenda or additional information to be provided to directors.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally five to seven days before the Board meets, although this is not a strict standard so as to allow for unusual circumstances. Management is expected to provide material that is concise yet appropriately detailed for the circumstances.

Presentations on specific subjects are forwarded to the directors in advance so that directors may prepare and Board meeting time may be used primarily for discussion rather than information exchange. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

IX. DIRECTOR ACCESS TO SENIOR MANAGERS AND INDEPENDENT ADVISORS

The Board and its committees retain independent advisors to assist them in carrying out their activities when and as needed, and the Company provides adequate resources to compensate such advisors. Directors have complete access to senior management and to Board and committee advisors. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisors are used efficiently.

The Board expects that certain senior managers will be invited to attend portions of Board meetings. Should the Chairman of the Board and CEO wish to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence. The Board encourages

management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) have future potential such that management believes the Board should have greater exposure to the individual.

X. BOARD COMMUNICATION WITH STOCKHOLDERS AND OTHERS/ ANNUAL MEETINGS

Management, and, in particular, the CEO, speaks for the Company with stockholders, investors, employees, customers, suppliers, the press and others. In circumstances when it is appropriate for the Board to communicate separately from the Company's management, the Chairman of the Board speaks for the Board, although there may be circumstances when another director, such as a committee chair or the Lead Independent Director, may be asked to participate and even lead the communication effort. Directors are expected to take special care in all communications concerning the Company, in light of strict confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

The Board believes that effective communications with the Company's stockholders are important and has established means for the Company's stockholders and other interested parties to contact the Board and its committees. Information regarding how to contact the Board and its committees is included below in Section XIII and is posted on the Company's website.

In order to build constructive, informed relationships with stockholders, and encourage transparency and accountability, directors may be available to participate in discussions with stockholders from time to time, as appropriate.

It is a policy of the Board that all directors attend the Annual Meeting of Stockholders absent unusual circumstances. The Company discloses director attendance at the Annual Meeting of Stockholders in the Company's next proxy statement or on the Company's website.

XI. STANDING BOARD COMMITTEES

The Board currently has four committees: Audit, Compensation, Finance, and Nominating and Corporate Governance. Membership on the Audit and Compensation committees is limited to independent directors, subject to other regulations as the SEC or any securities exchange on which securities of the Company may be listed provide. Subject to applicable regulations and listing rule requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances. The composition, duties, meeting details (including notice requirements) and responsibilities of each committee are set forth in a written charter approved by the Board and each such committee.

The Nominating and Corporate Governance Committee recommends, after consultation with and consideration of the views, experiences and characteristics of, individual directors and the CEO, the appointment of directors to various committees and the appointment of committee chairmen, for Board approval (subject to applicable laws and the rules and regulations of any securities exchange on which securities of the Company are then listed).

A director may attend meetings as an observer (without having a vote or affecting the presence or

absence of a quorum) of any committee on which the director is not a member, but is not permitted to participate in committee discussions, unless the relevant committee chair determines otherwise in his or her discretion, nor is the non-committee member permitted to attend any executive sessions of any such committee unless invited as a guest by the relevant committee chair. In addition, a committee chair may exclude any director from a committee meeting if the chair determines in his or her sole discretion that the director has an actual, apparent or potential conflict of interest.

XII. ANNUAL BOARD AND COMMITTEE PERFORMANCE EVALUATIONS

The Board conducts an annual self-evaluation of its performance and the performance of its committees and individual directors. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for such evaluations and oversees their execution.

XIII. COMMUNICATING WITH THE BOARD

Stockholders are invited to communicate to the Board or any of its committees by writing to them at c/o Dave & Buster's Entertainment, Inc., 1221 S. Belt Line Road, #500, Coppell, Texas 75019. In addition, interested parties may communicate with the Lead Independent Director or with the non-management and independent directors of the Company as a group by writing to them at c/o Chief Legal Officer, Dave & Buster's Entertainment, Inc., 1221 S. Belt Line Road, #500, Coppell, Texas 75019.

XIV. CORPORATE GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee reviews these Guidelines periodically and recommends amendments to the Board as necessary.

These Guidelines are posted on the Company's website for communication to the Company's stockholders.