

**FLUTTER ENTERTAINMENT PLC (THE “COMPANY”)  
MATTERS RESERVED FOR THE BOARD**

**as approved by the Board on 14 December 2022**

The following are the matters which are specifically reserved for the Board of Directors of the Company (the “Board”):

**1. STRATEGY AND MANAGEMENT**

- 1.1 Responsibility for the overall leadership of the Company and its subsidiaries (the “Group”) and setting and monitoring the long-term strategic aims and objectives and overall business and commercial strategy, purpose and values such that they are aligned to the Group’s culture, annual budget and forecasts and any material changes to them.
- 1.2 The Executive Directors of the Company are responsible for the day-to-day management of the Group, and in discussion with the Board, for developing the Group business strategy and objectives, and, once approved by the Board, ensuring their successful implementation.
- 1.3 The Board should understand the views of the Group’s key stakeholders. As part of this, the Board shall regularly consult with the Workforce Engagement Committee, as established by the Board in line with the UK Corporate Governance Code. The Board should also ensure that there are arrangements in place for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. It may delegate the regular review of this to a Board Committee or the designated directors for workforce engagement, but it will be kept updated on investigations and actions.
- 1.4 Oversight of Group’s operations ensuring competent and prudent management, sound planning, maintenance of a robust system of internal control and risk management, adequate accounting and other records and compliance with statutory and regulatory operations.
- 1.5 Approval of any material extension of the Group’s activities into new business or geographic areas and any decision(s) to cease to operate all or any material part(s) of the Group’s business.
- 1.6 Review of the performance of the Group in the light of its strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.

**2. STRUCTURE AND CAPITAL**

- 2.1 Approval of changes to the Company’s capital structure including but not limited to any reduction of capital, share buy backs or issue of shares or other securities (except under employee share plans).
- 2.2 Approval of any issue of securities by a Group entity to a person who is not a subsidiary of the Group, where such issue is material in the context of the Group.
- 2.3 Approval of any proposed alteration to the articles of association of the Company.

- 2.4 Approval of any changes to the Company's status as a public limited company, its listing or the markets on which its securities are traded.
- 2.5 Approval of any major restructuring or reorganisation of the Group and any major changes to the Group's management or control structures.
- 2.6 Approval of any third-party borrowings by the Group.
- 2.7 Approval of any third-party guarantees whether of debt securities (including debentures, bonds, loan notes and other debt instruments) or otherwise, given by the Group for amounts in excess of £10 million or by the Company.

### **3. FINANCIAL REPORTING AND INTERNAL CONTROLS**

- 3.1 Approval of the announcements relating to the preliminary results, half-year results and any trading updates, following recommendations from the Audit Committee.
- 3.2 Approval of the annual report and accounts of the Company, following recommendations from the Audit Committee.
- 3.3 Approval of the dividend policy, determination of any interim dividend and the recommendation (subject to the approval of shareholders in general meeting) of any final dividend to be paid by the Company or of any other distributions by the Company.
- 3.4 Approval of any material changes in accounting policies and practices, following recommendations from the Audit Committee.
- 3.5 Approval of the annual operating and capital expenditure budgets and any material changes to them and any material unbudgeted capital or operating expenditures.
- 3.6 Ensuring maintenance of a sound system of internal control and risk management, and approval of an appropriate statement for inclusion in the annual report, following recommendations from the Audit Committee.

### **4. GOVERNANCE MATTERS**

- 4.1 Approval of any listing particulars or prospectuses, circulars to holders of the Company's securities and recommendations in respect of any matters or notices which may be submitted to holders of the Company's securities in accordance with statutory or regulatory requirements, including those of the Central Bank of Ireland, Financial Conduct Authority, London Stock Exchange, Euronext Dublin or other regulatory body (as applicable) or the Company's articles of association.
- 4.2 Convening an annual or extraordinary general meeting of the Company and approval of all resolutions and corresponding documentation to be put to shareholders.
- 4.3 Changes to the structure, size and composition of (including appointments to) the Board and its committees and succession planning for the Board and senior management, following recommendations by the Nomination Committee.

- 4.4 The selection and appointment of the Chair and Senior Independent Director following recommendations by the Nomination Committee.
- 4.5 Division of responsibilities between the Chair and the Chief Executive Officer.
- 4.6 The appointment or removal of the Chief Executive Officer.
- 4.7 Appointment or removal of the Company Secretary.
- 4.8 Continuation in office of Directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM, and at any time, including the suspension or termination of service of an Executive Director as an employee of the Group.
- 4.9 Formal and rigorous annual review of the performance of the Board and its committees, individual directors and the division of responsibilities, and determining the independence of Non-Executive Directors in light of their character, judgement and relationships.
- 4.10 Receiving and considering the views of the Company's shareholders and ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- 4.11 Oversight of Environmental, Social and Governance ("ESG") matters including approval of the Group's strategy, priorities, plans and targets in respect of ESG and a review of performance as against the targets in conjunction with the Risk and Sustainability Committee.
- 4.12 Approval of any conflicts of any Board Directors.
- 4.13 Review of the Group's overall corporate governance arrangements.
- 4.14 Granting of powers of attorney by the Company.
- 4.15 Approval of the Group's levels of insurance, including directors' and officers' liability insurance.
- 4.16 Any substantive interaction with regulators and other relevant statutory authorities, including during any investigations.
- 4.17 Adoption of (or material amendment or variation to) the major Group policies from time to time of the Group.
- 4.18 Approval of material changes to and monitoring of the Group's securities dealing codes.
- 4.19 Appointment of the Company's principal financial and other professional advisers, including the appointment or reappointment of the external auditor to be put to shareholders for approval, following recommendations from the Audit Committee.

## **5. REMUNERATION**

- 5.1 Determination and agreement with the Remuneration Committee of the framework or Remuneration Policy where requiring approval by shareholders.

- 5.2 Introduction of new or major changes to existing employee incentive plans.
- 5.3 Determination of the remuneration of Non-Executive Directors of the Company (excluding the Chair) on the recommendation of the Executive Directors, subject to the articles of association of the Company.
- 5.4 Approval of any material changes to the rules of any pension plan or the introduction of any new pension schemes.

## **6. CONTRACTS AND EXPENDITURE**

- 6.1 Approval of all major capital projects, contracts, corporate actions or related actions and/or investment(s) with respect to the Company or another member of the Group that will have, or are likely to have:
  - (a) subject to paragraph (b), a financial cost greater than £30 million; or
  - (b) in the case of a major capital project, contract, corporate action or related action and/or investment(s) which either:
    - (i) relates to US and international market access deals; marketing commitments; and/or any other initiatives related to the achievement of the agreed strategy of the Group; or
    - (ii) is in the ordinary course of business of the Group, a financial cost greater than £75 million.
- 6.2 Approval of any Class 1 or 2 transaction or related party transactions, as defined by the Euronext Dublin or London Stock Exchange Listing Rules.
- 6.3 Approval of any takeover offer for another company within the City Code on Takeovers and Mergers or the Irish Takeover Rules.
- 6.4 Approval of all material joint ventures and material arrangements with customers or suppliers.
- 6.5 Approval of any acquisition or disposal (whether in a single transaction or series of transactions) not within the City Code on Takeovers and Mergers or the Irish Takeover Rules by any member of the Group of:
  - (a) any business (or any material part of any business) with a value in excess of £10 million;
  - (b) any shares in any company with a value in excess of £10 million, and
  - (c) any asset with a value in excess of £10 million.
- 6.6 Any major decision relating to the conduct (or settlement) of any material legal proceedings (including any litigation or other dispute resolution proceedings) to which the Group is a party where the potential liability or claim is considered to be material, or which are otherwise material to the interests and reputation of the Group.
- 6.7 Approval of any amendments to the Contracts Signatory Policy.

**7. DELEGATED AUTHORITY**

- 7.1 Determination and review of the terms of reference for the Committees of the Board and receiving regular reports on their activities.
- 7.2 Approval of the delegated authority limits for the Chief Executive Officer, Chief Financial Officer and other Directors, including approval of lists of delegated authority to approve expenditure, investments, and other matters as the Board may determine.

**8. OTHER MATTERS**

- 8.1 Considering the balance of interests between shareholders, employees, customers and the community.
- 8.2 Approval of any other matters which are reserved for decision by the Board in accordance with the requirements of applicable law, regulation or pursuant to accepted best practice or under the articles of association of the Company.
- 8.3 Any decision likely to have a material impact on the Company or Group from any perspective, including, but not limited to, financial, operational, strategic or reputational.
- 8.4 Review of this schedule of matters reserved for the Board at least annually.