

**FLUTTER ENTERTAINMENT PLC (THE “COMPANY”)
NOMINATION COMMITTEE - TERMS OF REFERENCE**

as approved by the Board on 14 December 2022

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members, the majority of whom shall be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. On occasion, other individuals (for example, other directors, management and external advisers) may be invited by the Committee Chair to attend all or part of any meeting of the Committee.
- 1.3 The Board shall periodically review the membership of the Committee at the instigation of the Chair of the Board.
- 1.4 The Committee Chair shall be appointed by the Board and shall either be the Chair of the Board or an independent non-executive director (the “**Committee Chair**”). In the absence of the Committee Chair, the remaining members present shall elect one of the independent Non-Executive Directors present to chair the meeting. The Chair of the Board shall not Chair the Committee when it is dealing with the appointment of their successor.

2. Secretary

- 2.1 Such person as the Committee Chair nominates shall act as the Secretary of the Committee.
- 2.2 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 2.3 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 2.4 Minutes of Committee meetings shall be circulated to all members of the Committee and, once agreed, to all members of the Board, unless exceptionally, in the opinion of the Committee Chair, in consultation with the Board Chair, it would be inappropriate to do so.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members both of whom must be independent non-executive directors.
- 3.2 A duly convened meeting of the Committee (attendance by telephone, video conference or similar is acceptable for the purposes of determining a quorum) at

which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

- 4.1 The Committee shall meet at least four times a year, and otherwise as determined by the Committee Chair. When deemed necessary or desirable by the Committee or the Committee Chair, decisions may be taken by unanimous written consent.
- 4.2 The Committee shall approve the annual calendar of its meetings.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or at the request of any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time, date, and dial in details (if required) together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6. Self-Evaluation

- 6.1 At least once a year, the Committee shall review its own composition, performance, and terms of reference and recommend any changes it considers necessary to the Board for approval.

7. Annual General Meeting and Shareholder Engagement

- 7.1 The Committee Chair shall attend the Annual General Meeting, and if requested to do so by the Chair of the Board, shall be prepared to respond to any shareholder questions on the Committee's activities.
- 7.2 The Committee shall, through the Chair of the Board or through the Chair of the Committee where this position is filled by another Non-Executive Director other than the Chair of the Board, ensure that the Company maintains contact as required and seeks engagement with its principal shareholders about matters within the Committee's remit.

8. Duties

8.1 The Committee shall:

- (a) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity of gender, social and ethnic backgrounds, cognitive and personal strengths) required of the Board compared to its current position, taking into account length of service on the Board as a whole and the need to regularly refresh its membership, and make recommendations to the Board with regard to any changes;
- (b) ensure plans are in place for orderly succession for Directors, Executive Committee members, the Company Secretary and other members of senior management as the Committee is designated by the Board to consider (such members for the purposes hereof known as “**senior management**”), taking into account the Group’s strategic priorities, the challenges and opportunities affecting the long-term success of the Group, and the skills and expertise needed in the future;
- (c) be responsible for identifying and nominating for the approval of the Board, candidates for the role of an Executive or Non-Executive Director, a member of the Executive Committee or the role of Company Secretary;
- (d) before recommending an appointment for the Board, evaluate the balance of skills, knowledge, experience, independence and diversity of gender, social and ethnic backgrounds, cognitive and personal strengths on the Board, accordingly prepare the description of role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates:
 - (i) the Committee shall use such methods as it deems appropriate, including using the services of external search consultants to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) consider candidates on merit and objective criteria with due regard for the benefits of diversity of gender, social and ethnic backgrounds, cognitive and personal strengths on the Board, taking into account that appointees have enough time available to devote to the position;
- (e) prepare a job specification for the appointment of the Chair of the Board, as and when required by the Board;
- (f) before recommending an appointment of a director to the Board, require the proposed appointee to disclose any other significant time commitments and ensure that any additional future commitments should not be undertaken by the appointee without prior approval of the Chair. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest, including those resulting from significant shareholdings, as well as any other significant commitments and the time commitments in relation to these;

- (g) keep under review the external significant commitments held by each Director;
- (h) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (i) keep up to date and fully informed about strategic issues and commercial challenges affecting the Group and the market in which it operates;
- (j) ensure that, on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- (k) ensure that on appointment to the Board, Non-Executive Directors are provided with an appropriate induction programme and consider any training requirements for the Board as a whole;
- (l) assist with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board, its Committees, and each non-executive director including assessing whether the non-executive directors are spending enough time to fulfil their duties, taking into account the composition and diversity of the Board; review the results of the evaluation process that relate to the composition of the Board and its Committees and succession planning; review the results of the performance evaluation of the Committee and oversee the implementation of recommended actions;
- (m) ensure there is a Board Diversity Policy in place with objectives and the progress on achieving these are monitored by the Committee; and
- (n) oversee the development of a diverse pipeline for succession and accordingly monitoring diversity objectives and strategies in place for the Group as a whole, and the impact of diversity initiatives.

8.2 The Committee shall make recommendations to the Board concerning:

- (a) plans for succession for both Executive and Non-Executive Directors, including the Chair of the Board, Executive Committee members and the Company Secretary;
- (b) any changes needed to the succession planning if periodic assessment indicates the desired outcomes have not been achieved;
- (c) suitable candidates as new directors and succession for existing directors;
- (d) membership of the Audit, Remuneration, Risk and Sustainability, Workforce Engagement and other Board committees, in consultation with the chairs of those committees;
- (e) the re-election by shareholders of any Director under the annual re-election provisions of the UK Corporate Governance Code or the provisions in the Company's articles of association having due regard to their performance and

ability to continue to contribute to the Board and why their contribution is important to the Company's long term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board, taking into account the length of service of individual directors, the Chair and the board as whole;

- (f) any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law; and
- (g) the appointment of any director to executive or other office.

9. Reporting Responsibilities

- 9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and adequate time should be made available for board discussion when necessary.
- 9.3 The Committee shall produce, on an annual basis, a report to shareholders on the Committee's activities to be included in the Company's Annual Report. The report shall include:
 - (a) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - (b) how board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition;
 - (c) the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives, and
 - (d) the gender balance of those in the senior management team and their direct reports.
- 9.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.

10. Other Matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required;
- 10.2 avail of appropriate and timely training as they see fit, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3 give due consideration to laws and regulations, the provisions and the requirements of the Financial Conduct Authority, the UK Listing Authority, Euronext Dublin, the UK Corporate Governance Code and any other applicable rules as appropriate; and
- 10.4 work and liaise as necessary with all other Board Committees, ensuring the interaction between committees and with the board is reviewed regularly.

11. Authority

The Committee is authorised by the Board to:

- 11.1 undertake an activity within its terms of reference;
- 11.2 seek any information it requires from any employee of the Group in order to perform its duties; and
- 11.3 obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and invite those persons to attend at meetings of the Committee.