

FLUTTER ENTERTAINMENT PLC
NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF
DIRECTORS
CHARTER

I. PURPOSE

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Flutter Entertainment plc (the “Company”) shall provide assistance to the Board of Directors by, among other things:

- A. identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors, from time to time, and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. as and when applicable, developing and recommending to the Board of Directors a set of Corporate Governance Guidelines applicable to the Company and assisting the Board of Directors in complying with them;
- C. overseeing the evaluation of the Board of Directors and senior management;
- D. recommending members of the Board of Directors to serve on committees of the Board of Directors and evaluating the functions and performance of such committees;
- E. overseeing and approving the management continuity planning process; and
- F. otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be composed of three or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to meet the criteria for independence under the applicable rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chair

Unless a chairperson of the Committee (the “Chair”) is selected by the Board of Directors, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas of Committee meetings. In the absence of the Chair of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees and/or to such officers or employees as the Committee considers appropriate such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate but not less than twice per year. The Chair of the Board of Directors, the Company Secretary or any member of the Committee may call meetings of the Committee. The same procedural rules concerning notice of meetings, actions by written consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board of Directors under the Company’s Articles of Association and other governing documents.

All non-executive directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. A resolution passed by a majority of those members of the Committee present at any meeting at which there is a quorum shall constitute a resolution of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company

shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of nominees for election as directors to serve on the Board of Directors.
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the nominees for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include minimum individual qualifications including strength of character, mature judgment, independence, cognitive and personal strengths, familiarity with the Company's business and industry and an ability to work collegially with the other members of the Board of Directors and all other factors it considers appropriate, which may include the age, gender, nationality, diversity of background including social and ethnic, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, technology background, compliance background, executive compensation background, any other skills or experience deemed necessary or desirable and the size, composition and combined expertise of the existing Board of Directors.

Review and make recommendations to the Board of Directors, or determine, whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's Articles of Association.

3. Evaluate candidates for nomination for election to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations by shareholders as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board of Directors.

5. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. In conjunction with the Chair of the Board of Directors, consider requests from any member of the Board of Directors to join the board of another public company and determine whether to approve such director's request.
8. Review the Board's leadership structure and recommend to the Board of Directors, as necessary and appropriate in accordance with applicable laws, an individual to serve as a Lead Independent Director of the Board of Directors.
9. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate the Board of Directors and its committees.

Committee Selection, Composition and Evaluation

10. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, including the chairperson of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
11. Establish, monitor and recommend the purpose, structure and functions of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
12. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

Corporate Governance

13. Review the adequacy of the Articles of Association of the Company and recommend to the Board of Directors, as conditions dictate, proposed amendments to the Articles of Association.
14. As and when applicable, develop and recommend to the Board of Directors a set of guidelines to be included in the Company's Corporate Governance Guidelines (to the extent applicable) and keep abreast of governance developments to enable the Committee to recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines (to the extent applicable) in light of such developments as may be appropriate.

15. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
16. Review director's and officer's indemnification and insurance matters.

Shareholder Engagement

17. Review and assess shareholder feedback and the Company's shareholder engagement process, and make recommendations to the Board as applicable.

Continuity/Succession Planning Process

18. Oversee and approve CEO and senior management continuity planning process and selection.
19. Review a succession plan process for the CEO and senior management annually, including emergency succession plans.
20. Coordinate with the Compensation and Human Resources Committee in relation to the review and evaluation of policies and principles for remuneration of the CEO and senior management as part of the CEO and senior management continuity planning process.
21. Oversee, review and periodically update the Company's Code of Ethics (the "Code of Ethics") (including review of requests of waivers thereof by executive officers and directors) and the Company's system to monitor compliance with and enforce the Code of Ethics.

Reports

22. Report regularly to the Board of Directors including:
 - (i) following meetings and written resolutions of the Committee; and
 - (ii) With respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

23. Maintain minutes or other records of meetings and activities of the Committee.

V. EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, at least annually, including by reviewing its compliance with this Charter, and review and reassess the adequacy of this Charter and recommend to the Board of Directors any proposed changes to

this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

VI. UK Corporate Governance Code

For so long as the Company is subject to or has chosen to comply with the provisions of the UK Corporate Governance Code (the “Code”), the Committee shall also adhere to the additional requirements set out in Appendix A.

Effective Date: November 9, 2023

APPENDIX A: ADDITIONAL OBLIGATIONS UNDER THE UK CORPORATE GOVERNANCE CODE

1. A majority of the members of the Committee shall be independent non-executive directors in accordance with the independence criteria of the Code.
2. The Chair of the Board of Directors shall not chair the Committee when it is dealing with the appointment of his/her successor.
3. The Committee should generally make use of open advertising and/or an external search consultancy for the appointment of the Chair of the Board of Directors and any non-executive directors. 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.
4. The Committee shall recommend to the Board of Directors, as necessary and appropriate, an individual to serve as Senior Independent Director of the Board of Directors, as described in the Code.
5. The Committee shall, through the Chair of the Board of Directors or through the Chair of the Committee where this position is filled by another non-executive director other than the Chair of the Board of Directors, ensure that the Company maintains contact as required and seeks engagement with its principal shareholders about matters within the Committee's remit.
6. The Committee shall ensure that, in addition to senior management, plans are in place for the orderly succession of members of the Board of Directors. Succession plans and/or policies shall be based on merit and objective criteria and, within this context, shall promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
7. 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: (i) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline; (b) how evaluation of the Board of Directors has been conducted, the nature and extent of an external evaluator's contact with the Board of Directors and individual directors, the outcomes and actions taken, and how it has influenced or will influence the composition of the Board of Directors; (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.
8. As serving on the Board of Directors requires significant time and attention, the Committee shall, before recommending an appointment to the Board of Directors, have regard to the time commitment expected and take account of other board memberships and significant commitments of candidates for appointment in considering whether such persons have sufficient time available to devote to the position.

