

FLUTTER ENTERTAINMENT PLC
Risk and Sustainability Committee (the “Committee”)
Terms of Reference

as approved by the Board on 22 February 2022

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Risk and Sustainability Committee (the “**Committee Chair**”). The Committee shall be made up of at least three members, the majority of whom shall be independent non-executive directors and shall include at least one member of the Audit Committee. The committee as a whole shall have relevant risk expertise and sustainability and competence relevant to the sector in which the Group operates.
- 1.2 Only members of the Committee have the right to attend Committee meetings. On occasion, other individuals (e.g. other directors and management) may be invited by the Committee Chair to attend all or part of any meeting of the Committee.
- 1.3 The Chief Executive, the Chief Legal Officer and Group Commercial Director, or another person delegated by him/her, and the Chief Financial Officer of the Group shall be invited to attend meetings of the Committee on a regular basis.
- 1.4 The Board shall periodically review membership of the Committee at the instigation of the Chair of the Board.
- 1.5 On recommendation of the Chair of the Nomination Committee, the Board shall appoint the Committee Chair who shall be an independent non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2. Secretary

- 2.1 Such person as the Committee Chair nominates shall act as Secretary to 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 with at least one being an independent non-executive director. 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 required 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 of the Committee at the request of the Committee Chair or at the request of the Chief Legal Officer and Group Commercial Director, or another person delegated by him/her, if they consider it necessary.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, 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 by the Chair to do so, 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, ensure that the Company maintains contact as required and seeks engagement, where relevant, with its principal shareholders about matters within the Committee's remit.

8. Duties

On behalf of the Board, the Committee has the following specified key functions and responsibilities:

- 8.1 Advise the Board on the Group's overall risk appetite, tolerance and strategy, and the principal and emerging risks the Group is willing to take in order to achieve its long-term strategic objectives.

- 8.2 Oversee the processes in place to manage the material Group and emerging risks related to sustainability and operational matters as set out in the Risk Management Framework.
- 8.3 Receive insights and updates from key risk management and sustainability-related functions across the Divisions and Group to gain assurance that risk management activities and sustainability initiatives, including those focused on climate change, are appropriate, embedded in performance management processes and in line with the risk appetite of the Group.
- 8.4 Oversee and monitor the material risks and opportunities facing the Group including non-financial material risks, sustainability risks and initiatives including relevant risks and controls and threats to the business model and strategic objectives which may impact the future performance of the Divisions and Group.
- 8.5 Oversee reputational risks facing the Group, including stakeholder expectations and global developments on ESG, and reviewing any key learnings from internal or external reviews and investigations of any marketing, advertising, campaigns and promotional activities which have had a significant negative impact on the brand or image of the Group.
- 8.6 Review the Group's (i) Crisis Management Plan; and (ii) Divisional Business Continuity Plans, to ensure that they are updated to reflect changes in the Group's operating environment.
- 8.7 The Committee shall review the Group's Risk Register and assess the overall risk appetite, tolerance and strategy, and the principal and emerging risks, including climate change, the Group is willing to take in order to achieve its long-term strategic objectives.
- 8.8 The Committee shall receive representations from any member of management teams, as deemed necessary, in order to get sufficient insight into the overall risk appetite of the Group and its application.
- 8.9 Oversee the implementation and execution of the Group's objectives and strategy in respect of Environmental, Social and Governance ("ESG") issues, including the Group's strategies and policies in respect of safer gambling, corporate social responsibility ("CSR"), climate and privacy and data protection.
- 8.10 Oversee development of metrics and measures to monitor ESG, including climate change and safer gambling, risks and opportunities identified within the ESG Strategy and monitor progress on performance against these metrics and measures.
- 8.11 Oversee processes in place to manage ongoing compliance with the conditions of the regulatory licenses held by the Group in its various jurisdictions, including

oversight of non-regulated jurisdictions of operation and be updated in respect of any related Group procedures and processes as appropriate.

- 8.12 Oversee the management of material legal or regulatory risks facing the Divisions and Group, including any material pending or threatened litigation, any material regulatory communications and actions taken in relation thereto.
- 8.13 Oversee how the Group manages risks and ongoing compliance to legal and regulatory marketing and promotional requirements, including being notified of any investigations or negative findings in relation to marketing, advertising or promotional activities.
- 8.14 review the Company's arrangements for its employees, contractors and external parties to raise concerns, in confidence, and if they wish, anonymously, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action. These shall also be reported to and discussed by the Board.
- 8.15 Oversee the Company's procedures for detecting fraud.
- 8.16 Report any incidents of financial improprieties to the Audit Committee for further investigation.
- 8.17 Oversee the process of identifying relevant regulatory requirements relating to sustainability, including environmental reporting, and monitor compliance with these obligations.
- 8.18 Review and monitor the key technology risks facing the Group, including, but not limited to, the Company's programs, policies, practices and safeguards for information technology, cybersecurity and fraud, identification, assessment, monitoring, mitigation and the overall management of those risks, and the Company's cyber-attack incident response and recovery plan.
- 8.19 Review the Group's Disaster Recovery Plan to ensure that it is updated to reflect changes in the Group's operating environment.
- 8.20 Review and monitor the performance of the Group's policies in respect of bookmaking risk;
- 8.21 Review reports from the Chief Trading Officer, Risk and Trading and receive sufficient representation from management on the adequacy and effectiveness of the Group's Bookmaking and Risk Management functions; and
- 8.22 Approve the Group's bookmaking risk and pay-out limits and review these limits on a regular basis.
- 8.11 Review and approve relevant and material policies in accordance with the principal risks for the Group.
- 8.12 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

- 8.13 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 make recommendations as to the steps to be taken.
- 8.14 It shall convene a joint meeting (at least once a year) with the Audit Committee, to include a review of the risk management process as a whole for its appropriateness and effectiveness in identifying the principal risks and emerging risks and how those risks are being managed and mitigated and the Group Risk Register and the appropriateness of management's risk appetite. The joint meeting shall be chaired by the Chair of the Audit Committee.
- 8.15 A report to shareholders on the Committee's activities shall be included in the Company's Annual Report, including a review of the company's procedures to manage or mitigate principal risks and to identify emerging risks, to assist in the board's assessment of principal and emerging risks, an evaluation of the company's principal risks, to be taken into account by the board when assessing the company's prospects, and disclosures in respect, ESG, climate and safer gambling.

9. Other Matters

The Committee shall:

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 9.2 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;
- 9.3 be kept up-to-date of any prevailing and new requirements, legislation, standards and codes of conduct under which the Group operates and the likely impact of such developments on the Group which are required in order to assist with the Committee's duties;
- 9.4 oversee any investigation of activities which are within its terms of reference; and
- 9.5 work and liaise as necessary with all other Board Committees ensuring the interaction between committees and with the board is reviewed regularly.

10. Authority

The Committee is authorised by the Board to:

- 10.1 undertake any activity within its terms of reference;
- 10.2 seek any information it requires from any employee of the Group in order to perform its duties;
- 10.3 delegate any matter or matters to another committee or person(s) as it deems appropriate;
- 10.4 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and invite those persons to attend at meetings of the Committee; and

10.5 call any employee to be questioned at a meeting of the Committee as and when required.