

FLUTTER ENTERTAINMENT PLC
RISK AND SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE

The Risk and Sustainability 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. overseeing and monitoring the material risks and opportunities facing the Company including material non-financial, bookmaking and sustainability risks and initiatives.
- B. overseeing the implementation and execution of the Company’s objectives and strategy in respect of Environmental, Social and Governance (“ESG”) issues including climate change and safer gambling;
- C. overseeing the Company’s compliance with legal and regulatory requirements in conjunction with the Audit Committee of the Board of Directors (the “Audit Committee”); and
- D. providing review and oversight of issues related to the key technology risks facing the Company.

II. STRUCTURE AND OPERATIONS

Membership Requirements

The Committee shall be composed of three or more members of the Board of Directors. At least one member of the Committee shall also be a member of the Audit Committee.

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.

All 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.

Overall Risk Management and Strategy

1. Oversee the Company's overall risk appetite, tolerance and strategy, and the principal and emerging risks the Company is willing to take in order to achieve its long-term strategic objectives.
2. Review and oversee the processes in place to manage the material Company and emerging risks related to sustainability, enterprise and operational matters as set out in the Company's Risk Management Framework.
3. Monitor and periodically discuss with management the material risks and opportunities facing the Company including non-financial material risks, enterprise 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 Company.
4. Oversee reputational risks facing the Company 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 Company.
5. Review and monitor the performance of the Company's policies in respect of bookmaking risk.
6. Approve the Company's pay-out limits and review these limits on a regular basis.
7. Oversee how the Company and its subsidiaries (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. Review the Company's (i) Crisis Management Plan; (ii) Disaster Recovery Plan and (ii) Divisional Business Continuity Plans, to ensure that they are updated to reflect changes in the Company's operating environment.

ESG Strategy

9. Monitor stakeholder expectations and global developments on ESG and oversee the implementation and execution of the Company's objectives and strategy in respect of public policy and ESG issues, including the Company's strategies and policies in respect of safer gambling, corporate social responsibility and climate.
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.
11. Oversee the process of identifying relevant regulatory requirements relating to sustainability, including environmental reporting, and monitor compliance with these obligations.

12. In coordination with the Audit Committee, periodically discuss with management the Company's internal procedures and controls related to external ESG-related disclosures, including any assurance or verification being provided by the independent auditors or other third party with respect to such disclosures.

Technology Risks

13. Review and monitor the key technology risks facing the Company, including, but not limited to, the Company's programs, policies, practices and safeguards for information technology, data privacy and protection, 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.

Legal/Regulatory

14. Oversee processes in place to manage ongoing compliance with the conditions of the regulatory licenses held by the Company in its various jurisdictions, including oversight of non-regulated jurisdictions of operation and be updated in respect of any related Company procedures and processes as appropriate.
15. Oversee the management of material legal or regulatory risks facing the Company, including any material pending or threatened litigation, any material regulatory communications and actions taken in relation thereto.
16. 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.
17. Establish whistleblowing procedures for the receipt, retention and treatment of complaints received by the Company for any matter (other than those related to accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters which shall be reviewed by the Audit Committee).
18. Provide oversight of the Company's major advocacy priorities and activities and principal trade association memberships.
19. Review the Company's political and charitable expenditure policies and expenditures, including payments to trade associations and other tax-exempt or similar organizations that may engage in political activity.

Reports

20. 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.

21. 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 Committee shall, through the Chair of the Board of Directors 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.
3. 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 of Director's assessment of principal and emerging risks, an evaluation of the company's principal and emerging risks, to be taken into account by the Board of Directors when assessing the company's prospects, and disclosures in respect, ESG, climate and safer gambling.