

**FLUTTER ENTERTAINMENT PLC (THE “COMPANY”)  
WORKFORCE ENGAGEMENT COMMITTEE  
TERMS OF REFERENCE  
as approved by the Board on 10 December 2021**

**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 Chief Executive Officer and the Chief People Officer, or another person delegated by him / her, shall be invited to attend meetings of the Committee on a regular basis.
- 1.4 The Board shall periodically review the membership of the Committee at the instigation of the Chair of the Board.
- 1.5 On the recommendation of the Chair of the Nomination Committee, the Board shall appoint the Committee Chair and shall be an independent non-executive director (the “**Committee Chair**”). In the absence of the Committee Chair, the remaining members present shall elect one of the Directors present to chair the meeting.

**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.
- 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 three 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, ensure that the Company maintains contact as required and seeks engagement with its principal shareholders about matters within the Committee's remit.

#### **8. Duties**

The purpose of the Committee is to ensure the Flutter and its subsidiaries has a culture that underpins the vision, values and strategy to support its long-term sustainable success and to listen to the views of the workforce to support the Board in decision-making.

- 8.1 The Committee shall:
  - (a) be responsible for monitoring workforce engagement within the Group, to ensure there is a meaningful dialogue between the Company and its

workforce;

- (b) define the workforce and its key components taking into account the size, structure geography and demographics of each division and any challenges faced by the Group in facilitating meaningful workforce engagement. Ensure representative views are gathered from across the workforce through effective participation in workforce engagement initiatives;
- (c) review management goals and targets and metrics for tracking performance in the areas of culture, equality, diversity and inclusion, recruitment and retention, career development and progression, well-being, and any other matters considered relevant by the Committee;
- (d) support and provide guidance to management in developing and updating strategies and policies relating to the workforce;
- (e) ensure adequate policies, practices and communication channels in place are consistent with the Company's values, and that they support the Company's long-term sustainable success by facilitating meaningful workforce engagement throughout each division of the Group;
- (f) As agreed with management, make periodic visits to locations worldwide to meet with and hear from representatives of each of the Group's divisions in respect of key employee matters to enhance the Board's awareness of such matters in the context of the Board's decision-making process. The Committee may use electronic communications with the workforce where relevant;
- (g) evaluate feedback received from workforce engagement initiatives and from workforce representatives throughout the Group and conduct an analysis of such feedback in order to make recommendations to the Board. In conducting this analysis, the Committee shall use such methods as it deems appropriate, including using the services of external consultants to facilitate the analysis;
- (h) monitor any potential conflicts disclosed in accordance with the Code of Ethics between the interests of employees and stakeholders and the interests of the shareholders of the Company and report such potential conflicts to the Board;
- (i) receive quarterly updates from workforce representatives in respect of employee engagement throughout the Group and consider the findings of workforce engagement initiatives, as well as any other updates from the Group Chief People Officer, divisional Chief People Officers and divisional CEOs;
- (j) receive regular updates about any issues identified as having a material impact on the workforce and communicate such issues to the Board; and
- (k) review management's progress in improving performance in areas under the

responsibility of the Committee.

## 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) details in relation to workforce engagement initiatives undertaken by the Group; and
  - (b) how feedback received by the Committee from the workforce was reported to the Board.

## 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.