

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

as approved by the Board in 10 December 2021

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 Board and the Chair of the Committee (the “**Committee Chair**”). The Committee shall be made up of at least three members, all of whom shall be independent Non-Executive Directors. The Chair of the Board may only be a member if he or she was independent on appointment but cannot be the Committee Chair. On the recommendation of the Nomination Committee, the Board shall appoint the Committee Chair, who shall be an independent Non-Executive Director. An individual should have served on a remuneration committee for at least 12 months prior to their appointment as Committee Chair.
- 1.2 Only members of the Committee have the right to attend Committee meetings. 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 No individual shall be involved in deciding their own remuneration and will not be present for any part of the meeting where this is being discussed.
- 1.4 The Board and the Nomination Committee shall keep under review the membership of the Committee.
- 1.5 In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not be Chair of the Committee.

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 twice 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 executive remuneration.

8. Duties

The Committee reviews all aspects of executive remuneration, reviewing trends across the industry and setting executive remuneration policies, which are designed to incentivise and retain talent to support the delivery of our long-term strategy and sustainable success. The duties of the Committee shall be to:

- 8.1 have delegated responsibility for determining the policy for Executive Director remuneration and setting the remuneration of the Chief Executive Officer, the Executive Directors, the Executive Committee and the Company Secretary, together with such other members of senior management as the Committee is designated by

the Board to consider (such members for the purposes hereof to be known as “**senior management**”). The remuneration of Non-Executive Directors shall be a matter for the Board on the recommendation of the Chair of the Board. However, the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants. The remuneration of the Chair of the Board shall be determined by the Committee in consultation with the Chief Executive Officer (with the Chair of Board absenting himself from the Committee's discussion, if in attendance);

- 8.2 in determining the remuneration policy, to take into account any other factors as it deems relevant in determining such policy, including relevant legal and regulatory requirements; the objective of such policy shall be to promote the long-term success of the Company, attract and retain executive management and ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company, having regard to the risk appetite of the Company and the views of shareholders and other stakeholders. Remuneration schemes should promote long-term shareholdings by Executive Directors that support alignment between Executive Directors and long-term shareholder interests, with share awards subject to a total vesting and holding period of at least five years, and a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares;
- 8.3 review workforce remuneration and related policies and the alignment of incentives and rewards with the Company's culture, taking these into account when setting the policy for Executive Director remuneration;
- 8.4 review the ongoing appropriateness and relevance of the remuneration policy, considering the requirement in the UK Corporate Governance Code concerning clarity, simplicity, risk, predictability, proportionality and alignment to culture, and ensure that all provisions regarding disclosure of remuneration including pensions is clear and transparent, as well as ensuring that the remuneration policy complies with any other requirements of applicable law;
- 8.5 review the design of all share incentive plans and ensure that all share incentive plans promote long-term shareholdings by Executive Directors that support alignment with long-term shareholder interests with share awards for subject to a total vesting and holding period of at least five years, and a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares for Executive Directors. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, review the appropriateness of overall allocations, the individual awards to Executive Directors, Executive Committee, Company Secretary and designated members of the senior management and any performance measures and targets to be used. The choice of financial, non-financial and strategic measures is important as is the exercise of independent judgement and discretion when determining remuneration awards, taking account of company and individual performance, and wider circumstances;
- 8.6 review the design of, and determine targets for, any performance-related pay schemes operated by the Company and approve the total annual payments made under such schemes;

- 8.7 determine the pension arrangements for the Executive Directors, members of the Executive Committee, the Company Secretary and the senior management;
- 8.8 approve all major changes to pensions, or existing benefits and new benefits;
- 8.9 within the terms of the agreed policy, and in consultation with the Chair and/or Chief Executive Officer, as appropriate, determine the total individual remuneration package of each Executive Director, members of the Executive Committee, Company Secretary and the senior management including basic salary, any benefits in kind, any annual bonuses, participation in any share option or award schemes, pension rights and any compensation payments, and to regularly review and monitor the potential value of new packages.;
- 8.10 determine the policy for, and scope of, termination payments and compensation commitments for each Executive Director, members of the Executive Committee, the Company Secretary and such other members of the senior management. Ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 8.11 in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the UK Corporate Governance Code and the applicable rules of the UK Listing Authority and Euronext Dublin, and associated guidance;
- 8.12 agree the policy for authorising claims for expenses from the Directors;
- 8.13 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- 8.14 review annually a summary of the Committee's consultants' fees for the year and the consultants' policy and procedures on dealing with potential conflicts of interest to ensure it is comfortable with them; and
- 8.15 to consider any other matters as may be requested by the Board.

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 of the Company's remuneration policy and practices, which will form part of the Company's Annual Report. If the committee has appointed remuneration consultants, the consultant should be identified in the annual report alongside a statement about any other connection it has with the company or individual Directors.

- 9.4 The Committee shall also ensure that provisions regarding disclosure of information as set out in Part 17, Chapter 8C of the Companies Act 2014 and the UK Corporate Governance Code are fulfilled, and that a report on the Directors' remuneration policy and practices is included in the company's annual report and put to shareholders for approval at the AGM, as necessary.
- 9.5 Through the Chair of the Board, ensure that the Company maintains contact as required and seeks engagement with its principal shareholders about executive remuneration.

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 UK Listing Authority, Euronext Dublin, the UK Corporate Governance Code and any other applicable rules as appropriate;
- 10.4 oversee any investigation of activities which are within its terms of reference; and
- 10.5 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 any activity within its terms of reference;
- 11.2 seek any information it requires from any employee of the Company in order to perform its duties;
- 11.3 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
- 11.4 within any budgetary restraints imposed by the Board, appoint remuneration consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.