



**(THE "COMPANY")  
ENVIRONMENTAL, SOCIAL & GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

**1. COMPOSITION AND MEETINGS OF THE ENVIRONMENTAL, SOCIAL & GOVERNANCE ("ESG") COMMITTEE**

- 1.1 The ESG Committee comprises not less than three members to be selected by the company's Board of directors. At least two of the members of the ESG Committee should be non-executive directors who are independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the ESG Committee member's judgement and should be independent within the meaning of applicable Canadian securities laws, rules and regulations, each as in effect and applicable to the Company from time to time. Appointments to the ESG Committee shall be for a period of up to three years which may be extended for two further three year periods, provided that the majority of the ESG Committee remains independent. The Board may from time to time review the composition of the ESG Committee to ensure that membership of the ESG Committee rotates amongst the Company's non-executive directors.
- 1.2 If any member of the ESG Committee is unable to act for any reason, the chair of the ESG Committee may appoint any other non-executive director of the Company to act as his or her alternate.
- 1.3 The chair of the ESG Committee shall be appointed by the Board. In the absence of the chair of the ESG Committee, the remaining members present shall elect one of their number to chair the meeting.
- 1.4 Any member of the ESG Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the ESG Committee upon ceasing to be a director.
- 1.5 The Company Secretary (or his or her nominee) shall be the secretary of the ESG Committee.
- 1.6 The quorum for meetings of the ESG Committee is two of its members, one of whom must be an independent non-executive directors.
- 1.7 No one other than a ESG Committee member is entitled to attend meetings of the ESG Committee, but others may attend by invitation.
- 1.8 Meetings of the ESG Committee are proposed to be held four times, but not less than twice, a year and at such other times as the chair of the ESG

Committee shall require. Any of the ESG Committee members may request a meeting of the ESG Committee if he or she considers it necessary, to be arranged by the secretary.

## **2. AUTHORISATION**

2.1 The ESG Committee is authorised by the Board:

2.1.1 at the Company's expense, to obtain such legal or other independent professional advice as it deems necessary to fulfil its responsibilities; and

2.1.2 to secure the attendance of other persons at its meetings if it considers this necessary, including appropriate employee representation.

## **3. DUTIES OF THE ESG COMMITTEE**

3.1 The primary duty of the ESG Committee is to review the framework of policies and controls put in place by the Company's executive directors and their reports which (i) support its vulnerable members, (ii) manage the Company's relationships with stakeholders and (iii) protect the Company and its subsidiaries (the Group) from any external issues that have the potential to materially affect the Company's business and reputation. In defining the 'social' aspect of its remit, the ESG Committee shall consider the sustainability of its business model by reference to affordability.

3.2 In particular, the Committee shall consider the adequacy of the Group's ESG policies and processes by reviewing reports prepared by management on:

3.2.1 responsible gaming including the prevention of underage or problem gambling;

3.2.2 compliance with the gaming licenses held by the Company's subsidiaries;

3.2.3 be regularly updated on the activities of the marketing and advertising function with reference to how the Group manages ongoing compliance to legal and regulatory marketing requirements;

3.2.4 the fairness and integrity of the Group's gaming and trading systems and the process for managing any challenges to the fairness and/or integrity of these systems;

3.2.5 review 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;

3.2.6 diversity in the workplace;

- 3.2.7 security and health and safety in respect of the Group's employees, customers and premises;
  - 3.2.8 charitable donations, all Research, Education and Training (RET) contributions (as proposed by management), and pro bono programmes (including the Gamesys Foundation); and
  - 3.2.9 the Company's impact on the environment.
- 3.3 The Committee shall endeavour to ensure that sufficient focus and resource is given to implementing, monitoring and managing the Company's ESG policies and processes and that these remain effective.
  - 3.4 The Committee shall, in consultation with the executive management team, consider the appointment of third parties to advise on ESG policies and practices and / or audit the Company's ESG policies. In relation to any such programme the Committee shall, with the executive management team, evaluate potential third parties, agree the scope of the advisory/audit process and review the results of the exercise and agree the action to be taken.
  - 3.5 The Committee shall liaise and work with the Board's other Committees and the individual discharging the Employee Voice role to the extent necessary to for the Committee and/or another Board Committee to carry out its duties and responsibilities.
  - 3.6 The Committee shall prepare a ESG report for inclusion in the Company's annual report and accounts and oversee that any public disclosures on ESG made by the Group accurately reflect the Group's actual policies and processes.
  - 3.7 The Committee shall exercise the Company's voting rights as the sole member of the Gamesys Foundation. In that regard, the Committee shall appoint five trustees of the Foundation, of whom two shall always be external trustees and three shall be non-executive directors of the Board (namely the ESG Chair, the Chair of the Board and the individual discharging the Employee Voice role) or any other candidate as approved by the Board. The Committee shall at all times act, and exercise the voting rights, in according with the Foundation's Principles and Values to promote the independent nature and integrity of the Foundation and its board of trustees.

#### **4. ESG COMMITTEE CHAIR**

- 4.1 The ESG Committee chair shall:
  - 4.1.1 report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and its compliance with these terms of reference;

- 4.1.2 be appointed as a trustee of the Gamesys Foundation; and
- 4.1.3 attend the Company's annual general meeting prepared to answer shareholders' questions on the ESG Committee's activities.

## **5. SECRETARY**

- 5.1 The secretary shall:
  - 5.1.1 minute the proceedings and resolutions of all meetings of the ESG Committee, including recording the names of those present and in attendance;
  - 5.1.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and
  - 5.1.3 promptly circulate minutes of ESG Committee meetings to all members of the ESG Committee and, once agreed, to all members of the Board, unless in the opinion of the ESG Committee chair, a conflict of interest exists.

## **6. OTHER MATTERS**

- 6.1 The ESG Committee shall:
  - 6.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
  - 6.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
  - 6.1.3 give due consideration to laws and regulations (including all applicable Canadian securities laws, rules and regulations), the provisions of the UK Corporate Governance Code, the EU Market Abuse Regulation and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
  - 6.1.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Approved by the Board on 1 October 2020.