

# **TERMS OF REFERENCE OF THE ESG (ENVIRONMENT, SOCIAL AND GOVERNANCE) COMMITTEE OF THE BOARD OF DIRECTORS**

ADOPTED BY THE BOARD ON 25 JANUARY 2024

## 1. PURPOSE

Environment, Social and Governance (“ESG”) was constituted by the Board to:

- 1.1 Assist the Board in defining and regularly reviewing the Company’s strategy relating to ESG matters and in setting relevant KPIs;
- 1.2 Develop and review regularly the policies, programmes, practices, targets and initiatives of the Company relating to ESG matters ensuring they remain effective and up to date and consistent with good industry practice;
- 1.3 Provide oversight of the Company’s management of ESG matters and compliance with relevant legal and regulatory requirements, including applicable rules and principles of corporate governance, and applicable industry standards; and
- 1.4 Report on these matters to the Board and, where appropriate, make recommendations to the Board, and report as required to the shareholders and other stakeholders of the Company on the activities and remit of the Committee.

**References to ESG matters and issues shall include, but not be limited to;**

- 1.5 **Environmental:** the Company’s impact on the natural environment and its adaptation to climate change including greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, impact on water resources and the status of water bodies, pollution, resources efficiency, the reduction and management of waste, and the environmental impact of the Company’s supply chain
- 1.6 **Social:** the Company’s interactions with employees, customers, suppliers, other stakeholders and the communities in which it operates, including the matters set out in Section 172 of the UK Companies Act 2006, to the extent permitted under Gibraltar law, and the role of the Company in society, workplace policies, diversity, ethical procurement, any social or community projects undertaken by the Company and social aspects of the supply chain, community and stakeholder engagement or partnerships including responsible and safer gaming and relationships with industry and statutory regulators.
- 1.7 **Governance:** the ethical conduct of the Company’s business including its corporate governance framework (including compliance with the UK Corporate Governance Code), business ethics policies and codes of conduct, suitability of business relationships, counterparty due diligence and onboarding policies and procedures, the management of bribery, corruption and money laundering risk and the transparency of reporting and financial and tax transparency.

## 2. MEMBERSHIP

- 2.1 The Committee shall be made up of at least two independent non-executive directors appointed by the Board.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting as and when appropriate.
- 2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the majority of directors remain independent

## 3. SECRETARY

The Company Secretary, or his or her nominee, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## 4. QUORUM

The quorum necessary for the transaction of business shall be two members.

## 5. FREQUENCY OF MEETINGS

- 5.1 The Committee shall meet four times a year at appropriate intervals and otherwise as required.
- 5.2 Outside of the formal meeting programme, the Committee Chair, and to a lesser extent the other Committee members, will maintain a dialogue with key individuals involved in the Company's governance and senior management team, including the management level ESG committee.

## 6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed by the Committee, 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 no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members at the same time. Copies of the agendas, papers and minutes may be circulated or made available to the other directors and to attendees as appropriate and as agreed.
- 6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

## 7. MINUTES OF MEETINGS

- 7.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 Draft minutes of committee meetings shall be agreed with the Committee Chair and then circulated promptly to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chair.

## 8. DUTIES

The Committee is a Committee of the Board from which it derives its authority and to which it regularly reports.

### ESG STRATEGY

The Committee shall:

- have oversight of the Company's ESG strategy;
- have oversight of the Company's ESG targets and key performance indicators;
- have oversight of the Company's ESG budget, as well as major ad hoc pieces of spending related to ESG;
- have oversight of third party partnerships entered into in relation to the ESG strategy; and
- have oversight of how the ESG strategy is communicated internally and externally.

## POLICIES

The Committee shall:

- ensure the Company maintains appropriate policies and procedures in order to effectively support the ESG framework; and
- ensure that where possible, relevant ESG policies are publicly available.

## MONITOR AND REVIEW

The Committee shall:

- monitor how the ESG Strategy is received and regarded by the Company's employees.
- monitor how the ESG Strategy is received and regarded by external stakeholders including the Company's shareholders, the media, relevant regulators and ESG rating agencies.
- monitor how the ESG Strategy's ongoing implementation compares to ESG strategies adopted by competitors, the expectations of regulators, and more general ESG trends.

## 9. REPORTING RESPONSIBILITIES

- 9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 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.
- 9.3 The Committee shall compile a report to shareholders on its activities to be included in the 888 Holdings plc Annual Report & Accounts, including the significant issues that the Committee considered in relation to its activities and how these issues were addressed. Membership of the Committee and attendance shall also be noted in the Annual Report.
- 9.4 The Chair of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

## 10. AUTHORITY

The Committee is authorised to:

- 10.1 seek any information it requires from any employee of the Company in order to perform its duties;
- 10.2 obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- 10.3 call any employee to be questioned at a meeting of the Committee as and when required; and
- 10.4 have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.

## 11. OTHER MATTERS

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 11.2 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;
- 11.3 give due consideration to relevant laws and regulations, as appropriate;
- 11.4 oversee any investigation of activities which are within its terms of reference;
- 11.5 work and liaise as necessary with all other board committees; and
- 11.6 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.

