



# Sustainability (ESG) and Public Policy Committee Charter

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# 1 BACKGROUND

Increasingly, environment, social and governance (ESG) considerations are rising up the agenda of investors, regulators, licensees and governments. The investment community is applying an ESG lens to understand and assess portfolio and corporate risk, inform investment decisions and quantify long term value. The investment community and the capital markets are also calling for more transparency and disclosure about ESG matters that are material to the business; and are assessing companies on their ESG performance. Further, strong ESG performance is viewed as a proxy for good governance.

There are range of ESG standards for reporting on ESG issues as well as evolving governance code requirements. The UK Corporate Governance code has placed greater emphasis on relationships between companies and society and has recently increased its focus on sustainability issues including stakeholder engagement, diversity, and ethical corporate cultures.

Playtech has made a commitment to grow its business in a way that has a positive impact on its people, the communities where it operates, the environment and the industry. To achieve this, the company has set out a five-year strategy and set of commitments to be a responsible and sustainable business.

# 2 AUTHORITY

The Committee receives delegated authority from the Board of Directors (BoD) of Playtech Plc. The Committee may review any activity within these terms of reference and, within its scope of responsibilities, seek any information it requires and require the attendance of management representatives at meetings as appropriate. The Committee has the authority to obtain external professional advice on ESG and reputation issues. The advisors may attend meetings as necessary, and the cost of advisors shall be borne by the company.

# 3 PURPOSE

The purpose of the ESG Committee is to assist the Board in:

- Developing and reviewing the strategies, policies and performance of the Playtech Plc Group (the "Group") in relation to environmental, social and governance matters. This includes a wide range of matters related to the environment, safer gambling, diversity and inclusion, wellbeing, community, supply chain and human rights.
- Ensuring the Group has an appropriate ESG Strategy (the 'Strategy') that is integrated with the core business strategy.
- Setting short, medium and long term ESG targets and key performance indicators and reviewing progress towards the achievement of such targets and indicators on a regular basis.
- Providing oversight of the Group's compliance with relevant legal and regulatory requirements on ESG matters.

# 4 APPOINTMENT AND MEMBERSHIP

The Chair of the Committee shall be nominated by the Chair of the BoD and should comprise no less than (2) non-executive directors. The Chair of the BoD also selects for nomination members

from the BoD population. BoD members who are not members of the Committee may attend meetings where relevant after first liaising with the Committee Chair. In order to perform their role effectively, each Committee member should obtain an understanding of the detailed responsibilities of Committee membership as well as the Playtech business, operations, risks, public policy and regulatory environment.

## 5 ATTENDANCE OF NON-MEMBERS AT MEETINGS

Standing non-member attendees shall be:

- Chief Executive Officer
- Chief Operations Officer
- Chief Compliance Officer
- Corporate Affairs Director
- Group Risk Manager
- Director of Public Affairs and Sustainability
- Global HR Director

Other members of management may also be invited to attend meetings. Members of the executive team invited to attend the Committee will be expected to present matters and/or share the benefit of their experience. Papers shall be submitted to the Committee in advance of all of its meetings.

## 6 MEETINGS

The Chair of the Committee determines a rolling programme of ordinary meetings, these shall be held at least four times a year. Additional meetings can be called at the request of the Chair of the Committee. The quorum shall be the Chairman or alternate, and two other members of the BoD for any meeting at which the Committee's delegated powers are to be exercised.

## 7 SECRETARIAT

The Company Secretary will draw on support from this team to provide assistance to the Committee.

## 8 AGENDA MANAGEMENT

These standing agenda items are for guidance only and the Chairman has the final decision on what matters are discussed, to ensure that the duties of the committee are properly discharged:

1. Apologies for absence
2. Minutes of previous meeting
3. Matters arising

4. External Stakeholder and Policy Developments:
  - Matters tabled by Stakeholder Advisory Panel
  - Updates to the Materiality Assessment
  - Material policy and political developments
  - Safer Gambling
5. Rotating Topical Focus
  - Environment
  - Diversity and Inclusion
  - Wellbeing
  - Human Rights
  - Responsible Supply Chain (procurement)
  - Community Investment
6. Policy and Risk Assessments (if applicable)
7. Scorecard (2x a year)
8. Any other business

## 9 PAPERS

Papers must be prepared in the prescribed format and must be submitted to the secretariat at least 5 working days in advance of the meeting. The secretariat will issue the full pack of papers for the meeting at least 48 hours in advance of the meeting.

## 10 REPORTING

Minutes will be produced as soon as possible after each meeting. The Committee will formally report to the Chairman and then present their findings at the next Board meeting. Reports may be made available upon request to regulators, auditors and/or legal advisors for the purposes of information requests related to regulatory inquiries, assurance, certification and/or risk assessments.

# 11 COMMITTEE ROLES

A key role of the Committee is to bring informed and constructive review and challenge on the information tabled to ensure that Playtech is meeting its sustainability and responsible business commitments and targets and managing its reputation and trust with society.

Role	Responsibility
Chair of Committee	<ul style="list-style-type: none"> <li>▪ Appoint Committee members.</li> <li>▪ Adopt the terms of reference at the first committee meeting and ensure that any proposed changes are discussed with and agreed by the committee.</li> <li>▪ Ensure that the committee meets and conducts its business in accordance with the committee's terms of reference.</li> <li>▪ Chair discussions, encourage debate and draw out views of committee members.</li> <li>▪ Review the effectiveness of the committee's execution of its responsibilities.</li> </ul>
Secretary	<ul style="list-style-type: none"> <li>▪ Construct and agree the agenda with the Chair.</li> <li>▪ Ensure discussion and resolution of any issues raised in the pre-review of the papers.</li> <li>▪ Circulate papers 48 hours in advance of the meeting.</li> <li>▪ Ensure that the meeting is properly constituted, advising the chairman (or acting chairman) if it is not.</li> <li>▪ Summarise the actions that have arisen, ensuring clarity around the output required to evidence completion, who from the committee has overall responsibility for the action, and who will be tasked by the committee to resolve the action.</li> <li>▪ Maintain action logs and monitor for completion.</li> </ul>
Committee Members	<ul style="list-style-type: none"> <li>▪ Observe and enforce the rules for the meetings.</li> <li>▪ Read papers in advance of meetings.</li> <li>▪ Challenge constructively.</li> <li>▪ Work as a team to explore and reach a view on key issues.</li> <li>▪ Provide guidance and assistance to presenters in identifying issues.</li> </ul>
Presenter	<ul style="list-style-type: none"> <li>▪ Assume that papers have been read.</li> <li>▪ Plan session to allow opportunity for discussion.</li> <li>▪ Identify any decisions required from the committee.</li> <li>▪ Explain key elements of presentation.</li> <li>▪ Open up the important issues/choices for discussion.</li> </ul>

## 12 RESPONSIBILITIES OF THE COMMITTEE

The Committee shall review the continued effectiveness of the ESG strategy and policies, and ensure appropriate governance is in place for the successful execution of the strategy.

This will include:

- Approving the ESG Strategy, including the implementation plan and corresponding business commitments and targets (set out in the ESG Scorecard)
- Reviewing and approving ESG policies
- Reviewing progress against the delivery of the Strategy, including tracking performance against internal KPIs as set out in the ESG Scorecard, as well as external benchmarks.
- Overseeing the Company's disclosures of ESG matters in the Annual Report and Accounts and any other information to be provided to third parties including investors, proxy agencies and advisory bodies.
- Monitoring stakeholder (colleagues, customers, communities, investors, government) engagement and sentiment to ESG matters and the Company's approach, strategy and progress.
- Liaising with other Committees as appropriate, including the Remuneration Committee on metrics related to sustainability and responsible business, and the Risk Committee.