

## **ESG AND SAFER GAMBLING COMMITTEE TERMS OF REFERENCE**

*(formerly the Safer Gambling Committee)*

### **1. Membership**

- 1.1 The board of directors of the Company (the "**Board**") has resolved to establish a committee of the Board to be known as the environmental, social and governance ("**ESG**") and safer gambling committee (the "**Committee**").
- 1.2 The Committee shall comprise at least three members, a majority of whom shall be independent non-executive directors (as determined by the Board). The members shall be appointed by the Board in consultation with the Committee chair.
- 1.3 The Committee chair shall be appointed by the Board and must be an independent non-executive director. In the absence of the Committee chair, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.
- 1.4 Only members of the Committee have the right to attend Committee meetings. The chair of the Committee may also invite others to attend.
- 1.5 The Board and the Committee shall review membership of the ESG and safer gambling committee annually, as part of the annual performance evaluation of the Committee.

### **2. Secretary**

The secretary of the Committee shall be the company secretary of the Company (or his or her nominee) and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

### **3. Quorum**

The quorum necessary for the transaction of business shall be two members, both of whom must be independent non-executive directors. Meetings may be held in person or by telephone.

### **4. Frequency of meetings**

The Committee shall meet at least twice a year and otherwise as required.

### **5. Meetings**

- 5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.
- 5.2 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 in good time for each meeting. Supporting papers shall be sent to Committee members 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. Minutes of meetings**

- 6.1 The secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.

6.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

6.3 Draft minutes of Committee meetings shall be agreed with the Committee chair and then circulated promptly to all members of the Committee. Once approved, minutes should then be circulated to all other member of the Board, unless it would be inappropriate to do so in the opinion of the Committee chair.

## 7. Annual general meeting

The Committee chair should attend the annual general meeting to answer any shareholder questions on the committee's activities and responsibilities.

## 8. Role and Duties

8.1 The Committee was constituted by the Board to:

8.1.1 assist the Board in defining and regularly reviewing the Group's strategy relating to ESG and safer gambling matters ("**Strategy**") and in setting relevant objectives and KPIs pursuant to the same; and

8.1.2 provide oversight of the Group's management of ESG and safer gambling matters and compliance with relevant legal and regulatory requirements and applicable industry standards.

8.2 During their tenure, each Committee member shall consider their duties and responsibilities under section 172 of the Companies Act 2006 in performing their roles.

8.3 The Committee shall:

8.3.1 Ensure:

8.3.1.1 the Company has a Strategy that aims to create value for all its stakeholders and supports it in creating a sustainable, resilient and purpose led organisation;

8.3.1.2 short- and long-term objectives for the Company's ESG activities pursuant to the Strategy are in place and key metrics are reported on; and

8.3.1.3 all relevant policies are regularly reviewed and updated and remain in compliance with any applicable laws and regulations;

8.3.2 Review:

8.3.2.1 the Company's performance against Strategy and KPIs;

8.3.2.2 the effectiveness of the Strategy and the governance in place to ensure the successful delivery of activities pursuant to it;

8.3.2.3 the effectiveness of Rank's systems for identifying and interacting with customers who are at risk of becoming problem gamblers

8.3.2.4 the results of safer gambling and other ESG research projects undertaken by the Company or by third parties at the request of Company; and

8.3.2.5 how the Strategy is received and regarded by the Company's stakeholders and other interested parties, including employees, the Company's shareholders, the media, relevant regulators and ESG rating agencies; and

8.3.2.6 general ESG trends; and

8.3.3 Approve:

8.3.3.1 the Strategy including an implementation plan and KPIs;

8.3.3.2 any material projects developed in response to the implementation of the Strategy;

- 8.3.3.3 all ESG reporting including information to be included in the Company's Annual Report or separate report on the Strategy from time to time if applicable; and
- 8.3.3.4 the appointment of any auditor in relation to the work undertaken pursuant to, or in connection with, the Strategy.

## **9. Reporting responsibilities**

- 9.1 The chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and on any other issues on which the Board has requested the Committee's opinion. The Committee chair shall also formally report to the Board on how the Committee has discharged its 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 be included in the Company's annual report, detailing its activities.

## **10. Other matters**

- 10.1 The Committee shall:
  - 10.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
  - 10.1.2 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;
  - 10.1.3 give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook, the EU Market Abuse Regulation and any other applicable rules, as appropriate;
  - 10.1.4 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.
- 10.2 The Committee shall make publicly available the Committee's terms of reference by placing them on the Company's website.

## **11. Authority**

- 11.1 The Board authorises the committee to:
  - 11.1.1 seek any information it requires from any employee of the Company in order to perform its duties;
  - 11.1.2 carry out all duties set out in these terms of reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
  - 11.1.3 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.

Approved by the Board on 14 October 2021