

GVC HOLDINGS PLC
(the *Company*)

TERMS OF REFERENCE OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
(the *Committee*)

PURPOSE

1. The Company's board of directors (the ***Board***) recognises that in order to maintain and develop a successful and sustainable business it has to oversee the effective management of the Company's ongoing relationship with a wide spectrum of stakeholders from customers, employees, regulators, governments and the public generally. The purpose of the Committee is to oversee that the Company adopts the appropriate policies and processes to properly manage this stakeholder engagement.

MEMBERSHIP

2. The Committee shall be appointed by the board of directors of the Company (the ***Board***) and shall consist of not less than three members, a majority of whom shall be independent directors.

3. The Chairman of the Committee shall be appointed by the Board and shall be an independent director of the Company. In the absence of the Chairman of the Committee at any particular meeting of the Committee, the remaining members present shall elect one of their number who is an independent non-executive director to chair the meeting.

4. The Company Secretary shall be the Secretary of the Committee.

5. The Board shall determine all terms of appointment of members of the Committee. Appointments to the Committee shall be for a period of up to three years, which may be extended by the Board for two further three-year periods.

6. The members of the Committee shall be identified in the Company's annual report and accounts and on the corporate website.

MEETINGS

7. A quorum shall be two members. A duly convened meeting of the Committee 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.

8. Only members of the Committee shall have the right to attend Committee meetings. Other directors, employees or advisers may attend on the invitation of the Committee.

9. The Committee shall meet not less than three times a year and at such other times as any member of the Committee may require.

10. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting together with an agenda of items to be discussed shall be forwarded to each member of the Committee prior to the date of the meeting in a timely manner.

11. The agenda of a meeting shall be determined by the Chairman of the Committee in consultation with the other members of the Committee.

AUTHORITY

11. The Committee may seek any information it requires from any employee of the Company in order to perform its duties. All employees shall co-operate with any request made by the Committee.

12. The Committee may, at the Company's expense, obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

DUTIES

13. To review the framework of policies and controls put in place by the Company's executive directors and their reports for managing the Company's relationships with stakeholders and protecting the Company and its subsidiaries (the **Group**) from any external issues that have the potential to materially affect the Company's business and reputation. For the purposes of these terms of reference these policies shall be described as corporate social responsibility (**CSR**) policies.

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

- (a) responsible gaming including the prevention of underage or problem gambling;
- (b) compliance with the gaming licenses held by the Company's subsidiaries (including marketing practices);
- (c) anti-money laundering monitoring and controls;
- (d) anti-bribery and anti-corruption practices
- (d) 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;
- (e) privacy and data protection;
- (f) diversity in the workplace;
- (g) security and health and safety in respect of the Group's employees, customers and premises;
- (h) charitable donations and *pro bono* programmes; and
- (i) the Company's impact on the environment.

15. The Committee shall endeavour to ensure that sufficient focus and resource is given to implementing, monitoring and managing the Company's CSR policies and processes and that these remain effective.

16. The Committee shall, in consultation with the executive management team, consider the appointment of third parties to advise on CSR policies and practices and / or audit the Company's CSR 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.

17. The Committee shall liaise and work with the Board's other committees to the extent necessary to for the Committee and/or another Board committee to carry out its duties and responsibilities.

18. The Committee shall prepare a CSR report for inclusion in the Company's annual report and accounts and oversee that any public disclosures on CSR made by the Group accurately reflect the Group's actual policies and processes.

REPORTING PROCEDURES

19. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee and to all other members of the Board.

20. The Chairman of the Committee shall report to the Board on all meetings of the Committee.

21. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it deems action is needed.

22. The Committee shall conduct an annual review of its work, constitution and these terms of reference to ensure it is operating effectively and at maximum efficiency and make recommendations to the Board for any changes it considers necessary.

23. The Committee shall make these terms of reference available on the Company's corporate website.

Adopted 6 June 2018