

Chief Governance Officer's Report continued

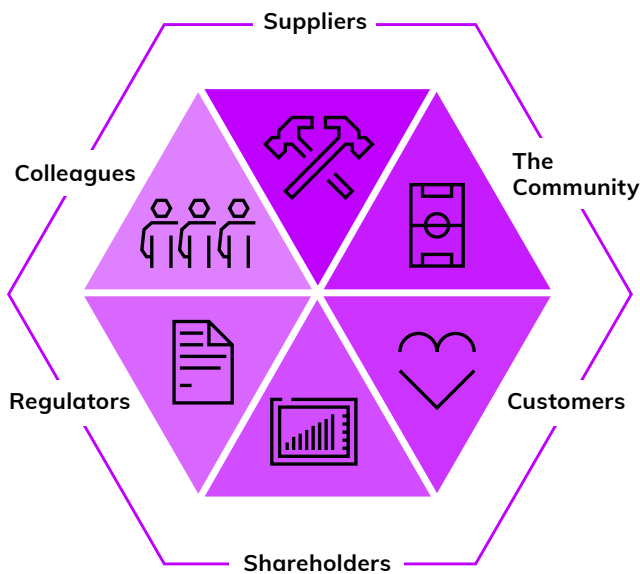
Board Leadership and Company Purpose

Entain's purpose is to bring moments of excitement into people's lives. Over the year the Board sought to promote our purpose and strategy and made decisions in the interests of all stakeholders, having considered the matters set out in s172 of the Companies Act 2006 (UK).

Stakeholders

The Board has responsibility for leading the Group's stakeholder engagement and considering the implications of key decisions on the Company and its stakeholders. The Board recognises that effective engagement with our stakeholders will drive long-term value creation, making Entain a company that people want to invest in, buy from, partner with and work for.

Entain has identified six stakeholder categories and our report on 'Board activities' provides an overview of how the Group's key stakeholders are considered in Board discussions and deliberations on strategy.



During the year, the Board gave regard to the differing needs of its stakeholders in its decision making, recognising that the global pandemic had impacted their interests and views – supporting our people, suppliers, customers and communities.

Colleagues

Employee forums exist in many of the locations in which we operate. The forums enable our people to discuss and agree how their teams connect with the Company purpose, strategy and values, as well as discussing topics that impact them and their colleagues. Our Employee forums form a key part of our employee listening and engagement strategy. In 2022 discussions were held regarding reward, in particular the level of pay within Retail. Local forums shared their feedback and management ensured this was incorporated into the decision-making process.

Each forum meets on a quarterly basis, with an AGM held with all forums and the Board on an annual basis. In addition, an annual Global Conference is held where locations without an employee forum have the chance to engage with the Board.

Virginia McDowell, in her capacity as Designated Workforce Director, remains a regular attendee at Employee Forums, enabling her to provide the Board (and its Committees) with informed feedback and insight into the realities of everyday working life at Entain. Mark Gregory (former independent Non-Executive Director and Chair of the Remuneration Committee) and Stella David (Senior Independent Director) attended the AGM and Annual Conference respectively.

Employee Forum Global Conference

Entain's Global Conference was attended by two Board directors, Virginia McDowell and Senior Independent Director, Stella David, together with 40 employees representing 19 countries.

The Conference considered a wide range of topics including business strategy and performance, regulatory/safer gambling, staff retention, global mobility of employees, M&A strategy, Retail, Sustainability, Diversity, Equality and Inclusion and Well-being, and the steps being taken by the business to support employees through the prevailing difficult economic environment. The Conference generated a number of take-aways for management to consider, particularly regarding Entain's ESG strategy, our products, and employee development and retention.

A video recording of the Global Conference was posted on the Company's intranet to ensure that all employees have an opportunity to watch the discussion.



Employee Forum AGM

The Employee Forum AGM provides an opportunity for representatives from each of our five Employee Forums to present their highlights and key achievements of the past year and their key aims for 2023. It facilitates a two-way dialogue between the employees and the representatives of the Board. Virginia McDowell attended the Employee Forum AGM together with Mark Gregory, a former Non-Executive Director and Chair of the Remuneration Committee. The AGM was attended by 70 employees.

The presentations from each Employee Forum shone a light on the effectiveness of the Employee Forums as a means of raising key issues and implementing initiatives to drive positive change within the business. The presentations were followed by a Q&A session during which topics such as employee well-being, training and development, HR reporting systems, employee benefits, the Group Policy Framework and Entain's People Strategy were discussed. A number of proposals were taken away by the representatives of the Board for further consideration.

These events enable the Board to:

- Understand how the business strategy has been translated and implemented into everyday working practices.
- Gauge the degree in which the Group's values have been culturally embedded.
- Understand what really matters to our colleagues.
- Engage with our colleagues in open, honest and candid conversations.

Shareholders

The Board receives feedback on shareholder views in different ways, including through the Chairman and executive management who meet regularly with shareholders throughout the year, as well as an investor study compiled by an independent third party. Board members listen in to results and trading updates held by the Group for analysts and institutional investors and can hear directly the questions and comments on Company performance.

During the year, the Remuneration Committee consulted with institutional shareholders on proposals for a new Remuneration Policy. A consultation letter was sent to our forty largest shareholders, plus the main proxy advisors and feedback was received from 17 institutions. The Chair of the Remuneration Committee, Senior Independent Director and members of the Remuneration Committee attended consultation meetings with investors and proxy advisors and the feedback from these meetings was shared with the wider Board.

In October 2022, we held the second sustainability showcase, Entain: Sustain, attended by shareholders, regulators, legislators, media, as well as industry stakeholders and partners. This demonstrated our commitment to ESG and we announced the roll-out of our award-winning safer gaming programme ARC™ to 22 of our global markets. The event was attended by our Chief Executive Jette Nygaard-Andersen, ESG Committee Chair Virginia McDowell, Chief Governance Officer Robert Hoskin and Senior Independent Director Stella David.

AGM

All resolutions put to the 2022 Annual General Meeting received overwhelming support of those investors who voted, being approximately 77% of our shareholder base (the same voting level as 2021). The results of the voting at all general meetings are published on our website: www.entaingroup.com.

Composition, Succession and Evaluation

Director meeting attendance for 2022

The Board had six scheduled meetings in 2022 and a further three ad-hoc meetings.

	Meetings attended	Meetings eligible to attend	Independent
Chairman			
Barry Gibson	7 ^A	9	Independent upon appointment
Executive Directors			
Jette Nygaard-Andersen	9	9	
Robert Hoskin	9	9	
Rob Wood	9	9	
Non-Executive Directors			
Pierre Bouchut	9	9	✓
Stella David	9	9	✓
Mark Gregory	8 ^B	9	✓
Peter Isola (resigned 21 March 2022)	1	1	✓
Vicky Jarman	9	9	✓
Virginia McDowell	9	9	✓
David Satz	9	9	✓
Rahul Welde (appointed 1 July 2022)	5	5	✓

A Missed one ad-hoc call due to travel delay and one scheduled meeting due to illness.
 B Missed one scheduled meeting due to a trip rescheduled by Covid.