ENTAIN PLC

TERMS OF REFERENCE OF THE PEOPLE AND GOVERNANCE COMMITTEE

(Adopted by the Board of Directors on 6 August 2026)

The People and Governance Committee (the **Committee**) is a committee of the Board of Directors of Entain plc (the **Company**) from which it derives its authority and to which it regularly reports.

ROLE

1. The role of the Committee is to:

- Lead the process for appointments to the Board and satisfy itself that plans are in place for an effective succession to the Board and leadership team, with due regard for the benefits of diversity – including gender, social and ethnic backgrounds and cognitive strengths.

- Ensure that appropriate procedures are in place for the training and evaluation of Directors.

- Review workforce policies and practices and monitor their consistency with the Company's purpose, strategy and values.

- Review developments in law, regulation and business practice relating to corporate governance.

MEMBERSHIP

2. The Committee shall comprise the Chair of the Board and a minimum of two other independent Non-Executive Directors, including the Designated Workforce Director.

3. The Board shall appoint the members of the Committee. The Committee Chair shall be either the Chair of the Board or an independent Non-Executive Director. In the absence of the Committee Chair or an appointed deputy, the remaining members present at the meeting shall elect one of themselves who is an independent non-executive director to chair the meeting.

4. The members of the Committee shall be identified in the Company's Annual Report and Accounts and on the corporate website.

5. The Board shall determine all terms of appointment of members of the Committee.

6. The Company Secretary, or their nominee, shall act as the secretary of the Committee and provide all necessary support to the Committee including the recording of Committee minutes.

MEETINGS

7. Only members of the Committee are entitled to attend and vote at meetings. The Chief Executive Officer and the Chief People Officer will be regular attendees. Other directors, employees and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

8. 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 and supporting papers shall be forwarded to each member of the Committee normally within five days of the meeting to enable full and proper consideration of the relevant issues.

9. The quorum necessary for the transaction of business at a Committee meeting shall be two members, one of whom shall be the Committee Chair and the other of whom must be an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions vested in or exercisable by the Committee.

10. Where it is not possible to hold a meeting in person or by telephone/video conference (or where the Committee Chair otherwise considers it appropriate), the Committee may make decisions by email, provided that all members of the Committee approve the decision. The Committee Secretary shall retain a record of all written resolutions and circulate them to the Committee for noting at the next meeting.

11. The Committee Chair shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities and responsibilities.

12. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee and, on request, circulate them to all other members of the Board.

AUTHORITY

13. The Board authorises the Committee to:

a) 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 independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary;

b) seek any information it requires from any employee of the Company or Group

to perform its duties;

c) call any employee of the Company or Group to be questioned at a Committee meeting as and when required; and

d) 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.

DUTIES

SUCCESSION

14. The Committee shall:

a) regularly review the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the Board and its Committees, taking account of the Company's strategic priorities and the matters affecting the Company and make recommendations to the Board with regard to any changes that are deemed necessary;

b) satisfy itself that plans are in place for orderly succession for appointments to the Board and senior management and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed in the future;

c) before any appointment, evaluate the balance of skills, experience, independence, knowledge and diversity and the future challenges affecting the Company, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and set the process to identify and interview suitable candidates;

d) meet at least once a year to consider whether or not Directors should be put forward for re-appointment at the next Annual General Meeting, having regard to their performance and ability to continue to contribute to the Board and the Company's long-term sustainable success, in the light of the knowledge, skills and experience required and the length of service of the Board as a whole and its membership being regularly refreshed;

e) ensure that all new Directors undertake an appropriate induction programme to ensure that they are fully informed about the Company's main areas of business activity, including those involving significant risk, and the strategic priorities and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a Director;

f) consider any training requirements for Directors or the Board as a whole.

CONFLICTS

15. The Committee shall:

a) before appointment of a Director, require the proposed appointee to disclose

any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest;

b) consider and, if appropriate, put forward to the Board for authorisation any conflicts of interest of Directors and potential Directors and ensure the Board keeps under review at least annually potential conflicts of interests of Directors disclosed to the Company and develops appropriate processes for managing such conflicts if considered necessary.

DIVERSITY, EQUITY AND INCLUSION

16. The Committee shall, in conjunction with the Board, set measurable objectives and targets for diversity and inclusion in relation to the Board and senior management positions, prepare a policy on the promotion of diversity and inclusion on the Board and in senior management and their direct reports to meet those objectives and targets.

WORKFORCE PRACTICES

17. The Committee shall:

a) review workforce policies and practices, in particular those which have an impact on:

i. Talent and capability;
ii. Diversity and inclusion;
iii. Engagement and culture;
iv. Employee wellbeing

and report to the Board on their alignment with the Company's strategy, purpose, values and culture;

b) conduct workforce engagement measures through a range of formal and informal channels;

c) review and report back to the Board on the workforce view and priorities in order to strengthen the 'colleague voice' in the boardroom.

GOVERNANCE

18. The Committee shall review and develop the Board's corporate governance framework, recommending to the Board any revisions deemed necessary whilst ensuring that it remains appropriate to the size, complexity and strategy of Entain.

19. The Committee shall keep under review and advise the Board on the Company's risk appetite for the risk categories allocated to the Committee by the Board.

20. The Committee shall seek assurance on the effectiveness of material controls assigned to it by the Board at least annually and oversee remedial actions as deemed appropriate.

REVIEW OF PERFORMANCE AND TIME COMMITMENT

21. The Committee shall:

a) assist with the implementation of an annual evaluation process to assess the overall and individual performance and effectiveness of the Board and its Committees, including consideration of balance of skills, experience, independence and knowledge of the Company, its diversity, how the Board works together as a unit, and other factors relevant to the Board's effectiveness;

b) ensure that evaluation of the Board is externally facilitated at least every three years and review the results of the performance evaluation of the Committee;

c) require proposed appointees before appointment, including the Chair, to disclose other significant commitments to the Board indicating the time involved;

d) review annually the time required from Non-Executive Directors, including the Chair and Senior Independent Director. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties;

e) keep under review the number of external appointments held by each Director, consider setting any limits on such appointments that may be held by the Chair of the Board and Non-Executive Directors and ensure that any new additional external appointments are approved in advance by the Board before being accepted.

OTHER MATTERS

22. The Committee shall:

a) make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

b) 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;

c) give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate; and

d) at least annually, review the Committee's constitution and terms of reference to ensure that it is operating effectively and make recommendations to the Board for any changes it considers necessary. Non-material changes may be made to the Committee's terms of reference without Board approval, subject to the approval of the Committee Chair.

REPORTING RESPONSIBILITIES

23. The Committee Chair shall report to the Board on all meetings of the Committee.

24. The Committee shall:

a) produce a report describing the work of the Committee for inclusion in the Company's Annual Report and Accounts;

b) where an external search consultancy or board evaluator has been engaged, the Committee will confirm that this has been identified in the Company's Annual Report alongside a statement about any other connection it has with the Group, Company or individual directors.

c) provide a description of the Board's policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and the gender balance of those in the senior management and their direct reports in the Annual Report;

d) ensure, through the Chair of the Board, that the Company maintains contact and the Committee Chair seeks engagement, as required, with the Company's major stakeholders on significant matters related to the Committee's areas of responsibility; and

e) make publicly available the Committee's terms of reference by placing them on the Company's website.