

GVC HOLDINGS PLC
(the **Company**)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(the **Committee**)

(Adopted by the Board of Directors on 18 December 2019)

ROLE

The role of the Committee is to:

- Assist the Board in fulfilling its responsibility to shareholders to ensure that the remuneration policy and practices for Executive Directors and senior executive management rewards fairly and responsibly to support strategy and promote the long-term success of the Company.
- To oversee the Company's overall remuneration strategy and ensure it is aligned to the Company's purpose and values and clearly linked to the successful delivery of the Company's long-term strategy.

MEMBERSHIP

1. The Committee shall comprise a minimum of three members. Each Committee member shall be an independent non-executive director as determined by the Board in accordance with the principles of the Code.
2. The Board shall appoint members of the Committee, on the recommendation of the Nomination Committee, in consultation with the Committee Chair. The Board Chair may be a member, but not chair, of the Committee if he or she was considered to be independent on appointment as Board Chair.
3. Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three-year periods, so long as members continue to be independent.
4. The Board shall appoint the Committee Chair [from among the independent non-executive directors and shall determine the period for which the Committee Chair will hold office]. In the absence of the Committee Chair or an appointed deputy, the remaining members present at the meeting shall elect one of their number present to chair the meeting.
5. The Committee Chair should ordinarily have been a member of a remuneration committee (whether at GVC Holdings plc or elsewhere) for at least a year before being appointed Committee Chair.
6. The Committee Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

MEETING

7. The Company Secretary, or his or her nominee, shall act as the secretary of the Committee and provide all necessary support to the Committee, including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

8. Only members of the Committee are entitled to attend and vote at meetings. However, other individuals such as the Board Chair (where not already a formal member of the Committee), Chief Executive, the Group Human Resources Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The Committee Chair shall have the discretion to decide who, other than Committee members, shall attend.
9. No person of the Company shall participate at a meeting of the Committee or during a relevant part at which any part of their remuneration is being directly discussed or participate in any recommendation or decision specifically concerning their remuneration.
10. The secretary of the Committee shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
11. 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 prior to the meeting in a timely manner, typically no later than [three/five] working days before the meeting.
12. The quorum necessary for the transaction of business at a Committee meeting shall be two
13. The Committee Chair shall attend the Company's Annual General Meeting ("AGM") prepared to respond to any shareholder questions on the Committee's activities and responsibilities.

AUTHORITY

14. The Board authorises the Committee to:
 - i. 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, appropriate independent legal or professional advice on any matter within its terms of reference as it considers necessary.
 - ii. Seek any information it requires from any employee of the Group to perform its duties.
 - iii. Secure the attendance of external advisers at its meetings if it considers this necessary, at the Company's expense.

DUTIES

15. The Committee shall:

Remuneration policy

- a) Determine and agree with the Board the policy for the remuneration and benefits, including pension rights and compensation payments of the Board Chair, executive directors, senior executive management and company secretary.
- b) In determining the remuneration policy, and particularly when determining annual salary increases for directors, consider:

- i. all relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code (Code) and associated guidance;
 - ii. the need to promote the long-term sustainable success of the Company and the alignment to the Company purpose and values, without paying more than is necessary, having regard to the views of shareholders and other stakeholders, and ensuring that executive directors, senior executive management and [company secretary] are rewarded in a fair and responsible manner, provided with appropriate incentives to encourage enhanced performance and are rewarded for the individual contributions;
 - iii. the strategy of the Company and how the policy reflects and supports the business strategy;
 - iv. the Company's risk appetite and risk management strategy ensuring that the remuneration policy is aligned to the Company's risk policies and systems and long- term strategic goals;
 - v. any shareholding requirements, including vesting and holding periods, and any post-employment shareholding requirements for executive directors, senior executive management [and company secretary] that encompass both unvested and vested shares;
 - vi. when determining executive director remuneration policy and practices address factors including clarity, simplicity, risk, predictability, proportionality and alignment to culture; and
 - vii. when determining remuneration schemes and the remuneration policy, consider the use of discretion by the Committee to override formulaic outcomes
- c) Annually review the on-going appropriateness and relevance of the remuneration policy and consult with significant shareholders as appropriate.
- d) Within the terms of the agreed remuneration policy, determine the total remuneration package for the Board Chair and each element of the total individual remuneration package for each executive director [and senior executives and company secretary]:
- viii. base salary;
 - ix. profit sharing and specific incentive remuneration schemes or arrangements;
 - x. participation in share option schemes and share ownership plans;
 - xi. pension arrangements, including the level of contributions by the Company; and
 - xii. other bonuses and benefits in cash or in kind;
 - xiii. ensure, where relevant, that any payments made in respect of any remuneration package are permitted under the latest shareholder approved remuneration policy, and if not, that either a revised remuneration policy or the proposed payment is submitted for shareholder approval;
 - xiv. within the terms of the agreed remuneration policy, decide on any ex-gratia payments to be made and benefits granted to directors and senior executives;
 - xv. exercise any discretion or judgement on remuneration issues in accordance with the remuneration policy; and
 - xvi. agree the policy for authorising claims for expenses from the directors.

Share based remuneration, bonus arrangements and pensions

- e) Recommend for approval by the Board the design of, and determine the targets for, the operation of all long-term incentive schemes in which executive directors and senior executives participate. For any such scheme or plans determine each year whether the awards will be made, and if so, approve the levels of participation in such schemes or plans by those individuals.
- f) Monitor and assess any performance conditions applicable to any long-term incentive awards granted under any schemes or plans adopted by the Company. Ensure that the performance conditions are fully explained and clearly linked to the enhancement of shareholder value.
- g) Recommend for approval by the Board the design of, and determine annual targets and key performance indicators for, any bonus scheme operated by the Company and assess performance against targets and key performance indicators, by the Company, individual executive directors and other senior executives.
- h) Exercise independent judgement and discretion when authorising outcomes under all incentive arrangements, taking account of Company and individual performance and wider circumstances.
- i) Design and invoke safeguards, for example clawback or withholding the payment of any sum, to protect against rewards for failure through appropriate risk management of any incentive arrangements to ensure that any performance-related payments reflect actual achievements.
- j) Ensure that all incentive arrangements are aligned to the Company's risk policies and systems its purpose and values, support the strategy and promote long-term sustainable success.
- k) Review the pension arrangements for the executive directors and senior executives and in particular consider the alignment of pension contribution rates, or payments in lieu for executive directors and senior executives with those available to the workforce and the pension consequences and associated costs to the Company of basis salary increases and any other changes in pensionable remuneration or contribution rates, particularly for directors close to retirement when compared with workforce arrangement.

Remuneration consultants

- l) To help it fulfil its obligations and to enable it to judge where to position the Company relative to other companies, have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, at the expense of the Company but within any budgetary restraints imposed by the Board.
- m) Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.

Service contracts and severance

- n) Approve the terms of the service contracts, the duration of which shall not exceed one year's notice period, for executive directors and senior executives and any material amendments to those contracts.
- o) Determine the policy for, and scope of, termination payments and compensation commitments for each executive director, senior executive and company secretary and ensure that there is a clear policy to link non-contractual payments to performance.
- p) Ensure that contractual terms on termination, any payments made, are fair to the individual and the Company and in accordance with legal and regulatory requirements, that failure is not rewarded and that the duty to mitigate loss is fully recognised.

Workforce remuneration and related policies

- q) Review workforce remuneration and related policies and the alignment of incentives and rewards with culture.
- r) Support the efforts to engage with the workforce to explain how decisions on executive pay reflect wider company pay policy.

Shareholder approval

The Committee shall:

- s) Produce a Directors' Remuneration Report on matters relating to remuneration that shall include the information required to be disclosed by law, the Code, the Listings Rules and other relevant statutory, regulatory codes and incorporate:
 - xvii. an annual statement by the Committee Chair and annual report on director's remuneration; and
 - xviii. the director's remuneration policy when it must be submitted for approval in accordance with the director's remuneration policy and, in any other case, either the directors' remuneration policy, a summary of such policy or details of when the director's remuneration policy was approved and where it can be found on the Company's website.
- t) Submit the directors' remuneration policy for approval by the Board and shareholders every three years, in any year in which there is a change to the policy, if shareholder approval was not obtained when last submitted and if majority shareholder approval was not achieved on the last submitted annual remuneration report.
- u) Submit the remuneration report for approval at the annual general meeting each year.

OTHER MATTERS

The Committee shall:

- 16. keep abreast of external remuneration trends and market conditions including receiving an annual presentation from its external remuneration consultants.
- 17. Ensure that the Company maintains contact as required with its principal shareholders about remuneration through either the Company Chair or the Committee Chair.

18. Report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and the minutes of all meetings shall be included in the board papers for a subsequent board meeting or made available on request.
19. Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
20. Ensure that provisions regarding disclosure of remuneration, including pension, as listed in related the Code and any other applicable regulation are fulfilled.
21. Review annually the Committee's effectiveness and terms of reference and recommend any changes to the terms of reference for approval by the Board.
22. Consider appropriate training for any members of the Committee.
23. Be aware of developments in and give due regard to applicable laws, regulations, codes and any other rules and guidance.