

JACKPOTJOY PLC (THE "COMPANY")
REMUNERATION COMMITTEE TERMS OF REFERENCE

1. COMPOSITION AND MEETINGS OF REMUNERATION COMMITTEE

- 1.1 The Remuneration Committee comprises not less than three non-executive directors of the Company, to be selected by the board of directors (on the recommendation of the Nomination Committee and in consultation with the chairman of the Remuneration Committee), who are all independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Remuneration Committee member's judgement and are independent within the meaning of applicable Canadian securities laws, rules and regulations, each as in effect and applicable to the Company from time to time. The chairman of the board may also serve on the Remuneration Committee as an additional member if he or she was considered independent on appointment as chairman. Appointments to the Remuneration 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 (other than the chairman of the board, if he or she is a member of the Remuneration Committee) continue to be independent. The board must, from time to time, review the composition of the Remuneration Committee to ensure that membership of the Remuneration Committee rotates amongst the Company's independent non executive directors.
- 1.2 If any member of the Remuneration Committee is unable to act for any reason, the chairman of the Remuneration Committee may appoint any other independent non executive director of the Company to act as his or her alternate.
- 1.3 Any member of the Remuneration Committee may be removed or replaced at any time by the board and shall cease to be a member of the Remuneration Committee upon ceasing to be a director.
- 1.4 The chairman of the Remuneration Committee (who shall be an independent non-executive director) shall be appointed by the board. In the absence of the chairman of the Remuneration Committee, the remaining members present shall elect one of their number to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the board shall not be chairman of the Remuneration Committee.
- 1.5 The general counsel (or his or her nominee) shall be the secretary of the Remuneration Committee and will ensure that the Remuneration Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 1.6 The quorum for meetings of the Remuneration Committee is any two of its members.
- 1.7 No one other than a Remuneration Committee member is entitled to attend meetings of the Remuneration Committee, but others may attend by invitation. The Remuneration Committee shall meet without management or non-independent directors present at each meeting of the Remuneration Committee unless otherwise determined by the chairman of the Remuneration Committee. The chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.

- 1.8 Meetings of the Remuneration Committee are to be held not less than twice a year and at such other times as the chairman of the Remuneration Committee shall require. Any of the Remuneration Committee members may request a meeting of the Remuneration Committee if he or she considers it necessary, to be arranged by the secretary.
- 1.9 No Remuneration Committee member shall participate in any discussion or decision on their own individual remuneration.

2. **AUTHORISATIONS**

2.1 The Remuneration Committee is authorised by the board:

- 2.1.1 to investigate remuneration paid to directors of other companies of a similar size in a comparable industry sector in the UK;
- 2.1.2 to obtain information it requires (including, without limitation, information on the remuneration of any employee) from any employee of the Company or its subsidiary undertakings (together, the "**Group**");
- 2.1.3 to obtain, at the Company's expense, such legal or other independent professional advice as it deems necessary to fulfil its responsibilities;
- 2.1.4 to obtain, at the Company's expense, but within any budgetary constraints imposed by the board, any relevant reports, surveys or information which it deems necessary to help fulfil its duties and/or to retain, if it deems advisable, an independent remuneration consultant, legal counsel or other advisor to the Remuneration Committee, other than in-house legal counsel, only after considering all factors relevant to that person's independence and/or to receive advice from legal counsel or any remuneration consultant or advisor that it considers appropriate, including an advisor that is not independent, after considering all factors relevant to that person's independence;
- 2.1.5 to obtain the advice and assistance of any of the Company's executives, provided their role in providing such advice and assistance is clearly separated from their role within the Company; and
- 2.1.6 to secure the attendance of any person with relevant experience and expertise at Remuneration Committee meetings if it considers this appropriate.

3. **DUTIES OF THE REMUNERATION COMMITTEE**

3.1 The duties of the Remuneration Committee are:

- 3.1.1 to set the remuneration policy for all executive directors and the Company's chairman, including pension rights and any compensation payments and their cost. The board itself or, where required by the articles of association, the shareholders should determine the remuneration of the non-executive directors within the limits set in the articles of association. No director or senior manager shall be involved in any decisions as to their own individual remuneration;
- 3.1.2 to recommend and monitor the level and structure of remuneration for senior management;

- 3.1.3 to review the ongoing appropriateness and relevance of the remuneration policy, including to review annually the alignment of the Company's compensation schemes, including incentive compensation schemes, with (a) the Company's strategic plans and risk profile, (b) any incentive compensation performance measures, (c) overall Company performance, and (d) risk management principles, and shall consider stress test analyses in connection with such review;
- 3.1.4 to approve the design of, and determine targets for, any performance-related pay schemes operated by the Company and approve the total annual payments made under such schemes;
- 3.1.5 to review the design of all share incentive plans for approval by the board and shareholders;
- 3.1.6 for any such share incentive plans, to determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, the Company secretary (if applicable) and other senior management and the performance targets to be used;
- 3.1.7 to determine the policy for, and scope of, pension arrangements for each executive director, the chairman and other senior management;
- 3.1.8 to ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 3.1.9 within the terms of the agreed policy and in consultation with the chairman and/or chief executive as appropriate, to determine the total individual remuneration package of each executive director and the chairman including bonuses, incentive payments and share options or other share awards;
- 3.1.10 to make recommendations in connection with and to monitor the total individual remuneration package of senior management including bonuses, incentive payments and share options or other share awards;
- 3.1.11 to review and have regard to pay and employment conditions across the Company/Group especially when determining annual salary increases;
- 3.1.12 to oversee any major changes in employee benefits structures throughout the Company/Group;
- 3.1.13 to agree the policy for authorising claims for expenses from the directors;
- 3.1.14 to be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee;
- 3.1.15 to obtain reliable, up-to-date information about remuneration in other companies;

- 3.1.16 to make recommendations to the board that it deems appropriate on any area within its remit where action or improvement is needed;
- 3.1.17 to ensure that provisions regarding disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and the UK Corporate Governance Code, are fulfilled;
- 3.1.18 to review and approve the annual disclosure of the Company's compensation discussion and analysis included in the management information circular prepared in connection with the annual meeting of shareholders ("AGM") and other public disclosure as appropriate and to produce a report of the Company's remuneration policy and practices to be included in the Company's annual report and ensure each year that it is put to shareholders for approval at the AGM. If the Remuneration Committee has appointed remuneration consultants, the annual report of the Company's remuneration policy should identify such consultants and state whether they have any other connection with the Company and to provide such other disclosure as is required by applicable laws, rules and regulations; and
- 3.1.19 to consider other matters as referred to the Remuneration Committee by the board.

4. REMUNERATION COMMITTEE CHAIRMAN

4.1 The Remuneration Committee's chairman shall:

- 4.1.1 report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities and its compliance with these terms of reference;
- 4.1.2 attend the AGM prepared to answer any shareholders' questions on the Remuneration Committee's activities; and
- 4.1.3 ensure that the Company maintains contact as required with its principal shareholders about remuneration.

5. SECRETARY

5.1 The secretary shall:

- 5.1.1 minute the proceedings and resolutions of all meetings of the Remuneration Committee, including recording the names of those present and in attendance;
- 5.1.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and
- 5.1.3 promptly circulate minutes of the Remuneration Committee meetings to all members of the Remuneration Committee and, once agreed, to all members of the board, unless a conflict of interest exists.

6. **OTHER MATTERS**

6.1 The Remuneration Committee shall:

- 6.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 6.1.2 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;
- 6.1.3 give due consideration to laws, regulations (including all applicable Canadian securities laws, rules and regulations) and any published guidelines or recommendations regarding the remuneration of directors of listed/non-listed companies and formation and operation of share schemes, including but not limited to the provisions of the UK Corporate Governance Code, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules as well as guidelines published by the Investment Associates and the Pensions and Lifetime Savings Association and any other applicable rules, as appropriate; and
- 6.1.4 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 for approval.

Approved by the board on 2 November 2016.