

# **Terms of Reference – Social Responsibility Committee**

*References to 'The Committee' shall mean the Social Responsibility Committee.  
References to 'The Board' shall mean the full Board of Director of Sportingbet Plc.  
References to 'Sportingbet' shall mean Sportingbet Plc.*

## **1 Membership**

- 1.1 The Committee shall be appointed by The Board and shall comprise of a Chairman and at least two other members.
- 1.2 Whilst the Committee itself would normally be made up primarily of non-executive directors and the General Counsel and Group Company Secretary. Other individuals, e.g. Director of Compliance and Internal Audit and Group Fraud Officer may be invited to attend as and when appropriate.
- 1.3 The majority of members of the Committee shall be independent of the management of Sportingbet.
- 1.4 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 1.5 The Board shall appoint the Committee Chairman who shall be a non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of the non-executive members present to chair the meeting.

## **2 Secretary**

- 2.1 The Group Company Secretary or his nominee shall act as the Secretary of the Committee as well as representing Sportingbet as its General Counsel.

## **3 Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two of whom at least one must be clearly independent. 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.

## **4 Frequency of Meetings**

- 4.1 The Committee shall meet no less than four times a year and at such other times as the Chairman of the Committee shall require.
- 4.2 The Committee shall be represented at no less than two Sportingbet Audit Committee meetings a year.

## **5 Notice of Meetings**

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any member thereof.
- 5.2 Unless otherwise agreed, Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no fewer than two working days prior to the date of the meeting.
- 5.3 Sportingbet's Chief Executive Officer shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall be able to speak by prior arrangement with the Chairman of the Committee.

## **6 Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and to the Chairman and all members of the Board.

## **7 Annual General Meetings**

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8 Duties**

### **8.1 Stakeholders**

The Committee shall have regard to all stakeholders affected by SRC matters as referred to in paragraph 8.2.1 below.

### **8.2 Matters for the Committee's Review**

8.2.1 The Committee shall review Sportingbet's policy and stimulate group-wide best practice on the following matters:

- (i) age verification software
- (ii) fraud and KYC (know your customer) guidelines
- (iii) money laundering and money passage
- (iv) informing information processed to the relevant authorities
- (v) responsible gaming
- (vi) problem gamblers
- (vii) data protection/privacy
- (viii) compliance with Sportingbet group licences.

- 8.2.2 The Committee may make recommendations on other matters than those listed in paragraph 8.2.1 having first had regard to the terms of reference of Sportingbet's Audit Committee.

### **8.3 Reporting Responsibilities**

- 8.3.1 The Committee or its Chairman shall meet formally with the Board of Directors at least once a year to discuss Sportingbet's Social Responsibility Statement, the representation of Sportingbet's Social Responsibility principles in Sportingbet's Annual Report, and Sportingbet's policy on the range of issues set out in paragraph 8.2.1.
- 8.3.2 The Committee shall make whatever recommendations to the Board it deems appropriate and shall compile a report to shareholders to be included in Sportingbet's Annual Report and Accounts.

### **8.4 Other Matters**

- 8.4.1 The Committee shall give due consideration to the requirements of the UK Listing Authority's Listing Rules, the rules of the Alternative Investment Market, and the guidelines of both the Association of British Insurers and the National Association of Pension Funds.
- 8.4.2 The Committee shall oversee any investigation of activities which are within its terms of reference and act as a court of the last resort.
- 8.4.3 The Committee should, on a regular basis, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

## **9 Authority**

The Committee is authorised:

- 9.1 To seek any information it requires from any employee of Sportingbet in order to perform its duties;
- 9.2 To obtain, at Sportingbet's expense, outside legal or other professional advice on any matters within its terms of reference; and
- 9.3 To call any member of staff to be questioned at a meeting of the Committee as and when required.