



## Directors' Remuneration Report 2023

# COMPENSATION AND HUMAN RESOURCES COMMITTEE CHAIR'S STATEMENT



## 2023 meeting attendance

Committee members <sup>1</sup>	Date appointed	Attended/ eligible to attend
Alfred F. Hurley, Jr.	1 Sept 2022 (Member: May 2020)	11/11
John Bryant	April 2023	6/6
Nancy Cruickshank <sup>2</sup>	April 2023	5/6
Atif Rafiq <sup>3</sup>	Nov 2023	1/2
Nancy Dubuc <sup>4</sup>	June 2021	9/9
Gary McGann <sup>5</sup>	Jul 2015	7/7
Mary Turner <sup>6</sup>	May 2020	8/8

- All members are Independent Non-Executive Directors, and the Chair of the Board was independent on appointment to that role.
- Missed one meeting due to a family bereavement.
- Absent from one meeting due to a long standing prior engagement scheduled prior to his appointment to the Committee.
- Nancy Dubuc stepped down as a member of the Committee on 9 November 2023.
- Gary McGann resigned as a Director with effect from 31 August 2023.
- Mary Turner resigned as a Director with effect from 30 September 2023.

### Other attendees

The Chief Executive Officer, Chief Financial Officer, Chief People Officer, Group General Counsel and Company Secretary, Group Reward Director, Director of Executive Compensation and Share Incentives and PricewaterhouseCoopers ("PwC"), our remuneration advisers, attended some or all of the meetings by invitation but are not members. Individuals are not present when their own remuneration is discussed. In addition, Pearl Meyer were appointed as the Committee's US adviser and attended meetings to provide advice on the potential impact of the additional listing on the NYSE.

The Deputy Company Secretary & Head of Governance acts as secretary to the Committee.

## Highlights in 2023

- Final consultations with shareholders on the 2023 Executive Director Remuneration Policy ahead of approval at the 2023 AGM.
- Discussion and approval of compensation arrangements for the Executive Committee, including joiners, leavers and promotions.
- Preparation and groundwork to understand the impact of the Company's additional listing on the NYSE and cancellation of listing on Euronext Dublin, on governance, reporting and disclosure requirements.
- Preparation also included conducting a competitive tender process for the Committee's US adviser and appointment of Pearl Meyer to this role.
- Approved performance measures and targets for relevant annual bonus and Tranche 1 of consolidated LTIP.
- Continued monitoring of Company's approach in response to high-inflation economic environment and impact on both executive and wider workforce pay.
- Expansion, at the end of the year, of the Committee's scope to include wider HR matters. Committee name amended from Remuneration Committee to Compensation and Human Resources Committee to reflect this change.

For full details of Committee activities please see [page 104](#)

## Key focus areas for next year

- Continue to keep abreast of UK, US and European corporate governance changes and market practice including impact of potential US primary listing on governance and reporting.
- Ensure that remuneration opportunities remain appropriate to attract and retain key talent.
- Further consideration of the impact of additional listing on the NYSE on executive compensation.
- Continue to monitor workforce pay ensuring that pay practices across Flutter remain appropriate to attract and retain talent.
- Continue strong shareholder engagement where necessary.
- Consider and set incentive plan targets that are appropriately stretching.
- Ensure effective integration of duties of former Workforce Engagement Committee responsibilities to annual C&HR Committee schedule.
- Continued focus on diversity, equity and inclusion agenda across the Group.
- Oversee Group's progress against our people strategy.

The Committee's Charter is reviewed annually and is available at: [www.flutter.com/about-us/corporate-governance/board-committees](http://www.flutter.com/about-us/corporate-governance/board-committees)



## Directors' Remuneration Report 2023 continued

### How this Directors' Remuneration Report is structured

As an Irish-incorporated company, Flutter Entertainment plc is not subject to the UK's remuneration reporting requirements; however, our preference is for our remuneration policies, practices and reporting to reflect best practice corporate governance for the country in which the Company's shares have their primary listing. Accordingly, the Committee complies with the UK reporting regulations on a voluntary basis.

- This **Compensation and Human Resource Committee (formerly Remuneration Committee) Chair's Statement** on pages 95 to 97 provides context for the Committee's decisions in the year including on implementation of the Remuneration Policy approved by shareholders at the 2023 AGM. It also sets out the remuneration outcomes for Executive Directors.
- An abbreviated version of the **Remuneration Policy** that was approved by shareholders at the 2023 AGM is on pages 99 to 102, summarises the key terms of each of the remuneration elements. A full version of the 2023 Remuneration Policy is set out in the Annual Report and Accounts 2022 available at

 **Flutter Annual Report and Accounts 2022**

- The **Annual Report on Remuneration** section, which runs from pages 103 to 116, details the remuneration arrangements and outcomes for the year under review.

For clarity and to aid comparability with previous years, remuneration is reported in pound sterling. Where relevant, remuneration is converted to pound sterling from euros, to simplify reporting.

### Chair's Statement:

As Chair of the Flutter Compensation and HR Committee, I am pleased to present the Directors' Remuneration Report for 2023. In this statement I cover the key items considered by the Committee during the financial year, including the incentive outcomes for the year and supporting business context. Our new Remuneration Policy was approved at the 2023 AGM and the decisions made during the financial year have been taken within that framework. The Committee was pleased with the high level of shareholder support for both the Remuneration Policy and the Remuneration Report, receiving 90.6% and 95.8% of votes in favour, respectively, and I would like to thank shareholders again for their engagement in the development of the new Remuneration Policy.

As outlined in the Chair's introduction, during the year the Company indicated its intention to pursue a listing of its shares in the US and has also subsequently confirmed its intention to move its primary listing to the US during 2024, subject to shareholder approval at the 2024 AGM. The initial proposal was approved at the Company's 2023 AGM, and the additional listing on the New York Stock Exchange ("NYSE") occurred on 29 January 2024. With this in mind, the Committee has begun work to ensure that it is fully cognisant of the governance and reporting requirements associated with a US listing, as well as the broader landscape of market practice.

To align with governance requirements and norms that result from the additional listing on the NYSE, towards the end of 2023, the Committee expanded its scope to include wider HR matters and many of the responsibilities of the former Workforce Engagement Committee. The Committee's name has therefore been amended to the Compensation and Human Resources Committee to reflect this change. This change has not impacted the Committee's ability to meet its obligations under the UK Corporate Governance Code.

### Performance outcomes ending in 2023

#### 2023 annual bonus

The 2023 bonus plan was based on Group Revenue (30%), Group Adjusted EBIT (25%), US Adjusted EBITDA (25%) and Safer Gambling (20%), with stretching targets set for all four measures as outlined on page 106.

The Group delivered a strong performance in 2023 with revenue growth of 25% driven by further expansion of our AMP base by 20% to 12.3m global players. This resulted in total Group Adjusted EBITDA which was 46% higher year on year as the expected Adjusted EBITDA inflection of our US business transforms the earnings profile of the Group. 2023 saw further expansion of our US business as excellent execution drove continued strong growth for FanDuel. We were the first online operator to deliver a positive full-year Adjusted EBITDA in the US and outside of the US we delivered a strong performance underpinned by impressive growth in UKI and a full year of contribution from Sisal, which we acquired in 2022.

We've long been leading the way on responsible, sustainable play and made further progress on this in 2023 with continued focus on player wellbeing. Our significant success has been supported by the inclusion of a safer gambling measure within our remuneration structures across the Group, with at least 15% of employee bonuses being aligned with our Play Well efforts, fostering a long-term sustainable business. Our Play Well efforts are empowering customers to maintain control, make informed decisions, and foster a healthier, more responsible approach to gambling which enhances their overall gaming experience. In 2023, there was a 10.6% increase in the proportion of customers engaging with Play Well tools, with 44.9% of our global customer base now engaging with at least one tool.

Overall, performance against both the financial and safer gambling measures was strong with the overall outcome for the 2023 annual bonus being 92.7% of the maximum opportunity (2022: 34.5%). As disclosed in the 2022 Directors' Remuneration Report, financial measures would be adjusted if changes in legislation occurred in any US states that resulted in unexpected revenue streams or additional investment. During the year the state of Kentucky legalised sports betting, a state launch that was unknown at the time of the setting of bonus targets. The Committee therefore adjusted the outcome to reflect this state opening, which resulted in an increase in the overall bonus outcome by 6.4% (of max).

The Committee considered the performance of the Group throughout the year and deemed the level of annual bonus pay-out to be appropriate. Half of each current Executive Director's resulting pay-out will be deferred into the Deferred Share Incentive Plan ("DSIP") for a period of three and four years. Further details are set out on page 106.

#### 2021 LTIP

The 2021 LTIP was assessed against relative TSR performance, measured against the FTSE 100 (excluding housebuilders, real estate investment trusts and natural resources companies). Our TSR performance during the performance period was below the threshold target of the median of the peer group and as such, the 2021 LTIP will not vest. This performance has largely been impacted by the start of the TSR performance period which included a period of historically high share price performance. Further details are set out on page 107.

In light of Company performance, the Committee has reviewed and is satisfied that the Remuneration Policy has operated as intended, and that the outcomes for both the 2023 annual bonus and 2021 LTIP are appropriate in the context of the Company's performance.

No discretion has been exercised in respect of the bonus or LTIP outcome.



## Wider workforce

The Committee has maintained active oversight of the pay arrangements for the wider workforce. During the year, we have continued to focus on investment in salaries, giving colleagues greater certainty to plan for the future in the challenging economic environment. In my statement last year, I highlighted the financial education programmes we offer to colleagues to help them take control of their personal finances, and the launch of the first phase of a new, interactive, online financial education tool, resulted in over 2,000 employees interacting with the platform, showing a pleasing level of engagement on an under-addressed topic. To date, the platform has been rolled out in eight countries in which we operate with a full global roll out planned for 2024.

In addition, many colleagues across the Group are now able to benefit from a new wellness fund giving employees a budget that is to be used to support both their physical and mental wellbeing.

As a Committee we will continue to monitor the pay and conditions of our workforce around the globe. The former Workforce Engagement Committee played an important role in gathering the specific views of our workforce, and ensuring these views informed Committee and Board decision making. With the structural integration of some of the responsibilities of the Workforce Engagement Committee with this Committee, I envisage this process to be further streamlined going forward ensuring employees' views are clearly heard as part of the decision-making process.

## Executive Director changes

In March 2023, Paul Edgecliffe-Johnson joined Flutter as Chief Financial Officer ("CFO") and was appointed as a member of the Board. At the same time Jonathan Hill took up the newly created Executive Committee role of Group Chief Operating Officer ("COO"). Jonathan formally stepped down from the Board following the Company's AGM on 27 April 2023. Paul's remuneration package on joining is disclosed in our 2022 Directors' Remuneration Report and is aligned to Jonathan's in his role as CFO. The Committee considered this appropriate as it reflects his extensive experience in senior executive roles in finance and international business in a successful FTSE company.

The arrangements for Jonathan Hill, for the period in which he remained an Executive Director, continued to be in line with the approved Remuneration Policy.

## Implementation for 2024

The way in which we intend to implement the Directors' Remuneration Policy in 2024 is similar to that of 2023, and the Committee continues to review the performance measures associated with both the annual bonus and the long-term incentive plans to ensure that they are best aligned with the delivery of business objectives over the medium to long term.

For 2024, the annual bonus will continue to be assessed against Group Revenue (30%), Group Adjusted EBIT (25%), FanDuel Adjusted EBIT (25%) (formerly US Adjusted EBITDA) and safer gambling (20%). In line with previous years, given the short time horizon, the Committee considers bonus measures to be commercially sensitive and the details of targets will be disclosed retrospectively in the future once outcomes have been assessed.

Reflecting the commencement of the additional listing on the NYSE, and to recognise that a significant proportion of the Company's future growth will be generated in the US, for the 2024 tranche of the consolidated LTIP award, relative TSR performance will be assessed against the S&P 500. Following the commencement of this additional listing on 29 January, we wrote to our largest shareholders regarding this change, the feedback received was positive. Note that there are no changes to the measurement of the 2023 tranche of the award. Flutter will continue to operate an additional underpin on the whole award which requires the Compensation and Human Resources Committee to be satisfied that the formulaic outcome appropriately reflects the Company's underlying performance, and that it has been achieved with regard to the Company's Positive Impact Plan objectives including, and in particular, measures to promote safer gambling.

During the year, the Committee conducted the annual review of base salary levels for Executive Directors, taking into account a range of factors including the broader market context, inflation and the average increase awarded to the wider workforce both globally and in the UK. Following consideration, the Committee determined that Executive Directors will receive an increase of 3.5% effective 1 March 2024. This increase is below the average increase awarded to the Group's UK workforce.

## Effectiveness of the Committee

The operation, performance and effectiveness of the Committee is monitored throughout the year, and also specifically reviewed as part of the internal evaluation process. All feedback received is used to improve the Committee's effectiveness. I am pleased to confirm that the Committee continues to operate effectively. Read more on our Board evaluation on page 74.

During the year, the Committee appointed Pearl Meyer, a US-based firm of remuneration consultants, to work alongside PwC as executive remuneration advisers to provide guidance on the implications of a US stock exchange listing on governance including reporting and disclosure requirements as we make the transition to US compensation reporting requirements. This will help to ensure that the Committee remains effective over this coming period.

## Looking ahead

I believe that the decisions that this Committee has made during 2023 will continue to incentivise management to deliver exceptional performance, executing against our strategy whilst continuing to place an appropriate emphasis on safer gambling. We look forward to receiving shareholders' support at the 2024 AGM.

2024 promises to be an exciting year for the Company with the prospect of moving to a primary listing on the NYSE and continued growth of our businesses around the world.

**Alfred F. Hurley, Jr.**  
Compensation and Human Resources Committee Chair  
26 March 2024

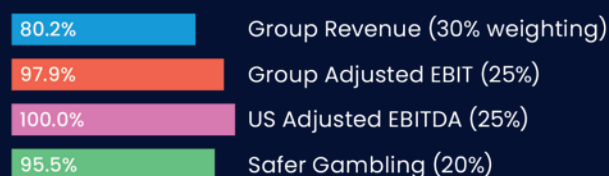


## Directors' Remuneration Report 2023 continued

### Remuneration at a glance

#### 2023 outturns

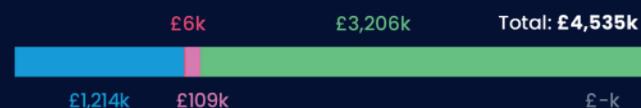
2023 annual bonus outcome (% vesting for each element)



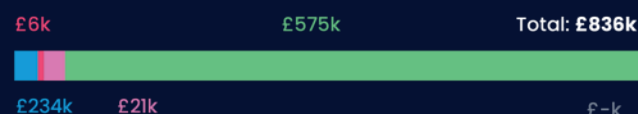
Overall, the bonus outturn for the CEO and CFO is 92.7% of the maximum giving outcomes of 264.1% of salary for the CEO and 245.5% for the CFO respectively. Half of this will be deferred under the DSIP with 50% of the deferred element vesting after three years and 50% after four years from grant.

#### 2023 single total remuneration figures

##### Peter Jackson, Chief Executive Officer



##### Jonathan Hill, Former Chief Financial Officer (for period as an Executive Director during the year 1 January 2023 – 27 April 2023)

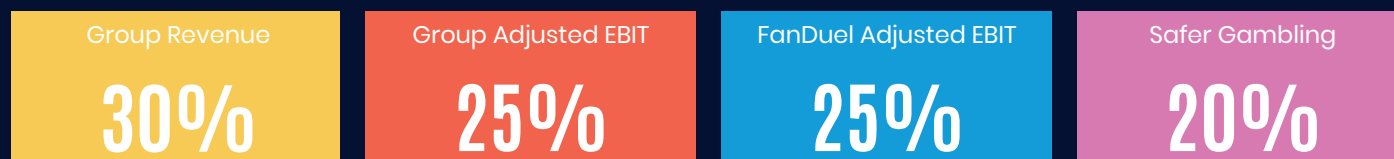


##### Paul Edgecliffe-Johnson, Chief Financial Officer (for period as an Executive Director during the year 20 March 2023 – 31 December 2023)



- Salary
- Benefits
- Pension
- Annual bonus
- Long Term Incentive Plan
- Buy-out share awards

#### Performance measures for the 2024 annual bonus



#### Implementation of Policy – 2024

Remuneration element	Details
Total Salary	Peter Jackson – £1,265,443 (3.5% increase effective 1 March 2024) Paul Edgecliffe-Johnson – £776,250 (3.5% increase effective 1 March 2024)
Pension	Peter Jackson – 9% of total salary paid as cash in lieu of contributions Paul Edgecliffe-Johnson – 9% of total salary paid as cash in lieu of contributions Pension levels in line with average contribution opportunity for wider UK workforce
Annual bonus	Peter Jackson – maximum opportunity of 285% of total salary Paul Edgecliffe-Johnson – maximum opportunity of 265% of total salary 50% of award paid out as cash 25% of award deferred as shares for three years 25% of award deferred as shares for four years Performance conditions – see page 112
LTIP	Tranche 2 of consolidated LTIP with three-year performance period of 2024–2026. Holding period applies until 28 April 2029 Performance condition – TSR performance relative to constituents of S&P500. Vesting schedule as follows: Threshold – median performance – 12.5% vesting Maximum – upper quartile performance – 100% vesting Vest on a straight-line basis for performance between median and upper quartile Full details on page 112



## Remuneration Policy

The Remuneration Policy was approved by shareholders at the 2023 AGM. For ease of reference, the Remuneration Policy table and our remuneration policy for the wider workforce sections have been reproduced in the summary below. The full Remuneration Policy can be found in the 2022 Directors' Remuneration Report.

### Remuneration Policy table

Element	Purpose and link to strategy	Operation and performance measures	Maximum opportunity
Total salary	To attract and retain high-calibre talent in the labour market in which the Executive Director is employed.	<p>Generally reviewed annually but may be reviewed at other times of the year in exceptional circumstances.</p> <p>Total salaries (inclusive of any Director fees) are set with reference to individual skills, experience, responsibilities, Company performance and performance in role.</p> <p>Independent benchmarking is conducted on a periodic basis against companies of a similar size and complexity, as well as those operating in the same or similar sectors, although this information is used only as part of a broader review.</p>	<p>Increases (as a percentage of total salary) will generally be in line with salary inflation and limited to those offered to the wider workforce.</p> <p>Higher increases may be appropriate in certain circumstances including, but not limited to:</p> <ul style="list-style-type: none"> <li>• where an individual changes role;</li> <li>• where there is a material change in the responsibilities or scope of the role;</li> <li>• where an individual is appointed on a below-market salary, with the expectation that this salary will increase with experience and performance;</li> <li>• where there is a need for retention;</li> <li>• where salaries, in the opinion of the Committee, have fallen materially below the relevant market rates; and</li> <li>• where the size of the Group increases in a material way.</li> </ul>
Benefits	To provide market competitive, cost-effective benefits.	Employment-related benefits may include (but are not limited to) private medical insurance, wellbeing benefits, life assurance, income protection, relocation, travel and accommodation assistance related to fulfilment of duties, tax equalisation and/or other related expenses as required. Where expenses are necessary for the ordinary conduct of business, the Company may meet the cost of tax on benefits.	The value of benefits may vary from year to year in line with variances in third-party supplier costs, business requirements and other changes made to wider workforce benefits.
Pension	To provide retirement benefits that are appropriately competitive within the relevant labour market.	Paid as a defined contribution and/or cash supplement.	Contribution (or an equivalent cash payment in lieu) in line with the wider workforce level in the country in which the Executive Director is based. The current Executive Directors are based in the UK where the median of the wider workforce is 9% of salary. This level may change in the future in line with any changes to the workforce pension levels.





## Directors' Remuneration Report 2023 continued

Element	Purpose and link to strategy	Operation and performance measures	Maximum opportunity
Annual bonus and DSIP	To incentivise and reward the successful delivery of annual performance targets. The DSIP also provides a link to long-term value creation.	<p>The Committee reviews the annual bonus every year, to ensure that the opportunity, performance measures, targets and weightings are appropriate and in line with the business strategy at the time.</p> <p>Performance is determined by the Committee on an annual basis by reference to Group financial or strategic measures, or personal objectives, although the financial element will always account for at least 50% of the bonus in any year.</p> <p>At least 50% of any annual bonus will be deferred under the DSIP, with the remaining balance paid in cash. Any deferred element is released 50% after three years and 50% after four years from the date of grant. The Committee may determine that the element deferred under the DSIP may be subject to a further underpin.</p> <p>Malus provisions apply to the annual bonus and DSIP both prior to vesting and clawback applies for a period of two years post-vesting. Dividends (or equivalent) accrue and are paid on any DSIP awards that vest.</p>	<p>Threshold performance will result in an annual bonus pay-out of 25% of the maximum opportunity.</p> <p>For target performance, the annual bonus earned is two-thirds of the maximum opportunity.</p> <p>Maximum annual opportunity of 285% of total salary for the CEO and 265% of total salary for other Executive Directors.</p>
LTIP	To attract, retain and incentivise Executive Directors to deliver the Group's long-term strategy while providing strong alignment with shareholder interests.	<p>Our underlying structure is a traditional long-term incentive plan with a three-year performance period and a requirement to hold shares for at least five years from the date of grant.</p> <p>A consolidated one-off award of performance-based nil-cost options was granted to Peter Jackson and Paul Edgecliffe-Johnson in 2023. The award consists of four tranches, each of which will have successive three-year performance periods and appropriate holding periods either side such that the overall vesting and holding period for each tranche will be six years from the date of grant, with release in 2029. Tranche 1 will vest in 2026, Tranche 2 in 2027, Tranche 3 in 2028 and Tranche 4 in 2029. It's intended that the vesting of all four tranches of the award will be based on a relative TSR measure, with an additional underlying performance underpin.</p> <p>Any new Executive Directors will be able to participate in any tranches whose performance periods have not yet begun or which begin in the year of joining, or a new full award will be granted following appointment.</p> <p>Malus and clawback provisions apply to the LTIP, which allow the Company to reduce or claw back awards. Dividends (or equivalent) accrue and are paid on LTIP awards that vest.</p>	<p>The normal annual maximum opportunity is 400% of total salary for the CEO and 300% of total salary for other Executive Directors. A single grant covering four years' awards was made in 2023 giving a total grant in 2023 of 1,600% of total salary for the CEO and 1,200% of total salary for the CFO.</p> <p>Threshold performance will result in vesting at 12.5% of the maximum opportunity.</p>



Element	Purpose and link to strategy	Operation and performance measures	Maximum opportunity
SAYE	To facilitate share ownership and provide alignment with shareholders.	The Company operates Save As You Earn share plans for all employees (in the UK this is an HMRC-approved plan); the Executive Directors may participate in the plan on the same basis as other employees.  Participants are invited to save up to the monthly limit over a three-year period and use these savings to buy shares in the Company at up to the maximum discount allowable in the relevant jurisdiction.	Maximum opportunity is in line with plan limits, which are currently £500 per month in the UK.  Maximum opportunity for employees in other countries is €500 per month or local equivalent.
Shareholding guidelines	To create alignment between the interests of Executive Directors and shareholders.	Executive Directors must build up and maintain a holding of shares in the Company equivalent to a minimum of 500% of total salary for the CEO and 400% of total salary for other Executive Directors.  Executives have five years from appointment to the Board or any new Policy coming into effect in which to build up their holding, and must retain half of any post-tax vested awards until the guidelines are met. Shareholding guidelines may be met through both beneficially owned shares and vested but unexercised options on a notional net of tax basis.  Executives are required to hold the lower of their respective shareholding guideline and the actual shareholding immediately prior to departure for two years post-departure.	N/a

### Our remuneration policy for the wider workforce

Below Board level, employees receive a remuneration package that is reflective of their role and responsibilities, set by reference to internal relativities and external market data where applicable. Employees at the Executive level will typically have a greater emphasis on performance-related and long-term pay compared with those below this level. Details are given in the table below:

Element	Approach
Salary	When reviewing salary levels, consideration is given to the level of responsibility, skill, experience and salary levels in comparable companies. Remuneration surveys are referenced, where appropriate, to establish market rates.  Although increases may vary, Executive Director increases are generally aligned with the typical increases awarded across the rest of the workforce in the relevant market under normal circumstances.
Pension and benefits	Benefits and pension arrangements are tailored to local market conditions for all of our employees across the Group.
Annual bonus	The majority of our employees are eligible to participate in an annual bonus plan, with award sizes varying by organisational level and location. Performance measures are tailored to be suitable to the strategic priorities of the division, and the geographic location. Some employees, for example those in our retail shops, have different incentive structures in place.
Incentive plans	The Executive Committee and other members of senior management are eligible to participate in Flutter share incentive plans, which vest based on continued employment and, in some cases, are also subject to performance conditions. We also offer incentive awards to critical talent.  We have a number of division or brand-specific Long Term Incentive Plans in place to incentivise employees in specific parts of the business aligned to delivering strategic priorities.  All of our workforce is eligible to participate in the employee Sharesave plan, with the basis of participation varying depending on the specific regulatory requirements of each geographic location.
Shareholding guidelines	Shareholding guidelines are in place for Executive Directors and Executive Committee members.



## Directors' Remuneration Report 2023 continued

### Considerations of the UK Corporate Governance Code principles

Our Remuneration Policy has been designed taking into account the following principles of the UK Corporate Governance Code.

Principle	Principle Description	How this is addressed
Clarity	Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.	The annual bonus is based on measures that are linked to our key strategic priorities for the year, ensuring that there is clarity to all stakeholders on the relationship between the Company's strategy and remuneration. TSR is used as our LTIP performance measure; outturns are therefore transparent and measurable for all participants.
Simplicity	Remuneration structures should avoid complexity and their rationale and operation should be easy to understand.	We believe that the current structure can be easily understood and articulated. A single upfront LTIP grant ensures we do not need to make grants each year.
Risk	Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.	We have appropriate safeguards in place, such as deferral and holding periods, malus and clawback provisions and performance underpins on both annual bonus and LTIP.
Predictability	The range of possible values of rewards to individual Directors and any other limits or discretions should be identified and explained at the time of approving the Policy.	The Remuneration Policy clearly sets out the maximum opportunity available to Executive Directors. In the full Policy, the scenario charts set out expected remuneration outcomes for these maximums across a wide range of potential performance outcomes.
Proportionality	The link between individual awards, the delivery of strategy and the long-term performance of the Company should be clear. Outcomes should not reward poor performance.	The Policy enables meaningful and appropriate targets to be set with a significant proportion of remuneration linked to the creation of long-term shareholder value. We believe that incentive plan outcomes will reflect the successful execution of our strategy.
Alignment to culture	Incentive schemes should drive behaviours consistent with Company purpose, values and strategy.	The measures used in our incentives are aligned with our business strategy and values. For example, the inclusion of a safer gambling element in our annual bonus demonstrates our commitment to the Play Well pillar of our Positive Impact Plan.





## Annual Report on Remuneration

This section provides details of remuneration outcomes for the financial year ended 31 December 2023 for Executive Directors and Non-Executive Directors who served during 2023. The Committee believes that the Remuneration Policy operated as intended during 2023.

### The Compensation and Human Resources Committee's responsibilities

Set out below is a summary of the Committee's key responsibilities:

- establish and review the overall compensation philosophy of the Company;
- setting the Remuneration Policy for the Executive Directors including on engaging with our major shareholders in respect of the Remuneration Policy and its implementation as appropriate;
- ultimate responsibility for approving all share-based incentive plan awards across the Group;
- reviewing the wider workforce remuneration and related policies, the alignment of incentives and rewards with culture and taking these into account when setting the policy for Executive Director remuneration;
- supporting the Board in determining whether reward-related employee policies and practices are in line with the Group's culture, strategy and values;
- ensuring that the Remuneration Policy and reward decisions incentivise and retain talent, and support the delivery of our long-term strategy;
- considering the appropriateness of the Remuneration Policy when reviewed against the rest of the organisation;
- ensuring that the remuneration framework remains effective in attracting and retaining colleagues;
- determining the terms of employment for Executive Directors, members of the Executive Committee and the Group General Counsel and Company Secretary, including remuneration, recruitment and termination arrangements;
- approving the measures and targets for incentive plans for Executive Directors, the Executive Committee and the Group General Counsel and Company Secretary;
- assessing the appropriateness of and achievement against performance targets relating to incentive plans;
- oversee Company's progress against its people strategy;
- engage directly with employees from diverse groups and leaders from across the business; and
- oversee the Company's policies and strategies, and periodically review risks, opportunities, strategies, trends and key metrics related to human capital management, including with respect to employee engagement, pay equity, workplace culture, talent development, workforce composition and compensation and diversity, equity and inclusion.

### External advisers

PwC are the Committee's UK remuneration advisers. They were appointed by the Committee in 2017, following a competitive tender process. During the year, ahead of the prospective additional listing on the NYSE, Pearl Meyer were appointed the Committee's US advisers following a competitive tender process. Both PwC and Pearl Meyer provide independent commentary and advice, together with updates on legislative requirements, best practice and market practice to assist with its decision making.

Both PwC and Pearl Meyer report directly to the Committee. PwC are a signatory to, and abide by, the Code of Conduct for Remuneration Consultants (which can be found at: [www.remunerationconsultantsgroup.com](http://www.remunerationconsultantsgroup.com)). The Committee undertakes due diligence periodically to ensure that the remuneration advisers remain independent of the Group and that the advice provided is impartial and objective. The Committee is satisfied that any conflicts are appropriately managed.

The fees paid to PwC in respect of work carried out for the Committee in 2023 totalled £223,870 and is based on an agreed fee for business-as-usual support (with additional work charged on a time and materials basis). PwC provided broader tax and HR advice to the Group during 2023.

The fees paid to Pearl Meyer in respect of work carried out for the Committee in 2023 totalled £71,050 and is based on a time and materials basis. Pearl Meyer did not provide any other services to the Company during the year.

During the year, the Committee also received internal advice and support from the Group Chief People Officer, former Global DE&I & Reward Director, Group Reward Director, Director of Executive Compensation and Share Incentives, former Head of Executive Compensation, Group General Counsel and Company Secretary and Deputy Company Secretary and Head of Governance, as appropriate.

### Service Contracts

Copies of Directors' service contracts or appointment letters (as applicable) are available for inspection at the Company's Registered Office during normal business hours and at the 2024 AGM at least 15 minutes prior to its commencement until its conclusion.

The Executive Directors have notice periods in their service contracts for 12 months by either party.



## Directors' Remuneration Report 2023 continued

### The Committee's focus in 2023

Focus Area	Actions
Overall remuneration	<ul style="list-style-type: none"> <li>Reviewing and approving total remuneration of the Executive Directors and members of the Executive Committee.</li> <li>Initial groundwork for impact of additional US listing on executive and wider employee remuneration.</li> <li>Adoption of new Executive Clawback Policy in preparation for US listing.</li> </ul>
Total salary	<ul style="list-style-type: none"> <li>Reviewing current total salary levels in the context of both the current size and scope of the business, as well as their impact on total pay for the Executive Directors.</li> <li>Reviewing and approving changes to salary levels for the Executive Committee and Group General Counsel and Company Secretary.</li> </ul>
Annual bonus	<ul style="list-style-type: none"> <li>Determining and approving bonus outcomes in respect of 2022 performance.</li> <li>Reviewing and approving performance measures and targets for 2023 bonus.</li> <li>Reviewing forecasted 2023 bonus outcome during the year.</li> <li>Reviewing and considering the prospective terms for the 2024 annual bonus.</li> </ul>
Long-term incentives	<ul style="list-style-type: none"> <li>Reviewing the TSR performance measure and targets to be implemented for the 2024 (Tranche 2) of the consolidated LTIP award.</li> <li>Approving 2023 incentive plan grants for Executive Directors, the Executive Committee and Group General Counsel and Company Secretary.</li> <li>Approving overall quantum of awards for 2023 share incentives for all employees.</li> <li>Receiving updates on the performance of Long Term Incentive Plans in place across the Group.</li> <li>Reviewing and approving performance and payouts of divisional specific incentive plans.</li> <li>Approving the vesting of the 2020 LTIP and reviewing forecasted 2021 LTIP outturn.</li> <li>Reviewing and approving the structure of other division and business-specific incentive plans and share award grants.</li> <li>Approving incentive plan grants for senior hires across the Group.</li> <li>Approval of good leaver treatment for senior employees leaving the Group.</li> </ul>
Governance	<ul style="list-style-type: none"> <li>Approving the Company's 2022 Directors' Remuneration Report.</li> <li>Annual review of the Committee's performance against terms of the Committee's new Charter.</li> <li>Assessing dilution from share plans against recommended limits and use of Employee Benefit Trust.</li> <li>Reviewing the Flutter gender pay gap and CEO pay ratio disclosures.</li> <li>Approving the 2023 Sharesave plan.</li> <li>Appointment of Pearl Meyer as US Committee advisers following tender process.</li> <li>Considering the impact of the Euronext delisting and NYSE listing on the operation of the Group's employee share plans and approving movement of awards between exchanges.</li> <li>Development of the 2024 Flutter omnibus plan.</li> </ul>
Changes to the Executive Committee	<ul style="list-style-type: none"> <li>Reviewing and approving the remuneration package for the CPO's transition to the role of COO on the retirement of the current COO in 2024.</li> <li>Reviewing and approving the remuneration package for the incoming CPO in 2024.</li> </ul>
Shareholder consultation	<ul style="list-style-type: none"> <li>Final engagements with shareholders ahead of AGM on proposed changes to the 2023 Remuneration Policy.</li> </ul>

### Shareholder voting at shareholder meetings

The following shows the results of the remuneration-related resolutions voted on by shareholders at the 2023 AGM. Voting on the Remuneration Policy and new LTIP were binding votes while the voting on the Annual Report on Remuneration was an advisory vote.

	For	Against	Total votes cast	Votes withheld
2022 Annual Report on Remuneration	106,821,444 (95.80%)	4,683,506 (4.20%)	111,521,834	11,611
2023 Remuneration Policy	92,625,016 (90.55%)	9,671,255 (9.45%)	111,521,834	9,220,290
Establishment of the Flutter Entertainment plc 2023 LTIP	93,969,628 (91.86%)	8,323,758 (8.14%)	111,521,834	9,223,175



### Single figure of total remuneration for Executive Directors (audited)

The table below sets out the single figures of total remuneration received by each Executive Director during the year ended 31 December 2023 and the prior year. Remuneration relates to the period during which each Executive Director was a member of the Board in this capacity. Please refer to notes below the table and additional disclosure for full details of how the figures are calculated.

	Peter Jackson CEO		Jonathan Hill Former CFO		Paul Edgecliffe- Johnson CFO	
	2023 £'000	2022 £'000	2023 £'000	2022 £'000	2023 £'000	2022 £'000
Salary <sup>1,2</sup>	1,214	1,130	234	693	590	
Benefits <sup>3</sup>	6	7	6	14	1	
Pension <sup>4</sup>	109	169	21	104	53	
<b>Fixed pay</b>	<b>1,329</b>	<b>1,306</b>	<b>261</b>	<b>811</b>	<b>644</b>	
Annual bonus <sup>5</sup>	3,206	1,110	575	633	1,448	
Long-term incentives <sup>6</sup>	—	2,317	—	1,312	—	
Other <sup>7</sup>	—	—	—	—	3,187	
<b>Variable pay</b>	<b>3,206</b>	<b>3,427</b>	<b>575</b>	<b>1,945</b>	<b>4,635</b>	
<b>Total</b>	<b>4,535</b>	<b>4,732</b>	<b>836</b>	<b>2,755</b>	<b>5,279</b>	

- 2023 salaries for Jonathan Hill and Paul Edgecliffe-Johnson pro-rated for the period in the year served as a Director. For Jonathan Hill, this is the period between 1 January 2023 and 27 April 2023. For Paul Edgecliffe-Johnson, this is between 20 March 2023 and 31 December 2023.
- Salary: represents the total amount earned for the relevant financial year. Peter Jackson's salary at the start of the year was £1,170,000. This was increased to £1,222,650 on 1 March 2023. Jonathan Hill's salary at the start of the year was £715,000. This was increased to £747,175 on 1 March 2023. Paul Edgecliffe-Johnson's salary upon starting his role as a Director on 20 March was £750,000.
- Cost of benefits primarily relating to private medical insurance.
- Pension: the pension for all Executive Directors is the value of the cash paid to them in lieu of contributions. None of the Executive Directors have a prospective entitlement to a defined benefit pension.
- Bonus values are inclusive of the portion deferred as shares if applicable. For Jonathan Hill and Paul Edgecliffe-Johnson this is the bonus for the period in the year they served as a Director. For Jonathan Hill, this is the period between 1 January 2023 and 27 April 2023, his bonus will be paid fully in cash. For Paul Edgecliffe-Johnson, this is between 20 March 2023 and 31 December 2023.
- The 2021 LTIP level was confirmed by the Committee at its meeting on 28 February 2024, where it was confirmed that threshold performance was not met and the award would lapse in full. See page 107 for further details. Values of 2020 LTIP awards vested in 2022 updated to reflect actual share price on vesting of £158 compared to estimate of £113.30 as used in the 2022 DRR. For 2020 awards, £1.1m and £0.62m of the value is attributable to share price growth for Peter Jackson and Jonathan Hill respectively.
- Other includes the grant value of Paul Edgecliffe-Johnson's share awards made in 2023 to compensate him for incentives forfeited on his cessation of employment with his previous employer.



## Directors' Remuneration Report 2023 continued

### 2023 annual bonus (audited)

The maximum annual bonus opportunity for Executive Directors in 2023 was 285% and 265% of salary for the CEO and CFO respectively. Target bonus was two-thirds of the relevant maximum. The 2023 annual bonus was based on Group Revenue, Group Adjusted EBIT, US Adjusted EBITDA and safer gambling measures across all divisions. The outcome reflects the impact of the legalisation of sports betting in the state of Kentucky which was not known at the time the targets were set. This is consistent with the commitment made in the 2022 Remuneration Report and results in an increase in the performance outcome of 6.4% to 92.7% of maximum.

The table below shows the outcomes for each element on an actual outcome and adjusted basis, relative to the stretching targets set at the start of the year. Please note targets and outcome for the financial measures are presented under IFRS accounting.

	Weighting	Performance targets <sup>1</sup>			Performance pre adjustment	Bonus outcome pre adjustment (% of max)	Bonus outcome pre adjustment (% of target)	Performance after adjustment <sup>4</sup>	Bonus outcome after adjustment (% of max)	Bonus outcome after adjustment (% of target)	Bonus outcome			
		Threshold	Target	Maximum							Peter Jackson	Jonathan Hill <sup>2</sup>	Paul Edgecliffe-Johnson <sup>2</sup>	
Group Revenue	30%	£8,734m	£9,292m	£9,850m	£9,514m	24%	36%	£9,519m	24.1%	36.1%				
Group Adjusted EBIT	25%	£940m	£1,011m	£1,062m	£1,021m	18.2%	27.3%	£1,059m	24.5%	36.7%				
US Adjusted EBITDA	25%	FanDuel profitable	FanDuel profit of \$10m	US profit of \$10m	US profit of \$107m	25%	37.5%	US profit of \$151m	25%	37.5%				
Safer gambling <sup>3</sup>	20%	Various divisional targets				19.1%	28.7%		19.1%	28.7%				
UKI (SG Tools)	1.65%	50%	50.5%	51%	51.8%	1.65%	2.5%		1.65%	2.5%				
UKI (TRI)	3.35%	(4%)	(8%)	(12%)	(39%)	3.35%	5%		3.35%	5%				
Sportsbet	5.0%	15.2%	19.0%	22.8%	20.8%	4.1%	6.2%		4.1%	6.2%				
International	5%	57.8%	59.1%	60.4%	64.7%	5%	7.5%		5%	7.5%				
FanDuel	5%	8%	10%	12%	17.3%	5%	7.5%		5%	7.5%				
<b>Total</b>							86.3%		129.5%	92.7%	139%	£3,206,312	£575,332	£1,448,066

1. Awards pay-out on a straight-line basis between the points shown.

2. Bonus values for Jonathan Hill and Paul Edgecliffe-Johnson pro-rated for the period in the year served as a Director. For Jonathan Hill, this is the period between 1 January 2023 and 27 April 2023. For Paul Edgecliffe-Johnson, this is between 20 March 2023 and 31 December 2023.

3. Details of SG measures and outcomes for each business are outlined below.

4. Financial outcomes include impact of legalisation of sports betting in state of Kentucky.

In line with market practice and as with previous years, the bonus targets have been adjusted for exchange rate movements over the period ensuring that bonus is measured on a constant currency basis.

Prior to approving the annual bonus outcomes, the Committee discussed whether or not the proposed outcome was considered to be fair and reasonable in the context of the Company's overall business performance over the year, as well as the current social and economic environment. Following discussion, the Committee considered the outcome to be fair and reflective of Company performance; it was also satisfied that it was appropriate and fair within the current wider socio-economic environment.

In line with the Remuneration Policy, half of any bonus earned is deferred into shares under the DSIP, vesting 50% on the third anniversary of the grant and 50% on the fourth anniversary. Jonathan Hill's bonus will be paid fully in cash as he will be retiring in March 2024.

### SG measure outcomes

For the 2023 bonus, we were once again able to capture all divisions in our SG measure. Safer gambling measures were considered on a divisional basis taking into account the different regulatory and societal environments they operate in and the varying levels of maturity on their progress on safer gambling. This approach allows us to set robust targets which are meaningful, linked to divisional strategy and help to drive real change. Details of each divisional measure are shown below:

- UKI: 67% of UKI safer gambling measure is based on Transactional Risk Indicator score, or TRI, which measured the % of revenues from customers who self-exclude (either directly with a Flutter brand or via GAMSTOP) in the year as a proportion of total revenue for that year (target is a reduction year on year on a like-for-like basis). 33% is based on % of customers using at least one safer gambling tool. The maximum target for both measures were achieved in full.
- Sportsbet: % of net revenue from customers with a deposit limit. Then outcome for this measure was above target but below the maximum.
- International: % of customers using at least one safer gambling tool. This maximum target for this measure was achieved in full.
- FanDuel: % of customers using at least one safer gambling tool. This maximum target for this measure was achieved in full.



## 2021 LTIP (audited)

The tables below set out a summary of performance relative to the 2021 LTIP targets, and the outturn for each Executive Director.

Performance measure	Targets		Outcome		
	Threshold 25% of award vests	Maximum 100% of award vests	Actual performance	% of maximum achieved	% of award eligible for vesting
Relative TSR <sup>1</sup>	Growth in line with median – 14.1%	Growth in line with upper quartile – 49%	(3.8%)	0%	0%
<b>Total vesting (% of max)</b>					<b>0%</b>

1. TSR compared with the FTSE 100 (excluding housebuilders, real estate investment trusts and natural resources companies).

Executive Director	Award type	Date of grant	Number of shares awarded	% of total award vesting	Number of shares vesting	Value at vesting
Peter Jackson	Nil-cost options	18/03/2021	9,969	0%	0	£0
Jonathan Hill	Nil-cost options	18/03/2021	5,337	0%	0	£0

## 2020 LTIP update (audited)

In last year's report, we estimated the value of the 2020 LTIP using the three-month average share price to 31 December 2022. The values have now been updated using the actual share price at the date of vesting of 30 June 2023. All vested shares are subject to a two-year holding period.

Executive Director	Number of shares	Three-month average share price to 31 December 2022	Estimated value of LTIP 2020 awards	Dividends	Share price on vesting	Actual value of LTIP 2020 awards <sup>1</sup>
Peter Jackson	14,663	£113.3	£1,661,318	0	£158.00	£2,316,754
Jonathan Hill	8,305	£113.3	£940,957	0	£158.00	£1,312,190

1. £1,100,703 and £623,429 of the value is attributable to share price growth for Peter Jackson and Jonathan Hill respectively.



## Directors' Remuneration Report 2023 continued

### Incentive plan interests awarded in the year (audited)

On 7 March 2023, awards were granted to the Executive Directors under the DSIP and on 28 April 2023 awards were granted to the Executive Directors under the consolidated LTIP. Details of these awards are set out in the following table:

		Type of interest in shares	Face value (%)	Face value (£) <sup>1</sup>	Number of shares	Vesting at threshold	End of performance period <sup>2</sup>	Vesting date <sup>4</sup>
Peter Jackson	Consolidated LTIP	Nil-cost options	1600% of salary	£19,562,334	122,789	12.5%	25% each in 31 December 2025 31 December 2026 31 December 2027 31 December 2028	25% each in 28 April 2026 <sup>3</sup> 28 April 2027 <sup>3</sup> 28 April 2028 <sup>3</sup> 28 April 2029 <sup>3</sup>
	DSIP	Nil-cost options	50% of bonus	£554,734	4,178	n/a	n/a	50%: 7 March 2026, 50%: 7 March 2027
Jonathan Hill	DSIP	Nil-cost options	50% of bonus	£318,793	2,401	n/a	n/a	50%: 7 March 2026, 50%: 7 March 2027
Paul Edgecliffe-Jackson	Consolidated LTIP	Nil-cost options	1,200% of salary	£8,999,958	56,491	12.5%	25% each in 31 December 2025 31 December 2026 31 December 2027 31 December 2028	25% each in 28 April 2026 <sup>3</sup> 28 April 2027 <sup>3</sup> 28 April 2028 <sup>3</sup> 28 April 2029 <sup>3</sup>
	Buy-out award	Nil-cost options	n/a	£3,186,907	26,387	n/a	n/a	6,910 shares on 10 March 2024 5,055 shares on 28 February 2025 9,818 shares on 10 March 2025 4,604 shares on 10 March 2026

- Based on three-day average share price prior to the date of grant, which was £132.78 for the DSIP, £159.32 for the consolidated LTIP and £137.22 for the tranche of Paul Edgecliffe-Johnson's buy-out award vesting on 10 March 2026. The remainder of Paul Edgecliffe-Johnson's buy-out award is based on a three-day average share price between 7 November 2022 and 9 November 2022 of £117.30.
- Performance periods of all four tranches of the consolidated LTIP are shown, with respective performance periods starting three years prior to the end of each performance period.
- All consolidated LTIP awards subject to holding period until 28 April 2029 – the sixth anniversary of the grant date of 28 April 2023.
- The DSIP is subject to a revenue underpin over the vesting period which requires revenue growth of at least 2% per annum over the deferral period as well as continued employment.

The 2023 consolidated LTIP awards will vest subject to the achievement of TSR performance, as per the vesting schedule below:

	Below threshold (nil vesting)	Threshold (12.5% vesting) <sup>1</sup>	Maximum (100% vesting) <sup>1</sup>
Relative TSR <sup>2</sup>	Below median growth	Growth in line with median	Growth in line with upper quartile

- Awards vest on a straight-line basis between the points shown.
- Tranche 1 of the award subject to TSR performance relative to the FTSE 100 (excluding Real Estate Investment Trusts and Closed End Investment Trusts).





# OUR COMMITMENT TO PLAY WELL

We believe that safer gambling is pivotal to both the future success of the Company and the industry as a whole. Our Play Well pillar is the cornerstone of our global sustainability strategy, our Positive Impact Plan. We review our remuneration annually to assess which aspects of our sustainability performance should be linked to executive pay. Safer Gambling has been directly linked to remuneration since 2020, initially for just the UKI division, but since 2022, as we have evolved our strategy and developed meaningful and robust targets across all divisions, it has formed part of the bonus for our entire Group.

For the 2024 bonus, safer gambling measures for all parts of the business are once again included. The targets for 2024 are an evolution from the 2023 measures, highlighting the progress made by each business during 2023. Safer gambling tool usage (such as deposit limits, stake limits, time outs etc.) remains the key focus of the

majority of measures, although we have also included a new strategic initiative for the bonus measure in Sportsbet that we believe could provide valuable insight and innovation in this critical area. This focus on tool usage and innovation highlights our belief that these are core drivers of the execution of the Play Well pillar of the Company's Positive Impact Plan.

The global Play Well tool metric is the percentage of average monthly players ("AMPs") using one of our safer gambling tools on a monthly rolling average basis. More details about our global measure are shown in the Play Well section, on page 21. The weighting of the safer gambling measure in the annual bonus for Group colleagues was increased from 10% to 20% in 2023, underlining our commitment to safer gambling. The measures and targets for each division are shown below.

## UKI

**Measure:** 40% is based on the global Play Well metric, and 60% based on Transactional Risk Indicator ("TRI") reduction versus 2023.

**Rationale:** UKI continues to drive progress against the global Play Well metric whilst ensuring continuation from 2023 by retaining TRI (which measures potentially "at risk" revenue generated by customers who self-exclude as a proportion of total revenue).

### Targets:

Measure (weighting)	Threshold	Target	Maximum
% of AMPs using SG tools (40%)	54.1%	54.8%	55.6%
TRI reduction versus 2023 (60%)	5% reduction	10% reduction	15% reduction

## Sportsbet

**Measure:** Roll out and testing of Real Time Intervention ("RTI"), a programme focused on preventing harm in real time.

**Rationale:** The measure for Sportsbet moves to the roll out and testing of RTI to support continued innovation and driving progress in safer gambling.

### Targets:

	Threshold	Target	Maximum
Continuous roll out of RTI and supporting initiatives	100% of eligible customer base enrolled (minus control group)	Threshold + a development test to increase individual personalised predictions on RTI	Target + external optimisation review
	Report on tool adoption		

## International

**Measure:** Global Play Well metric: percentage of AMPs using Safer Gambling tools. Percentage of AMPs who have proactively changed and percentage of AMPs who have maintained or decreased Play Well tool vs previous period.

**Rationale:** Fully aligned with the global Play Well metric.

### Targets:

Threshold	Target	Maximum
44.3%	44.9%	46.1%

## FanDuel

**Measure:** Global Play Well metric: percentage of AMPs using Safer Gambling tools.

**Rationale:** Fully aligned with the global Play Well metric.

### Targets:

Threshold	Target	Maximum
13.5%	16%	20%



## Directors' Remuneration Report 2023 continued

### Appointment of Paul Edgecliffe-Johnson

On 21 October 2022, the Company announced the appointment of Paul Edgecliffe-Johnson as CFO in 2023. Paul joined the Company and was appointed to the Board on 20 March 2023. In setting the remuneration package on joining, the Committee took into account a variety of factors including external remuneration market data and Paul's experience as a CFO.

Paul's remuneration was set within the parameters of the approved Policy:

- an annual base salary of £750,000;
- benefits package in line with the Company's Remuneration Policy; this includes (but is not limited to) private medical insurance, life assurance and income protection;
- a Company pension contribution of 9% of salary – in line with the maximum matching available to the wider UK workforce;
- a maximum annual bonus of 265% of total salary; and
- consolidated LTIP award of 1,200% of total salary.

Paul is also required to comply with the Company's shareholding guidelines. As such, he will be required to build and hold a shareholding to the value of 400% of total salary within five years of his appointment. In the event of any departure, he will be required to hold the lower of his in post-shareholding requirement or his actual shareholding at the time of his departure, for a two-year period post-cessation.

As outlined in the 2022 Remuneration Report, the Committee agreed to compensate Paul for the forfeiture of any incentives he forfeited on the cessation of his employment with his previous employer – IHG. In 2023, the following share awards were granted to Paul in respect of this:

- 6,910 shares vesting on 10 March 2024, in respect of his previous IHG 2021 LTIP;
- 5,055 shares vesting on 28 February 2025, in respect of his previous IHG 2021 Annual Performance Plan;
- 9,818 shares vesting on 10 March 2025, in respect of his previous IHG 2022 LTIP; and
- 4,604 shares vesting on 10 March 2026, in respect of awards he would have received under the IHG 2022 Annual Performance Plan.

As outlined last year, an element of the buy-out package for Paul has been delayed until 2024; this element relates to compensation of the pro-rated value of his IHG bonus for financial year 2023. The value of this bonus has been calculated as £207,392, based on what the IHG bonus would be for "average" performance. In line with the operation of the IHG bonus – 50% of this award will be paid in cash in 2024 and 50% will be deferred as Flutter shares and vest on 10 March 2027. This award will be granted at the first opportunity following the announcement of 2023 full-year results.

The buy-out awards outlined above are aligned with the terms of the 2023 Remuneration Policy for recruitment, and the awards have been structured to be no more generous than the value of the awards forgone at Paul's previous employer.

### Payments for loss of office

Jonathan Hill transitioned from the role of CFO to COO on 20 March 2023. Jonathan remained a member of the Board until the conclusion of the 2023 AGM on 27 April 2023 after which he remained a member of the Executive Committee in his role of COO. It has since been announced that Jonathan will retire on 31 March 2024. Jonathan will be treated as a good leaver for purposes of his share awards; all awards will be time pro-rated as appropriate with vesting as per the original schedules subject to the cessation of specified post-termination covenants as below:

Award	Number of shares granted	Number of pro-rated shares retained	Grant date	Normal vest date	Vesting date
DSIP 2021 – four year	2,101	n/a	18 March 2021	18 March 2025	1 April 2025
DSIP 2022 – three year	4,102	n/a	4 March 2022	4 March 2025	1 April 2025
DSIP 2022 – four year	4,102	n/a	4 March 2022	4 March 2026	4 March 2026
DSIP 2023 – three year	1,200	n/a	7 March 2023	7 March 2026	7 March 2026
DSIP 2023 – four year	1,201	n/a	7 March 2023	7 March 2027	7 March 2026
LTIP 2022 <sup>1</sup>	12,823	8,825	8 March 2022	8 March 2025	28 April 2025

1. Vesting of 2022 LTIP subject to performance assessment.

There were no payments for loss of office, or payments to past Directors made during the year.



## Single figure of total remuneration for Non-Executive Directors (audited)

Fees for Non-Executive Directors are pro-rated according to their appointment date or date of role change where appropriate. Fees are paid in euros, but have been shown here in pound sterling for consistency. The table below sets out the single figures of total remuneration received by each Non-Executive Director who served during the year ended 31 December 2023:

Non-Executive Director	Board Committee membership as at 31 December 2023	Fees (£'000) <sup>1</sup>	
		2023	2022
John A. Bryant (Chair) <sup>11</sup>	Nominating and Governance (Chair), Compensation and HR, Chair of the Board	226	—
Nancy Cruickshank <sup>2</sup>	Risk and Sustainability, Compensation and Human Resources	130	107
Nancy Dubuc <sup>3</sup>	Audit, Nominating and Governance	126	107
Richard Flint <sup>4</sup>	Risk and Sustainability	127	211
Alfred F. Hurley, Jr.	Nominating and Governance, Compensation and Human Resources (Chair)	152	115
Holly Keller Koepfel <sup>5</sup>	Audit (Chair), Nominating and Governance, Risk and Sustainability	178	124
David Lazzarato	Audit, Risk and Sustainability (Chair)	152	124
Carolan Lennon <sup>6</sup>	Audit, Nominating and Governance	126	58
Atif Rafiq <sup>7</sup>	Compensation and Human Resources, Risk and Sustainability	126	113
<b>Former Directors</b>			
Gary McGann <sup>8,11</sup>		365	537
Zillah Byng-Thorne <sup>9</sup>		13	132
Mary Turner <sup>10</sup>		114	129

- John A. Bryant joined the Board and the Compensation and Human Resources Committee on 27 April 2023 and assumed the role of Chair of the Board from 1 September 2023.
- Nancy Cruickshank joined the Compensation and Human Resources Committee and stepped down from the Nominating and Governance Committee on 28 April 2023. Nancy was appointed Chair of the Workforce Engagement Committee on 1 October 2023. The Workforce Engagement Committee was stood down on 9 November 2023. 2023 figure for Nancy includes a taxable benefit of a gift to the value of £723 (the figure includes tax paid by the Company).
- Nancy Dubuc joined the Audit Committee on 28 April 2023 and stepped down from the Compensation and Human Resources Committee on 9 November 2023.
- Richard Flint provided advisory services to the CEO until 31 May 2022. Richard was a member of the Workforce Engagement Committee until it was stood down on 9 November 2023. 2023 figure for Richard includes a taxable benefit of a gift to the value of £723 (the figure includes tax paid by the Company).
- Holly Keller Koepfel was appointed Senior Independent Director on 1 January 2023.
- Carolan Lennon was a member of the Workforce Engagement Committee until it was stood down on 9 November 2023.
- Atif Rafiq joined the Compensation and Human Resources Committee on 9 November 2023. Atif was a member of the Workforce Engagement Committee until it was stood down on 9 November 2023.
- Gary McGann stepped down from the Board on 31 August 2023.
- Zillah Byng-Thorne stepped down from the Board on 31 January 2023.
- Mary Turner stepped down from the Board on 30 September 2023.
- No fees were paid to the Board Chair for chairing the Nominating and Governance Committee.

## Implementation of Remuneration Policy for 2024

### Total salary

The Committee reviewed the salaries for the CEO and CFO and determined to award a 3.5% increase for 2024. This takes Peter Jackson's total salary to £1,265,443, and Paul Edgecliffe-Johnson's total salary to £776,250.

In making this decision, the Committee took into consideration the levels of increases being awarded to colleagues throughout the organisation and, whilst the Company considers the level of increase as a whole to be commercially sensitive, we can confirm that the total salary increase for the Executive Directors is materially below that for the wider UK workforce. The following increases will be effective from 1 March 2024.

	1 March 2023	1 March 2024	% increase
Peter Jackson	£1,222,650	£1,265,443	3.5%
Paul Edgecliffe-Johnson	£750,000	£776,250	3.5%

### Pension and benefits

Executive Directors receive a cash supplement in lieu of pension contribution of 9% of total salary in line with the average contribution opportunity for the wider workforce in the UK where they are based. They will also be eligible to receive benefits in line with the Remuneration Policy.



## Directors' Remuneration Report 2023 continued

### Annual bonus

The maximum annual bonus opportunity will remain at 285% of total salary for the CEO, and at 265% of total salary for other Executive Directors. As in previous years, the Committee has determined that financial performance targets will not be disclosed on a prospective basis for reasons of commercial sensitivity but will be disclosed retrospectively in next year's Annual Report on Remuneration.

Each year, the Committee reviews the performance measures to ensure that they are aligned to the business's priorities for the coming year; for 2024, the structure of measures and weightings is largely unchanged with the only change from 2023 being that the US focused earnings measure will move from Adjusted EBITDA to Adjusted EBIT to align with bonus measures across the rest of the Group.

Detailed commentary on the safer gambling measures for 2024 are outlined on page 109.

The performance measures for the 2024 bonus are as follows:

	Weighting
Group Revenue	30%
Group Adjusted EBIT	25%
FanDuel Adjusted EBIT	25%
Safer Gambling (see page 109 for details)	20%

The Committee would intend to adjust the targets or outcomes if changes in legislation in any US state(s) occurs, which is unexpected or occurs sooner than expected, and leads to unanticipated revenue streams and/or necessitates additional investment. The Committee may also consider appropriate adjustments to reflect changes in regulation across the Group that are not currently included within the targets. Outcomes will be considered in context of the Company's underlying performance including that outcomes have been achieved sustainability. Half of any bonus earned will be paid in cash, with the remaining half deferred into shares under the DSIP, vesting 50% after three years and 50% after four years from grant, subject to continued employment. Awards are eligible to receive dividend equivalents. Malus and clawback provisions apply to the annual bonus and DSIP.

### LTIP

As set out in the 2022 DRR, a consolidated LTIP award was approved by shareholders at the Company AGM on 27 April 2023. On 28 April 2023, the award was granted equivalent to four years of long-term incentives. Details of the grant are presented on page 108.

On 1 January 2024, the performance period for the 2024 tranche of the award ("Tranche 2") commenced running until 31 December 2026. The performance measure for this tranche will once again be a relative TSR performance measure; however, the peer group against which Company performance will be measured will be the constituents of the S&P 500, to reflect the Company's additional listing on the New York Stock Exchange and proposed move of the primary listing. Consultation on this decision was conducted in January 2024 informing our major shareholders of this change in peer group.

As for the first tranche of the award, in addition to the relative TSR performance measure, the award will again be subject to underpins whereby the Committee will need to be satisfied that the formulaic outcome appropriately reflects the Company's underlying performance including on progress on sustainability goals. For Tranches 3 and 4 with performance periods commencing in 2025 and 2026, the Committee will continue to review targets on an annual basis to ensure they are appropriate in the context of the business at that time.

	Below threshold (0% vesting)	Threshold (12.5% vesting)	Maximum (100% vesting)
Consolidated LTIP Tranche 2 - Relative TSR vs S&P 500 Index	Below median growth	Growth in line with median	Growth in line with upper quartile
Straight-line vesting between the points shown			

### Save As You Earn ("SAYE")

Executive Directors are eligible to participate in the plan with the same terms as all other UK employees if an invitation to enter a savings contract is offered during the year.



### Chair and Non-Executive Director fees

In September 2022, base fees were increased following a review of Non-Executive Director and Chair fees where it was recognised that the level of base fees was out of kilter with the market given the increased demands on all Non-Executive Directors' time due to the scale of the Group, its broadening international footprint and the pace of strategic development and transaction activity.

There are no changes to NED and Chair fees for 2024: the fees are set out in the table below:

Role	Fee
Base fee	
Chair	€630,000
Base Non-Executive Director fee	€145,000
Additional fees	
Senior Independent Director	€30,000
Audit Committee Chair	€30,000
Compensation and Human Resources Committee Chair <sup>1</sup>	€30,000
Risk and Sustainability Committee Chair	€30,000
Nominating and Governance Committee Chair <sup>2,3</sup>	€20,000

1. The Remuneration Committee was re-constituted as the Compensation and Human Resources Committee, effective 9 November 2023.

2. If the Board Chair holds the position of Nominating and Governance Committee Chair, no additional fee will be paid for the Nominating and Governance Committee role.

3. The Nomination Committee was re-constituted as the Nominating and Governance Committee, effective 9 November 2023.

### Percentage change in Directors' remuneration compared with other employees

The table below shows the percentage change in the Directors' remuneration from the prior year compared with the average percentage change in remuneration for all other employees. To provide a relevant comparison, the analysis includes only salaried corporate office UK employees and is based on a consistent set of employees. The Committee considers this to be the most appropriate comparator group.

	Percentage change in 2023 compared with 2022			Percentage change in 2022 compared with 2021			Percentage change in 2021 compared with 2020			Percentage change in 2020 compared with 2019		
	Total salary/ base fee	Taxable benefits	Annual bonus	Total salary/ base fee	Taxable benefits	Annual bonus	Total salary/ base fee	Taxable benefits	Annual bonus	Total salary/ base fee	Taxable benefits	Annual bonus
<b>Executive Directors</b>												
Peter Jackson	7.5%	(13.4%)	189.0%	26.2%	3.5%	(57.7%)	3.0%	(32.8%)	11.5%	21.6%	39.4%	141.9%
Paul Edgecliffe-Johnson <sup>1</sup>	—	—	—	—	—	—	—	—	—	—	—	—
<b>Non-Executive Directors</b>												
John A. Bryant <sup>2</sup>	—	—	—	—	—	—	—	—	—	—	—	—
Nancy Cruickshank	21%	—	—	20%	—	—	16%	—	—	59%	—	—
Nancy Dubuc	18%	—	—	66%	—	—	—	—	—	—	—	—
Richard Flint	(40%)	—	—	20%	—	—	77%	—	—	—	—	—
Alfred F. Hurley, Jr.	32%	—	—	20%	—	—	77%	—	—	—	—	—
Holly Keller Koeppel	44%	—	—	103%	—	—	—	—	—	—	—	—
David Lazzarato	23%	—	—	39%	—	—	77%	—	—	—	—	—
Carolan Lennon	119%	—	—	—	—	—	—	—	—	—	—	—
Atif Rafiq	12%	—	—	1,766%	—	—	—	—	—	—	—	—
<b>Former Directors</b>												
Zillah Byng-Thorne <sup>3</sup>	(90%)	—	—	19%	—	—	19%	—	—	(3%)	—	—
Jonathan Hill <sup>4</sup>	(66.2%)	(58.1%)	(9.1%)	20.8%	0.0%	(59.7%)	3.0%	(8.6%)	6.0%	21.6%	(78.3%)	131.9%
Gary McGann <sup>5</sup>	(32%)	—	—	14%	—	—	23%	—	—	0%	—	—
Mary Turner <sup>6</sup>	(12%)	—	—	31%	—	—	96%	—	—	—	—	—
<b>Corporate office UK employees</b>	<b>11.1%</b>	<b>10.5%</b>	<b>56.9%</b>	<b>10.6%</b>	<b>0.2%</b>	<b>(25.7%)</b>	<b>12.7%</b>	<b>(0.6%)</b>	<b>7.9%</b>	<b>10.8%</b>	<b>20.2%</b>	<b>56.3%</b>

1. Paul Edgecliffe-Johnson joined the Board on 20 March 2023, so no comparison is available.

2. John A. Bryant joined the Board on 27 April 2023, so no comparison is available.

3. Zillah Byng-Thorne stepped down from the Board on 31 January 2023.

4. Jonathan Hill stepped down from the Board on 27 April 2023.

5. Gary McGann stepped down from the Board on 1 September 2023.

6. Mary Turner stepped down from the Board on 30 September 2023.



## Directors' Remuneration Report 2023 continued

### Relative importance of spend on pay

The table below shows the percentage change in total employee pay expenditure and shareholder distributions (i.e. dividends and return of capital) from the financial year ended 31 December 2022 to the financial year ended 31 December 2023.

	2023 (£m)	2022 (£m)	% change
Dividends	—	—	—
Share buy-backs	—	—	—
Total shareholder distributions	—	—	—
Employee remuneration	£1,810.5	£1,401.9	29.1%

### CEO pay ratio disclosure

The pay ratios of our CEO relative to UK employees in respect of 2023 and previous years are as follows:

Financial year	Calculation method	CEO pay £'000	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2023	A	4,535	152:1	100:1	54:1
2022	A	4,077	153:1	102:1	57:1
2021	A	8,404	346:1	214:1	122:1
2020	A	7,522	340:1	198:1	114:1
2019	A	2,099	107:1	89:1	54:1
2018	A	1,664	113:1	92:1	54:1

The total pay and benefits of each employee at the 25th, 50th and 75th percentile is as follows:

	25th percentile	Median pay	75th percentile
Total pay	£29,788	£45,209	£83,461
Salary only	£25,318	£37,083	£62,562

The total pay of employees has been calculated in line with the single total figure of remuneration methodology, which includes salary, bonus, pension, benefits, share incentives and any other payments made in the year. We have used calculation method A as it is the most comprehensive. As such, we have used actual pay and benefits from 1 January to 31 December 2023 for any employee who was employed as at 1 October 2023. Joiners, leavers and part-time employees' earnings have been annualised on a full-time equivalent ("FTE") basis, with FTE calculations based on 40 hours per week. For annual bonus payments, bonuses calculated for the 2023 year and to be paid in 2024 have been used with, where possible, actual numbers. Benefits included in the calculation are employer pension/or cash in lieu received and the benefit in kind/PIID value of any taxable benefits.

The ratio for 2023 has shown a very slight fall in comparison to 2022. The CEO's single figure pay has risen to £4.5m this year from £4.1m as a result of a much higher bonus outturn of 92.7% (34.5% in 2022), this higher bonus was largely offset by the zero vesting of the 2021 LTIP. Correspondingly, the total pay figure for the employee population increased from £39,993 to £45,209, this change is a result of combination of demographic change, the increased investment in salaries and the higher bonus outturn cascading down to the majority of employees. The Committee believes that the ratio is consistent with the pay, reward and progression policies for our UK colleagues as a whole.





## Directors' shareholdings (audited)

We believe it is important that Executive Directors build up a significant holding in Flutter Entertainment plc shares, in order to align their interests with those of our shareholders. As part of the updated 2023 Remuneration Policy, the holdings that the CEO and CFO are required to build and maintain are 500% of salary and 400% of salary respectively over a period of five years from appointment. Shareholding requirements may be met through beneficially owned shares and both vested but unexercised options and unvested options subject only to continued employment on a net of notional tax basis. Awards subject to a performance assessment are not included.

Post-employment holding periods apply on LTIP awards (from 2020 onwards) and DSIP awards (from 2021 onwards). As such, Executive Directors are required to hold the lower of their actual shareholding at the time of departure and the applicable shareholding requirement for two years post-departure.

The table below shows the shareholding levels for each active Director as at 31 December 2023 and former Directors as at the date that they stepped down from the Board. Progress against shareholding requirements is also shown for the Executive Directors.

The table below shows the shareholding levels for each Director as at 31 December 2023. Progress against shareholding requirements is also shown for the Executive Directors.

	Beneficially owned <sup>1</sup>	Share options subject to performance	Share options vested but unexercised	Share options subject to continued employment only	Share options exercised in the year	Shareholding requirement (% of salary)	Current shareholding (% of salary) <sup>2</sup>	Requirement met?
<b>Executive Directors</b>								
Peter Jackson	7,561	157,938	54,521	25,529	29,098	500%	570%	Yes
Paul Edgecliffe-Johnson	—	56,491	—	26,552	—	400%	262%	No
<b>Non-Executive Directors</b>								
John A. Bryant	5,070	—	—	—	—	—	—	—
Nancy Cruickshank	1,255	—	—	—	—	—	—	—
Nancy Dubuc	258	—	—	—	—	—	—	—
Richard Flint	24,134	—	—	—	—	—	—	—
Alfred F. Hurley, Jr.	2,960	—	14,078	—	—	—	—	—
Holly Keller Koeppel	2,000	—	—	—	—	—	—	—
David Lazzarato	2,708	—	8,291	—	—	—	—	—
Carolan Lennon	376	—	—	—	—	—	—	—
Atif Rafiq	1,916	—	—	—	—	—	—	—
<b>Former Directors</b>								
Zillah Byng-Thorne	1,287	—	—	—	—	—	—	—
Jonathan Hill	—	18,160	49,405	14,806	—	200%	718%	Yes
Gary McGann	5,514	—	—	—	—	—	—	—
Mary Turner	4,269	—	7,096	—	—	—	—	—

1. Includes shares held by the individual and those held by persons closely associated with them.

2. Based on beneficially owned shares, vested but unexercised options net of notional tax and unvested options subject to continued service only net of notional tax. Value of shares based on a share price of £139.40 and salaries as at 31 December 2023.

3. Jonathan Hill's shareholding shown as at 27 April 2023 and shares valued at the closing share price at that date of £157.9.

### Current Executive Directors – progress against shareholding requirements

As at 31 December 2023, Peter Jackson and Paul Edgecliffe-Johnson retained shareholdings of 570% and 262% of their 2023 salaries respectively. Peter Jackson's holdings already meets the increased requirement of 500% of salary as per the 2023 Remuneration Policy. Paul Edgecliffe-Johnson's holdings currently fall short of the requirement of 400% of salary. Paul joined the Company in March 2023 and has a period of five years to build up and meet the required shareholding.

### Jonathan Hill – post-cessation shareholding requirement

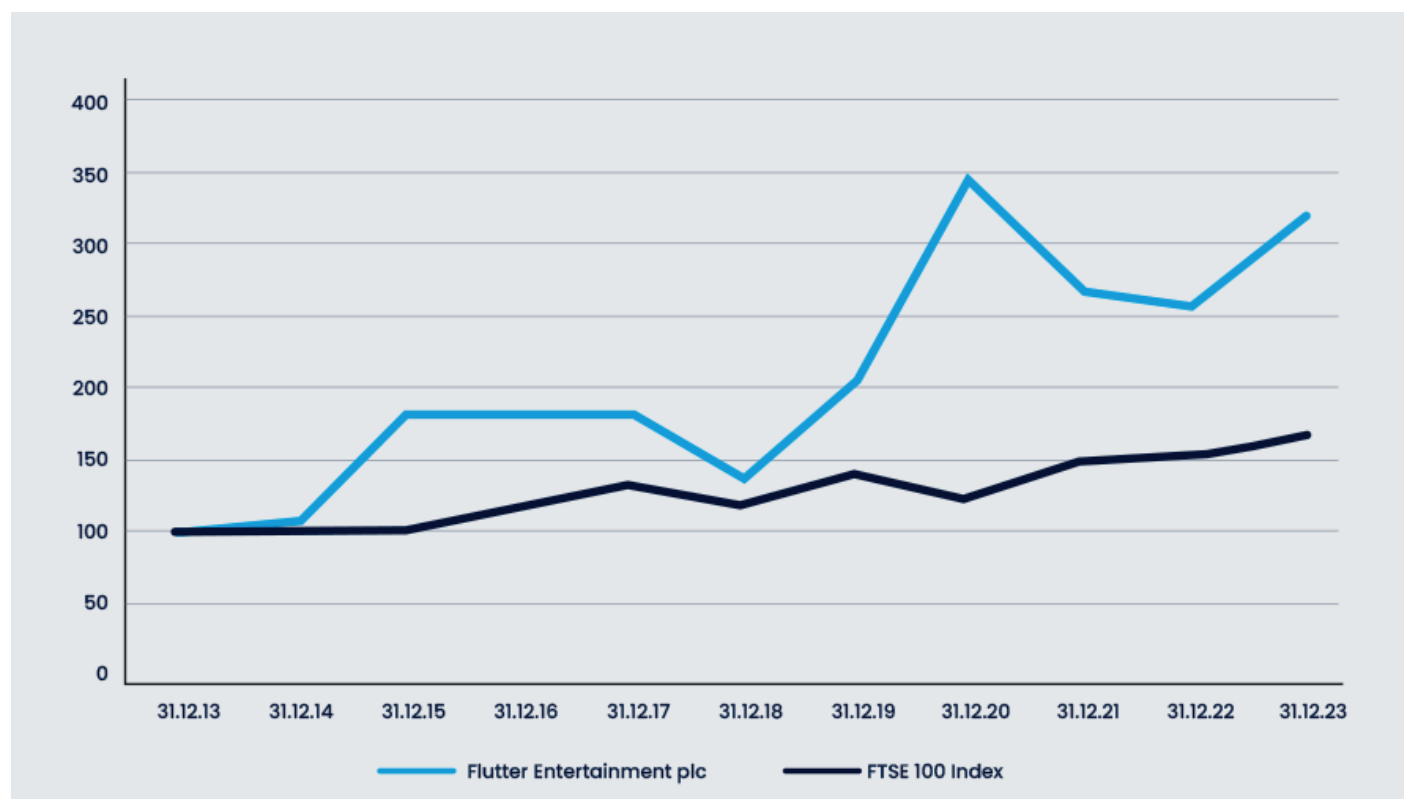
Jonathan Hill stepped down from the Board on 27 April 2023. He is required to retain holdings of 200% of his 2023 salary until 27 April 2025 – being two years from the date he stepped down from the Board. Given the fluctuations that occur with the share price, the shareholding requirement has been converted to a set number of shares based on the share price on 27 April 2023; this number is 9,472 shares. As at 31 December 2023, Jonathan held 18,052 eligible shares towards his shareholding requirement, above the required number.



## Directors' Remuneration Report 2023 continued

### Pay for performance

The graph below shows the TSR performance (share price plus dividends paid) of Flutter Entertainment plc<sup>1</sup> compared with the performance of the FTSE 100 Index over the 10-year period to 31 December 2023, assuming a nominal £100 investment in Paddy Power plc<sup>1</sup> and the FTSE 100 Index at the start of the timeframe. This index has been selected because the Company believes that the FTSE 100 provided a relevant and appropriate broad market comparator index for the combined entity and includes companies of a similar size.



1. Paddy Power plc changed its name to Paddy Power Betfair plc on completion of the merger of Paddy Power plc and Betfair Group plc on 2 February 2016. In 2019, Paddy Power Betfair plc was renamed Flutter Entertainment plc.

### Change in Chief Executive Officer's single total figure of remuneration

	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023		
	Patrick Kennedy	Andy McCue	Andy McCue	Breon Corcoran	Breon Corcoran	Breon Corcoran	Peter Jackson	Peter Jackson	Peter Jackson	Peter Jackson <sup>7</sup>	Peter Jackson	
CEO single figure of remuneration <sup>1</sup> (£'000)	6,450	2,701	2,109	1,557	3,233	295	1,664	2,099	7,522	7,265	4,732	4,535
Annual bonus outcome (% of maximum)	67%	77%	0% <sup>4</sup>	67%	60%	0% <sup>5</sup>	49%	73%	98%	99%	34%	93%
LTIP vesting <sup>2</sup> (% of maximum)	83% <sup>3</sup>	100%	100%	100%	100%	64%	n/a <sup>6</sup>	n/a <sup>6</sup>	100%	100%	100%	0%

1. Remuneration is converted from euros to pounds sterling as appropriate, using the 12-month average exchange rate over the financial year. Patrick Kennedy and Andy McCue were paid in euros. Breon Corcoran was paid in pounds sterling, as is Peter Jackson.
2. Before retesting – note, there is no provision for retesting in respect of LTIP awards made from 2013 onwards.
3. Retesting was applied to the unvested portion of the 2012 LTIP based on performance to 31 December 2015, and as a result an additional 4.0% of the award vested in March 2016.
4. Andy McCue was not eligible for a bonus in 2016 in line with his payment for loss of office.
5. Breon Corcoran was not eligible for a bonus in 2018 in line with his payment for loss of office.
6. Peter Jackson has no LTIPs vesting in these years.
7. Peter Jackson's 2022 single figure number has been restated with an updated LTIP value based on actual share price at vesting.