

888 HOLDINGS PLC (THE *COMPANY*)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors on 30 August 2005

Constitution

1. A committee has been established by resolution of the board of directors of the Company (the *Board*) and is to be known as the Audit Committee (the *Committee*).

Membership

2. The Committee shall be appointed by the Board from amongst the independent non-executive directors of the Company (other than the Chairman of the Board) and shall consist of not less than three members at least one of whom shall have recent and relevant financial experience.

3. The Chairman of the Committee shall be appointed by the Board from the members of the Committee. In the absence of the Chairman of the Committee and/or an appointed deputy at any meeting, the remaining members present shall elect one of themselves to chair the meeting.

4. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, unless the Board otherwise determines and subject to the members' retirement by rotation, in accordance with the terms of the Company's Articles of Association and the provisions of the Combined Code on Corporate Governance.

5. The members of the Committee shall be identified in the Company's annual report.

Secretary

6. The Company Secretary or a nominee thereof shall act as the secretary of the Committee.

Quorum

7. A quorum shall be two members. 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.

Attendance at meetings

8. Only members of the Committee have the right to attend Committee meetings. However, the external auditor and Chief Financial Officer should normally attend meetings. Other individuals, such as the Chief Executive, the Chairman of the Board, the head of human resources and/or external advisers, may attend all or part of any meeting as and when appropriate at the invitation of the Chairman of the Committee.

9. Where an internal audit function is discussed at a meeting, the head of internal audit should normally attend that meeting.

10. Meetings may be held by telephone.

Frequency of meetings

11. Meetings shall be held at least three times a year or more frequently as circumstances require and where appropriate should coincide with key dates in the Company's financial reporting cycle.
12. The external auditors and/or the head of internal audit and/or officers responsible for risk assurance may request a meeting of the Committee if they consider that one is necessary.
13. At least once a year, without the presence of executive management and without the presence of the internal auditors, the Committee shall meet with the external auditors.
14. Meetings shall be held in Gibraltar.

Notice of meetings

15. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members or at the request of external or internal auditors if they consider it necessary.
16. 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, prior to the date of the meeting in a timely manner. Supporting papers shall be sent to Committee members, and to other attendees as appropriate, at the same time.

Authority

17. The Committee is authorised by the Board to:
 - (a) investigate any activity within its terms of reference;
 - (b) seek any information that it requires from any employee and all employees shall be required to co-operate with any request made by the Committee;
 - (c) obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference; and
 - (d) secure the attendance of outsiders with relevant experience and expertise if it considers that necessary.

Duties

18. Having regard to the rules of the UK Financial Services Authority and the requirements of the Combined Code on Corporate Governance, the Committee shall do the following:

Financial reporting

- (a) Monitor the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance. Review, and challenge where necessary, the actions and judgements of management in relation to the quarterly, half-year and annual financial statements before submission to the Board, focussing particularly on:

- (i) significant accounting policies and practices and any changes in them;
- (ii) consistency of accounting policies across the Company/group;
- (iii) major judgemental issues;
- (iv) the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
- (v) the clarity of disclosures;
- (vi) significant adjustments resulting from the audit;
- (vii) the going concern assumption;
- (viii) compliance with appropriate accounting standards and making appropriate estimates and judgements, taking into account the views of the external auditor;
- (ix) the clarity of disclosure in the Company's financial reports and the context in which statements are made;
- (x) compliance with the rules of the London Stock Exchange, the Listing Rules of the UK Financial Services Authority and other regulatory and legal requirements;
- (xi) the Company's statement on internal control systems prior to endorsement by the Board and a review of the policies and processes for identifying and assessing business risks and the management of those risks by the Company; and
- (xii) all material information presented with the financial statements, such as the operating and financial review and compliance of the corporate governance statement with the Combined Code on Corporate Governance (insofar as it relates to audit and risk management).

External audit

- (b) Consider and make recommendations to the Board as regards the appointment and re-appointment of the external auditors as well as any question of resignation or dismissal, and assess annually their qualification, independence, objectivity and effectiveness.
- (c) Oversee the selection process for new auditors and if an auditor resigns, investigate the issues leading to this and decide whether any action is required.
- (d) Oversee the relationship with the external auditor including (but not limited to):
 - (i) approval of their remuneration, ensuring that the level of fees is appropriate to enable an adequate audit to be conducted;
 - (ii) approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

- (iii) assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - (iv) satisfying itself that there are no relationships (such as family, employment, investment, financial or business between the auditor and the Company (other than in the ordinary course of business));
 - (v) agreeing with the Board a policy on the employment of former employees of the Company's external auditor and monitoring the implementation of that policy;
 - (vi) monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements; and
 - (vii) assessing annually their qualification, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their internal quality procedures.
- (e) Meet and discuss with the external auditors before the audit commences the nature and scope of the audit.
 - (f) Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
 - (g) Discuss with the external auditors issues such as compliance with accounting standards and proposals by the external auditors regarding the Company's risk assurance processes.
 - (h) Meet with the external auditors post-audit at the reporting stage to discuss the audit, including, but not limited to:
 - (i) problems and reservations arising from the audit;
 - (ii) major issues which arose during the audit;
 - (iii) any accounting and audit judgements;
 - (iv) levels of errors identified during the audit; and
 - (v) any matters the auditor may wish to discuss (in the absence of executive management where necessary).
 - (i) Review the management representation letter, the external auditors' management letter and the management's response.
 - (j) Review the effectiveness of the external audit.
 - (k) Develop and implement a policy on the supply of non-audit services by the external auditor.

Internal audit

- (l) Approve the terms of reference of the internal audit function; monitor and review the internal audit programme and its effectiveness; ensure co-ordination between the officers responsible for internal audit and the external auditors, and that the internal audit function is adequately resourced and has appropriate standing within the Company.
- (m) Approve the appointment or dismissal of the officers responsible for the internal audit and/or other officers responsible for risk assurance.
- (n) Meet the officer in charge of the internal audit function, and/or other officers responsible for risk assurance, at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the officer in charge of the internal audit, and/or other officers responsible for risk assurance, shall be given the right of direct access to the Chairman of the Board and to the Committee.
- (o) Consider any major audit recommendations, the major findings of internal investigations and management's response.
- (p) Review the risk assurance reports on the effectiveness of systems for internal financial control, financial reporting and risk management.
- (q) Review the annual internal audit plan, all reports on the Company from the internal auditors and management's responsiveness to the findings and recommendations of the internal auditor.

Non-audit services

- (r) Develop and recommend to the Board the Company's policy in relation to the provision of non-audit services by the external auditors specifying the types of non-audit work from which the external auditors are excluded, for which they can be engaged without referral to the Committee and for which a case-by-case decision is necessary; oversee implementation of the policy; consider any fees in respect of non-audit services provided by the external auditors, and ensure that the provision of the non-audit services does not impair the external auditors' independence or objectivity.

Whistle blowing

- (s) Review the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

Reporting procedures

19. The secretary of the Committee shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and, once agreed, shall circulate the minutes of meetings of the Committee to all members of the Board.

20. The Chairman of the Committee shall bring to the attention of the Board and/or make appropriate recommendations to the Board concerning those matters which have been considered or reviewed by it at the meeting of the Board next following a meeting of the Committee.

21. The Committee's duties and activities during the year shall be disclosed in the Company's annual report and the terms of reference of the Committee, explaining its role and the authority delegated to it by the Board, shall be made available on request and placed on the Company's website.

22. The Chairman of the Committee shall attend the AGM and shall be prepared to answer questions on the Committee's activities and its responsibilities.

Other

23. The Committee members shall conduct an annual review of its own performance, constitution and these terms of reference and recommend to the Board any changes it considers necessary.

24. The Board shall ensure that the Committee:

- (a) shall have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required; and
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

888 HOLDINGS PLC (THE *COMPANY*)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors on 30 August 2005

Constitution

1. A committee has been established by resolution of the board of directors of the Company (the *Board*) and is to be known as the Remuneration Committee (the *Committee*).

Membership

2. The Committee shall be appointed by the Board from amongst the independent non-executive directors of the Company (other than the Chairman of the Board) and shall consist of not less than three members.

3. The Chairman of the Committee shall be appointed by the Board from the members of the Committee. In the absence of the Chairman of the Committee and/or an appointed deputy at any meeting, the remaining members present shall elect one of themselves to chair the meeting.

4. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, unless the Board otherwise determines and subject to the members' retirement by rotation, in accordance with the terms of the Company's Articles of Association, and the provisions of the Combined Code on Corporate Governance.

5. Each member of the Committee shall disclose to the Committee:

- (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
- (b) any potential conflict of interest arising from a cross-directorship,

and any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

6. The members of the Committee shall be identified in the directors' remuneration report.

Secretary

7. The Company Secretary or a nominee thereof shall act as the secretary of the Committee.

Quorum

8. A quorum shall be two members. 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.

Attendance at meetings

9. Only members of the Committee have the right to attend Committee meetings. Other individuals, such as the Chief Executive, the Chairman of the Board, the head of human resources and/or external advisers, may attend all or part of any meeting as and when appropriate at the invitation of the Chairman of the Committee.

10. Meetings may be held by telephone.

Frequency of meetings

11. Meetings shall be held at least twice a year and at such other times as the Chairman of the Committee shall require.

12. Meetings shall be held in Gibraltar.

Notice of meetings

13. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.

14. 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, prior to the date of the meeting in a timely manner. Supporting papers shall be sent to Committee members, and to other attendees as appropriate, at the same time.

Authority

15. The Committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information that it requires from any employee and all employees shall be required to co-operate with any request made by the Committee;
- (c) obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference; and
- (d) secure the attendance of outsiders with relevant experience and expertise if it considers that necessary.

Duties

16. Having regard to the rules of the UK Financial Services Authority and the requirements of the Combined Code on Corporate Governance, the Committee shall do the following:

- (a) Determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chairman, Chief Executive, executive directors, Company Secretary and such other members of the executive management as it may be designated to consider. The remuneration of non-executive directors shall be a matter for the Chairman and the executive directors. No director or executive shall be involved in any decisions as to his own remuneration.

- (b) In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.
- (c) Review regularly the on-going appropriateness and relevance of the Company's remuneration policy.
- (d) Liaise with the Nomination Committee to ensure that the remuneration of newly appointed executives is within the Company's remuneration policy.
- (e) Set and monitor performance criteria for any bonus arrangements operated by the Company and its group ensuring that they represent achievable and motivating rewards for appropriate levels of performance and, where appropriate, are justifiable taking into account the Company's and its group's overall performance and the corresponding return on shareholders' investment in the same period.
- (f) Approve the length and term of all service contracts for the Company's Chairman, executive directors, Company Secretary and other senior executives.
- (g) Recommend to the Board the policy for and scope of pension arrangements for the executive directors and other senior executives taking into account the future liabilities of any recommendation and to detail precisely which elements of the remuneration packages are pensionable.
- (h) In relation to the Company's share option and share award schemes (including any long-term co-investment plans):
 - (i) review and approve the introduction of any new schemes;
 - (ii) set or recommend performance criteria for share awards before share awards or options vest which are justifiable in terms of the Company's performance and return on shareholders' investment over the same period; and
 - (iii) approve proposed option grants or share awards to individual directors or senior executives.
- (i) In recommending rewards and benefits and long term and performance related incentives, take account of any relevant legal requirements, the provisions and recommendations of the Combined Code of Corporate Governance and in particular Schedule A thereto relating to the design of performance and related remuneration and associated guidance as well as the Listing Rules of the UK Financial Services Authority.
- (j) Within the terms of the agreed policy, determine the total individual remuneration package for the Company's Chairman, executive directors, Company Secretary and other senior executives including, where appropriate, bonuses, incentive payments and share options or other share awards.
- (k) Be aware of, advise on and oversee any major changes in employee benefit structures throughout the Company or its group.

- (l) Agree the policy for authorising claims for expenses from the Chairman and Chief Executive.
- (m) Ensure that the terms agreed in respect of termination of a director and senior executive, and payments made, are fair to the individual, and the Company, reasonable and not excessive, do not reward failure and recognise the duty to mitigate.
- (n) Ensure that provisions regarding disclosure of remuneration including pensions, as listed in the Directors' Remuneration Report Regulations 2002, and as required by the UK Companies Act 1985 and the Gibraltar Companies Ordinance are fulfilled.
- (o) Ensure that the Board maintains contact with its principal shareholders about its remuneration policy, practices and procedures.
- (p) Be exclusively responsible for establishing the criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee and obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

Reporting procedures

25. The secretary of the Committee shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and, once agreed, shall circulate the minutes of meetings of the Committee to all members of the Board.

26. The Chairman of the Committee shall bring to the attention of the Board and/or make appropriate recommendations to the Board concerning those matters which have been considered or reviewed by it at the meeting of the Board next following a meeting of the Committee.

27. The Committee's duties and activities during the year shall be disclosed in the Company's annual report and the terms of reference of the Committee, explaining its role and the authority delegated to it by the Board shall be made available on request and placed on the Company's website.

28. The Chairman of the Committee shall attend the AGM and shall be prepared to answer questions on the Committee's activities and its responsibilities.

Other

29. The Committee members shall conduct an annual review of its own performance, constitution and these terms of reference and recommend to the Board any changes it considers necessary.

888 HOLDINGS PLC (THE *COMPANY*)

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors on 30 August 2005

Constitution

1. A committee has been established by resolution of the board of directors of the Company (the *Board*) and is to be known as the Nominations Committee (the *Committee*).

Membership

2. The Committee shall be appointed by the Board and shall consist of not less than three members, the majority of whom shall be independent non-executive directors.

3. The Chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Board or an independent non-executive director. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

4. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided that the majority of the Committee members remain independent, unless the Board otherwise determines and subject to the members' retirement by rotation in accordance with the terms of the Company's Articles of Association and the provisions of the Combined Code on Corporate Governance.

5. The members of the Committee shall be identified in the Company's annual report.

Secretary

6. The Company Secretary or a nominee thereof shall act as secretary of the Committee.

Quorum

7. A quorum shall be two members both of whom must be independent non-executive directors. 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.

Attendance at meetings

8. Only members of the Committee have the right to attend Committee meetings. Other individuals, such as executive directors, the head of human resources and/or external advisers may attend all or part of any meeting as and when appropriate at the invitation of the Chairman of the Committee.

9. Meetings may be held by telephone.

Frequency of meetings

10. Meetings shall be held at least twice a year or more frequently as the Chairman shall require.
11. Meetings shall be held in Gibraltar.

Notice of meetings

12. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
13. 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, prior to the date of the meeting in a timely manner. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Authority

14. The Committee is authorised by the Board to:
 - (a) investigate any activity within its terms of reference;
 - (b) seek any information that it requires from any employee and all employees shall be required to co-operate with any request made by the Committee;
 - (c) obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference; and
 - (d) secure the attendance of outsiders with relevant experience and expertise if it considers that necessary.

Duties

15. Having regard to the rules of the UK Financial Services Authority and the requirements of the Combined Code on Corporate Governance, the Committee shall do the following:
 - (a) Ensure that the Company maintains contact as necessary with its major shareholders about appointments to the Company.
 - (b) Establish and review from time to time appropriate induction processes for newly appointed directors.
 - (c) Review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary.
 - (d) Be responsible for identifying and nominating candidates for the approval of the Board, to fill board vacancies as and when they arise.
 - (e) Prepare a description of the role and capabilities required for a particular appointment having evaluated the balance of skills, knowledge and experience of the Board.

- (f) Give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company and the skills and expertise which will be required by the Company in the future.
- (g) Keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace.
- (h) Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
- (i) Quantify the time needed to fulfil the role of Chairman, senior independent director and non-executive director, and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties.
- (j) Ensure on appointment that a candidate has sufficient time to undertake the role and review of his commitments, ensuring that if he is an executive of another company his non-executive directorship with the Company will be his sole non-executive appointment.
- (k) Determine the statement of responsibilities for the Chairman and Chief Executive and ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and, as appropriate including the statement of their responsibilities.
- (l) Make recommendations to the Board:
 - (i) for the continuation (or not) in service of an executive director as a non-executive director;
 - (ii) make recommendations to the Board for the continuation (or not) in service of any director;
 - (iii) as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office, especially when they have concluded their second term;
 - (iv) concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's Articles of Association having regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - (v) concerning any matters relating to the continuation in office of the Company Secretary or any director at any time including the suspension or termination of service of an executive director as an employee of the Company or any of its subsidiaries subject to the provisions of applicable law and his or her service contract;
 - (vi) concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full Board; and
 - (vii) detailing items that should be published in the Company's annual report relating to the activities of the Committee.

Reporting procedures

16. The secretary of the Committee shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and, once agreed, shall circulate the minutes of meetings of the Committee to all members of the Board.

17. The Chairman of the Committee shall bring to the attention of the Board and/or make appropriate recommendations to the Board concerning those matters which have been considered or reviewed by it at the meeting of the Board next following a meeting of the Committee.

18. The Committee's duties and activities during the year shall be disclosed in the Company's annual report and the terms of reference of the Committee, explaining its role and the authority delegated to it by the Board shall be made available on request and placed on the Company's website.

19. The Chairman of the Committee shall attend the AGM and shall be prepared to answer questions on the Committee's activities and its responsibilities.

Other

20. The Committee members shall conduct an annual review of its own performance, constitution and these terms of reference and recommend to the Board any changes it considers necessary.

888 HOLDINGS PLC (THE *COMPANY*)

TERMS OF REFERENCE OF THE REGULATORY AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors on 30 August 2005

Constitution

1. A committee has been established by resolution of the board of directors of the Company (the *Board*) and is to be known as the Regulatory and Compliance Committee (the *Committee*).

Membership

2. The Committee shall be appointed by the Board and shall comprise of the Chairman, the Chief Executive Office and two independent non-executive directors.

3. The Chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Board or an independent non-executive director. In the absence of the Chairman of the Committee and/or an appointed deputy at any meeting, the remaining members present shall elect one of their number to chair the meeting.

4. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided that the majority of the Committee members remain independent, unless the Board otherwise determines and subject to the members' retirement by rotation in accordance with the terms of the Company's Articles of Association and the provisions of the Combined Code on Corporate Governance.

5. The members of the Committee shall be identified in the Company's annual report.

Secretary

6. The Company Secretary or a nominee thereof shall act as secretary of the Committee.

Quorum

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

Attendance at meetings

8. Only members of the Committee have the right to attend Committee meetings. However, the Compliance Officer should normally attend meetings. Other individuals, such as the Chief Executive, the Chairman of the Board, executive directors, senior management, external advisers and any other appropriate person may attend all or part of any meeting as and when appropriate at the invitation of the Chairman of the Committee.

9. Meetings may be held by telephone.

Frequency of meetings

10. Meetings shall be held at least three times a year or more frequently as the Chairman shall require.
11. Meetings shall be held in Gibraltar.

Notice of meetings

12. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee.
13. 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, prior to the date of the meeting in a timely manner. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Authority

14. The Committee is authorised by the Board to:
 - (a) investigate any activity within its terms of reference;
 - (b) seek any information that it requires from any employee and all employees shall be required to co-operate with any request made by the Committee;
 - (c) obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference; and
 - (d) secure the attendance of outsiders with relevant experience and expertise if it considers that necessary.

Duties

15. The Committee shall use all reasonable efforts to ensure that the Company conducts its operations in accordance with the highest ethical standards and shall:
 - (a) ensure and monitor the Company's compliance with all applicable regulatory and legal requirements (other than those that relate to financial reporting and/or audit or risk management), including (but not limited to) the Gibraltar Companies Ordinance and other gaming legislation, the licence agreement between Cassava Enterprises (Gibraltar) Limited (a subsidiary of the Company) and the Government of Gibraltar dated 11 April 2005 governing the terms under which the Company conducts remote gambling and online casino activities, and the Disclosure of Interests In Shares Ordinance 1998 of Gibraltar.
 - (b) consult with appropriate independent consultants, experts and advisers regarding:
 - (i) changes to regulatory and legal requirements applicable to the Company;
 - (ii) new or revised regulatory and legal requirements which may be applicable to the Company; and

- (iii) applicable regulatory and legal requirements in jurisdictions which the Board has identified as targets for future growth;
- (c) develop and implement policies for the Company and its group, including:
 - (i) insurance and risk management policy (including money laundering);
 - (ii) codes of ethics and business practice;
 - (iii) share dealing code;
 - (iv) environmental, health and safety policy;
 - (v) communications policy (including procedures for the release of price sensitive information);
 - (vi) corporate social responsibility policy (including environmental, employee communications and employee disability);
 - (vii) employment law policy;
 - (viii) charitable donations policy; and
 - (ix) such other policies as the Committee may deem necessary from time to time.
- (d) approve the terms of reference of the regulatory compliance function; monitor and review the regulatory and compliance programme and its effectiveness; ensure that the Compliance Officer and the other officers responsible for regulatory compliance have appropriate standing within the Company;
- (e) ensure that the Compliance Officer is given direct access to the Chairman of the Board; and
- (f) approve the appointment or removal of the Compliance Officer and/or the other officers responsible for regulatory compliance.

Reporting procedures

16. The secretary of the Committee shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and, once agreed, shall circulate the minutes of meetings of the Committee to all members of the Board.

17. The Chairman of the Committee shall bring to the attention of the Board and/or make appropriate recommendations to the Board concerning those matters which have been considered or reviewed by it at the meeting of the Board next following a meeting of the Committee.

18. The Committee's duties and activities during the year shall be disclosed in the Company's annual report and the terms of reference of the Committee, explaining its role and the authority delegated to it by the Board shall be made available on request and place on the Company's website.

19. The Chairman of the Committee shall attend the AGM and shall be prepared to answer questions on the Committee's activities and its responsibilities.

Other

20. The Committee members shall conduct an annual review of its own performance, constitution and these terms of reference and make recommend to the Board any changes it considers necessary.