

## THE STARS GROUP INC.

### COMPENSATION COMMITTEE CHARTER

#### PURPOSE

The Compensation Committee (the “**Committee**”) is a standing committee appointed by the board of directors (“**Board**”) of The Stars Group Inc. (collectively with its subsidiaries, the “**Company**”). The Committee is responsible for, among other things as may be delegated by the Board from time to time, assisting the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of employees of the Company and its subsidiaries with the skills and expertise needed to enable the Company to achieve its goals and strategies at a fair and competitive compensation, including appropriate performance incentives. This includes:

- (a) reviewing, assessing, approving and, as applicable, recommending to the Board for approval, compensation payable to the Executive Chairman, Chief Executive Officer and Designated Employees (as defined below);
- (b) reviewing, assessing and recommending to the Board for approval the compensation payable to directors;
- (c) reviewing and overseeing the adoption and administration of compensation and incentive plans and programs; and
- (d) reviewing executive and director compensation disclosure to be made in the Company’s management information circular prepared in connection with the Company’s applicable meetings of shareholders.

#### PROCEDURES

1. *Number of Members* – The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three (3) Board members.
2. *Independence* – The Committee shall be constituted at all times of “**independent directors**” who either meet or exceed the independence requirements of the NASDAQ Stock Market LLC (“**NASDAQ**”) and who are “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and, as appropriate, impose independence requirements more stringent than those provided for by NASDAQ and/or NI 58-101 to the extent required by Canadian or U.S. securities laws, including rules and policies promulgated by the Securities and Exchange Commission (“**SEC**”) and the Toronto Stock Exchange (“**TSX**”). In particular, each member shall be “independent” in accordance with NI 58-101 and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
3. *Appointment and Replacement of Committee Members* – Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be

a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointing another qualified director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three (3) directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of the Committee's powers as long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until his or her successor shall be duly appointed and qualified or his or her earlier resignation or removal.

4. *Committee Chair* – Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Committee Chair shall be responsible for leadership of the Committee, including preparing the agenda in consultation with other Committee members and members of management, presiding over the meetings, making Committee assignments and reporting to the Board following each meeting and as otherwise necessary or appropriate. If the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting. The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.
5. *Conflicts of Interest* – If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the Chair of the Board. If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not participate in consideration of the matter and shall not vote on the matter.
6. *Meetings* – The Committee shall meet regularly and as often as it deems necessary to perform the duties described herein in a timely manner, but not less than four (4) times a year. Meetings may be held at any time deemed appropriate by the Committee. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

## **RESPONSIBILITIES**

### **Director Compensation**

1. The Committee shall recommend to the Board for approval the terms upon which directors shall be compensated. The Committee shall recommend terms for the compensation of directors that adequately reflect the responsibilities they are assuming, including for service on committees, as committee chairs or as lead independent director.

## Compensation of Executive Chairman, Chief Executive Officer and Designated Employees

2. The Committee shall annually:

- (a) review and revise as necessary any position description of the Executive Chairman and recommend annual performance goals and criteria for the Executive Chairman, evaluate the performance of the Executive Chairman against any such position description and applicable performance goals and criteria and set the Executive Chairman's level of compensation based on this evaluation and any other relevant assessment, information or metrics;
- (b) review and revise as necessary the position description of the Chief Executive Officer and recommend annual performance goals and criteria for the Chief Executive Officer, evaluate the performance of the Chief Executive Officer against such position description and applicable performance goals and criteria and set the Chief Executive Officer's level of compensation based on this evaluation and any other relevant assessment, information or metrics;
- (c) review the Executive Chairman's, Chief Executive Officer's and Board's evaluation (which may be on an individual, aggregate or other reasonable basis, such as departmental, unit, division or group), as applicable, of the performance of "reporting insiders" (as defined by National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*) who are employees of the Company, any other "Officers" (as defined by Rule 16a-1(f) of the U.S. Exchange Act) of the Company and any other employees of the Company or any subsidiary of the Company as may be identified to the Committee by the Executive Chairman, Chief Executive Officer or Board (collectively, the "**Designated Employees**"), and review the Executive Chairman's and Chief Executive Officer's recommendations, as applicable, with respect to the amount of compensation to be provided to the Designated Employees (which may be on an individual, aggregate or other reasonable basis, such as department, unit, division or group). For the avoidance of doubt, the foregoing is in addition to and does not limit the Committee's review and oversight role and responsibilities as it relates to reviewing and overseeing the adoption and administration of compensation and incentive plans and programs for all employees of the Company and its subsidiaries; and
- (d) review, assess the competitiveness and appropriateness of and approve the compensation package of the Executive Chairman, Chief Executive Officer and each of the Designated Employees, and recommend to the Board for approval the compensation package of the Executive Chairman, Chief Executive Officer and such other Designated Employees as the Board may request. In conducting such review, the Committee shall consider:
  - (i) compensation packages of the Executive Chairman, Chief Executive Officer and the Designated Employees for the prior year;
  - (ii) the Committee's evaluation of the performance of the Executive Chairman and Chief Executive Officer, and the Executive Chairman's and Chief

Executive Officer's, as applicable, evaluation of the performance of the respective Designated Employees;

- (iii) the Company's financial and operating performance, including the absolute and relative shareholder return;
  - (iv) whether the compensation package reflects an appropriate balance between short and longer-term incentives and alignment with the interests of shareholders;
  - (v) the competitiveness of the compensation package, including the value of similar incentive awards paid to equivalent officers and positions at comparable companies; and
  - (vi) the awards given to the Executive Chairman, Chief Executive Officer and Designated Employees in previous years.
3. The Committee shall review and approve any employment contracts or other hiring or termination packages to be entered into with the Executive Chairman, Chief Executive Officer and the Designated Employees and any material change to the terms of such contracts and shall review all arrangements with the Executive Chairman, Chief Executive Officer and the Designated Employees that take effect upon the termination of employment of the Executive Chairman, Chief Executive Officer and the Designated Employees or upon a change of control of the Company, in each case, if it is determined that approval by the full Board is not necessary. The Executive Chairman and Chief Executive Officer may not be present during voting or deliberations on his or her respective compensation arrangements.
4. The Committee shall review the composition and use of comparative groups used in assessing compensation payable to the Executive Chairman, Chief Executive Officer and Designated Employees.

### **Compensation Policies**

5. The Committee shall review and recommend to the Board for approval compensation policies and processes and any new incentive compensation and equity compensation plans of the Company or changes to any such plans now or hereafter existing and effective.
6. The Committee shall administer all incentive and equity compensation plans of the Company, including any bonus plans, stock plans and equity arrangements, that may be adopted from time to time, with such authority and power as set forth in such plans, subject to all applicable Company policies adopted by the Board or a Board committee.

7. The Committee shall review and approve any performance measures respecting incentive compensation payable to the Designated Employees and make recommendations to the Board on any performance measures regarding incentive compensation payable to the Executive Chairman and Chief Executive Officer.
8. The Committee shall review pension plan design changes and associated cost estimates.

#### **Compensation Consultants and Advisors – Access and Funding**

9. The Committee shall have the sole authority to retain, oversee, compensate and terminate compensation consultants, outside legal counsel or other advisors to assist the Committee in its activities without consulting with or obtaining the approval of the Board or any officer of the Company. The Committee shall meet in camera, without management being present, with such advisors as necessary or appropriate. The Company shall provide for appropriate funding, as determined by the Committee, for payment of any compensation to any outside advisors retained by the Committee. The Committee shall review and assess the performance of its outside advisors at least on an annual basis. The Committee will receive, with such frequency as it deems appropriate, notification from its outside advisors on the non-Committee work performed by such advisors to the Company.
10. The Committee may select, or receive advice from, a compensation consultant, outside legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's or entity's independence (including the following six factors and any other factors specified from time to time in the listing standards of NASDAQ):
  - (a) the provision of other services to the Company by the person or entity that employs the compensation consultant, legal counsel or other advisor;
  - (b) the amount of fees received from the Company by the person or entity that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
  - (c) the policies and procedures of the person or entity that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
  - (d) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
  - (e) any shares of the Company owned by the compensation consultant, legal counsel or other advisor; and
  - (f) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the adviser with the Executive Chairman, Chief Executive Officer of the Company or any Designated Employee(s).

The Committee may select, or receive advice from, outside legal counsel or any compensation consultant or advisor that it considers appropriate, including an advisor that is not independent, after considering the relevant independence factors.

### **Compliance with Disclosure Requirements**

11. The Committee shall annually review and recommend approval to the Board (if deemed advisable) the disclosure of the Company's executive compensation included in the management information circular prepared in connection with the applicable meetings of shareholders, on the Company website and in other public disclosure or communications.

### **General**

12. The Committee shall undertake on behalf of the Board such other compensation initiatives as may be necessary or desirable to contribute to the success of the Company and enhance shareholder value.
13. The Committee shall perform such other functions as required by law, the Company's constating documents or the Board.

### **Exceptions**

14. The Committee may delegate from time to time to any person or committee any of its responsibilities that may lawfully be delegated, provided that the authority to grant awards under compensation and equity plans may not be delegated to the Company's management or to any other person.

### **THIS CHARTER**

The Committee shall review and reassess at least annually the adequacy of this Charter and as required by applicable laws or by the applicable rules of NASDAQ, the TSX or the SEC. The Charter shall be posted on the Company's website.

**DATED November 6, 2018.**