

## THE STARS GROUP INC.

### TECHNOLOGY COMMITTEE CHARTER

#### PURPOSE

The Technology Committee (the “**Committee**”) is a standing committee appointed by the board of directors (the “**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 fulfilling its oversight responsibilities with respect to risks related to technology and the overall role of technology in executing the Company’s business strategy including, but not limited to, major technology investments, technology strategies and initiatives, operational performance, information security and other technology risks, policies and procedures, and technology trends that may affect the future performance of the Company’s business.

#### 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 two (2) Board members.
2. *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 two (2) 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.
3. *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 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.
4. *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 or indemnity of, or insurance for, directors, that member shall be responsible for alerting the Committee Chair. If the Committee Chair faces such 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 such 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.

5. *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. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

## **RESPONSIBILITIES**

The Committee may perform such functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The following are the principal recurring responsibilities of the Committee.

### **Technology Strategy**

1. The Committee shall oversee management's development of the Company's technology goals, objectives and strategies.
2. The Committee shall monitor management's activities to keep apprised of existing and future trends in technology related to the Company's business, including information technology and new technologies, applications and systems that relate to or affect the Company's technology strategy or programs, and advise, from time to time, the Board of management's progress with respect to the same.
3. The Committee shall oversee the Company's intellectual property strategy and the execution of the same, as well as its systems for identifying, evaluating, tracking and protecting new innovations.

### **Technology Investments, Initiatives and Activities**

4. The Committee shall monitor and discuss with management:
  - a. the Company's major technology plans, investments, expenditures and initiatives, including its research and development activities, its intellectual property portfolio and technical and market risks associated with product development; and
  - b. the Company's technology and operations policies, procedures and programs, including those relating to business continuity and disaster recovery, as appropriate.
5. The Committee may make recommendations to the Board with respect to applicable plans and budgets for investments in technology and cybersecurity.

6. The Committee shall oversee and, as appropriate, recommend approaches to acquiring and maintaining the Company's technology position including, but not limited to, internal development, contracts, grants, collaborative efforts, alliances and acquisitions.

### **Risk Oversight**

7. The Committee shall discuss with management risks related to technology and operations initiatives, including, but not limited to, the Company's programs, policies, practices and safeguards for information technology, cybersecurity, data security and fraud, identification, assessment, monitoring, mitigation and overall management of those risks, and the Company's cyber-attack incident response and recovery plan, and from time to time shall report the same to the Audit Committee of the Board (the "**Audit Committee**").
8. The Committee shall consult with the Audit Committee regarding technology and operations systems and processes that are related to or affect the Company's internal control systems.

### **Compliance with Disclosure Requirements**

12. The Committee shall annually review and recommend approval to the Board (if deemed advisable) the technology-related disclosure included in the Company's annual information form, on the Company website and in other public disclosure or communications.

### **General**

13. The Committee shall undertake on behalf of the Board such other technology-related initiatives as may be necessary or desirable to contribute to the success of the Company and enhance the Company's value.

### **Exceptions**

14. The Committee may delegate from time to time to any person or committee any of its responsibilities that may lawfully be delegated.

### **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, the SEC or any other applicable securities regulatory authority. The Charter shall be posted on the Company's website.

**DATED August 8, 2019.**