



---

## Environmental, Social and Governance (ESG) Committee Constitution and Terms of Reference

---

### 1. Purpose

The general purpose of the committee is to:

- a) Provide oversight on behalf of and to the Board in relation to the Group's ESG strategy and activities.
- b) Review the ESG policies and initiatives of the Group ensuring they remain effective and up to date.
- c) Ensure compliance with legal and regulatory requirements including corporate governance principles and industry standards, applicable to the Company.
- d) Ensure all stakeholders receive appropriate information about the Group's ESG activities.

### 2. Responsibilities

The Committee is a Committee of the Board from which it derives its authority and to which it regularly reports. The Committee shall undertake its responsibilities for the Group as a whole and where relevant for the individual entities forming part of the Group.

#### **ESG Strategy**

The Committee shall:

- have oversight of the ESG Strategy.
- have oversight of the Company's ESG targets and key performance indicators.
- have oversight of the Company's ESG budget, as well as major ad hoc pieces of spending related to ESG.
- have oversight of third-party partnerships entered in relation to the ESG Strategy.
- have oversight of how the ESG Strategy is communicated internally and externally.

#### **Monitor and Review**

The Committee shall:

- monitor how the ESG Strategy is received and regarded by the Company's employees.
- monitor how the ESG Strategy is received and regarded by external stakeholders including the Company's shareholders, the media, relevant regulators and ESG rating agencies.
- monitor how the ESG Strategy's ongoing implementation compares to ESG strategies adopted by competitors, the expectations of regulators, and more general ESG trends.

## ESG Reporting

The Committee shall:

- have oversight of how all elements of the ESG Strategy are reported in the Company's Annual Report and other public reporting.
- have oversight of the Company's reporting to ESG Ratings Agencies.
- have oversight of upcoming ESG reporting requirements and ensure that adherence to these is a fundamental element of the ESG Strategy.

## Policies

The Committee shall:

- ensure the Company maintains appropriate policies to effectively support the ESG framework of the Group. These include but are not limited to policies regarding, diversity in the workplace, employee health and safety, and environmental impact.
- ensure that where possible, relevant ESG policies are publicly available.

References in these terms of reference to **ESG matters** and **ESG** shall include, but not be limited to the following:

**Environmental:** the Group's impact on the natural environment and its adaptation to climate change including greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, impact on water resources and the status of water bodies, pollution, resources efficiency and the reduction and management of waste.

**Social:** the Group's interactions with employees, host governments, commercial and state counterparties, stakeholders and the communities in which it operates and the role of the Group in society, workplace policies (for example, employee relations and engagement, diversity, non-discrimination and equality of treatment, health and safety and well-being), ethical procurement, any social or community projects undertaken by the Group and social aspects of the supply chain, community and stakeholder engagement or partnerships; and

**Governance;** the ethical conduct of the Group's business including its corporate governance framework.

## 3. Membership

- a) The Committee shall comprise of at least three members. Members of the Committee shall be appointed by the Board.
- b) The Committee shall be made up of at least one independent non-executive director.
- c) Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting as and when appropriate.
- d) 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 the director remains independent.

#### **4. Secretary**

- a) The Company Secretary, or in their absence a nominee shall act as the Secretary of the Committee and attend all meetings. The Company Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to all matters considered by the Committee.

#### **5. Quorum**

- a) The quorum necessary for the transaction of business shall be three 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.

#### **6. Frequency of Meetings**

- a) The Committee shall meet at least four times a year and otherwise at such time as the Chair shall require

#### **7. Notice of Meetings**

- a) Meetings of the Committee shall be convened by the secretary of the Committee at the request of its members, or by the Committee Chair directly.
- b) Unless otherwise agreed by the Committee, notice of each meeting confirming the time and date, together with a physical venue or conference call, shall be forwarded to each member of the Committee no later than five working days before the date of the meeting or otherwise as agreed by the members of the Committee.
- c) Notices, agendas and supporting papers may be sent in electronic form.

#### **8. Minutes of Meetings**

- a) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- b) Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and once approved, to all members of the Board, unless a conflict of interest exists.

#### **9. Annual General Meeting and Annual Report**

- a) The Chair of the Committee shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

- b) The existence and membership of the Committee will be disclosed in each annual report and accounts of the Company. If the Committee and Board consider this appropriate, such disclosure will be accompanied by a summary of the Committee's activities during the relevant reporting year.

## **10. Reporting Responsibilities**

- a) The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall make whatever recommendations to the Board it deems appropriate on any area within its remit.
- b) The Committee shall be responsible to the Board for its work without prejudice to the Board's responsibility for such work or the duties and authority of the Committee.

## **11. Authority**

The Committee shall:

- a) have access to sufficient resources to carry out its duties, including access to the company secretariat for assistance as required.
- b) be provided with appropriate and timely training on an ongoing basis for all members. The induction programme for new members shall cover the role of the Committee, including its terms of reference and expected time commitment by members, an overview of the business, identifying the main business and financial dynamics and risks, and meeting staff, as appropriate.
- c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Rules, Prospectus and Disclosure Guidance and Transparency Rules as appropriate.
- d) monitor the progress of any relevant corporate governance or regulatory developments that may impact the Committee and recommend any action or changes it considers necessary to the Board for approval.
- e) at least once a year, review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The Board shall review the Committee's effectiveness annually.
- f) work and liaise as necessary with all other board committees.