

Terms of Reference of the ESG Committee

1. Membership

- 1.1 Members of the ESG Committee shall be appointed by the Board.
- 1.2 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 still meets the criteria for membership of the committee.

2. Chairman

- 2.1 The Board shall appoint the chairman of the ESG Committee. The chairman has the responsibility of liaising with the Board.

The chairman of the ESG Committee shall chair the meetings of the ESG Committee.

- 2.2 In the absence of the chairman of the ESG Committee, the remaining members present shall elect one of themselves to chair the meetings of the ESG Committee.

3. Secretary

- 3.1 The Company Secretary or his/her delegate shall be the secretary of the ESG Committee.

The secretary of the ESG Committee or his/her delegate shall attend meetings of the ESG Committee to take minutes.

- 3.2 In the absence of the secretary of the ESG Committee, the members present at the meeting of the ESG Committee shall elect another person as the secretary.

4. Quorum

- 4.1 The quorum necessary for the transaction of business of the ESG Committee shall be two members.
- 4.2 A duly convened meeting of the ESG 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 ESG Committee.

5. Frequency of meetings

- 5.1 The ESG Committee shall meet at least twice a year and at such other times as the chairman of the ESG Committee shall require.

Any member of the ESG Committee may request a meeting if he/she considers that one is necessary.

6. Attendance at meetings

- 6.1 Members of the ESG Committee may attend meetings of the ESG Committee either in person or through other electronic means of communication, provided all participating Committee members can hear each other. Should any member of the ESG Committee wish to attend a meeting through electronic communications, prior arrangements shall be made with the secretary of the ESG Committee.
- 6.2 Apart from the members of the ESG Committee, the Chairman, the Chief Executive Officer, Group Sustainability Manager, General Counsel, and external advisers (in each case only upon the determination of the Chairman of the ESG Committee) may be invited to attend for all or part of any meeting as and when appropriate.

7. Notices of meetings

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

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 ESG Committee, and to any other person required to attend within a reasonable time prior to the date of the meeting and at least 5 working days before the date of the meeting. Supporting papers shall be sent to ESG Committee members and to other attendees as appropriate within a reasonable time prior to the date of the meeting and at least 5 working days before the date of the meeting.

7.2 Any member of the ESG Committee shall be entitled, by notice to the secretary of the ESG Committee, to include other matters relevant to the functions of the ESG Committee in the agenda of an ESG Committee meeting.

8. Minutes of meetings

8.1 The secretary of the ESG Committee (or his/her delegate) in attendance at the meetings of the ESG Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the ESG Committee and/or dissenting views expressed.

Draft and final versions of minutes of the ESG Committee meetings shall be sent to all ESG Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the ESG Committee shall circulate the minutes, and reports of the ESG Committee, to all members of the ESG Committee and to all members of the Board, unless a conflict exists.

8.2 Minutes of the ESG Committee meetings shall be kept by the secretary of the ESG Committee and shall be available for inspection by any member of the ESG Committee or Director at any reasonable time on reasonable notice.

9. Annual general meeting

The chairman of the ESG Committee, or their delegate, shall attend the AGM of the Company and be prepared to respond to any Shareholder questions on the ESG Committee's activities.

10. Duties

The ESG Committee shall be responsible for:

- 10.1 advising and making recommendations to the Board on ESG issues;
- 10.2 actively bringing to the attention of the Board emerging ESG-related issues which members feel are likely to be of significance to the Group's policies and practices and provide an external view on these issues;
- 10.3 supporting the Board to adopt high-quality, best practice corporate governance in how it considers ESG-issues across its responsibilities (including in relation to the work of the other Board Committees);
- 10.4 agreeing and monitoring the Company's ESG metrics;
- 10.5 overseeing and supporting stakeholder engagement on ESG matters; and
- 10.6 overseeing and monitoring the Group's progress against its net zero emissions strategy.

11. Reporting responsibilities

- 11.1 The chairman of the ESG Committee shall report formally to the Board on proceedings after each meeting on all matters within its duties and responsibilities. The ESG Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.2 The ESG Committee shall review the ESG section of the Annual Report.

12. Others

- 12.1 The ESG Committee shall have access to sufficient resources in order to discharge its duties. In the event that the ESG Committee determines that it has insufficient resources, it may make a request for additional resources to the Chief Executive Officer. If the request for additional resources is denied, the ESG Committee may, if it chooses, make a request to the Board through the office of the Chief Executive Officer. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.

All members of the ESG Committee shall have access to the advice and services of the secretary of the ESG Committee with a view to ensuring that procedures of the ESG Committee and all applicable rules and regulations are followed.

- 12.2 In the event that the ESG Committee or any member of the ESG Committee requires access to independent professional advice in connection with its/his/her duties, a request may be made to the Chief Executive Officer. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.

Every member of the ESG Committee shall give sufficient time and attention to his/her duties as a member of the ESG Committee. He/she shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.

- 12.3 The ESG Committee shall, 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.

13. Authority

- 13.1 The ESG Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it reasonably requires from any employee and all employees are directed to co-operate with any reasonable request made by the ESG Committee to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.