



# Sustainability Committee

## Terms of Reference

### 1. Membership

- 1.1 The committee shall comprise at least three members. The chairman of the board may be a member if he or she was considered independent on appointment. The majority of the members of the committee shall be independent non-executive directors including, if a member, the chairman of the board. Members of the committee shall be appointed by the board.
- 1.2 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 and necessary.
- 1.3 The board shall appoint the committee chair. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board.

### 2. Secretary

The company secretary or his or her nominee shall act as the secretary of the committee.

### 3. Quorum and attendance

- 3.1 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.
- 3.2 A person communicating by electronic means shall be deemed to be personally present at a meeting of the committee while that person is able to communicate interactively and simultaneously with all other parties attending the meeting (including others attending by electronic means).

### 4. Frequency of meetings

The committee shall meet at least twice a year and otherwise as required.

### 5. Notice of meetings

- 5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.

- 5.2 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, no later than two working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

## **6. Minutes of meetings**

- 6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so.

## **7. Annual General Meeting**

The committee chair should attend the annual general meeting to answer any member questions on the committee's activities.

## **8. Duties**

- 8.1 The Committee shall:
- 8.1.1 in accordance with the Group's strategy set by the Board, keep under review the Group's sustainability policies and practices; reviewing performance against agreed targets from data supplied from within the Group;
  - 8.1.2 without limiting the generality of the foregoing, keep under review, based on information supplied from within the Group, the scope of the Group's overall approach to sustainable development with respect to Community, Environment, Marketplace and Workplace, including consideration of the following policies:
    - environmental policy; health and safety policy;
    - standards of business conduct, including ethical business practices; and
    - other sustainability matters as may be determined by the Board from time to time.
  - 8.1.3 advise the board, which is responsible for these policies, on the matters above-mentioned and in that regard make such recommendations as it deems appropriate regarding responsibilities and procedures within the Group for ensuring compliance with these policies;
  - 8.1.4 on behalf of the board, keep under review the Group's Charitable Donations policy and oversee charitable donations made by the Group;
  - 8.1.5 regularly review the Group's analysis of stakeholder identification and prioritization and make recommendations to the board if necessary;

8.1.6 approve a Social Responsibility Report on an annual basis and present it to the Board for final approval prior to publication in the Group's Annual Report and Financial Statements; and

8.1.7 keep under review all internal and external sustainability communications.

## **9. Reporting Responsibilities**

9.1 At the request of the Board, but at least annually, the Committee chair shall report to the Board on its proceedings on all matters within its duties and responsibilities;

9.2 The Committee chair may request the Company Secretary to include on the agenda of a routine meeting of the Board any matter the Committee deems needs to be discussed by the Board.

9.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

9.4 If requested by the Board, and subject to its approval, the Committee shall make a statement in the annual report about its activities.

## **10. Other matters**

The committee shall

10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required

10.2 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

10.3 give due consideration to laws and regulations, the provisions of the Code and any other applicable Rules, as appropriate

10.4 arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

## **11. Authority**

The committee is authorised:

11.1 to seek any information it requires from any employee of the company in order to perform its duties;

11.2 to call any employee to be questioned at a meeting of the committee as and when required.