

**CORPORATE RESPONSIBILITY COMMITTEE
TERMS OF REFERENCE**

The Committee Terms of Reference have been approved and adopted by the Board of Directors of Inchcape plc (the "Company").

1. Membership

- 1.1 The chairman of the committee will be an independent Non-Executive Director or in his absence any other member of the Committee.
- 1.2 Members will be the Committee Chairman, the Group Chief Executive, any other Non-Executive Director of the Company and any other member of the Executive Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as external advisors may be invited to attend all or part of any meeting as and when appropriate.

2. Secretary

- 2.1 The Group Company Secretary or their nominee shall act as secretary of the Committee.

3. Quorum

- 3.1 The quorum for a meeting of the Committee is any two members of which at least one shall be a Non-Executive Director.

4. Frequency of meetings

- 4.1 Meetings will be held twice a year and at such times as the Chairman of the Committee shall require.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee or any of its members.
- 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 and any other person required or invited to attend, no later than three 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** The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3** Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the board, unless a conflict of interest exists.
- 6.4** Copies of the minutes of the meeting shall be circulated to all members of the Committee and to the plc Board.

7. Purpose and duties

- 7.1** Consider the Group's strategy towards Corporate Responsibility (CR) related issues and to monitor relevant external developments making recommendations to the Board as appropriate;
- 7.2** Review the Group's CR policy and to consider whether it continues to meet the Group's CR strategy and objectives and make recommendations to the Board as appropriate;
- 7.3** Review and monitor the Group's CR risk exposure;
- 7.4** Review and approve the annual CR Report and provide for an appropriate form of assurance and to report to the Board concerning such.

8. Operating procedures

- 8.1** The Committee will meet (including by telephone) at such times as shall be necessary or appropriate, as determined by the Chairman of the Committee, the Group Chief Executive or the Group Company Secretary.
- 8.2** The Committee shall have access to sufficient resources in order to carry out its duties, including access to Group Secretariat and other Group functions for assistance as required.

9. Reporting procedures

- 9.1** The Chairman of the Committee shall report to the Board at regular intervals informing the directors of the matters it has reviewed and making recommendations when requested or when he/she considers appropriate.
- 9.2** The Committee's duties and activities during the year shall be disclosed in the Annual Report and Accounts.

10. External Advice

- 10.1 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary (the fees for any advisers shall be paid by the Company).