

SUSTAINABILITY COMMITTEE TERMS OF REFERENCE

1. Membership

- 1.1 The chair of the committee will be an independent Non-Executive Director or in their absence any other member of the Committee.
- 1.2 Members shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the Committee.
- 1.3 The Committee shall consist of a minimum of three members.
- 1.4 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

The Group Company Secretary or their nominee shall function as secretary of the Committee.

3. Quorum

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

Meetings will be held three a year and at such times as the Chair 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 Chair 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.

7. Annual General Meeting

The Chair of the Committee, or an appointed deputy in their absences, shall attend the Company's annual general meeting, being prepared to respond to any shareholder questions on the Committee's activities.

8. Purpose and duties

- 8.1 To oversee the Group's Planet and Places initiatives to support the delivery of the Group's strategic objectives.
- 8.2 Review and challenge initiatives supporting the Group's carbon emissions reduction commitments, highlighting areas of concern to the Board.
- 8.3 Review progress against the Group's Key Performance Indicators (KPIs) on issues relating to Planet and Places.
- 8.4 Monitor external developments on sustainability-related issues, which may impact the Group's strategic objectives.
- 8.5 Receive updates from external stakeholders, non-Government organisations and other interested parties.

9. Operating procedures

- 9.1 The Committee will meet (including by telephone) at such times as shall be necessary or appropriate, as determined by the Chair of the Committee or the Group Company Secretary.
- 9.2 The Committee will be provided with adequate management information to enable full consideration to be given to the issues.
- 9.3 The Committee shall have access to sufficient resources to perform its duties, including access to Group Secretariat and other Group functions for assistance as required.

10. Reporting procedures

- 10.1 The Chair 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.
- 10.2 The Committee's duties and activities during the year shall be disclosed in the Annual Report and Accounts.

11. External Advice

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).

12. Authority

The Committee is authorised by the Board to determine Company policy within its Terms of Reference.

References to 'the Committee' shall mean the Sustainability Committee.

References to 'the Board' shall mean the Board of Directors.

References to the 'Company' or 'Group' shall mean Inchcape plc or the Inchcape Group.