SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE

1. Membership

1.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members, the majority of whom should be independent non-executive directors.

1.2 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.

1.3 Appointments to the Committee shall be for a period of three years, which may be extended by a further two three-year periods provided the director meets the criteria for membership of the Committee.

1.4 The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed Deputy, the remaining members present shall elect one of their number 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 their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

The quorum necessary for the transaction of business shall be two. 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

4. Frequency of meetings

The Committee shall meet at least three times a year and at such other times as the Chair of the Committee or any member 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.

5.3 Notices, agendas, and supporting papers will be sent in electronic form unless the recipient has agreed to receive documents in such a way

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 shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

8. Purpose and duties

The Committee shall:

8.1 Oversee the development of the Group's sustainability strategy

8.2 Review and approve the Sustainability Report

8.3 Review and approve other ESG related disclosures in the Annual Report and Accounts

8.4 Monitor the Planet and Places initiatives to ensure they support the delivery of the Group's strategic sustainability objectives

8.5 Review and challenge initiatives supporting the Group's carbon emissions reduction commitments, highlighting areas of concern to the Board

8.6 Review progress against the Group's Key Performance Indicators (KPIs) on issues relating to Planet and Places

8.7 To monitor the ESG regulatory horizon for upcoming legislation and report to other committees on areas which fall within their remit

8.8 Monitor external developments on sustainability-related issues, which may impact the Group's strategic objective

8.9 Receive updates from external stakeholders, non-Government organisations and other interested parties.

9. Reporting procedures

9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on the nature and content of its discussion, recommendations, and action to be taken.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement is needed and adequate time should be made available for board discussions where necessary

9.3 The Committee's duties and activities during the year shall be disclosed in the Annual Report and Accounts.

10. Other

The Committee shall:

10.1 Have access to sufficient resources to perform its duties, including access to the Company Secretary 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 on-going basis for all members.

10.3 Consider laws and regulations, the provisions of the Code and the requirements of the FCAs Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

10.4 The 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.

10.5 The Committee shall ensure that the terms of reference of the Committee, including its role and the authority delegated to it by the Board are made available on request, and on the Company's website.

12. Authority

12.1 The Committee is authorised to seek any information it requires from any employee of the Company to perform its duties.

12.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters 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.

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