

RESPONSIBLE BUSINESS COMMITTEE
(the 'Committee' or 'RB Committee')

Terms of Reference

approved by the Board 7 May 2015

Updated 2 December 2019

Updated 2 December 2020

Updated 21 February 2022

1. Constitution

- 1.1 The Board of directors of the Company (the 'Board') has established a Committee of the Board known as the Responsible Business Committee.

2. Purpose

- 2.1 The purpose of the Committee is to assist the Board in ensuring that the Group conducts its activities in a responsible manner and in fulfilling its oversight responsibilities in relation to environmental and social matters (Responsible Business), arising out of the activities of the Company and its subsidiaries (the "Group").

3. Membership

- 3.1 The Committee shall comprise at least two members, who shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the chair of the Committee. The Board shall appoint the chair of the Committee.
- 3.2 Non-executive director appointments to the Committee shall be for a period of up to three years, which may be extended for two further periods of up to three years, provided the non-executive director still meets the criteria for membership of the Committee.
- 3.3 Only members of the Committee and the deputy company secretary or their nominee shall have the right to attend Committee meetings. Other individuals such as the Chief Executive, Company Secretary, Group Commercial director, Group's Director of Sustainability and Procurement, other directors and representatives from the divisional responsible business teams may be invited to attend all or part of any meeting as and when appropriate.

4. Secretary

- 4.1 The deputy company secretary or his or her nominee shall be the secretary of the Committee.

5. Meetings

- 5.1 The Committee shall meet at least four times a year and at such other times as required.
- 5.2 The quorum for meetings of the Committee shall be two members.
- 5.3 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.
- 5.4 Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conference.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the chair of the Committee.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend at least five days before the date of the meeting.

7. Minutes of Meetings

- 7.1 The secretary shall minute the proceedings and resolutions of all Committee meetings including recording the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once approved; minutes shall be circulated to all other members of the Board, unless, exceptionally, it would be inappropriate to do so.

8. Annual General Meeting

- 8.1 The chair of the Committee should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee chair should be available to engage with shareholders on significant matters related to the Committee's areas of responsibility.

9. Duties

The Committee shall review and advise the Board, and its committees as applicable, on the Group's strategy to responsible business to deliver long term environmental and social value based around our five Total Commitments to:

- Protecting people
- Developing people
- Improving the environment
- Working together with our Supply Chain
- Enhancing communities

To ensure that the Group conducts its business in a responsible manner and manages its non-financial risks, the Committee will undertake the following duties on behalf of the Board:

- 9.1 review proactively the Group's responsible business strategy, initiatives, risk exposure, targets and performance of the Company against its Total Commitments, and where appropriate the performance of its suppliers and contractors;
- 9.2 monitor the resources, governance and skills applied by the Company to ensure compliance with Group policies and strategies and applicable laws and regulations;
- 9.3 monitor the Group's performance including against external responsible business rating standards such as the Global Reporting Initiative, CDP, Sustainalytics, ISS, MSCI and FTSE4Good;
- 9.4 receive and review regular reports on performance and key issues relating to safety including material regulatory investigations.
- 9.5 be kept informed of any fatalities and life changing safety or wellbeing incidents. The Committee will be updated on any measures being taken as a result of the incident and shall ensure all actions required by reports into serious incidents are appropriately implemented in a timely manner;
- 9.6 review, at least annually, developments relating to mental health and performance regarding occupational health across the Group
- 9.7 be kept informed of any serious environmental incidents and any measures being taken as a result of the incident;
- 9.8 review the Group's policies as they relate to responsible business matters;
- 9.9 receive reports and review activities from executive and specialist groups managing responsible business matters across the Group's operations;
- 9.10 review any internal and external audit reports relating to responsible business matters and monitor progress of any actions arising there from;

- 9.11 review the contents of any responsible business report the Group may produce from time to time, including but not limited to elements of the annual strategic report relating to responsible business, gender pay gap reporting, the Task Force on Climate Related Disclosure (TCFD) and the annual Modern Slavery Statement;
- 9.12 review best practice and developments in key responsible business areas;
- 9.13 review and challenge the materiality assessment undertaken in the development of responsible business matters;
- 9.14 ensure that the Company adheres to all regulations and requirements relating to the recording and reporting of responsible business performance;
- 9.15 receive a report, at least annually, on forthcoming legislation and other requirements relating to responsible matters likely to affect the Group and consider how the Group will comply with such legislation and other requirements;
- 9.16 ensure that the Group's Responsible Business approach and its Total Commitments do not pose any material risk to the Company's financial performance, reputation or ability to undertake its activities;
- 9.17 work and liaise as necessary with other Board committees; and
- 9.17 perform further duties at the request of the Board.

10. Reporting responsibilities

- 10.1 the chair of the Committee or, in his absence another member of the Committee shall:
 - 10.1.1 be notified of any fatalities or life changing incidents occurring in connection with or as a result of the Group's activities;
 - 10.1.2 report to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities; and
 - 10.1.3 make recommendations to the Board in relation to the nature and scope of its remit and responsibilities, as and when considered appropriate;

11. Other matters

- 11.1 The Committee will:
 - 11.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
 - 11.1.2 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;
 - 11.1.3 give due consideration to laws and regulations and any other applicable rules, as appropriate;
 - 11.1.4 drive improvement where appropriate;

- 11.1.5 oversee any investigation of activities which are within its terms of reference; and
- 11.1.6 as part of the annual board evaluation process, review its own performance and shall regularly review its terms of reference and recommend any changes necessary to the Board.

12. Authority

- 12.1 The Committee is authorised:
 - 12.1.1 subject to any restrictions imposed by law, to seek any information it requires from any employee of the Company to perform its duties;
 - 12.1.2 delegate all or any of its powers and authorities to one or more subcommittees;
 - 12.1.3 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
 - 12.1.4 to call any employee to attend or present at a meeting of the Committee where it is appropriate and the Committee considers it is likely to add value; and
 - 12.1.5 to receive reports regarding the business of the meeting from independent external advisers.