

Mincon Group PLC (the "Company")
Environment and Sustainability Committee

Terms of Reference

Adopted 4 August 2022

1. Membership

- 1.1 The members of the Environment and Sustainability Committee (the "**Committee**") shall be appointed by the Board of Directors ("the **Board**") and shall comprise a chairperson (the "**Committee Chair**") and at least two additional persons.
- 1.2 The Board shall appoint the Committee Chair on the recommendation of the Nomination Committee. In the absence of the Committee Chair and/or an appointed deputy, the remaining members of the Committee present shall elect one of their number to chair the meeting.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three year periods.
- 1.4 Any member of the Committee can be removed at any time by resolution of the Board.

2. Secretary

- 2.1 The Group Company Secretary or his nominee, shall act as the Secretary of the Committee (the "**Committee Secretary**").

3. Quorum

- 3.1 A quorum necessary for the transaction of business shall be two Committee members.
- 3.2 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 discretion vested in or exercisable by the Committee.

4. Frequency of meetings

- 4.1 The committee shall meet at least two times in each year, and at such other times as the Committee Chair may determine.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Committee Secretary at the request of the Committee Chair or any other member of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting, including details of 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 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 Only members of the Committee and the Committee Secretary have the right to attend Committee meetings. However, other individuals, including the Chairman of the Board (where not a member of the Committee), the Group Chief Executive Officer (where not a member of the Committee), and other Mincon executives from within individual business units of the Company and its subsidiaries (the "Group") and external advisers may be invited by the Committee Chair to attend for all or part of any meeting when considered appropriate.

6. Minutes of Meetings

6.1 The Committee Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 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. Decisions of the Committee

7.1 Any decisions of the Committee shall be taken on a simple majority basis. If an equality of votes arises, the Committee Chair shall have a casting vote.

8. Engagement with Shareholders

8.1 The Committee Chair shall attend the Annual General Meeting of the Company, and be prepared to respond to any shareholder questions on the Committee's activities.

8.2 In addition, the Committee Chair should be available to engage with shareholders during the course of the year on matters having a significant bearing on or relevance to the Committee's areas of responsibility.

9. Purpose and Role

9.1 The Committee has been constituted by the Board to:

9.1.1 assist the Board in defining and regularly reviewing the Group's strategy relating to Environment and Sustainability matters and in settling relevant key performance indicators;

9.1.2 develop and review regularly the policies, programmes, practices, targets and initiatives of the Group relating to Environment and Sustainability matters, ensuring they remain effective and up to date and consistent with good industry practice;

9.1.3 provide oversight of the Group's management of Environment and Sustainability matters and compliance with relevant legal and regulatory requirements, including applicable rules and principles of international practice and applicable industry standards;

9.1.4 report on these matters to the Board and, where appropriate, make recommendations to the Board; and

9.1.5 report as required to the shareholders of the Company on the activities and remit of the Committee.

9.2 References in these terms of reference to Environment and Sustainability matters shall include, but not be limited to, the following:

9.2.1 the impact of the Group and its activities on the natural environment and its response to climate change including: greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity, water utilization, impact on water resources and the status of water bodies, deforestation, pollution, efficient use of resources, the reduction and management of waste, and the environmental impact of the Company's supply chain.

9.2.2 the Group's interactions with employees, customers, suppliers, other stakeholders and the communities in which it operates, and the role of the Group in society, workplace policies, ethical procurement, any social or community projects undertaken by the Group and social aspects of the supply chain, community and stakeholder engagement or partnerships; and

10. Duties

10.1 The Committee shall:

- 10.1.1 Assess the effectiveness of the Group's policies, programmes, practices and systems for:
 - (a) identifying, managing, and mitigating or eliminating Environment and Sustainability risks in connection with the Group's operations and corporate activity; and
 - (b) ensuring compliance with relevant legal and regulatory requirements and industry standards and guidelines applicable to Environment and Sustainability matters;
- 10.1.2 monitor and review current and emerging Environment and Sustainability trends, relevant international standards and legislative requirements and identify how these are likely to impact on the strategy, operations, and reputation of the Company and the Group; and determine whether and how these are incorporated into or reflected in the Group's Environment and Sustainability policies and objectives;
- 10.1.3 assess the performance of the Company and the Group with regard to the impact of decisions relating to Environment and Sustainability matters, including any social or community projects undertaken, and related actions upon employees, communities and other third parties;
- 10.1.4 review the quality and integrity of internal and external reporting of Environment and Sustainability matters and performance to ensure that the Company provides appropriate information, complies with reporting obligations and good industry practice;
- 10.1.5 support and provide guidance to management in developing and updating policies and procedures relating to employee health and safety, environment and social responsibility; and
- 10.1.6 make recommendations to the Board on any of the matters listed above that the Committee considers appropriate.

11. Reporting Responsibilities

- 11.1 The Committee Chair shall report to the Board after each Committee meeting on the nature and content of its discussion, recommendations and actions to be taken.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 The Committee shall produce a report, if required, detailing the Committee's activities, to be included in the Company's annual report.

12. Other

12.1 The Committee shall:

- 12.1.1 have access to sufficient resources in order to carry out its duties, including access to the offices and resources of the Group Company Secretary for advice and assistance as required;
- 12.1.2 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;

- 12.1.3 give due consideration to all relevant laws and regulations and any other applicable rules, as appropriate; and
 - 12.1.4 arrange for periodic review of its own performance and, at least annually, review its 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.
- 12.2 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 12.3 The Committee is authorised by the Board to obtain, at the Company's expense, external legal and/or other professional advice on any matters within its terms of reference.