



HELICAL PLC  
(the "Company")

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## SUSTAINABILITY COMMITTEE TERMS OF REFERENCE

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### 1. Constitution and Role

- 1.1 The role of the Sustainability Committee ("Committee") is to monitor and update/recommend updates to (as appropriate) the Company's sustainability related strategies, policies, initiatives, targets and performance.
- 1.2 The Committee has the delegated authority of the Executive Committee ('ExCo') in respect of the functions and powers set out in these terms of reference.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

### 2. Membership

- 2.1 The Committee shall comprise a Chairman and at least two other members. Members of the Committee shall be appointed by ExCo. The Committee is currently comprised of Matthew Bonning-Snook (Chairman), John Inwood, Pavlos Clifton, Lois Robertson and Laura Beaumont.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, others may be invited by the Committee to attend all or part of any meeting.
- 2.3 ExCo shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

### 3. Secretary

- 3.1 A member of the Committee, as nominated by The Committee Chairman, shall act as the Secretary of the Committee ("Secretary").

### 4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members. 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. Frequency of Meetings

- 5.1 The Committee shall meet on a quarterly basis and at any such times as the Committee Chairman shall require during the year.
- 5.2 Meetings of the Committee shall be summoned by the Secretary at the request of the Committee Chairman.

### 6. Minutes of Meeting

- 6.1 The Secretary or his or her nominee, shall minute the proceedings and resolutions of all Committee meetings.

- 6.2 Minutes of Committee meetings shall be circulated to all members of the Committee, unless it would be inappropriate to do so in the opinion of the Committee Chairman.

## 7. Authority

- 7.1 The Committee is authorised:
- a) to seek any information it requires from any employee/director of the Company in order to perform its duties; and
  - b) to obtain, at the Company's expense, external legal or other professional advice on any matter within its terms of reference where required.

## 8. Duties

- 8.1 The Committee shall review the strategies, policies, management, initiatives, targets and performance of Helical plc in the following areas:
- a) Environmental impact of Helical's activities, including: greenhouse gas emissions (including direct and indirect emissions), water usage, waste management and carbon footprint);
  - b) Impact of Helical's activities on local communities;
  - c) Workplace sustainability policies and procedures;
  - d) Corporate policies on responsible and ethical business conduct; and
  - e) Stakeholder engagement policies and procedures for sustainability.
- 8.2 With particular focus on:
- a) the identification of key sustainability risks and opportunities;
  - b) the development and recommendation of sustainability KPIs;
  - c) monitoring sustainability reporting requirements applicable to Helical;
  - d) the provision of reporting information to ExCo to be approved for publication; and
  - e) management of relationships with, and reporting to, the following sustainability assessment bodies: FTSE4Good; GRESB; CDP and EPRA.

## 9. Reporting Responsibilities

- 9.1 The Committee Chairman shall report formally to ExCo on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to ExCo on how it has discharged its responsibilities.
- 9.2 The Committee shall make whatever recommendations to ExCo it deems appropriate on any area where action or improvement is needed.

## 10. Other Matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.2 give due consideration to all applicable laws and regulations, as appropriate;
- 10.3 oversee any investigation of activities which are within its terms of reference; and
- 10.4 arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary for ExCo approval.