

January 2023

Purpose

The Board believes that embedding sustainability throughout the Group creates long-term value for all our stakeholders and will secure our long-term success. In line with our purpose, we recognise that the greatest impact we can make to a sustainable, net zero world is in enabling our customers to deliver technologies that will aid the drive towards a greener, healthier, more connected advanced society.

Terms of reference

1. Membership

1.1 The committee shall comprise at least 2 non-executive directors and the Chairman of the Board. A majority of the members of the committee shall be independent non-executive directors.

1.2 Appointments to the committee are made by the board on the recommendation of the nomination committee and will be subject to re-appointment annually.

1.3 Only members of the committee have the right to attend committee meetings. However, individuals such as the Chief Executive, Chief Financial Officer, Chief HR Officer (CHRO) and Services Director, Management Board members, external advisers and others may be invited to attend for all or part of any meeting, as and when appropriate.

1.4 The board shall appoint the committee chair. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves 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 both of whom must be independent non-executive directors.

4. Frequency of meetings

The committee shall meet at least three times a year and otherwise as required.

5. Notice of meetings

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair 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 to attend no later than five 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 decisions of all committee meetings, including recording the names of those present and in attendance.

6.2 Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be circulated to all other members of the board and the company secretary unless, exceptionally, it would be inappropriate to do so.

7. Engagement with shareholders

The committee chair should attend the annual general meeting to answer 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, if appropriate.

8. Duties

The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The committee shall:

8.1 Consider and recommend to the Board for approval, or Audit and Risk Committee for consideration, as appropriate, all sustainability related narrative reporting and external disclosures, including but not limited to those relating to the Greenhouse Gas Protocol, Streamlined Energy and Carbon Reporting Regulations, Sustainability Accounting Standards Board framework, Sustainable Development Goals or the Task Force on Climate-Related Financial Disclosures.

8.2 Determine the guiding principles to be used when setting targets in relation to the group's sustainability goals and implementation plans.

8.3 Oversee the group's ongoing activities and progress in relation to the three key elements of its sustainability agenda, broadly comprising environmental, social and governance related matters.

8.4 Environment:

8.4.1 Consider and recommend to the Board for approval, sustainability related targets, including environmental targets and timescales.

8.4.2 Keep under review, the company's progress towards decarbonisation of energy use globally.

8.4.3 Consider and recommend to the Board for approval, the methodology to be used for achieving Net Zero.

8.5 Social:

8.5.1 Review any relevant policies and approve targets set, in respect of the following areas: equality, diversity, inclusion and belonging; health, safety and wellbeing; investing in our people; next generation talent and community impact.

8.6 Governance:

8.6.1 Review any relevant policies and approve targets set, in respect of the following areas: anti-bribery and anti-corruption; sanctions, export control and customs; dissemination of inside information to the market and share dealing; supply chain responsible sourcing; human rights and modern slavery; intellectual property and confidentiality; data protection, data privacy and data security; and financial sustainability and tax transparency.

8.6.2 Review on a regular basis how to ensure that the highest ethical standards and concern for human rights is embedded in the company across its global operations.

8.7 Keep up-to-date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.

9. Reporting responsibilities

9.1 The committee chair shall report to the board, when required, 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 action or improvement is needed, and adequate time should be made available for board discussion when necessary.

9.3 The committee shall produce a report to be included in the company's annual report describing the work of the sustainability committee.

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 advice and 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 ongoing basis for all members.

10.3 Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

10.4 Ensure that a periodic evaluation of the committee's own performance is carried out.

10.5 At least annually, review the committee's 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.

11. Authority

The committee is authorised by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.