



Sustainability Committee

Terms of Reference

1. Membership

- 1.1 The committee shall comprise at least three members. The chairman of the board may be a member if he or she was considered independent on appointment. The majority of the members of the committee shall be independent non-executive directors including, if a member, the chairman of the board. Members of the committee shall be appointed by the board.
- 1.2 Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 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 his or her nominee shall act as the secretary of the committee.

3. Quorum and attendance

- 3.1 The quorum necessary for the transaction of business shall be three 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.
- 3.2 A person communicating by electronic means shall be deemed to be personally present at a meeting of the committee while that person is able to communicate interactively and simultaneously with all other parties attending the meeting (including others attending by electronic means).

4. Frequency of meetings

The committee shall meet at least twice 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.

- 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, any other person required to attend and all other non-executive directors, no later than two 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.

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

7. Annual General Meeting

The committee chair should attend the annual general meeting to answer any member questions on the committee's activities.

8. Duties

- 8.1 The Committee shall:
- 8.1.1 review and challenge the Group's sustainability strategy, policies, services and practices, acting as a champion for sustainability to the Board encouraging it to raise its level of sustainability ambition;
 - 8.1.2 undertake horizon scanning and advise the Board on major and future sustainability trends, making recommendations on what is relevant to BSI. For that purpose, the Committee will receive an annual update from the Strategic Advisory Forum and the Net Zero Strategic Advisory Group;
 - 8.1.3 review and challenge performance against agreed sustainability targets and KPIs from data and information supplied from within the Group;
 - 8.1.4 keep under review, based on information supplied from within the Group the:
 - Group Sustainability Code
 - Group Procurement Policy
 - Group Charitable Donations Policy
 - Group Volunteering Policy
 - 8.1.5 advise the Board, which is responsible for these policies, regarding responsibilities and procedures within the Group for ensuring compliance with these policies;
 - 8.1.6 on behalf of the Board oversee charitable donations made by the Group;
 - 8.1.7 approve the sustainability elements of the Annual Report and Greenhouse Gas disclosures, including the Group's Modern Slavery Statement, the TCFD report and other formal sustainability reports, and present them to the Board for final approval prior to publication in the Group's Annual Report and Financial Statements.

9. Reporting Responsibilities

- 9.1 At the request of the Board, but at least annually, the Committee chair shall report to the Board on its proceedings on all matters within its duties and responsibilities;
- 9.2 The Committee chair may request the Company Secretary to include on the agenda of a routine meeting of the Board any matter the Committee deems needs to be discussed by the Board;
- 9.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- 9.4 If requested by the Board, and subject to its approval, the Committee shall make a statement in the annual report about its activities.

10. Other matters

The committee shall

- 10.1 have access to sufficient resources, including expertise external to the Group, in order to carry out its duties, including access to the company secretariat 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 ongoing basis for all members;
- 10.3 give due consideration to laws and regulations, the provisions of the Code and any other applicable Rules, as appropriate;
- 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 to the board for approval.

11. Authority

The committee is authorised:

- 11.1 to seek any information it requires from any employee of the company in order to perform its duties;
- 11.2 to call any employee to be questioned at a meeting of the committee as and when required.

Adopted 24.01.23