

C&C Group plc (the “Company”)

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) BOARD COMMITTEE
TERMS OF REFERENCE**

adopted 22 July 2020 and amended 9 February 2022, 7 February 2024, 6 June 2024

1. Membership

- 1.1 The members of the Committee shall be appointed by the Board and shall comprise at least three members, all of whom shall be independent Non-Executive Directors. The designated Non-Executive Director responsible for workforce engagement shall be a member.
- 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 present shall elect one of their number to chair the meeting.
- 1.3 Any member of the Committee can be removed at any time from that role by resolution of the Board.
- 1.4 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 Director still meets the criteria for membership of the Committee.

2. Secretary

- 2.1 The Deputy Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two members, in person or by electronic communication. 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. Meetings

- 4.1 The Committee shall meet not less than four times a year, and at such other times as the Committee Chair shall require.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned 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 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 Secretary of the Committee have the right to attend Committee meetings. However, other individuals 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 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 in the opinion of the Committee Chair it would be inappropriate to do so.

7. Annual General Meeting

- 7.1 The Committee Chair shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

8. Purpose and Role

- 8.1 The Committee was constituted by the Board to:
- 8.1.1 Provide oversight on behalf of the Board in relation to the Group's ESG matters, and ensure they are aligned with and integrated into the broader business purpose and strategy.
 - 8.1.2 Develop and review regularly the policies, programmes, practices, targets and initiatives of the Group relating to ESG matters ensuring they remain effective and up to date and consistent with good industry practice.
 - 8.1.3 Provide oversight of the Group's management of compliance with relevant legal and regulatory requirements, including applicable rules and principles of corporate governance, and applicable industry standards.
 - 8.1.4 Report on these matters to the Board and, where appropriate, make recommendations to the Board.
 - 8.1.5 Report as required to the Shareholders of the Company on the activities and remit of the Committee.
- 8.2 References in these Terms of Reference to **ESG matters** and **ESG** shall include, but not be limited to, the following:

Environmental: the Group's impact on the natural environment and its adaptation to climate change including greenhouse gas emissions, energy

consumption, generation and use of renewable energy, biodiversity and habitat, impact on water resources and the status of water bodies, pollution, resources efficiency, the reduction and management of waste, the environmental impact of the Group's supply chain and

Social: 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 (including employee relations and engagement), 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

Governance: the ethical conduct of the Group's business including its Corporate Governance framework (including compliance with the UK Corporate Governance Code 2018), business ethics policies and Code of Conduct, counterparty due diligence and onboarding policies and procedures, the management of bribery, corruption and money laundering risk and the transparency of reporting and financial and tax transparency.

9. Duties

9.1 The Committee should carry out the duties below for the Company and the Group as a whole, as appropriate.

The Committee shall:

9.1.1 Monitor the execution of the Company's ESG/Sustainability strategy and provide updates to Board.

9.1.2 Assess the effectiveness of the Company's policies, programmes, practices and systems for:

- identifying, managing and mitigating or eliminating ESG risks in connection with the Group's operations and corporate activity; and
- ensuring compliance with relevant legal and regulatory requirements and industry standards and guidelines applicable to ESG matters;

9.1.3 Monitor the Company and the Group's performance in relation to ESG matters against previously set KPIs;

9.1.4 Assess the performance of the Group with regard to the impact of decisions relating to ESG matters, including any social or community projects undertaken by the Group, and any related actions upon employees, communities and other third parties, and further assess the impact of such decisions and actions on the reputation of the Group;

9.1.5 Monitor and assess the Group's culture, behavioural standards and expectations and adherence to its purpose and values

9.1.6 Review the quality and integrity of internal and external reporting of ESG matters and performance;

9.1.7 Review the results of any reviews or independent audits of the Group's performance in regard to ESG matters, review any strategies and action plans developed by management in response to issues raised;

9.1.8 Review LTIP and Bonus measures related to ESG matters, and advise the Remuneration Committee on the Company's performance against them.

9.1.9 Make recommendations to the Board on any of the matters listed above that the Committee considers appropriate.

Although the Committee can seek the advice and assistance of the senior executive team on matters falling within its duties and responsibilities, it must ensure that any such advice and assistance is clearly separated from the role that the relevant member(s) of the senior executive team performs within the business.

10 Other

10.1 The Committee shall:

10.1.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;

10.1.2 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;

10.1.3 Give due consideration to applicable laws and regulations, the provisions of the UK Corporate Governance Code 2018, the requirements of the London Stock Exchange's Listing Rules, UK Market Abuse Regulation, the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules, and Disclosure Guidance and Transparency Rules and any other applicable rules or relevant guidance, as appropriate; and

10.1.4 Arrange for periodic reviews 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.

11. Reporting Responsibilities

11.1 The Committee Chair shall report formally to the Board on its proceedings at the subsequent Board meeting on relevant matters within its duties and responsibilities.

11.2 The Committee shall make whatever recommendations to the Board and/or the Audit Committee as envisaged in paragraph 9. above it deems appropriate on any area within its remit where action or improvement is needed.

11.3 The Committee shall advise the Remuneration Committee on the Company's performance against sustainability metrics and on the setting of sustainability-related targets.

11.4 The Committee shall produce a report to Shareholders on its activities to be included in the Company's Annual Report.

12.0 Authority

12.1 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties.

12.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.