

C&C Group plc (the “Company”)

**SUSTAINABILITY BOARD COMMITTEE
TERMS OF REFERENCE**

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. The Chair of the Board shall not be Chair of the Committee. 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 who would qualify under these Terms of Reference to be appointed to that position.
- 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 up to two additional three-year periods, provided the members continue to qualify for membership under these Terms of Reference
- 1.5 Members should have the appropriate knowledge, skills and expertise to understand ESG-related strategy, targets and implementation, and shall undertake appropriate development of their skills as necessary.

2. Secretary

- 2.1 The 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 three times a year, at appropriate intervals 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 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.
- 6.3 The Secretary shall be responsible for ensuring that any action points from each meeting are followed up appropriately.

7. Engagement with Shareholders and Stakeholders

- 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 and responsibilities. In addition, the Committee Chair shall be available to engage with Shareholders, and other stakeholders where relevant, on significant matters related to the Committee's areas of responsibility.

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 Provide oversight 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:
 - 8.2.1 **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 targets and disclosures, transition planning
 - 8.2.2 **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
 - 8.2.3 **Governance:** Compliant and ethical conduct of the Company's business, in line with its purpose and enabled through effective decision-making Corporate Governance framework (including compliance with the relevant UK Corporate Governance Code). Effective integration of ESG into the Company's strategy and operations, compliance policies, Code of Conduct, counterparty due diligence and onboarding policies and procedures, data privacy and security, the management of bribery, corruption and money laundering risk and the transparency and assurance of reporting and financial and tax transparency. Supply chain controls, application of the Company's values, culture and purpose.

9. Duties

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

9.1 ESG Strategy or Framework

Oversee the development of, advise the Board regarding, and recommend for approval by the Board, the Company's ESG/Sustainability strategy. Ensure that this strategy is effective, aligned with prevailing regulations and good practice, and integrated with the Company's business plan, values and objectives, in order to support the Company's long-term sustainable success.

Oversee the effectiveness of the teams, governance and processes in place to ensure the outcomes of the ESG strategy are delivered. Advise on the risks and opportunities for the company's operations and reputation in relation to the execution of its ESG strategy.

9.2 **Horizon scanning**

Identify current and emerging ESG-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national and international level. This includes sourcing or undertaking relevant training and development opportunities, both for the Committee members and for Company employees as appropriate. Evaluate which issues and developments are likely to impact the Company's strategy, operations and reputation. Determine, therefore, whether and how these should be reflected in the company's ESG objectives, policies and reporting.

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.

9.3 **Social Issues**

Oversee the Company's interactions with and responsibilities towards its stakeholders in relation to ESG-issues, most notably its employees, customers, suppliers, and the communities in which it operates. Support the Board in monitoring the culture of the Company, the safety and wellbeing of its workforce, and the adequacy of its supply chain controls in relation to modern slavery and human rights risk.

9.4 **Reporting**

Review the content, integrity and completeness of external statements and disclosures about ESG activity, targets and progress. Review ESG-related reporting prior to Board approval, including the annual Sustainability Report, information to be included in the Annual Report, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements. Evaluate the extent and effectiveness of external reporting on ESG performance and participation in external benchmarking indices.

9.5 **Goals and metrics**

Advise on, and recommend for approval by the Board, appropriate ESG strategic goals, short and long-term science-based targets, and key ESG metrics. Monitor annual and long-term progress against previously set ESG objectives, including compliance with public commitments on ESG issues. Oversee the ongoing measurement and reporting of performance against key ESG metrics.

9.6 **Risk**

Advise the Board on the Company's appetite and tolerance with respect to environmental and social risk. Identify material ESG-related risks and ensure that these are appropriately captured in the Company's risk profile and risk management framework.

9.7 **Collaboration with other Board Committees**

Work and liaise as necessary with other C&C Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly. This may include:

Work in conjunction with the Remuneration Committee regarding appropriate ESG-related performance objectives and incentives for Executive leaders, to ensure that ESG matters are appropriately considered when setting the overall remuneration policy.

Work in conjunction with the Audit Committee to review regularly the requirement for internal and external assurance of ESG-related matters. Monitor the role and effectiveness of the internal audit function with regards to assurance on ESG-related disclosures. As necessary, appoint external parties to provide assurance on relevant reporting.

Work in conjunction with the Audit Committee to advise the Board on the Company's appetite and tolerance with respect to environmental and social risk, to identify material ESG-related risks and to ensure these are appropriately captured in the company's risk profile and risk management framework.

Work in conjunction with the Nomination Committee to support the oversight of a diverse pipeline for appointments at Board level.

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

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 advice and 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 2024, and published guidelines or recommendations as appropriate.

10.1.4 Ensure that a periodic evaluation of the Committee's own performance is carried out.

10.1.5 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 relevant 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. Authority

- 12.1 The Committee is authorised by the Board to seek any information, including reports, it requires from any employee of the Company 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.
- 12.3 The Committee is authorised to establish and oversee any sub-committees or working groups which may be relevant to support the Committee's work.

**adopted 22 July 2020
and amended 9 February 2022, 7 February, 6 June 2024 and
16 September 2025**