

C&C Group plc

(the "Company" and, together with its subsidiaries, the "Group")

EMPLOYEE ENGAGEMENT NON-EXECUTIVE DIRECTOR

TERMS OF REFERENCE

The UK Corporate Governance Code (the "Code") requires that, for engagement of the workforce, one or a combination of the following methods should be used:

- director appointment from the workforce;
- a formal workforce advisory panel; and/or
- a designated Non-Executive Director.

The Company has decided to engage with employees by appointing a designated Non-Executive Director who will be known as the Employee Engagement Non-Executive Director (the "EE NED"). These Terms of Reference (ToR) set out the expectation, and the authority, of the EE NED in performing their role.

These ToR are owned by the Board of Directors of the Company (the "Board") and amendments to these ToR can only be approved by the Board.

The EE NED has been appointed by resolution of the Board.

1. PURPOSE OF ROLE

- 1.1 The EE NED will represent the views and opinions of those with formal contracts of employment (permanent, fixed-term and zero-hours) and other members of the workforce who are affected by the decisions of the Board of the Company.
- 1.2 The EE NED will engage with the workforce to gain feedback on the views of the workforce, in particular, in relation to Company business, culture, or any Company initiatives and support the Company's employee engagement strategy.

2. AUTHORITY

- 2.1 The Board authorises the EE NED to:
 - 2.1.1 carry out all duties set out in these ToR, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, appropriate professional advice on any matter within these ToR as they consider necessary;
 - 2.1.2 seek any information required from any member of the Workforce or call any member of the Workforce to be questioned as and when required;
 - 2.1.3 commission, at the Company's expense, any reports or surveys which they deem necessary to help it fulfil their principal duties; and
 - 2.1.4 have direct access to the Chief People Officer.

3. PRINCIPAL DUTIES

- 3.1 The EE NED will proactively and positively represent, and seek to promote the interests of, the Workforce as well as the success of the business of the Company.
- 3.2 The EE NED will engage with and seek feedback (on an anonymous basis, if necessary) from the Workforce in relation to:

- 3.2.1 relevant Company initiatives; and
 - 3.2.2 views of the Workforce on the Company's business,
- and to report the feedback received to the Chief People Officer, Executive Committee, and the Board.
- 3.3 It is recommended that the EE NED meets with certain sections or members of the Workforce on at least a quarterly basis, with other ad hoc meetings as required. It is also recommended that the EE NED meets with the Chief People Officer on a quarterly basis.
 - 3.4 The EE NED will review the adequacy and security of the Company's arrangements for its Workforce to raise concerns, in confidence, about possible wrongdoing (e.g. whistleblowing and/or speak-up channels) and ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.
 - 3.5 The EE NED will ensure the Company engages in a range of engagement events using a range of channels in order to receive a range of feedback, including through, for example, engagement surveys, breakfasts, lunches, roundtables, or working sessions, focus groups, town halls, Meet the Board sessions and digital engagement tools.
 - 3.6 The EE NED will be responsible for ensuring the Company regularly reviews its policies and procedures to document the links with the Workforce engagement activities.
 - 3.7 The EE NED will act as the appropriate representative in relation to any obligation to consult with the Workforce under the Transfer of Undertakings (Protection of Employment) Regulations 2016 (**TUPE**) and /or s.188 of the Trade Union and Labour Reform (Consolidation) Act 1992 (**TULRCA**) and attend any meetings in connection with consultation conducted under TUPE and TULRCA.
 - 3.8 Where appropriate, the Company will consult with the EE NED on issues relating to employees transferring under TUPE and/or collective redundancies under TULRCA.
 - 3.9 The EE NED should consider other duties from time to time, which will be agreed with the Board as required. The Chief People Officer will assist the EE NED in this regard as and when appropriate.
4. **GENERAL MATTERS**
- 4.1 The EE NED will:
 - 4.1.1 work and liaise as necessary with all other Committees of the Board;
 - 4.1.2 have access to sufficient resources, as well as appropriate and timely training, to carry out their duties, including access to the Company Secretary as required;
 - 4.1.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the rules and regulations of any market on which the Company's securities are listed from time to time;
 - 4.1.4 report to the Board on all matters within these ToR; and
 - 4.1.5 undertake a review of their own performance and these ToR annually and, if necessary, make recommendations to the Board for approval to ensure they are operating at maximum effectiveness.

AS ADOPTED BY THE BOARD ON 6 DECEMBER 2023