



EQUITY GROUP HOLDINGS PLC

BOARD STRATEGY AND INVESTMENTS COMMITTEE
TERMS OF REFERENCE

Approved by the Board at the meeting held on12th March..... 2023

TERMS OF REFERENCE

The Board of Directors recognizes that one of its primary duties is to providing guidance on the strategic direction of the Group which it fulfils through oversight of corporate strategy formulation as well as monitoring its implementation. While the nature and extent of the Board's involvement in strategy will depend on the particular circumstances, the Board of Directors has created the Strategy and Investments Committee to help maintain an interactive strategic planning, implementation and monitoring process with management.

The Strategy and Investments Committee will consult closely with the Management and subsidiary boards in fulfilling the following responsibilities:

- (a) Regularly reviewing, discussing and when considered necessary suggesting revisions to the respective subsidiary's vision and mission;
- (b) In collaboration with management and subsidiary boards establish procedural guidelines for the development of the Group's corporate and investments strategy and its implementation - clearly identifying the goals and expectations of the Group's strategic planning process;
- (c) Requiring the Management to propose a clearly articulated and well supported corporate and investment strategies for the Group;
- (d) Assisting Management and subsidiary boards in the development and oversight of portfolio level strategy ie. Investments, divestures, mergers and acquisitions, partnerships and restructuring;
- (e) Ensuring that Management and subsidiary boards have the business plans, financial, operational and human resources necessary to implement their respective corporate and investments strategies;
- (f) Providing ongoing critical evaluation of, and accountability for performance within, the approved corporate and investments strategy, financial limits and operating objectives approved by the Board;
- (g) Requiring that Management share appropriate knowledge and provide required information at levels of summary and detail, to enable the Board members make informed decisions on strategy and investment matters coming before the Board;
- (h) Ensuring that the Board members continue to have the requisite knowledge of the particular circumstances of the Group, the business(es) and sectors which it is in, and the environment in which it is operating in order to provide strategic questioning and input and recognize the critical strategic discontinuities in Management's strategic thinking and planning;
- (i) Exercising discipline in differentiating the Board members' role from Management's role in the development and implementation of the Group's corporate and investments strategies;
- (j) Understanding, identifying and discussing the key issues, assumptions, risks and opportunities that impinge upon the development and implementation of appropriate corporate and investment strategies;
- (k) Ensuring that Group-wide risks, opportunities and management are key subjects of consideration in the strategic planning process. Discussions under these subjects will include such items as economic, environmental, ethical, financial, leadership, operational, political, reputational, strategic, competitive, technological and other types of risks and opportunities;
- (l) Participating in and leading an annual strategic planning retreat for the Board of Directors and Management;
- (m) Conducting an evaluation of the Committee's charter and performance at least annually, and recommending to the Board such Committee charter changes as it may deem appropriate; and
- (n) Performing other functions within the scope of the foregoing, which the Committee and Board deems appropriate to undertake from time to time.

Review of the Committee TOR

The Committee shall regularly review and reassess the adequacy of these TOR and submit to the Board for approval.