



EQUITY GROUP HOLDINGS PLC

BOARD SUSTAINABILITY COMMITTEE

TERMS OF REFERENCE

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

TERMS OF REFERENCE

The terms of reference of the Group Executive Committee shall be the following:

- 1.1 Strategies and policies - Ensure effective Sustainability strategies and policies are in place to deliver to the Group's overall strategy;
- 1.2 Governance – Ensure effective Sustainability input into other Board committees, specifically the a) Board Strategy & Investment Committee with respect to strategy, b) Group Board Risk, Compliance, Assets & Liabilities Committee (ALCO) with respect to risk management and c) Governance, Nominations and Compensation Committee to incorporate Sustainability into performance targets and employee remuneration and incentive plans (as applicable);
- 1.3 Sustainability Culture - Set high ethical and integrity standards and establish a culture within the institution that emphasizes and demonstrates to all levels of personnel the importance of Sustainability i.e., both risk and opportunity management;
- 1.4 Global and local trends - Provide perspective and inputs to the Board on sustainability trends in public debate, public policy, regulation, and legislation;
- 1.5 Risk Management - Review Sustainability risk philosophy, strategy and policies prepared by management, and recommend for review to the Group Board Risk, Compliance, Assets & Liabilities Committee (ALCO). Ensure compliance with such policies and with the overall risk profile of the Group;
- 1.6 Risk Appetite –Ensure that potential Sustainability risks to the Group are within Group's tolerance level and prudential limits as set in the Group's risk management frameworks and policies;
- 1.7 Opportunity management – Ensure effective focus on identifying, designing and implementing sustainable products and services;
- 1.8 Emerging risks and opportunities – scan the Group's operating environment for emerging Sustainability related risks and opportunities and initiate necessary actions;
- 1.9 Performance management - Develop and recommend to the Board, Group Sustainability Targets and key performance indicators; and receive and review reports on progress towards the achievement of such targets and indicators on a regular basis;
- 1.10 Incident management - Review management response and actions to any significant ESG incidents, consider the root causes thereof, and the actions taken to prevent similar incidents occurring in the future, including 'lessons learned', and ensure appropriate reporting of such incidents;
- 1.11 Compliance – Monitor and ensure compliance with all applicable laws and regulations, international standards and guidelines as well as the Group's policies, responsibilities and commitments in relation to Sustainability;
- 1.12 External Reporting - Evaluate and oversee the quality and integrity of any key reporting to external stakeholders concerning matters relating to Sustainability;
- 1.13 Disclosure - Review and approve for recommendation to the Board any reports or position statements that are proposed to be published by the Group on Sustainability, including the relevant sections of Annual Report, Sustainability Report;
- 1.14 Stakeholder Management - Consider the periodic reports received from the Group's management or other key external parties regarding relationships with key external stakeholders that may have a significant impact on the Group's business activities and performance, specifically as it relates to Sustainability;
- 1.15 Independent audits - Review the results of any independent audits of the Group's performance regarding any Sustainability matters and review any strategies and action plans developed by management in response to issues raised and, where appropriate make recommendations to the Board concerning the same;
- 1.16 Own impact – understand the impact of the Group's operations on sustainability and actions being taken to manage impacts;

- 1.17 Other - All other duties deemed appropriate on any Sustainability area within its remit where action or improvement is required;
- 1.18 Review of the Committee Charter – review and reassess the adequacy of the Committee Charter at least annually and submit to the Board for approval.

Review of the Committee TOR

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