

**PageGroup plc (the “Company”)**  
**TERMS OF REFERENCE FOR THE SUSTAINABILTY COMMITTEE**

**1. CONSTITUTION**

The Committee has been established by resolution of the Company’s Board and is to be known as the Sustainability Committee (the “**Sustainability Committee**”).

**2. REMIT**

The Sustainability Committee has the following remit.

<b>ESG: Environmental, Social and Governance</b>	
Environmental	The Company’s impact on the natural environment and the environment’s impact on the Company, including climate change impacts, direct impacts (the Company’s own activities) and indirect impacts (throughout its value chain, including suppliers and customers or investments)
	Greenhouse gas emissions
	Energy consumption
	Waste management and pollution
	Resource use (including chemicals and plastics), and circularity
	Land and water management and use (including deforestation)
	Biodiversity and nature loss
	Targets and disclosures
Social	Transition planning
	Interactions with, responsibilities towards, and impact on stakeholders, including ethical procurement and human rights violations.
	Communities: social or community projects and partnerships, charitable giving
Governance	Effective integration of ESG into company’s strategy and operations
	Transparency and assurance of ESG reporting
	Supply chain controls and management

**3. MEMBERSHIP**

3.1 Members of the Sustainability Committee shall be the Senior Sustainability Manager, the Chief Customer Officer, the Chief Marketing and Data Officer, the Chief Financial Officer representing the Board, the Global People Director, and two employee representatives. The Committee shall consist of not less than five members. The Chief Financial Officer shall Chair the Committee.

3.2 Appointments to the Committee are made by the Board and shall be for a period of up to three years which may be extended for up to two additional three-year periods.

3.3 Only members of the Committee have the right to attend Committee meetings. However, other senior managers, employees, contractors, external advisers and other stakeholders may be invited to attend for all or part of any meeting, as and when appropriate.

3.4 The Board shall appoint the Committee Chair. 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 by the Board.

**4. SECRETARY**

The Company Secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the matters under discussion. The Committee shall have access to the services of the Company Secretariat on all Committee matters, including assisting the Chair in planning the Committee’s work, drawing up meeting agendas,

maintenance of minutes, and provision of any necessary practical support.

**5. QUORUM**

The quorum necessary for the transaction of business shall be four, present in person or by electronic communication.

**6. FREQUENCY OF MEETINGS**

The Committee shall meet at least three times a year at appropriate intervals and otherwise as required.

**7. NOTICE OF MEETINGS**

7.1 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.

7.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, exceptionally, it would be inappropriate to do so.

**8. ENGAGEMENT WITH SHAREHOLDERS AND STAKEHOLDERS**

The Chair of the Sustainability Committee shall be available at the Annual General Meeting to answer questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

**9. DUTIES**

The Sustainability Committee should carry out the duties below for the parent company, major subsidiary undertakings, and the Group as a whole, as appropriate. The Committee shall:

- i. oversee the development of, advise the Board regarding, and recommend for approval by the Board, the Company's ESG 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;
- ii. oversee the execution of the ESG strategy and approve implementation projects developed in response to the strategy. Review 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;
- iii. 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;
- iv. 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, 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;
- v. review regularly the requirement for internal and external assurance of ESG-related matters, and as necessary, appoint external parties to provide assurance on relevant reporting;
- vi. identify current and emerging ESG-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national and international level;
- vii. monitor the establishment of appropriate ESG-related policies, procedures for incident

reporting, codes of practice, and standards of business conduct. Where these exist, review their adequacy and ongoing relevance and effectiveness;

- viii. 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;
- ix. 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;
- x. work and liaise as necessary with other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly;
- xi. make recommendations to the Board in relation to the required resourcing and funding of ESG-related activities, and on behalf of the Board, oversee the deployment and control of any resources and funds; and
- xii. monitor D,E & I disclosure requirements and changes to disclosure regulations.

## **10. REPORTING RESPONSIBILITIES**

- 10.1 The Committee shall report to the Board on the nature and content of its work, recommendations and actions.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.
- 10.3 The Committee shall oversee the production of annual sustainability reporting.

## **11. OTHER MATTERS**

- 11.1 The Committee shall:
  - i. at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
  - ii. seek any information, including reports, that it requires from any employee of the Company in order to perform its duties;
  - iii. obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
  - iv. establish and oversee any sub-Committees or working groups which may be relevant to support the Committee's work.