

**Origin Enterprises plc**  
**ESG Committee**  
**Terms of Reference**

**1. Membership**

- 1.1 The Environmental, Social and Governance Committee ("**Committee**") shall be made up of at least 3 Non-Executive Director members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination and Corporate Governance Committee.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods. An annual Committee composition review will be undertaken by the Nomination and Corporate Governance Committee having taken input from the Committee Chairman.
- 1.4 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

**2. Secretary**

- 2.1 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 issues.

**3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two members. 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 discretions vested in or exercisable by the Committee.

**4. Frequency of Meetings**

- 4.1 The Committee shall meet at least three times a year and otherwise as required.

**5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chairman.
- 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 no later than three working days before the date of the meeting.

Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

## 6. **Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

## 7. **Purpose**

- 7.1 The role of the Committee is to represent the Board in defining the Company's ESG strategy and to support, challenge and oversee the Company's development, implementation and long-term evolution of policies, programmes, practices, targets and initiatives relating to ESG matters.
- 7.2 References in these terms of reference to ESG matters and ESG include, but are not limited to, the following:
  - 7.2.1 **Environmental:** the Group's impact on the natural environment and its response to the challenge of climate change including: greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, water resources, deforestation, pollution, resources efficiency, reduction and management of waste and the environmental impact of the Group's supply chain.
  - 7.2.2 **Social:** the Group's interaction with employees, customers, suppliers, other stakeholders and the communities in which it operates and the role of the Group in society including workplace policies and codes, ethical/responsible sourcing, and engagement with and contribution to the broader community.
  - 7.2.3 **Governance:** the ethical conduct of the Group's business including its corporate governance framework, business ethics, policies and codes of conduct.

## 8. **Duties**

- 8.1 The Committee shall:
  - 8.1.1 oversee and make recommendations regarding the Group's ESG strategy in line with the Company's culture, purpose and values;
  - 8.1.2 oversee the development and implementation of policies, codes of practice and targets relating to ESG matters and monitor and review their ongoing relevance, effectiveness and further development over time;
  - 8.1.3 review updates from the Executive Team, the Sustainability Steering Committee, and relevant external experts on a number of key environmental and social matters affecting the business;

- 8.1.4 support the development of metrics for target setting and tracking performance of ESG matters and oversee the ongoing measurement and reporting of the performance of the Group against KPIs;
- 8.1.5 oversee, review and make recommendations to the Board on external disclosures and reporting on ESG matters including the annual Sustainability Report and in the Company's Annual Report;
- 8.1.6 support and keep under review the Company's progress in the development and promotion of a culture of diversity, inclusion and equal opportunity in the workplace;
- 8.1.7 ensure that the Company monitors and keeps under review developments in ESG matters and emerging ESG trends, industry standards and legal requirements that may impact the Group with a view to determining how such developments are reflected in the Group's ESG strategy, policies and objectives;
- 8.1.8 oversee the Company's engagement with stakeholders relating to ESG matters; and
- 8.1.9 work and liaise as necessary with other Board Committees.

## 9. **Reporting Responsibilities**

- 9.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and report to the Board on how it has discharged its responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## 10. **Other Matters**

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required; and
- 10.2 at least once a year, review its own performance, 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. **Authority**

The Committee is authorised:

- 11.1 to seek any information it requires from any employee of the Company in order to perform its duties; and
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.