

DISCOVERIE GROUP PLC
TERMS OF REFERENCE FOR THE SUSTAINABILITY COMMITTEE (the “Committee”)

1. Membership

- 1.1 The Committee shall comprise at least three members, one of whom shall be the Group Chief Executive and a majority of which shall be Independent Non-Executive Directors. The Chair of the Board may also serve on the Committee as an additional member if they were considered independent on appointment as Chair.
- 1.2 Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the Chair of the Board, if they are a member of the Committee) continue to be independent.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including employees, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 The Board shall appoint the Committee Chair who shall be an Independent Non-Executive Director with relevant experience of environmental, social and governance (“ESG”) matters. 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. The Chair of the Board shall not be Chair of the Committee.

2. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum and voting

The quorum necessary for the transaction of business shall be two. Each member of the Committee shall have one vote and voting shall be on a majority basis. In the event of deadlock, the Chair shall have the casting vote.

4. Frequency of meetings

The Committee shall meet at least twice a year and otherwise as required.

5. Notice of meetings

- 5.1 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.
- 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 and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to 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 resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 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.

7. Engagement with shareholders

The Committee Chair should attend the AGM to answer any shareholder 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 and be available to discuss ESG matters upon request from shareholders.

8. Duties

The Committee should carry out the duties detailed below for the Company, its major subsidiaries and the Group as a whole, as appropriate.

The Committee shall:

- 8.1 Have delegated responsibility for determining the Company's approach to ESG affairs generally and design strategies that address ESG related matters so as to promote long-term sustainable success, aligned to the Company's purpose and values, clearly linked to the delivery of the Company's long-term strategy and the Directors' responsibilities under Section 172 of the Companies Act 2006.
- 8.2 Review the strategies, policies and performance of the Company in relation to ESG matters and suggest ways to drive improvement in these areas, as appropriate.
- 8.3 Understand the Company's impact on the environment and the Company's social impact.
- 8.4 Ensure that effective systems, processes and internal controls are maintained and periodically assessed to oversee and monitor the Group's operations in ESG matters.
- 8.5 In determining policy, take into account all other factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code (the "Code") and associated guidance. The objective of such policy shall be to structure the Company's approach to ESG matters successfully, having regard to views of all relevant stakeholders.
- 8.6 Develop and recommend to the Board and its other Committees (including the Remuneration Committee), ESG targets and key performance indicators and receive, review and assess reports on progress towards the achievement of such targets and indicators on a regular basis, ensuring that reporting focuses on outcomes as well as activities.
- 8.7 Monitor and oversee the Company's mechanisms for building dialogue with employees, and to assess culture and ensure alignment with the Code and the Company's values.
- 8.8 Oversee and review the charitable and social investment activities of the Group.

- 8.9 In conjunction with the Nomination Committee, monitor the development of the diversity of the Group as a whole and ensure the promotion of an inclusive culture.
- 8.10 Have full authority to appoint ESG consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company. The Committee should avoid relying solely on the advice of such consultants, it remaining a key principle that it is for the Committee to determine what is appropriate for the Company.
- 8.11 Work and liaise as necessary with other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly.
- 8.12 Support the Board in meeting its responsibilities under Provision 29 of the Code by reviewing the effectiveness of ESG-related internal controls and the accuracy and reliability of ESG-related reporting.

9. Reporting responsibilities

- 9.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 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, and adequate time should be available for Board discussion when necessary.
- 9.3 The Committee shall be responsible for reviewing any material disclosures or other reporting on ESG matters to third parties, ensuring that such reporting clearly sets out outcomes achieved against targets and KPIs.
- 9.4 The Committee shall provide a description of its work in the Annual Report, including progress against ESG targets and outcomes delivered.

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 advice and assistance as required.
- 10.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 10.3 Give due consideration to all relevant laws and regulations, the provisions of the Code and published guidelines or recommendations regarding ESG matters, and any other applicable rules, as appropriate.
- 10.4 Ensure that a periodic evaluation of the Committee's own performance is carried out.
- 10.5 At least annually, review its 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 by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Adopted: 26 January 2026