



Restore plc ESG Committee

Terms of Reference

1. Purpose of the ESG Committee

- 1.1. The ESG Committee shall oversee the development and implementation of the Group's ESG strategy and commend its adoption by the Board.
- 1.2. The Committee will aim to ensure that the ESG strategy meets best corporate practice in relation to ESG matters and that sufficient resources are provided to management.

2. Committee Structure and Membership

- 2.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the ESG Committee. The Committee shall be made up of at least 3 members.
- 2.2. The Committee shall consist of the Non-Executive Directors, the Executive Directors and an ESG Committee secretary who shall be appointed by agreement of the Committee.
- 2.3. The Chair shall be appointed by the Nominations Committee.
- 2.4. Only members of the Committee have the right to attend committee meetings. However, other individuals such as the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Company Secretary and other representatives may be invited to attend all or part of any meeting as and when appropriate.

3. Secretary

- 3.1. The ESG Secretary or his or her nominee shall act as the secretary of the Committee.

4. Quorum

- 4.1. The quorum necessary for the operation of the Committee shall be 2 members.

5. Meeting arrangements

- 5.1. The Committee shall meet at least twice a year.
- 5.2. Meetings of the Committee can be called at the request of any of its members or by the Chair of the Board.
- 5.3. 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, any other person required to attend and all other non-executive directors, no later than 2 working days before the date of the meeting.
- 5.4. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

2. Minutes of meetings



- 6.1. The secretary shall minute the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

7. Duties of the ESG Committee

The Committee should carry out the duties below:

- 7.1. Develop and adopt the Group's ESG strategy.
- 7.2. Ensure necessary operational management structures are in place including ESG operational sub-committees led by business management.
- 7.3. Oversee communication of the ESG strategy to key stakeholders including preparation of an annual report to shareholders included with the Group Annual Report.
- 7.4. Ensure adequate reporting of ESG related information.
- 7.5. Perform review of key ESG information including but not limited to:
 - TCFD related disclosure
 - Annual Carbon report (Scope 1&2)
 - Fleet transition plan
 - Gender pay report
 - Diversity report
- 7.6. Assess current and future anticipated best practice.