



## **Terms of Reference for the Marshalls plc ESG Committee**

### **1. Objective and role**

- a. The objective of the ESG Committee (“Committee”) is to provide oversight of Marshalls plc’s (the “Company”, “Group” or “Marshalls”) Environment, Social and Governance strategy (“ESG Strategy”), including the policies, procedures and programmes which support the implementation of this and their alignment with the Group’s purpose and values.
- b. The Committee will work alongside and provide effective support, review and challenge to the Group’s ESG Steering Committee (“ESGSC”).

### **2. Membership**

- a. Members of the Committee shall be appointed by the Board. The Committee shall consist of at least three members, a majority of whom shall be independent Non-Executive Directors.
- b. The Board shall appoint the Committee Chair, who shall be an independent Non-Executive Director. In the absence of the Committee Chair, the members present shall elect one of themselves to chair the Committee meeting.

### **3. Meetings and quorum**

- a. The Committee shall meet twice a year, either in person or virtually, with additional meetings as required. Notice of all meetings will be provided to Committee members at least five business days before the date of the meeting.
- b. The quorum shall be two members of the Committee.
- c. Only members of the Committee are entitled to attend Committee meetings, but others may attend at the invitation of the Chair.
- d. The Company Secretary or their nominee, shall be the secretary of the Committee and address all administrative matters for the Committee.

### **4. Duties of the Committee**

The Committee will be responsible for:

- a. recommending approval, and supporting the development and articulation, of the Company’s ESG Strategy, including related targets to measure the Company’s performance and the recognition of these, particularly by key stakeholders;
- b. providing oversight of the execution of the ESG Strategy and the Company’s progress and performance on its key ESG commitments and targets;



- c. providing advice and direction to the Company's management on implementation of the ESG Strategy; the opportunities and risks to the Company's operations and reputation and its corporate responsibility;
- d. assisting with the formulation of, reviewing, and recommending Board approval of, the Group's corporate communications with material ESG or sustainability content, including the Group's annual report;
- e. assisting the Board in its oversight of Marshalls' conduct with regard to its obligations as a corporate citizen and its overall contribution to, impact on and role in society in the countries where Marshalls operates and has supply chains;
- f. providing opinions and/or recommendations to the Board on any changes to the Board's role, Marshalls' governance framework or ESG, that it considers necessary or desirable to reflect societal, commercial, legal and other developments or changes in Marshalls and its activities;
- g. where necessary, making recommendations to the Board, following reports and/or the findings from any investigation carried out by the ESGSC (including any which the Committee has instructed the ESGSC to undertake) which have identified risks which may impact Marshalls' ability to meet its objectives, targets and priorities set out in the ESG Strategy; and
- h. keeping under review the work of other Board-level Committees to ensure that adequate consideration is given to the objectives, targets and priorities set out in the ESG Strategy.

## **5. Reporting to the Board and Shareholders**

- a. The Committee Chair shall report to the Board after each Committee meeting on all matters it is responsible for.
- b. The Committee Chair shall attend the Company's Annual General Meeting and answer any shareholder questions about the Committee's work.

## **6. Authority**

- a. The Committee is authorised by the Board to undertake any activity within its terms of reference and to obtain, at the Company's expense, outside legal or other professional advice in support of this.
- b. The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the Company Secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee.