

## **SUSTAINABILITY COMMITTEE TERMS OF REFERENCE**

### **1. Purpose**

- 1.1 The Sustainability Committee (the 'Committee') was established by the Board of Directors of the Company (the 'Board') on the basis set out in these Terms of Reference.
- 1.2 The Committee's purpose is to debate, review and scrutinise the sustainability strategy and implementation plan of the Company and to provide advice to the Board on sustainability strategy, compliance and performance.
- 1.3 In turn, the Board will consider and, if thought fit, approve sustainability related plans to mitigate risks and leverage opportunities.

### **2. Objectives**

- 2.1 Ensuring that the Company's sustainability programme ('The Johnsons Way') is compliant with applicable legislation and prepares adequately for forthcoming requirements.
- 2.2 Ensuring that The Johnsons Way remains suitable, relevant and focussed on the Company's material sustainability issues.

### **3. Responsibilities**

- 3.1 The Sustainability Board Committee is responsible for:
  - Monitoring company compliance with legislation and radar scanning for new requirements.
  - Overseeing periodic materiality assessment reviews to ensure JSG material issues remain appropriate.
  - Providing advice to the Board on strategic approach, sustainability performance and progress towards targets.
  - Providing an advisory role to the Board on the Company's appetite and tolerance with respect to climate risks.
  - Overseeing the implementation of The Johnsons Way programme.
  - Overseeing the development of the Annual Sustainability Performance Report.
  - Receiving related reports, innovations and proposals and monitoring performance – providing advice and commentary where required.
  - Promoting and championing the sustainability programme across the Group.

#### **4. Membership**

- 4.1 The Committee shall be comprised of the JSG Management Board plus the Head of Sustainability.
- 4.2 The Chairman of the Company and the Independent Non-Executive Directors of the Company will also be entitled to attend meetings of the Committee.
- 4.3 Other individuals, as the Committee shall determine, may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 4.4 The Chief Executive Officer shall chair all meetings of the Committee.
- 4.5 In the absence of the Committee Chair, he or she shall nominate a deputy.
- 4.6 The Head of Sustainability, or his or her nominee, shall act as Secretary for the Committee.
- 4.7 At least one member of the Committee shall have sustainable development related skills.

#### **5. Quorum and frequency of meetings**

- 5.1 A meeting of nominated members that comprises of at least 50 per cent of the Committee membership, and which must include the Head of Sustainability, will constitute a quorum, provided that all members have been invited to attend the meeting.
- 5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the business of the Committee.
- 5.3 Meetings of the Committee shall be convened by the Committee Secretary at the request of the Chairman of the Committee and will be held not less than four times in each calendar year.

#### **6. Minutes of meetings**

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

#### **7. Changes to the Terms of Reference**

- 7.1 The Committee shall, at least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes that it considers necessary to the Board for approval.
- 7.2 Any changes to the Terms of Reference must be agreed by a quorum of the Committee and approved by the Board.