

**T R I B A L**

# **ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE – TERMS OF REFERENCE**

**TRIBAL GROUP PLC**

Version 5.0 adopted by the Board on 19 June 2023

Reviewed and approved by the Committee on 19 June 2023



## Terms of Reference

### 1. The ESG Committee

#### 1.1 The ESG Committee:

- (a) is a sub-committee of the Board and shall make recommendations to the Board which retains the right of final decision;
- (b) is made up of Executive and Non-Executive directors together with other representatives from within the business with a quorum of three;
- (c) has the primary responsibility of representing the Board in defining Tribal's strategy relating to ESG matters and in reviewing Tribal's policies, practices and initiatives relating to ESG matters ensuring they remain effective and up to date;
- (d) will meet at least two times a year and in any event sufficiently frequently and for long enough to perform its duties effectively.

### 2. Main role and responsibilities

#### 2.1 The main role and responsibilities of the ESG Committee are to:

- (a) assist the Board in defining and regularly reviewing Tribal's ESG strategy;
- (b) oversee the setting of objectives and KPIs for ESG activities and ensure that key metrics are reported on;
- (c) develop and review regularly the policies, practices, targets and initiatives relating to ESG matters, ensuring they remain effective and up to date and consistent with good industry practice;
- (d) ensure compliance with relevant legal and regulatory requirements, including applicable rules and principles of corporate governance, and applicable industry standards;
- (e) report on these matters to the Board and, where appropriate, make recommendations to the Board; and
- (f) report as required to the shareholders of the Company on the activities and remit of the Committee.

#### 2.2 References in these terms of reference to **ESG matters**, **ESG activities** and **ESG** shall include, but not be limited to, the following:

- 2.2.1 **Environmental:** Tribal's impact on the natural environment and its adaptation to climate change including greenhouse gas emissions, energy consumption, generation and use of renewable energy; biodiversity and habitat; impact on water resources and the status of water bodies; pollution; resources efficiency, and the reduction and management of waste; the environmental impact of Tribal's supply chain;
- 2.2.2 **Social:** Tribal's interactions with employees, customers, suppliers, other stakeholders and the communities in which it operates and the role of Tribal in society including charitable contribution and volunteering; workplace policies including well-being, diversity and inclusion; ethical procurement; community and stakeholder engagement or partnerships; and
- 2.2.3 **Governance:** the ethical conduct of Tribal's business including its corporate governance framework (including compliance with the UK Corporate Governance Code); business ethics policies and codes of conduct; counterparty due diligence and onboarding policies and procedures; the management of bribery, corruption and money laundering risk; the transparency of reporting and financial and tax transparency; internal governance systems including data protection and integrity.

**3. Membership**

- 3.2 Members of the ESG Committee shall be appointed by the Board on the recommendation of the Nomination Committee, in consultation with the Chair of the ESG Committee and shall comprise of a Chair and at least three members who shall be Executive and Non-Executive Directors together with other representatives from within the business;
- 3.3 Any member of the Committee can be removed at any time from that role by resolution of the Board;
- 3.5 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years provided the Director still meets the criteria for membership of the Committee.

**4. Meetings**

- 4.1 The ESG Committee shall meet at least four times a year and at such other times as the Chair of the Committee shall require.
- 4.2 The Committee secretary shall minute the proceedings and resolutions of all Committee meetings and will maintain appropriate records.

**5. Chair**

- 5.1 The Board shall elect a member of the Board to act as Chair of the ESG Committee who will be responsible for:
- (a) preparing the agenda;
  - (b) the timely distribution of the agenda and any supporting papers;
  - (c) reporting to the Board on issues and decisions made; and
  - (d) answering questions about the ESG Committee's work at the AGM.
- 5.2 In the absence of the Chair of the ESG Committee, the members present shall select one of their number to Chair the meeting.
- 5.3 The Chair of the ESG Committee shall attend Tribal's Annual General Meeting (AGM) and be prepared to respond to any shareholder questions on the Committee's activities.

**6. Authorisation**

- 6.1 The ESG Committee is authorised to seek any information it requires from any Tribal employee in order to perform its duties.
- 6.2 The ESG Committee is authorised to obtain, at the Company's expense but within the budgetary constraints agreed by the Board of £50,000, outside independent professional advice relevant to its duties.
- 6.3 The ESG Committee is authorised to purchase any relevant reports, surveys or information which it deems necessary to fulfil its duties.

**7. Duties**

- 7.1 The duties of the ESG Committee shall be as follows:
- (a) ensure that Tribal has an ESG strategy that is fit for purpose;
  - (b) ensure that objectives for ESG activities are in place and that key metrics are monitored and reported on;
  - (c) ensure compliance with relevant legal and regulatory requirements and industry standards and guidelines applicable to ESG matters;

- (d) ensure that ESG related policies are in place, are regularly reviewed and updated, and remain in compliance with relevant national and international regulations;
- (e) approve any projects developed in response to the ESG strategy;
- (f) identify, manage and mitigate or eliminate ESG risks in connection with Tribal's operations and corporate activity;
- (g) approve all internal and external ESG reporting including information to be included in the annual report;
- (h) review the results of any reviews or independent audits of Tribal's performance in regard to ESG matters and review any strategies and action plans developed by management in response to issues raised;
- (i) make recommendations to the Board on any of the matters listed above that the Committee considers appropriate.

## **8. Reporting responsibilities**

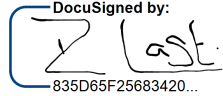
- 8.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Committee shall oversee the production of an annual report of Tribal's ESG strategy, policies, practices and targets, which will form part of Tribal's annual report.

**Approved by the ESG  
Committee**

Signed:   
B97F5FDB0BF94AE...  
ESG Committee - Chair

Date: 04-Jul-23 | 16:10 BST

**Adopted by the Plc Board**

Signed:   
835D65F25683420...  
Tribal Group Plc Chair

Date: 12-Jul-23 | 21:25 BST

**Document History**

Version Number	Date	Detail of Amendments	Author of Amendments
v1.0	09 April 2021	First Draft of ToR prepared	Paul Simpson
v1.0	26 April 2021	ToR tabled at the first ESG Committee meeting	N/A
v2.0	26 April 2021	Amend the number of meetings per annum from two to four. Amend any references from Chairman to Chair.	Victoria Brunswick
v2.0	27 April 2021	ToR tabled at Plc Board on 27 April for Adoption	N/A
v3.0	10 June 2021	As requested by Plc Board on 27 April 2021 a £50k cap on External Advice has been included – Paragraph 6.2	Victoria Brunswick
	10 June 2021	Sensitivity Classification updated to include 'RESTRICT' in the page footer.	Victoria Brunswick
V4.0	07 June 2022	Contact details for the Company Secretary amended to Diane McIntyre from Ken Lewis	Victoria Brunswick
v.5.0	19 June 2023	Meeting frequency changed from minimum four meetings a year, to two.	Eve Parsons

**Document Owner and Contact Details**

All proposals for amendments to this document should be addressed to the following:

Role & Name	Contact Details
Diane McIntyre	Company Secretary