



TRIFAST PLC

TERMS OF REFERENCE FOR THE ESG COMMITTEE

1. CONSTITUTION

- 1.1 The ESG Committee (**Committee**) was constituted as a Committee of the Board of Directors (Board) of Trifast plc (the "**Company**") at a full meeting of the Board held on 1 December 2022.
- 1.2 The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-Committees which are to report back to the Committee.

2. ROLE

The role of the Committee is to:

Ensure the understanding and articulation of the sustainability strategy and how it relates to the broader corporate purpose, vision, and strategy. The Committee shall work and liaise with other Board Committees:

- Audit and Risk Committee - ensuring the sustainability strategy connects with the corporate risk register
- Nomination Committee - ensuring good succession planning
- Remuneration Committee – discussing executive remuneration and incentives link specifically to ESG and make recommendations to the Committee

3. DUTIES AND TERMS OF REFERENCE

The Committee shall carry out the following duties for the Company, its major subsidiary undertakings, and the Group as a whole (**Group**), as appropriate.

- 3.1 To understand how improving sustainability performance will enhance the drivers of long-term value creation.
- 3.2 To advocate and represent the vision of the sustainability strategy, both internally and to key external stakeholders, and ensure it forms part of the Group's culture.
- 3.3 To include ESG key points at AGM and stakeholder engagement and communications.
- 3.4 To oversee risk management and opportunity for the sustainability strategy connecting with the corporate risk register.
- 3.5 To oversee performance and progress against sustainability strategy targets.
- 3.6 To read and discuss the annual review of the sustainability strategy and commit to any changes needed.

3.7 To approve resource and budget spend.

4. MEMBERSHIP

4.1 The Committee shall comprise at least three Directors, to include both Executive and Independent Non-Executive Directors.

4.2 Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to three years, which may be extended by no more than two additional three-year periods, provided the Director still meets the criteria for membership of the Committee.

4.3 The Board shall appoint the Committee Chair. In the absence of the Committee Chair, the remaining members present at the meeting shall elect one of themselves to chair the meeting.

4.4 The Committee Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

4.5 The company secretary or his or her nominee shall act as the secretary of the Committee and will provide all necessary support to the Committee including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

5. ATTENDANCE AT MEETINGS

5.1 The Committee shall meet at least twice a year.

5.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Global Human Resources & Sustainability Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The Committee shall have the discretion to decide who, other than Committee members, shall attend and address Committee meetings.

5.3 The company secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

5.4 Meetings of the Committee may be conducted when the members are physically present together or in the form of either audio or video conference.

5.5 Any Committee decisions can be approved by email confirmation by all of the members.

6. NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any member of the Committee.

6.2 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, any other person required to attend and all other non-executive Directors, 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, but Committee papers may be forwarded at shorter notice with the approval of the Committee Chair.

7. QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be a minimum three members, two of which to be independent non-executive Directors and the other an executive director, present in person or by audio or video conference. In the event of difficulty in achieving a quorum, non-executive Directors who are not members of the Committee may be co-opted as members for individual meetings.

8. VOTING ARRANGEMENTS

8.1 Subject to paragraph 8.2 and 8.3, each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee (whether in person or by audio or video conference).

8.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

8.3 Except where s/he has a personal interest, the Committee Chair shall have a casting vote.

9. MINUTES OF MEETINGS

9.1 The company secretary (or his or her nominee) shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

9.2 Draft minutes of Committee meetings shall be circulated promptly to all Committee members. Once approved, minutes shall be circulated to all other Board members unless in the opinion of the Committee chair it would be inappropriate to do so.

9.3 A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

10. ANNUAL GENERAL MEETING

The Committee Chair should attend the Company's annual general meeting to answer any shareholder questions on the Committee's activities.

11. REPORTING RESPONSIBILITIES

11.1 The Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and the minutes of all Committee meetings shall be included in the Board papers for a subsequent Board meeting.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11.3 Each year the Committee shall produce a sustainability report.

11.4 The Committee shall make available its terms of reference on the Company's website.

12. GENERAL MATTERS

- 12.1 The Committee shall have access to sufficient resources to carry out its duties, including access to the company secretary for assistance as required.
- 12.2 The Committee shall 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.
- 12.3 In carrying out its duties, the Committee shall give due consideration to all relevant laws and regulations, in particular, the Directors' duties contained in the Companies Act 2006, the provisions of the Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority and any other applicable rules, as appropriate.
- 12.4 The Committee shall arrange for periodic reviews of its own performance and, 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.

13. AUTHORITY

- 13.1 The Board authorises the Committee to carry out the duties set out in these terms of reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, appropriate independent legal or professional advice on any matter within its terms of reference, as it considers necessary.
- 13.2 The Board authorises the Committee to seek any information it requires from any employee or director of the Group, and all such employees or Directors will be directed to co-operate with any request made by the Committee.
- 13.3 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Adopted at the Board meeting of the Company on 4 July 2023