

# WORKSPACE GROUP PLC

## TERMS OF REFERENCE OF THE ESG COMMITTEE

ESTABLISHED BY THE BOARD ON 15 SEPTEMBER 2022

### 1. Purpose

- 1.1. The ESG Committee is a Committee of the board of directors (the “**Board**”) of Workspace Group PLC (the “**Company**”). The purpose of the ESG Committee is to assist the Board in promoting the long-term sustainable success of the Company with regard to ESG matters (as defined below). The Board retains ultimate responsibility for ESG matters.
- 1.2. In these terms of reference, “ESG matters” or “ESG” refers to the following areas:
  - (A) Environmental: the Company’s climate transition strategy and impact on the environment including greenhouse gas emissions, efficient use of resources, nature and biodiversity, and the environmental impact of the Group’s supply chain.
  - (B) Social: the Company’s responsibilities towards:
    - (i) Employees: including workplace policies concerning wellbeing, employee engagement, diversity and inclusion and other standards applicable to employees of the Company;
    - (ii) Customers: including supporting customer wellbeing, driving customer satisfaction, engagement and other standards applicable under duty of care;
    - (iii) Communities: including supporting charities and communities in which the Company operates; and
    - (iv) Suppliers and other stakeholders: including alignment with Workspace’s supplier code of conduct
  - (C) Governance: the conduct of the Company’s business (including corporate governance, business ethics, anti-bribery and corruption programme, commercial and product governance, data privacy and security).

### 2. Membership

- 2.1. The Committee shall be appointed by the Board and shall comprise of at least three Non-Executive Directors. Membership can be extended by invitation to relevant members of executive committee and / or heads of departments. Members shall have appropriate knowledge, skills and expertise to fully understand the Company’s strategy in respect of ESG matters.
- 2.2. Appointments to the Committee shall be for a period of three years.
- 2.3. Only members of the Committee have the right to attend Committee meetings. The Committee may at its discretion invite any other persons to attend all or part of its meetings as appropriate.

2.4. The Board shall appoint the Committee Chair who shall be a Non-Executive Director. In the absence of the Committee Chair, the remaining members present shall elect one of their number to Chair the meeting.

### **3. Secretary**

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

### **4. Quorum**

4.1. The quorum necessary for the transaction of business shall be two members. 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.

### **5. Frequency of meetings**

5.1. The Committee shall meet at least three times a year and at such times as required.

5.2. The Committee may hold meetings by telephone or using any other method of electronic communication and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.

### **6. Notice of meetings**

6.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.

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 and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

### **7. Minutes of meetings**

7.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2. Draft minutes of the Committee meetings shall be distributed promptly to the Chair of the Committee. Once approved, minutes should be distributed to all members of the Committee and made available to all other members of the Board unless a conflict of interest exists.

### **8. Annual General Meeting**

8.1. The Committee Chair should attend the annual general meeting to answer shareholder questions on the Committee's activities. In addition, where appropriate

the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## 9. Duties

The Committee shall carry out the duties below for Workspace Group PLC, and its group as a whole (the "**Group**"), as appropriate.

- 9.1. Assist the Board in overseeing the development of the Group's ESG strategy, including agreeing and reviewing the Company's ESG targets.
- 9.2. Oversee and monitor the Group's progress against prescribed ESG targets and hold management to account against the key performance indicators and make recommendations for further improvements.
- 9.3. Review the effectiveness of risk management and internal control policies where relevant to ESG matters.
- 9.4. Oversee and support stakeholder engagement on ESG matters.
- 9.5. Pursuant to Provision 5 of the UK Corporate Governance Code, oversee Board and senior management engagement with the Company's workforce, with the aim of developing a better understanding of employee views.
- 9.6. Receive updates on the work of employee working groups including in respect to diversity and inclusion initiatives and feedback from employee surveys.
- 9.7. Review stakeholder engagement activities, including in respect to customer wellbeing and satisfaction, supporting local communities and charities and supplier engagement.
- 9.8. Make proposals to the Remuneration Committee regarding appropriate ESG related performance objectives for Executive Directors. Provide an assessment as to the outcomes of the ESG related performance objectives as at the end of the reporting period.
- 9.9. Review and approve ESG disclosures, contained in the annual reports and accounts.
- 9.10. With the Audit Committee hold at least one joint meeting a year to review and approve a programme of internal audit work each year aimed at assessing the effectiveness of policies and processes relating to ESG matters.
- 9.11. Review regularly the requirement for external assurance of ESG matters and, as may be deemed necessary, appoint external third-parties to carry out assurance of the effectiveness of ESG related policies, processes and initiatives and the accuracy of the reporting of ESG matters.

## **10. Reporting responsibilities**

- 10.1. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3. The Committee shall produce a report of its activities and the ESG matters of the Company to be included in the Company's annual report and shall be responsible for the integrity of this report.

## **11. Authority**

The Committee is authorised to:

- 11.1. Undertake any activity within its terms of reference.
- 11.2. To seek any information, if required, from any officer or employee of the Company, in order to perform its duties.
- 11.3. Request the attendance of any employee, contractor, consultant, or other external provider of services or advice to the Company, at a meeting of the Committee, as and when required.
- 11.4. Oversee, on behalf of the Board, any investigations concerning matters detailed within its terms of reference.
- 11.5. To obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.