



**KELLER GROUP PLC (the “Company”)  
WORKFORCE ENGAGEMENT COMMITTEE  
TERMS OF REFERENCE**

*Reference to “The Committee” shall mean the Workforce Engagement Committee.  
Reference to “The Board” shall mean the Board of Directors.*

**A. Membership**

1. The Committee shall comprise a Chairman and at least two other members, each of whom shall be appointed by the Board.
2. The members of the Committee shall comprise: the designated Non-executive Director for Workforce Engagement; the Chairman of the HSEQ Committee; the CEO; the HR Director; and the Group Company Secretary and Legal Advisor.
3. The Chairman of the Board and other Directors have a standing invitation to attend meetings of the Committee. Other individuals may be invited to attend all or part of any meeting as and when appropriate.
4. Appointments to the Committee shall be made by the Board in consultation with management.
5. The Committee Chairman shall be the designated Non-executive Director for workforce engagement. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
6. The Deputy Company Secretary or their nominee shall act as the Secretary of the Committee.

**B. Meetings**

1. The Committee shall meet three times a year and at such other times as the Chairman of the Committee shall require. Meetings should be organised so that attendance is maximised (e.g. by time-tabling them to coincide with Board meetings).
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.

3. Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items to be discussed, together with supporting papers, shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, not fewer than five working days prior to the date of the meeting.
4. The quorum for meetings shall be two, both of whom must be independent non-executive directors.
5. The Secretary shall keep appropriate records of all meetings of the Committee, as well as minutes of the proceedings, decisions made and the names of those present and in attendance.
6. Copies of the minutes of the meetings shall be circulated to all members of the Committee and, once agreed, to all other members of the Board (unless a conflict of interest exists).

#### **C. Annual General Meeting**

1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

#### **D. Duties**

The Committee shall:

1. Define the term 'workforce' in the context of the Company.
2. Review relevant workforce policies and practices.
3. Ensure that the Company has policies in place that encourage individuals to raise concerns.
4. Understand the key concerns of the workforce and how the Company is addressing them.

The Committee shall also make recommendations to the Board, in conjunction with the Remuneration Committee and HSEQ Committee, on the Company's policies and practices as to whether they are in line with the Company's purpose and values, and support the desired culture.

#### **E. Reporting Responsibilities**

1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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.
3. The Committee shall make a statement in the annual report about its activities, its definition of workforce in the context of the Company, the process used to engage with the workforce and recommendations made to the Board, where appropriate.

**F. Other**

1. The Committee shall, from time to time, review its own performance, 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.

**G. Authority**

1. The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee do not relieve the Board from any of its responsibilities.
2. There is to be no delegation of executive power to the Committee.
3. The Committee is authorised to seek any information it requires from any employee of the Company and shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities. For ease of reference this should be requested via the appropriate executive director.
4. Any authority to incur costs at the Company's expense is subject to the Company's prior approval to the expenditure and such approval shall not be unreasonably withheld.