



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

A. PURPOSE

The main purpose of the Environment Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to the environment and related sustainability matters arising out of the activities of the Company and its subsidiaries (together, the “Group”).

B. MEMBERSHIP

1. The Committee shall comprise a Chair and two or more other members from amongst the Independent Non-executive Directors, each of whom shall be appointed by the Board, and the Chief Executive Officer.
2. The Chair of the Board shall not be a member of the Committee.
3. Other individuals may be invited to attend all or part of any meeting as and when appropriate.
4. Appointments to the Committee shall be for a period of up to 3 years, which may be extended in the first instance by one further 3-year period and then annually up to an expected maximum of 3 years, provided the director remains independent.
5. The Board shall appoint the Committee Chair, who should be an Independent Non-executive Director.
6. The Company Secretary or their nominee shall be the Secretary of the Committee

C. MEETINGS

1. The Committee shall meet at least three times a year and at such other times as the Chair 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 the Secretary at the request of any of its members.
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 and any other person required to attend, not fewer than three working days prior to the date of the meeting.
4. The quorum for the Committee meetings shall be two members.
5. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present will elect one of their number to chair the meeting.
6. The Secretary shall keep appropriate records of all meetings of the Committee with appropriate minutes of the proceedings and resolutions.
7. Copies of the minutes of the meetings shall be circulated to all members of the Committee.

D. ANNUAL GENERAL MEETING (“AGM”)

The Chair of the Committee shall attend the AGM prepared to respond to shareholders’ questions on the Committee’s activities.

E. DUTIES

1. The Committee shall carry out the duties listed below for the Company and all of its subsidiaries and the Group as a whole, as appropriate. In carrying out these duties, the members of the Committee must comply with their duty under section 172 of the Companies Act 2006 to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, whilst having regard to the interests of employees, stakeholders and other matters as required by section 172.
2. The Committee shall, on behalf of the Board:
 - a. consider and report to the Board the actual and potential impacts of climate-related risks and opportunities on the Group’s business, strategy and financial planning;
 - b. consider the processes, including the metrics and targets, used by the Group to identify, assess and manage climate-related risks;
 - c. consider and recommend to the Board climate-related disclosures in financial reporting;

- d. monitor the Group's Environment Policy and review priorities, targets and challenges on key environment issues and receive regular reports on progress;
- e. receive and review periodic environmental reports, including:
 - i. twice-yearly reports of environmental performance against agreed objectives, including any issues of legal or regulatory non-compliance and management's response;
 - ii. carbon reporting performance and disclosures; and
 - iii. overviews from the operating companies on how they are implementing and complying with the Group's Environment Policy and how this is being considered and included as a part of broader strategic planning of the Group;
- f. evaluate and oversee the quality and integrity of any Group reporting to external stakeholders concerning environmental matters;
- g. review the Group's annual disclosures on environmental matters, including carbon reporting and climate-related financial disclosures prior to publication; and
- h. where it deems appropriate to do so, appoint an independent auditor or auditors to review performance in regard to environment and related sustainability matters and review any strategies and action plans developed by management in response to issues raised.

F. REPORTING RESPONSIBILITIES

1. The Committee Chair 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.

G. OTHER

The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

H. 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 by the Board to seek any information it requires of the Company in order to perform its duties. For ease of reference, this should be requested via the Chief Executive Officer.
4. The Committee is authorised by the Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice at the Company's expense.

APPROVED BY THE BOARD ON 29 JULY 2021