



**KELLER GROUP PLC (the “Company”)
SOCIAL AND COMMUNITY COMMITTEE
TERMS OF REFERENCE**

*Reference to “The Committee” shall mean the Social and Community Committee.
Reference to “The Board” shall mean the Board of Directors.*

A. Membership

1. The members of the Committee shall comprise: the designated Non-executive Director for Workforce Engagement, who will act as Committee Chair; all other independent Non-executive Directors; and the Chief Executive Officer.
2. The Chair of the Board and other Directors have a standing invitation to attend meetings of the Committee. Other individuals from across the organisation may be invited to attend all or part of any meeting as and when appropriate.
3. Appointments to the Committee shall be made by the Board.
4. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
5. The 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 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 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 (“AGM”)

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

D. Duties

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.

The Committee shall:

Policies and systems

- a. assess the policies and systems within the Group for ensuring compliance with material local and international legal and regulatory requirements with respect to social and community aspects, including organisational ethics, corporate citizenship, social sustainable development, stakeholder relationships and diversity;
- b. ensure Management has systems in place for subsidiaries to record and submit statistical data that may be required for legal, regulatory and other external reporting;
- c. review and report on material non-compliance by the Company and departures from policy, guidelines and appropriate local and international standards;
- d. ensure that the Company has policies in place that encourage individuals to raise concerns;
- e. review relevant workforce policies and practices;

Technical developments

- f. consider technical developments in the fields of social and community management and practice and, where appropriate, have the impact of these on the business assessed and provide appropriate strategic guidance;

Performance

- g. assess the performance of the Group regarding the impact of social and community decisions and actions upon employees, communities and other stakeholders;
- h. monitor and evaluate the Company's organisational culture against the Purpose and Vision of the Company;

Risks

- i. evaluate the effectiveness of the Group's framework, policies and systems for identifying and managing social and community risks within the Group;
- j. assess the impact of social and community decisions and actions on the reputation of the Group;
- k. identify and/or ratify those material issues related to social and community which could impact the longer term viability of the Company;
- l. communicate, where applicable, its material social and community risks to the Audit and Risk Committee of the Board;

Stakeholders

- m. ensure, on behalf of the Board, that an appropriate programme of stakeholder engagement management is implemented and maintained;
- n. advise the Board on issues of diversity in general and gender and ethnic diversity in particular as a strategic imperative for the Company;
- o. review the Group's social and community objectives periodically;
- p. review reports, on behalf of the Board, from management concerning all significant social and community incidents within the Group and actions taken by management in this regard;
- q. consider any other matters referred to it from time to time by the Board as they relate to social and community issues;
- r. approve the development and implementation of the Group's Code of Business Conduct and the Supply Chain Code of Conduct;
- s. define the term 'workforce' in the context of the Company;

- t. 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, 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.

The Committee shall also be responsible for approving, reviewing annually and monitoring the implementation and compliance with the following, including any related public disclosures:

- Inclusion Commitments or Diversity, Equity and Inclusion Policy
- Modern Slavery Statement
- HR Policy in what relates to development and training
- Whistleblowing Policy
- Charitable Donations Framework

E. 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, including reviewing and contributing to the development of the relevant disclosures for the annual report.
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

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.

APPROVED BY THE BOARD ON 29 JULY 2021