KELLER GROUP PLC (the "Company")
SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE

A. PURPOSE

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

Its role includes:

1. Sustainability strategy monitoring and policy oversight;
2. Review of management-led sustainability performance and assurance reports;
3. Interaction with other Board Committees on sustainability matters; and
4. Stakeholder engagement on sustainability matters.

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.

2. Other individuals may be invited to attend all or part of any meeting as and when appropriate.

3. The Group Head of Secretariat 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. DUTIES AND RESPONSIBILITIES

1. The Committee shall carry out the duties listed below for the Company and the Group as a whole at a strategic level, 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:

ENVIRONMENTAL (PLANET)

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-, and broader environmental sustainability-related risks and opportunities;

c. consider and recommend to the Board climate-, and broader environmental sustainability-related disclosures in financial reporting prior to publication;

d. monitor the Group's Sustainability Policy (and other related policies such as Biodiversity and Water Policies) 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. carbon reporting performance and disclosures; and
   ii. overviews from the operating companies on how they are implementing and complying with the Group's Sustainability 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. 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;

SOCIAL (PEOPLE)

h. 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.;

i. 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 with respect to social and community aspects;

j. review and report on material non-compliance by the Company and departures from policy, guidelines and appropriate local and international standards with respect to social and community aspects;

k. ensure that the Company has policies in place that encourage individuals to raise concerns anonymously on human rights and modern slavery and periodically review reports received through this means;

l. 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;

m. assess the performance of the Group regarding the impact of social and community decisions and actions upon employees, communities and other stakeholders;

n. evaluate the effectiveness of the Group's framework, policies and systems for identifying and managing social and community risks,

o. evaluate the effectiveness of the Group's framework, policies and systems for identifying and managing human rights and modern slavery risks within the Group;

p. assess the impact of social and community decisions and actions on the reputation of the Group;

q. identify and/or ratify those material issues related to social and community which could impact the longer term viability of the Company;

r. ensure, on behalf of the Board, that an appropriate programme of stakeholder engagement management on social and community issues is implemented and maintained;

s. review the Group's social and community objectives periodically;

t. review reports, on behalf of the Board, from management concerning all significant social and community incidents connected to operations within the Group and actions taken by management in this regard;

u. review reports, on behalf of the Board, from management concerning all significant human rights or modern slavery incidents connected to operations within the Group and actions taken by management in this regard;

v. consider any other matters referred to it from time to time by the Board as they relate to social and community issues;

approve the development and implementation of the Supply Chain Code of Business Conduct;

w. approve, review annually and monitor the implementation and compliance with the following, including any related public disclosures:

- Sustainability Policy
- Modern Slavery and Human Trafficking Statement
- Charitable Giving Policy
- Human Rights Policy
- Biodiversity Policy
- Water Policy

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 and reporting on its activities during the year.

3. The Committee shall monitor feedback from shareholders and other stakeholders with regard to the Company's performance against its sustainability objectives and make recommendations to the Board as to actions to be taken.

F. ANNUAL GENERAL MEETING ("AGM")

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

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 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 through the Secretary.

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.

5. The Committee is encouraged to continue its development and education on sustainability matters and request the support of the Secretary to facilitate this.

H. OTHER

The Committee shall:

1. 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.

2. Review incentive targets and outcomes related to its remit, for recommendation to the Remuneration Committee.

3. Communicate to the Audit and Risk Committee, where applicable, any material environmental, social and community risks identified.