

ECORA RESOURCES PLC

DESIGNATED NED FOR WORKFORCE ENGAGEMENT

TERMS OF REFERENCE

Adopted by the Board of Ecora Resources PLC (the “Company”) on 24 March 2020

1. Purpose of the Designated NED for Workforce Engagement

- 1.1 At Ecora Resources PLC (the “Company”), employee and wider workforce engagement is critical to its success. The Company aims to create a diverse and inclusive workplace where every member of the workforce can reach their full potential. The Company engages with its people to seek to ensure it is delivering to their expectations, supporting wellbeing and making the right business decisions. This will help the Company to retain and develop its talent.
- 1.2 As part of the Company’s workforce engagement process, and bearing in mind the requirements of Provision 5 of the UK Corporate Governance Code, the Board has decided to appoint a designated non-executive director for employee engagement (“DNED”).
- 1.3 Engagement by the DNED through a range of formal and informal channels will help the workforce to share ideas and concerns with senior management and the Board. It is intended to provide useful feedback about business practices from those delivering them and can help empower colleagues.

2. Objectives and responsibilities of the DNED

- 2.1 The DNED will be expected to:
- (a) bring the views and experiences of the workforce into the boardroom;
 - (b) work with the Board and particularly the executive directors, so that the Board takes appropriate steps to evaluate the impact of Board proposals and developments on the workforce, particularly on steps which may be needed to mitigate any adverse impact and input into workforce policies;
 - (c) challenge the executive directors as needed as to the way in which workforce engagement is undertaken and suggest steps to be taken by the Board to address workforce concerns arising out of business-as-usual activities; and
 - (d) feedback to the employee town halls on the steps taken by the Board to address their concerns or explain why particular steps have not been taken.
- 2.2 Through regular workforce engagement, the DNED shall seek to identify any areas of concern in the workforce and discuss these with the Board. Such feedback will be on an ad-hoc basis as needed and bi-annually in May and November at the respective Board meetings.
- 2.3 The DNED will have discretion as to actions to be taken but these are normally expected to include the holding of employee town halls, one-to-one/smaller group engagements and combined Board and workforce meetings. The number of workforce engagements each year will be discussed with the Board.

- 2.4 The DNED will be given necessary support to perform the role. In particular this may include:
- (a) bi-annual meetings with the Head of Legal and the Company Secretary to discuss any human resources issues which may have arisen;
 - (b) receiving copies of all current workforce related policies;
 - (c) access to the results of any feedback from the wider workforce; and
 - (d) appropriate secretarial and logistical support and access to external human resources support in order to fulfil the DNED duties.

3. Principles adopted by the Board on workforce engagement

- 3.1 The Board ensures that that workforce policies and practices are consistent with the Company’s values and support its long-term sustainable success.
- 3.2 The Board keeps engagement mechanisms under regular review, including the appointment and function of the DNED, so that they remain effective.
- 3.3 The Board will consider workforce feedback provided to the DNED when implementing or updating workforce policies and practices.
- 3.4 The Board ensures that the workforce can raise concerns in confidence and if they wish, anonymously, through its whistleblowing hotline (please refer to the Company’s Whistleblowing Policy for more details). The Board ensures that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.
- 3.5 The Board is committed to creating an environment which the workforce feels it is safe to raise concerns and to ensuring that there are no negative repercussions as a result of raising such concerns.

4. Appointment, tenure and termination

- 4.1 The appointment of the DNED will be recommended by the Nomination Committee and approved by the Board.
- 4.2 The expected tenure of the DNED is 12 months (which may be extended, subject to the individual’s continuing appointment as a non-executive director on the Board).
- 4.3 The appointment as DNED will terminate automatically upon the relevant person ceasing to be a director on the Board.

Approval History

Date	Version	Approved By	Details
24/03/2020	1.0	The Board of Directors	