

ECORA RESOURCES PLC

SUSTAINABILITY COMMITTEE (the “Committee”)

TERMS OF REFERENCE

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

1. Purpose

The objective of the Committee is to assist the Board in overseeing the Group’s policies, processes and strategies designed to achieve long-term value for its stakeholders through sustainable and responsible investment, with a strong focus on environmental, social and governance (ESG) factors.

2. Scope

The Committee shall be responsible for overseeing:

- a) the compliance with the Group’s Environmental, Social and Governance policy; and
- b) the development, implementation and on-going monitoring of the Group’s processes supporting sustainable investment.

The Committee shall work and liaise with other board committees, as appropriate, including the audit committee in respect of monitoring the Group’s procedures and systems established by management to identify, assess, monitor and manage risk.

3. Membership and Appointment

- 3.1 The Committee shall comprise three or more directors. The majority of the members shall be independent non-executive directors.
- 3.2 The Chair of the Board may be a member of, but not chair, the Committee if he or she was considered independent upon appointment.
- 3.3 Appointments to the Committee shall be made by the Board on the recommendation of the Nomination Committee, in consultation with the Committee Chair.
- 3.4 The Committee Chair shall be an independent non-executive director appointed by the Board, on the recommendation of the Nomination Committee. In the Committee Chair’s temporary absence, one of the other Committee members, either nominated by the Committee Chair or elected by the Committee, will act as Committee Chair.
- 3.5 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

4. Secretary

4.1 The Company Secretary, or a nominee, shall be the secretary of the Committee.

5. Quorum

5.1 A quorum of the Committee shall comprise any two Committee members.

5.2 Members of the Committee may attend in person or participate by other means, including teleconference or video conference.

6. Meetings

6.1 The Committee shall meet not less than three times a year, and at other such times as any member, or the secretary of the Committee, shall require.

6.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.

6.3 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.4 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless in the opinion of the Committee Chairman it would be inappropriate to do so.

7. Notice of Meetings

7.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be circulated to each member of the Committee. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, unless the Committee Chair, determines that it would be inappropriate for any one or more individuals to receive them.

7.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

8. Reporting Procedures

8.1 The Committee Chair shall report to the Board after each meeting on the matters discussed and the minutes of each Committee meeting shall be received by the full Board (as appropriate).

8.2 The Committee will report to the Board on its work in discharging its responsibilities during the year and the outcomes of its formal annual review.

8.3 The Committee will review and recommend to the Board on the adequacy of the reporting on sustainability opportunities, risks and issues in the Annual report and other relevant public documents.

8.4 The Committee Chair (or another Committee member nominated by the Committee Chair) will attend the annual general meetings to respond to any shareholder questions on the Committee's activities and the Group's approach to sustainability.

9. Delegation

9.1 The Committee has the delegated authority of the Board in respect of the functions and powers in these terms of reference. The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation the establishment of sub-committees to analyse particular issues or themes and to report back to the Committee.

9.2 Where appropriate to ensure the ongoing operating efficiency of the Committee, the Committee may delegate responsibility to the Committee Chair to execute decisions on its behalf. In these instances, the Committee Chair would, where appropriate solicit the views of fellow Committee members.

10. Limitation of Responsibility

10.1 The appointment of the Committee shall in no way impinge upon any delegations of authority or responsibility made by the Company and other individual companies within the Group, pursuant to any relevant legislation which may be in force from time to time.

10.2 Subject to the above provisions and subject to the provision of, and so far as may be consistent with, any relevant legislation the members of the Committee shall not attract any personal liability to the Company arising from their appointment and, subject as aforesaid, the Company shall indemnify members of the Committee against all and any claims arising from the actual or purported discharge of the duties in respect of their appointment.

11. Resources

11.1 The Committee has full authority and resources to investigate all matters falling within its terms of reference and accordingly, the Committee may:

(a) obtain, at the Group's expense, any external independent professional or expert advice, as it considers necessary in connection with its purpose and, if required, secure the attendance of such advisors at its meetings; and

(b) have such direct access to the Group's resources as it may reasonably require including access to management.

12. Review and Evaluation

The Committee will undertake a formal annual evaluation of its effectiveness, including the role and responsibilities of the Committee, its organisation and effectiveness and the qualifications of its members. This shall include a review of these terms of reference.

Appendix - Committee Responsibilities

- Approve the development and implementation of the Group’s Environmental, Social and Governance Programme.
- Monitor the appropriateness of the Group’s strategy against the Group’s approved Environmental, Social and Governance Policy.
- Review the effectiveness of the process for assessing and managing catastrophic risks falling within the scope of the committee.
- Coordinate the Committee’s risk management work with the Audit Committee, in particular in relation to reporting to the Board.
- Oversee the development, implementation and ongoing monitoring the Group’s approach to sustainable investment.
- Oversee the process for selection and engagement, and where applicable dismissal, of the external consultants engaged to assess the environmental, social and governance performance of potential investments together with the on-going monitoring of assets acquired.
- Review the findings of the Group’s external consultants engaged in the assessment of potential investments and the on going monitoring of the environmental, social and governance performance of assets acquired.
- Prior to making recommendations to the Board, meet independently with the Head of Legal and the Company Secretary at least annually to review the effectiveness of the Group’s Environmental, Social and Governance Programme including:
 - a) standards of business conduct as embodied in the Group’s Code of Conduct, the Anti-Bribery, Corruption and Money Laundering Policy and the Whistleblowing Policy;
 - b) management’s assessment of material compliance risks, mitigation strategies to address them and ongoing monitoring; and
 - c) the framework developed by management in relation to data privacy matters.
- Review reports on the Group’s compliance with material compliance obligations, including anti-corruption, bribery, fraud, political donations and expenditure and privacy laws and regulations and monitor reporting of fraud, bribery and improper acts.
- Evaluate the effectiveness of the processes and reporting systems put in place by management to deal with inappropriate business conduct and integrity.

Approval History

Date	Version	Approved By	Details
24/03/2020	1.0	The Board of Directors	Establishment of the Group’s Sustainability Committee