

Gamma Communications plc

Environmental, Social and Governance (ESG) Committee

Terms of Reference

Adopted by the Board on 25 November 2021 and revised on 30 November 2023.

1. Purpose of the committee and definition of ESG matters

The main purpose of the committee is to represent the board in defining the company's governance, strategy and management relating to ESG matters and in reviewing the practices and initiatives of the company relating to ESG matters ensuring they remain effective and up to date.

In these terms of reference "ESG matters" or "ESG" refers to the following areas:

- **Environmental:** The company's impact on the natural environment and its response to the challenge and governance around climate-related risks and opportunities including greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, impact on water resources and deforestation, pollution, efficient use of resources, the reduction and management of waste, and the environmental impact of the company's supply chain.
- **Social:** the company's interaction with employees, other stakeholders and the communities in which it operates and the role of the company in society including; workplace policies (e.g. employee relations and engagement, diversity, non-discrimination and equality of treatment, health safety and well-being), ethical/responsible sourcing and social aspects and labour standards of the supply chain (including child labour and modern slavery), and engagement with and contribution to the broader community through social projects and charitable donations.
- **Corporate Governance and Behaviour:** the ethical conduct of the company's business including its corporate governance framework, business ethics, policies, and codes of conduct (e.g., related to donations and political lobbying, bribery and corruption), and the transparency of non-financial reporting.

2. Membership

- 2.1. Members of the committee shall be appointed by the board on the recommendation of the nomination committee in consultation with the chair of the ESG committee. The committee shall be made up of at least three members, the majority of whom are independent non-executive directors. The chair of the board may serve as a member if he or she was considered independent on appointment as chair.
- 2.2. Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief financial officer, the chief operating officer, the chief people officer, the group sustainability director and any other company employee may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The committee may also invite the independent non-executive directors and also external advisers to attend for all or part of any meeting.
- 2.3. Appointments to the committee shall normally be for a period of up to three years, which may be extended for two further three-year periods, so long as the majority of members continue to be independent. The membership of the committee will at all times be subject to periodic review by the nomination committee in conjunction with the ESG committee chair.

2.4. The board shall appoint the committee chair who shall be an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The chair of the board shall not be chair of the committee.

3. Secretary

3.1. The company secretary or his or her nominee shall act as the secretary to the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the matters under discussion.

4. Quorum

4.1. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

5. Frequency of Meetings

5.1. The committee shall meet at least twice a year and at such other times as the chair of the committee shall require.

6. Notice of Meetings

6.1. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.

6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

7.1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance, and will maintain appropriate records.

7.2. Draft minutes of committee meetings shall be circulated promptly to all members of the committee and once agreed, to all members of the board, unless, in the opinion of the committee chair a conflict of interest exists.

8. Annual General Meeting

8.1. The committee chair, or in their absence an appointed deputy, shall attend the company's Annual General Meeting (AGM) prepared to respond to any shareholder questions on the committee's activities.

9. Decisions of the committee

9.1. Any decisions of the committee shall be taken on a simple majority basis. The chair shall have a casting vote in the event of there being no majority.

10. Duties

10.1. To oversee the development of, and to make recommendations to the board regarding the group's ESG strategy.

- 10.2. To oversee the establishment of and approve policies and codes of practice and their effective implementation, and to monitor and review their ongoing relevance, effectiveness, and further development.
- 10.3. To identify the relevant ESG matters that do or are likely to affect the operation of the company and/or its strategy.
- 10.4. Ensure that the company monitors and reviews current and emerging ESG trends, relevant international standards and legislative requirements; identifies how those are likely to impact the strategy, operations and reputation of the company; and determines whether and how these are incorporated into or reflected in the company's ESG policies and objectives.
- 10.5. To set appropriate strategic goals, as well as shorter term KPIs and associated targets related to ESG matters and oversee the ongoing measurement and reporting of performance against those KPIs and targets.
- 10.6. Work in conjunction with the risk committee to oversee the identification and mitigation of risks relating to ESG, as well as the identification of opportunities related to ESG matters.
- 10.7. To oversee the company's engagement with its broader stakeholder community, working with the Workforce Engagement Director in the case of the workforce.
- 10.8. To ensure that the company provides appropriate information and is transparent regarding its ESG related policies with the investment community, particularly ethical/socially conscious investment funds, by whatever means are deemed to be most effective.
- 10.9. Work and liaise as necessary with all other board committees.

11. Reporting Responsibilities

- 11.1. The committee chair shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2. The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3. The committee shall oversee the production of an annual report of the company's ESG strategy, policies, practices and appropriate performance metrics which may form part of the company's annual report.

12. Other matters

- 12.1. At least annually, the committee shall 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.
- 12.2. The committee should have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required, and also should be provided with appropriate training as required.

13. Authority

- 13.1. The committee is authorised by the board to seek any information it requires from any employee of the company in order to perform its duties, and all employees shall be directed to cooperate with any requests made by the committee.

13.2. In connection with its duties the committee is authorised by the board, at the company's expense, subject to any budgetary constraints imposed by the board:

13.2.1. To obtain outside legal or other independent professional advice from time to time as required.

13.2.2. To commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfil its duties.
