

TERMS OF REFERENCE

ESSENTRA PLC (THE 'COMPANY')

ENVIRONMENTAL SOCIAL GOVERNANCE COMMITTEE (THE 'COMMITTEE')

5 December 2023

The Board of the Company ('the Board') had previously established a committee of the Board known as the Board Sustainability Committee at a meeting held on 17 September 2019, when terms of reference were formally agreed. The terms of reference ('ToR') were revised including the re-naming of the Committee as the Environment Social Governance ('ESG' Committee (the 'ESG Committee')) and approved by the Board on 15 December 2022. The Terms of Reference were subsequently reviewed again and approved by the Board on 5 December 2023.

1. Membership

Members shall be appointed by the Board and shall be made up of at least three members on the recommendation of the Nomination Committee in consultation with the Committee Chair.

1.1 The Committee Chair shall be an independent director appointed by the Board. The Chair of the Board may be a member, but not Chair, of the Committee.

1.2 The membership of the Committee shall be

Chair	Ralf Wunderlich
Non-Executive Director	Kath Durrant
Non-Executive Director	Dupsy Abiola
Non-Executive Director	Adrian Peace
Non-Executive Director	Mary Reilly
Chief Executive	Scott Fawcett

At least one member of the Committee must have relevant skills, experience or qualifications, as determined by the Board, in environmental, social and governance related matters.

1.3 Only members of the Committee have the right to attend Committee meetings. The Chair of the Board, Company Secretary and Head of Sustainability Strategy will have a standing invitation to attend each meeting. Members of the Group Executive Committee and wider leadership team will be invited to attend meetings of the Committee on a regular basis and other non-members, both internal and external to the Company, may be invited to attend from time to time together with other executives responsible for environmental, social and governance affairs of the Company as appropriate.

1.4 In the absence of the Committee Chair the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be three members, provided at least one is an independent non-executive director. 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.

4. Frequency of Meetings

The Committee shall meet at least four times a year at appropriate times in the annual review and reporting cycle and otherwise as required.

5. Notice of Meetings

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

5.2 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 and any other person required to attend, no later than five working days before the date of the meeting

5.3 Supporting papers shall be available in either a paper or an electronic format and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

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

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

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

7. Duties

7.1 The Committee should have oversight of the Company and unless required otherwise by regulation, carry out the duties below for the parent company, major subsidiary undertakings and the Company as a whole.

7.2 The Committee shall:

7.2.1 have delegated responsibility and oversight for determining the Company's ESG strategy and that it aligns and promotes the Company's long term sustainable success and delivers the Company's purpose and long term strategy;

7.2.2 advise the Group Executive Committee and other Board committees on the appropriateness of ESG targets, and key performance indicators, and receive, review and assess reports on progress towards the achievement of such targets and indicators on a regular basis;

7.2.3 review and advise the Audit and Risk Committee on the process used to report on the Task Force on Climate Related Disclosures ('TCFD') and other regulatory reporting requirements; and

7.2.4 where policies form the basis of the Company's approach to ESG, and another Board committee has oversight of the policy under the Company's Governance Framework, the Committee will review and recommend to the Board and other Board committees, on the appropriateness of the policy.

7.2.5 work and liaise as necessary with other Board committees, ensuring the interaction between the Board committees and the Board is reviewed regularly.

8. Reporting Responsibilities

8.1 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.

8.2 The Committee will:

8.1.1 advise the Audit and Risk Committee of any material non-financial risks or governance related risks identified which are relevant to the role of the Audit and Risk Committee;

8.1.2 advise the Nomination Committee of any social related risks identified which are relevant to the role of the Nomination Committee;

8.1.3 report to the Remuneration Committee on its assessment on the progress of any ESG targets or metrics used for determining remuneration awards;

8.1.4 review and approve for submission to the Board a statement to be included in the Annual Report concerning the activities of the Committee;

8.1.5 review and approve for submission to the Board, other reports for inclusion in the Annual Report arising from a regulatory requirement to do so, e.g. TCFD & gender pay reporting;

8.1.6 review all relevant non-financial Company's policies for inclusion within the Annual Report.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9 Other Matters

The Committee shall:

9.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required and, at the Committee's discretion, seeking advice from external consultants;

9.2 work and liaise as necessary with all other Board and executive committees;

9.3 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

9.4 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules as appropriate; and

9.5 once a year, 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.

10 Authority

The Committee is authorised to:

10.1 investigate any matter which it regards as relevant to its duties;

10.2 seek any information it requires from any employee of the Company in order to perform its duties;

- 10.3 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- 10.4 call any employee to attend at a meeting of the Committee as and when required; and
- 10.5 have the right to publish in the Company's Annual Report, details of any issues that cannot be resolved between the Committee and the Board.