

EMIS Group Plc

Environmental, Social and Governance Committee Terms of Reference

Version 1 - October 2021

FOR INTERNAL PUBLICATION

Environmental, Social and Governance Committee

– Terms of Reference

1. PURPOSE

The purpose of the Environmental, Social and Governance Committee (the “**Committee**”) is to assist the Board in fulfilling its oversight responsibilities with regard to, including, but not limited to environmental, health and safety, corporate social responsibility, sustainability, corporate governance, reputation, diversity, equity and inclusion and community issues relevant to the Company (collectively, “**ESG Matters**”).

2. COMPOSITION

The committee is comprised of the CEO, Health and Enterprise, the Company Secretary, Director of Group Risk and Internal Audit, Head of Group Procurement, Head of HR – Group Operations, Commercial, Clinical & Finance, Health and Safety Manager and various representatives from across the business.

3. MEETINGS, PROCEDURES AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Memorandum and Articles of Association (as may be amended and/or restated from time to time, the “**Memorandum and Articles of Association**”) that are applicable to the Committee. The Committee will meet as frequently as it deems necessary and advisable to carry out its duties, but no fewer than four times each calendar year.

The Committee has the authority to retain any advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

The Committee established here has no powers other than those delegated in these Terms of Reference. It is not a formal sub-committee of the Board or of any Committee of the Board.

4. REPORTING

Actions and decisions arising from the meetings will be kept and output from the Committee will be reported to the Board at least twice a year by the Company Secretary.

5. RESPONSIBILITIES

The Committee will have, without limitation, the following duties and responsibilities:

- Recommend to the Board the Company’s overall general strategy with respect to ESG Matters including objectives and key performance indicators.
- Monitor progress against key performance indicators.
- Oversee the Company’s policies, practices and performance with respect to ESG Matters.
- Oversee the Company’s reporting standards in relation to ESG Matters.
- Review the ESG report to be included in the Annual Report and put forward for Board approval.

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- Report to the Board on current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same.
- Advise the Board on any significant stakeholder concerns relating to ESG Matters.

Adopted by the Board on 19 October 2021