

ESG Committee – Terms of Reference

March 2023

- 1.** There shall be a Committee of the Board to be known as "The ESG Committee".

 - 2.** The members shall be the Chairman, the selected Non-Executive Directors, the Sustainability and Projects Director, the Head of Social Impact, the CEO and the CFO.

 - 3.** A quorum shall be the Chairman and one Non-Executive Director.

 - 4.** The Chairman shall be the Chairman of the Committee.

 - 5.** No-one shall be present during the discussion of or vote on matters regarding his or her own position.

 - 6.** The Company Secretary shall be the Secretary of the Committee and shall keep an appropriate record of its proceedings.

 - 7.** Meetings shall be held not less than once a year and as and when requested by its Chairman.

 - 8.** The Committee is authorised by the Board to:
 - do all such acts and deeds as are required to perform its duties;
 - obtain any information it requires from any employee of the Group or any of its subsidiaries; and
 - engage, at the Company's expense, external legal or other advisers or consultants on any matter within its Terms of Reference and to permit their attendance at meetings.

 - 9.** The Company Secretary shall make available the minutes of meetings of the Committee to all members of the Committee and, following their approval, to all members of the Board.

 - 10.** The key roles and responsibilities of the Committee include:
 - approving the Group's social impact strategy which promotes activities that deliver value to the communities surrounding the Group's assets including through grants made by the Assura Community Fund;
 - approving the Group's sustainability strategy;
 - setting the annual budgets and capital allocations for the social impact and sustainability strategies and monitoring spend against these budgets;
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- leveraging the Group's competitive advantage to drive the social impact and sustainability strategies;
 - reviewing the implementation of the Group's social impact and sustainability strategies and reporting to the Board on their implementation;
 - reviewing the Group's performance against its social impact and sustainability targets and ambitions;
 - receiving and reviewing regular business updates and reports across the Group on performance against the social impact and sustainability strategies;
 - monitoring and reviewing the work of the social impact and sustainability steering committee in reviewing and recommending new social impact and sustainability initiatives;
 - ensuring that the Committee and the Board are kept up to date of any regulatory changes in relation to sustainability which impact the business of the Group and its sustainability strategy and implementation of this strategy;
 - horizon scanning environmental and property technology to ensure the Group avails of appropriate technology to aid with the sustainability strategy
 - reviewing the suitability of, and making recommendations to the Remuneration Committee in relation to, metrics for the ESG component of the incentive plans for the executive team;
 - reviewing the Company's public sustainability reporting prior to its release including TCFD and sustainability disclosures in the annual report and accounts and, provided the Committee is satisfied with the content of such reports, recommending such reports to the Board for approval
 - ensuring the Group provides relevant sustainability information to comply with financing covenants
 - review minutes from the audit and risk committees so that the Committee is aware of any governance issues in the Group
 - receive minutes from the social impact and steering committee
 - approving the Group's social impact and sustainability policies

11. The Committee shall:

- make a statement in the annual report about its composition and activities including the number of meetings, its members' attendance record and the process used for the appointments (explaining if external advice or open advertising has not been used);
- keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates; and
- ensure that a member of the Committees attends the AGM to answer questions about its activities and responsibilities.

12. The Committee shall ensure that an annual review is undertaken of the Board and its operations and that a report on this is received by the Committee.

Definitions

In these Terms of Reference:

"**Assura Group**" or the "**Company**" shall mean Assura plc; and "**Group**" shall mean Assura plc and its subsidiaries and subsidiary undertakings for the time being.
