

SOFTCAT PLC**(the "Company")****Terms of Reference of the Sustainability Committee**

Chair:	Vin Murria
Members:	The Board
Attendee(s):	Operations Director; Sustainability Lead
Frequency of Meetings:	At least twice a year and as required

1. CONSTITUTION

- 1.1. The meetings and proceedings of the Sustainability Committee (the "Committee") are governed by the Terms of Reference set out below which were adopted by the board of directors of the Company (the "Board") on 9 March 2022.
- 1.2. The Committee is a Board committee, to which it is delegated the responsibility and authority for the functions and powers set out in these terms of reference.
- 1.3. The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the company secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

2. MEMBERSHIP

- 2.1. The Committee shall be made up of at least three members. This should include a majority of Non-Executive Director.
- 2.2. Only members of the Committee 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.
- 2.3. Members of the Committee shall be appointed by the Board.
- 2.4. The Board shall appoint the Committee Chair, who may be any Director of the Company.

3. SECRETARY

- 3.1. The Company Secretary or his or her nominee shall be the secretary of the Committee (the "Committee Secretary") and will ensure that the Committee receives information and papers in a timely manner.

4. QUORUM

- 4.1. The quorum necessary for the transaction of business shall be two members.
- 4.2. The Committee may hold meetings either in person or via any method of electronic communication whereby the participants are able to communicate effectively with each other.
- 4.3. Decisions may be made without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair.

5. FREQUENCY OF MEETINGS

- 5.1. The Committee shall meet at least twice a year and otherwise, as required.

6. NOTICE OF MEETINGS

- 6.1. Meetings of the Committee shall be called by the Committee Secretary at the request of the Committee Chair, or any of the Committee members.
- 6.2. Unless otherwise agreed and where practicable, 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 the meeting, no later than five working days before the date of the meeting.

7. MINUTES OF MEETINGS

- 7.1. The Committee Secretary shall minute the proceedings and resolutions of Committee meetings, including names of attendees and any conflicts of interest.
- 7.2. Draft minutes of the Committee meetings shall be circulated to all members of the Committee for comment. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

8. DUTIES

With input and recommendations from management, the Committee shall:

CLIMATE CHANGE

- 8.1. Consider the Company's impact on the natural environment and its response to the challenge of climate change including: greenhouse gas emissions, energy consumption, use of renewable energy, the efficient use of resources and impact of the business' supply chain. The Committee shall approve the sustainability strategy of the Company, including goals, targets, initiatives and objectives, having consideration for the long-term success of the Company and the view of its wider stakeholders.
- 8.2. Review and approve a sustainability policy that reflects the sustainability strategy of the Company, which is to be reviewed and amended (where necessary) annually to ensure it is effective and is reflective of best practice.
- 8.3. Review the performance of the Company against the goals, targets, initiatives and objectives approved by the Committee in the sustainability policy and management's implementation of associated policies and practices.
- 8.4. Review sustainability-related projects proposed or implemented by management.
- 8.5. Monitor emerging trends in regulation and reporting standards regarding sustainability that are relevant to the Company.
- 8.6. Review other policies and practices relating to sustainability, ensuring the Company remains compliant with applicable regulation, practice and the promotion of the good reputation of the Company.
- 8.7. Monitor and review the effectiveness of management's processes for identifying and assessing climate-related risks and opportunities and management's responses to such risks and opportunities.
- 8.8. Review public disclosures relating to sustainability and monitor the integrity of these disclosures. This shall include, but is not limited to, the Sustainability Report and disclosures made in accordance with the Task Force on Climate-related Financial Disclosures, within the Company's annual report and accounts.
- 8.9. Review, working with the Audit Committee as appropriate, internal audit reports on sustainability matters and assess management's response to any findings.
- 8.10. Make recommendations to the Board in relation to the required resourcing and funding of sustainability-related activities and, on behalf of the Board, oversee the deployment of any approved resources and funds.

OTHER AREAS OF CORPORATE RESPONSIBILITY

The Committee shall also review other matters in respect of corporate responsibility which are not currently reserved to the Board or part of the remit of other committees of the Board. This shall include:

- 8.11 Reviewing at least annually key charitable and community initiatives for the Company.
- 8.12 Receiving at least annually an update on health and safety issues within the business. This shall include any statutory requirements in respect of the reporting of serious workplace accidents and specified dangerous occurrences (near misses).
- 8.13 Reviewing for approval any policy in respect of human rights.

9. REPORTING RESPONSIBILITIES

- 9.1. The Committee Chair shall report to the Board on the proceedings of each meeting.
- 9.2. The Committee shall review, provide comments and recommend for approval the section in the Company's Annual Report and Accounts in respect of sustainability.

10. AUTHORITY & ACCESS TO RESOURCES

The Committee is authorised to:

- 10.1. Seek any information it requires from any employee of the Company, contractor, consultant or other provider of services to the Company in order to perform its duties.
- 10.2. Obtain, at the Company's expense, outside legal or other professional advice on any matters within its remit.

The Committee shall:

- 10.3. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance.
- 10.4. Be provided with appropriate and timely training.
- 10.5. At least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board, for approval.