

Future plc

(the **Company**)

Terms of Reference: Responsibility Committee

as adopted by the Board of Directors of the Company on 21 September 2021

References to the **Board** shall mean the board of directors of the Company.

References to the **Code** shall mean the 2018 UK Corporate Governance Code, as amended.

References to the **Committee** shall mean the Sustainability Committee.

References to the **Committee Chairman** shall mean the chairman of the Committee.

References to the **Committee Secretary** shall mean the secretary of the Committee, or their nominee.

References to the **Group** shall mean the Company together with its subsidiary undertakings.

1 Membership

- 1.1 The Committee shall consist of a minimum of three members. A majority of the members of the Committee must be independent non-executive directors, one of whom should be a member of the Audit and Risk Committee. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Committee Chairman.
- 1.2 Only members of the Committee have the right to attend Committee meetings. The Committee may request the Company's Chief Executive Officer, Chief Financial Officer, the Head of Corporate Affairs and ESG and other executives (not already being members of the Committee) to attend its meetings for certain agenda items. Directors and senior executives in attendance (not being members of the Committee) may be required by the chairman of the Committee to leave the meetings of the Committee when open discussion might be inhibited by their presence. At the discretion of the chairman of the Committee, outside professional advisors may be in attendance for certain agenda items.
- 1.3 Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three-year periods, subject to the annual re-election of directors and provided the members continue to be independent.

- 1.4 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.5 The Company Secretary or their nominee shall be the Secretary to the Committee.

2 Quorum

- 2.1 A quorum necessary for the transaction of business shall be two members of the committee.
- 2.2 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.

3. Frequency of meetings

- 3.1 The Committee shall meet at least four times a year and otherwise as frequently as is required in the performance of its duties. The timing and agenda of meetings is the responsibility of the Committee chairman, subject whenever practicable to the expressed wishes of Committee members.

4 Notice of meetings

- 4.1 Notice of each meeting confirming the date, venue and time, together with an agenda of items and relevant papers to be discussed shall be formally provided, in writing, to each member of the Committee, other than in special circumstances, at least five working days prior to the meeting. Meetings may be held in person or over the telephone.

5. Minutes of Meetings

- 5.1 The Committee Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance. The Committee Secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and to nominated recipients as soon as practicable after the meeting. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chairman.

6. Duties

- 6.1 The Committee should carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.

- (A) **Sustainability Strategy** Oversee Future's sustainability strategy, consider and approve proposals from management on the content of that strategy and recommend its adoption by the Board.
- (B) **Monitoring and compliance** Review progress against priorities and objectives across Future's sustainability strategy. Review compliance with Future's public commitments on sustainability matters and, to the extent required by the Board from time to time, develop and monitor the effectiveness of the risk management framework related to sustainability and ESG matters, including risk appetite and risk policies.
- (C) **Environment and climate action** Oversee Future's plans on environment and climate action, including the setting, disclosing and achievement of targets.
- (D) **Contribution to society** Oversee and assess Future's overall contribution to, impact on, and role in society, in the countries where Future operates.
- (E) **External Reporting** Review and recommend for approval the external statements and disclosures made by Future in relation to sustainability and ESG matters, including the relevant sections of Future's Annual Report. This shall include keeping under review the extent and effectiveness of Future's external reporting of sustainability performance and its participation in external benchmarking indices.
- (F) **Emerging issues** Consider Future's position on relevant emerging sustainability issues and consider and approve proposals on Group targets and/or the Group's commitment to non-mandatory sustainability-related objectives.
- (G) **Other matters referred by the Board** Consider any other matters relevant to sustainability or ESG matters that are referred to it by the Board.
- (H) **Liaison with other Committees** Work and liaise as necessary with all other Board Committees. Work with the Audit and Risk Committee in relation to the review and approval of disclosure of sustainability and ESG matters in the Annual Report (as referred to above). Work with the Remuneration Committee to ensure that sustainability and ESG matters are appropriately considered in setting the overall remuneration policy.
- (I) **Liaison with Subsidiary Company Boards** Work and liaise as necessary with the boards of the major subsidiary companies.

7 Reporting responsibilities

- 7.1 **The Board** The Chairman of the Committee (or a Committee member nominated by the Chairman of the Committee) shall report to the Board on the proceedings of each Committee meeting.
- 7.2 **Recommendations** The Committee shall make whatever recommendations to the Board it considers appropriate on any area within its remit where action or improvement is necessary.
- 7.3 **Committee Report** The Committee shall assist the Board by preparing a statement for inclusion in the Company's Annual Report describing the role and responsibilities of the Committee and actions taken by the Committee during the relevant period to discharge those responsibilities
- 7.4 **AGM** The Committee Chairman should attend the annual general meeting of the Company (the "AGM") to answer questions from shareholders on the Committee's activities and responsibilities. In addition the Committee Chairman should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. Other Matters

The Committee shall:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 8.2 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;
- 8.3 oversee any investigation of activities which are within its terms of reference;
- 8.4 work and liaise as necessary with all other Board committees ensuring interaction between committees and with the Board is reviewed regularly;
- 8.5 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board; and
- 8.6 make publicly available its terms of reference, explaining clearly the role of the Committee and the authority delegated to it by the Board.

9 Authority

The Committee is authorised to:

- 9.1 investigate any activity within its terms of reference;
- 9.2 seek any information it requires from any employee of the Company in order to perform its duties;

- 9.3 obtain, at the Company's expense, outside legal, accounting, scientific or other professional advice on any matter it believes it necessary to do so;
- 9.4 call any employee to be questioned at a meeting of the Committee as and when required; and
- 9.5 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.