

**Terms of Reference
Environmental Social and Governance Committee**

September 2023

A. Membership

1. The members of the Committee shall comprise all the non-executive directors of the Board, including the Chair of the Board.
2. The Board should appoint the Committee Chair and determine the period of office. In the absence of the Committee Chair the remaining members present will elect one of their number, who must be an independent director, to chair the meeting.
3. The Company Secretary or their nominee will act as the Secretary of the Committee.

B. Meetings

4. The quorum necessary for meetings will be 2 independent non-executive directors and shall include any members participating by teleconference or videoconference.
5. The committee will meet once a year and at such other times as the committee Chair considers appropriate
6. A meeting of the Committee may also be called by any member of the Committee or by the Secretary.
7. Formal decisions are passed by a simple majority vote, with the Committee Chair holding a casting vote.
8. With the permission of the Committee Chair, other individuals may be invited to attend all or part of any meeting.
9. Notice of meetings shall be provided by the Secretary of the Committee at the request of the Committee Chair.
10. The Secretary will minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

C. Duties

11. The Committee shall:
 - a. have oversight of the RM Group's ESG Strategy and that it is fit for purpose; and
 - b. have oversight of key substantial third-party partnerships entered into in relation to the ESG Strategy.
12. Monitor and Review

The Committee shall:

- a. monitor progress against the ESG Strategy and performance against targets and key performance indicators.

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- b. oversee and support stakeholder engagement on ESG matters.
- c. challenge the ESG Strategy and its ongoing implementation through comparison with the activities and ESG strategies adopted by competitors and more general ESG trends.

13. ESG Reporting

The Committee shall:

- a. have oversight of reporting on ESG targets and key performance indicators;
- b. approve of the information included in the Company's Annual Report and other public reporting; and
- c. have oversight of upcoming ESG reporting requirements and ensure that adherence to these is a fundamental element of the ESG Strategy.

14. Policies

The Committee shall:

- a. ensure RM Group maintains appropriate policies to effectively support the ESG framework; and
- b. ensure that RM Group policies are in compliance with any relevant legislation and regulations.

15. Recommendations

It will also make recommendations to the Board:

- a. with regards to any matter within its remit where it believes action or improvement is necessary.
- b. with regard to any update to these Terms of Reference.

16. The Committee shall evaluate its own performance.

D. Authority

17. The Committee is authorised to seek any information it requires from any employee of any Group company in order to perform its duties.

18. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

19. The Committee shall give due regard to the UK Corporate Governance Code, the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any applicable laws and regulations.

20. The Committee may, as it deems appropriate, delegate authority to a sub-committee comprising one or more executive directors to conclude the final details of and implement decisions taken by the Committee.

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E. Reporting

21. The Annual Report shall contain a description of the work of the Committee in discharging its responsibilities.

F. Annual General Meeting

22. The Committee Chair will attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.