

## TERMS OF REFERENCE OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE



Reference to "the Committee" shall mean the Environmental, Social and Governance Committee of the Group.

Reference to "the Board" shall mean the Board of Directors of Currys plc. Reference to "the Company" shall mean Currys plc.

Reference to "the Group" shall mean the Currys group of companies.

Reference to "the ExCo" – shall mean the Executive Committee of Currys plc

### **1. CONSTITUTION**

The ExCo has established a Committee of the ExCo to be known as the Environmental, Social and Governance Committee. The membership, duties and authorities of the Committee are set out in these Terms of Reference which may be amended from time to time by the ExCo.

### **2. MEMBERSHIP**

The Committee shall comprise a minimum of three members to be nominated by the ExCo. At least one member shall be an independent Non-Executive Board director appointed in consultation with the Company's Nominations Committee. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.

### **3. SECRETARY**

The General Counsel and Company Secretary, or their nominee, shall act as the Secretary of the Committee.

### **4. ATTENDANCE AT MEETINGS**

The quorum necessary for the transaction of business by the Committee shall be two members present in person, by telephone or video conference call throughout the meeting. Other attendees who are not Committee members may be invited to attend all or part of any meeting at the discretion of the Committee Chair. Attendees should include representatives from UK&I, Greece and Nordics as far as possible. Any member of the Board or ExCo has a standing invitation to attend Committee meetings should they wish to do so. Meeting participants are encouraged to attend by telephone or video conference rather than travelling for the sole purpose of attending Committee meetings.

### **5. FREQUENCY OF MEETINGS**

The Committee shall meet at least three times a year at appropriate intervals throughout the financial year. Notice of each Committee meeting should be given as early as possible but no later than three working days prior to a meeting date. The meeting agenda and papers should be made available to members of the Committee not fewer than three working days prior to the date of the meeting.

### **6. AUTHORITY**

The Committee is authorised by the ExCo to investigate any activity within its Terms of Reference and seek any information it requires from any employee of the Group in order to perform its duties.

### **7. MINUTES**

Minutes of any formal meeting of the Committee shall be prepared by the Secretary of the Committee, or their nominee, agreed with the Committee Chair and then circulated to all Committee members as soon as possible after each meeting.

## **8. DUTIES**

The Committee shall:

- Oversee the development of the Group's Social Purpose Strategy, ensure it remains fit for purpose and aligned to the Group's vision; We Help Everyone Enjoy Amazing Technology and recommend it to the Board for approval;
  - identify and approve the Environmental, Social and Governance objectives and KPIs required to deliver the Group's Social Purpose Strategy and review reporting against these at Committee meetings;
  - review the ESG risk profile at each meeting to ensure that the risks to achieving the objectives are being appropriately managed.
  - oversee and challenge the activities of the ESG Working Groups;
  - monitor external developments in respect of Environmental, Social and Governance issues and consider any implications for the Group;
  - develop and maintain the Group's policies and practices relating to Environmental, Social and Governance matters to ensure that they remain effective, compliant with legal and regulatory requirements and industry standards and recommend these to the Board for approval;
  - To receive specific reports from Group Responsible Sourcing over the operation of processes and controls in place to ensure compliance with requirements of Modern Slavery regulation.
  - oversee the Group's community, charitable and environmental partnerships;
  - to review and approve all Environmental, Social and Governance content to be published on the Group's external website or in the Company's annual report and accounts;
- and
- make any recommendations to the ExCo on any area within its remit.

## **9. REPORTING RESPONSIBILITIES**

The Secretary of the Committee shall prepare a summary of each meeting and circulate it to the next ExCo meeting for information. The Chair of the Committee shall report formally to the Board on all matters within the Committee duties and responsibilities on at least an annual basis and more frequently as required.

## **10. ANNUAL REVIEW**

The Committee shall at least annually review its own performance, constitution, procedures and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any necessary changes to the Executive Committee.

## **11. RESOURCES AND TRAINING**

The Committee shall have access to sufficient funding and resources in order to carry out its duties including to be able to;

- ensure that Environmental, Social and Governance policies are compliant and effective;
- deliver the agreed objectives of the Group's Social Purpose Strategy and;
- provide appropriate training and induction programmes for Committee members.