



## CURRYS PLC

### TERMS OF REFERENCE OF THE ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE (approved by the Board on 25 October 2022)

Reference to "the **Committee**" shall mean the Environment, 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.

#### 1. CONSTITUTION

1.1 The Board has established a Committee of the Board to be known as the Environment, 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 Board. These Terms of Reference shall be publicly available.

#### 2. MEMBERSHIP

2.1 The Committee shall comprise a minimum of three members, each of whom shall be appointed by the Board on the recommendation of the Nominations Committee.

2.2 All members of the Committee shall be independent non-executive directors. The Chair of the Company shall not be a member of the Committee but may attend meetings by invitation.

2.3 The Board shall appoint the Chair of the Committee and determine the period for which they shall hold office. In the absence of the Committee Chair or any appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2.4 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies.

#### 3. SECRETARY

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

#### 4. ATTENDANCE AT MEETINGS

4.1 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.

4.2 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 or exercisable by the Committee.

4.3 Only members of the Committee have the right to attend and vote at Committee meetings, however 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.

4.4 The Committee shall have authority to require the attendance at a meeting of any Board member, senior executive or employee of the Group.

#### 5. FREQUENCY OF MEETINGS

5.1 The Committee shall meet at such times as the Chair of the Committee shall require and at least twice a year.

5.2 Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items to be discussed shall be forwarded to each member of the Committee, any person required to attend and any other non-executive directors, not fewer than five working days prior to the date of the meeting wherever possible. Supporting papers shall be sent to Committee members and to other attendees (as appropriate) at the same time.

## 6. AUTHORITY

6.1 The Committee is authorised by the Board 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

7.1 Minutes of any 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 and the Board as soon as possible after each meeting.

## 8. DUTIES

8.1 The Committee shall:

- oversee the development of the Group's Environment, Social and Governance 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;
- oversee and challenge the objectives and KPIs required to deliver the Group's Environment, Social and Governance Strategy and review reporting against these at Committee meetings;
- oversee the management of Environment, Social and Governance risks;
- review the ongoing appropriateness of the Group's approach to Environment, Social and Governance issues in the context of external best practice;
- approve the Group's policies and practices relating to Environment, Social and Governance matters to ensure that they remain effective, compliant with legal and regulatory requirements and industry standards;
- receive reports from Group Responsible Sourcing over the operation of processes and controls in place to ensure compliance with requirements of Modern Slavery regulation;
- review all Environment, Social and Governance content and data to be published in the Company's annual report and accounts including the process for the assurance of this data by third parties or the Company's auditors and make any recommendations to the Board as appropriate;
- review all Environment, Social and Governance content on the Company's website, approve any material changes and make any recommendations to the Board as appropriate; and
- make any recommendations to the Board on any area within its remit.

## 9. REPORTING RESPONSIBILITIES

9.1 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and

9.3 The Committee shall prepare and approve a statement for inclusion in the Annual Report about its activities during the year and the approach taken to oversight of Environment, Social and Governance matters.

## **10. ANNUAL REVIEW**

- 10.1 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 Board.

## **11. RESOURCES AND TRAINING**

11.1 The Committee shall:

- have access to sufficient funding and resources in order to carry out its duties;
- 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; and
- give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the FRC's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules and best practice guidance as appropriate.