Strategic Report Governance Financial Statements Investor Information 107

Environmental, Social and Governance ('ESG') committee report

Committee members	Meeting attendance	Number of meetings
Eileen Burbidge (Chair)	4/4	4
Andrea Gisle Joosen*	1/1	_
Tony DeNunzio*	4/4	
Magdalena Gerger*	4/4	
Octavia Morley*	0/0	

^{*}Andrea Gisle Joosen stepped down from the Board on 6 July 2023 and Tony DeNunzio stepped down from the Board on 25 April 2024. Magdalena Gerger joined the Board and the Committee on 1 May 2023 and Octavia Morley joined the Board and the Committee on 1 April 2024.

2023/24 Highlights

- Review of the Group's Sustainability strategy and 3 Year Plan
- Oversight of the development of the Circular Economy strategy.
- Review of ESG disclosures in the Annual Report and Accounts 2023/24 including the assurance process.

Chair's statement

I am pleased to present the ESG Committee (the 'Committee') Report for the year ended 27 April 2024. The Committee was established as a committee of the Board during 2022/23 to enhance the focus on and elevate ESG matters at Board level. ESG activities are increasingly important to each of the Company's main stakeholder groups and essential to deliver the Company's vision – We Help Everyone Enjoy Amazing Technology. The remit of the Committee includes the approval of the Group's ESG strategy, the oversight of the delivery of this strategy and monitoring of ESG risks and opportunities. The Committee has approved the Group's ESG priorities – growing our circular business, achieving net zero by 2040 on climate, and alleviating digital poverty.

The Committee oversees the work of the Group Sustainability Leadership Team ('GSLT'). The GSLT co-ordinates the delivery of the Group's sustainability agenda and metrics which requires substantial cross-functional collaboration and reports into the Executive Committee. The GSLT is comprised of several senior leaders in the business and attended by representatives from teams including Supply Chain, Risk, Sustainability, Services and Commercial. During the year, the GSLT progressed each of the Group's ESG priorities including raising funds and awareness to tackle digital poverty, finalising clear plans to deliver the necessary reduction in Scope 1 & 2 emissions, developing a deeper understanding of the drivers of the Group's Scope 3 emissions and evolving our engagement with suppliers.

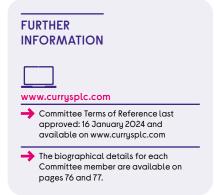
The Committee receives detailed updates from each GSLT meeting and I also attended a GSLT meeting during 2023/24.

On behalf of all Committee members, past and present, I am thrilled with the Group's progress on the agreed ESG priorities, as well as other initiatives which are reflected in colleagues' positive morale and our ever-improving customer experiences. I wholeheartedly commend the GSLT and all colleagues in their commitment to ESG responsibilities and look forward to continued progress towards realising the Company's ESG strategy.

Meetings and membership

The Committee meets as and when required and at least twice a year. As a newly established Committee, there were four Committee meetings during the financial year 2023/24. A further Committee meeting was held after the financial year end in June 2024. All three members of the Committee are independent nonexecutive directors. Andrea Gisle Joosen stepped down from the Board on 6 July 2023 and was replaced on the Committee by Magdalena Gerger, who was appointed on 1 May 2023. Both Andrea and Magdalena attended the first Committee meeting of the financial year held in June 2023. Tony DeNunzio attended all Committee meetings during the year and stepped down from the Board on 25 April 2024. Octavia Morley joined the Board and the Committee on 1 April 2024 and will attend the Committee meetings in 2024/25. Other members of the Board or senior management can attend meetings at the invitation of the Committee Chair. The Company Secretary, or their nominee, acts as Secretary to the Committee. The Committee's deliberations are reported by its Chair at the next Board meeting and the minutes of each meeting are circulated to all members of the Board. The Committee will also make any recommendations to the Board as it deems appropriate within its remit where action or improvement

The Board completed an internal effectiveness review process during 2023/24 and this included the Board and all its committees. This process found that the Committee is operating effectively and there were no specific actions identified to further enhance the Committee's effectiveness. The Committee will review its performance, constitution and procedures at least annually in accordance with its terms of reference.



Environmental, Social and Governance ('ESG')

committee report continued

Responsibilities

The principal duties of the Committee are to:

- oversee the development of the Group's ESG 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 key performance indicators required to deliver the Group's ESG strategy and review reporting against these at Committee meetings;
- oversee the management of ESG risks;
- review the ongoing appropriateness of the Group's approach to ESG issues in the context of external best practice;
- approve the Group's policies and practices relating to ESG matters to ensure that they remain effective and compliant with legal and regulatory requirements and industry standards;
- receive reports on Responsible Sourcing and the operation of processes and controls in place to ensure compliance with the requirements of Modern Slavery regulation;
- review all ESG 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 the ESG content on the Company's website, approve any material changes and make recommendations to the Board as appropriate; and
- make any recommendations to the Board on any area within its remit.

Key matters considered

During the year ended 27 April 2024, the Committee considered the following key matters:

- Group Sustainability Strategy and 3 Year Plan;
- ESG KPIs and the progress made against these;
- People Plan updates for UK&I and Nordics, including colleague well-being, inclusion and diversity;
- achievements and plans for moving to circular business models;
- achievements and plans for net zero emissions;
- external best practice on ESG including legislative change and evolving market practices;
- oversight of ESG risks;
- ESG disclosures in the Annual Report and Accounts 2023/24; and
- the operation of the Committee, including its terms of reference; and ESG policies and procedures.

Jellen Burbelge

Eileen Burbidge, MBE Chair of the ESG Committee 26 June 2024