



CURRYS PLC

TERMS OF REFERENCE OF THE ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE

(approved by the Board on 14 January 2025)

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 independent non-executive directors appointed by the Board on the recommendation of the Nominations Committee.

2.2 The Chair of the Company shall not be a member of the Committee but may attend meetings by invitation.

2.3 All members of the Committee should have the appropriate knowledge, skills and expertise to understand ESG-related strategy, targets and implementation.

2.4 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.

2.5 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

The Committee shall:

- 8.1 oversee the Group's Environment, Social and Governance ('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;
- 8.2 oversee and challenge the objectives and KPIs required to deliver the Group's ESG Strategy and review reporting against these at Committee meetings;
- 8.3 review the ESG strategic goals, short- and long-term targets, and key ESG metrics, and monitor annual and long-term progress;
- 8.4 oversee the management of ESG-related risks;
- 8.5 review and identify the ongoing appropriateness of the Group's approach to ESG issues in the context of external best practice;
- 8.6 approve the Group's policies and practices relating to ESG matters to ensure that they remain effective, compliant with legal and regulatory requirements and industry standards;
- 8.7 receive reports from Group Responsible Sourcing over the operation of processes and controls in place to ensure compliance with requirements of Modern Slavery regulation;
- 8.8 review the Group's Modern Slavery Policy and Statement and recommend approval of these to the Board; and
- 8.9 review and approve the Committee report and any ESG content in the Company's annual report and accounts.

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 compile a report of its activities to be included in the Company's annual report, including identification of any external advisers.

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 UK Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules and best practice guidance as appropriate.