



Currys plc

Terms of Reference of the Disclosure Committee

Reference to 'the Committee' shall mean the Disclosure Committee of the Company.

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 hereby resolves to establish a Committee of the Board to be known as the Disclosure 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.

2. Membership and Attendance

- 2.1 The Committee will meet as and when it is deemed necessary and shall comprise the Group Chief Executive, the Group Chief Financial Officer and the General Counsel & Company Secretary. The Chair of the Board or the Senior Independent Director can attend as alternate members to form a quorum in the event of the absence of a Committee member.
- 2.2 The Chair of the Committee is the Group Chief Financial Officer and in the absence of the Group Chief Financial Officer, the Group Chief Executive shall chair the meeting.
- 2.3 The quorum necessary for the transaction of business by the Committee shall be three members present in person, by telephone or video conference call, one of whom shall be the Group Chief Financial Officer, or his/ her nominee.
- 2.4 The General Counsel & Company Secretary, or his/ her nominee, shall act as the Secretary of the Committee and maintain a record of all meetings of the Committee.
- 2.5 Committee meetings shall be called by the Secretary at the request of the Committee Chair.
- 2.6 Notice of each meeting confirming the venue, time and date together with an agenda and supporting papers shall be circulated to Committee members and attendees, where possible no later than five working days before the date of the meeting.
- 2.7 Committee meeting minutes shall be circulated to the Committee members and once approved, to the Board, unless in the opinion of the Committee Chair, it would be inappropriate to do so.
- 2.8 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies.
- 2.9 Only members of the Committee have the right to attend Committee meetings. The Committee may receive input from other directors, Group executives and the Director of Investor Relations. The Committee may invite them to attend all or part of any meeting, as and when appropriate and necessary.

3. Organisation of the Committee

- 3.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 3.2 The Committee shall meet at least annually to review the operation, adequacy and effectiveness of the Group's Disclosure and Communication procedures and its own procedures. The Committee shall submit the results of its annual review of the operation, adequacy and effectiveness of the Disclosure and Communication procedures and its own procedures to the Board.
- 3.3 The Committee shall, at least once a year, review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness, recommend any changes it considers necessary to the Board for approval, and annually report to the Board on how it has discharged its responsibilities under these Terms of Reference.
- 3.4 The Committee shall prepare a report about its activities and recommend it to the Board for approval and inclusion in the Company's Annual Report and Accounts to shareholders. The report



should include all information requirements set out in the UK Corporate Governance Code and any other relevant legislation and regulation.

- 3.5 The Committee shall be provided with appropriate and timely training, in the form of an induction programme for new members and on an ongoing basis for all members.

4. Purpose and Authority

- 4.1 In fulfilling its duties, the Committee is further authorised by the Board to:

- 4.1.1 investigate any activity within its Terms of Reference;
- 4.1.2 seek any information that it requires from any employee or contractor of the Company; to this end all employees and contractors are directed to cooperate with any request made by the Committee;
- 4.1.3 have unrestricted access to Company documents and information; and
- 4.1.4 obtain outside legal or independent professional advice in accordance with the Company's policy and secure the attendance of outsiders with relevant experience and expertise at Committee meetings if it considers this necessary. In particular, the Committee is authorised to consult with the Company's lawyers and corporate brokers, when appropriate, to assess whether information is price-sensitive.

5. Duties

- 5.1 The principal role of the Committee is to ensure that adequate procedures, systems and controls are maintained to enable the Company to fully comply with its obligations regarding the timely and accurate identification and disclosure of all information to meet the legal and regulatory obligations and requirements arising under the Companies Act 2006, Financial Conduct Authority's ('FCA') Listing Rules and continuing obligations ('LR'), Disclosure Guidance and Transparency Rules ('DGTR') and the EU Market Abuse Regulations (Regulation 596/2014) ('MAR').
- 5.2 In addition, the Company has a range of other obligations, responsibilities, powers, authorities and discretions relating to the disclosure of information, particularly to draw up and maintain procedures, systems and controls for the identification, treatment and disclosure of inside information and for complying with other disclosure obligations falling on the Company under the FCA's LR and DGTR, and the EU MAR.
- 5.3 Keeping under review the adequacy of the Disclosure and Communications Policies ('Policies') which deal with the identification, control and release of inside information, and any areas falling within the Policies, and recommending any changes to the Board for approval.
- 5.4 Determining whether information, including information submitted to it under the Policies:
- is material;
 - requires immediate disclosure;
 - meets the requirements to enable the Company to delay disclosure (where immediate disclosure would prejudice the Company's legitimate interests, if withholding the information will not mislead the public, and the Company can ensure confidentiality); and
 - where the disclosure can be delayed, continue to monitor and record the delay procedure, and consider whether it is permissible to disclose such information selectively to third parties (if the recipient of the information owes a duty of confidentiality).
- 5.5 Determine any other issue relating to the application of the Policies that is required to be submitted to it for determination.
- 5.6 Assessing relevant and substantive market rumours or speculation concerning the Group and determining whether any response should be made.
- 5.7 Identifying inside information for the purposes of maintaining the insider lists.
- 5.8 Implementing and monitoring compliance with the Policies, including where appropriate arranging for the dissemination of guidelines and training.
- 5.9 Monitoring communications received from any regulatory body in relation to the conduct of the Group, and reviewing any proposed responses.
- 5.10 Considering generally the requirement for announcements, including in the following circumstances:
- interim steps in a protracted process, e.g. a project;



- a change in circumstances during the period when disclosure of inside information is delayed;
 - rumours relating to the Company; and
 - in the case of a leak of inside information, and in particular the need to issue holding announcements.
- 5.11 Considering and giving final approval for trading statements and / or results to be released on the Regulatory News Service;
- 5.12 Reviewing the content of and ensuring that all material regulatory announcements, transactional shareholder circulars, prospectuses, and any other documents issued by the Company under legal or regulatory obligations comply with applicable requirements.

For the purpose of these Terms of Reference, inside information is defined as information that is of a precise nature, has not been made public, relates directly or indirectly to the Company, and if made public would be likely to have a significant effect on the price of the Company's shares.