

# VOLEX PLC (THE "COMPANY")

## SAFETY, ENVIRONMENTAL AND SUSTAINABILITY COMMITTEE

### TERMS OF REFERENCE

#### 1. PURPOSE

- 1.1 The Safety, Environmental and Sustainability Committee (the "Committee") has been established by resolution of the Board of the Company (the "Board"). The Committee has delegated responsibility from the Board to monitor the management systems which are in place within the Group to control:
- (a) health, safety and environmental risks; and
  - (b) labour related risks relevant to the adherence of the Responsible Business Alliance standard ("Labour Relations"), and to challenge and scrutinise relevant management teams in this regard.
- 1.2 Of note, it remains the responsibility of each relevant member of the Group to oversee and implement the operational and site-level management and control of health, safety, environment and Labour Relations risks and issues as relevant to their given business, jurisdiction and specific circumstances. Neither the Committee nor the Company are responsible for or in a position to implement such operational control.

#### 2. MEMBERSHIP

- 2.1 The members of the Committee for the time being shall be:
- Chair, Jeffrey Jackson
  - Nat Rothschild, Executive Chair
  - Alan Taylor (secretary)
- 2.2 The Committee shall consist of a minimum of two members appointed by the Board, on the recommendation of the Nominations Committee and in consultation with the Chair of the Committee. At least one member shall be a Non-Executive Director.
- 2.3 In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

#### 3. SECRETARY

- 3.1 The Group HR Director or their nominee shall act as the Secretary of the Committee and shall keep a record of the membership of and the dates of any changes to the membership of the Committee.
- 3.2 The Secretary will ensure that the Committee receives information and papers (including a Committee Briefing Note) in a timely manner to enable full and proper consideration to be given to the issues.

#### 4. QUORUM

- 4.1 The quorum for decisions of the Committee shall be any two members. 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 in or exercisable by the Committee.
- 4.2 All decisions of the committee to be made by a majority vote. Where any Committee decision is subject to dispute these shall be recorded as such and presented for final resolution at the next full Board meeting.
- 4.3 All of the members of the Committee may participate in a meeting of the Committee by means of a conference telephone, video call or any communication equipment which allows all persons participating in a meeting to hear each other. A member of the Committee so participating shall be deemed to be present in person at the meeting and shall be entitled to participate fully and be counted in the quorum accordingly.

#### 5. ATTENDANCE AT MEETINGS

- 5.1 Only members of the Committee have the right to attend Committee meetings.
- 5.2 Other individuals such as the Company's Chief Financial Officer or any other directors may be invited to attend and speak at meetings (or parts thereof) of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Chair of the Committee.

#### 6. FREQUENCY OF MEETINGS

- 6.1 The Committee shall meet every 6 months or otherwise as required.
- 6.2 Meetings of the Committee shall be called by the Chair of the Committee or by the Secretary at the request of any member of the Committee.
- 6.3 At least five working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting should confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee and any other person required to attend.

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## 7. MINUTES OF MEETINGS

- 7.1 The Company Secretary or his or her deputy shall minute the proceedings and discussions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 Draft minutes of the Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, exceptionally, in the opinion of the Chair of the Committee it would be inappropriate to do so.

## 8. DUTIES

- 8.1 The Committee shall, on behalf of the Board and the shareholders of the Company, ensure that the Board has an understanding and oversight of the following:
- 8.1.1 the materiality of sustainability-related risks to the business;
  - 8.1.2 the impact of climate-related risks to the business over the short, medium and long term;
  - 8.1.3 the extent, ambition and progress of the Company's response to the climate agenda in order to ensure compliance with the obligations under the Paris Agreement;
  - 8.1.4 the monitoring of the Company's progress against its climate-related goals, targets and metrics;
  - 8.1.5 current performance and trend information for non-climate related sustainability performance indicators in the areas of health, safety, environment, human rights, modern slavery, diversity and inclusion and other labour-related areas across the Group; and
  - 8.1.6 the effectiveness of the Group's specific and tailored policies and systems to control health, safety, environmental and labour-related risks.
- 8.2 The Committee shall ensure that the Board is kept up to date with emerging ESG / climate trends and relevant international standards and in particular will ensure that the Board can assess the likely impacts of developments in these areas on the strategy and short, medium and long term performance of the company.
- 8.3 The Committee shall ensure that the financial implications (including costs and benefits) of any decision made by the Committee are fully considered so as to balance the needs of all stakeholders.

## 9. REPORTING RESPONSIBILITIES

- 9.1 All decisions of the Committee shall be reported formally to the Board by the Chair of the Committee.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit.
- 9.3 The Secretary of the Committee will be responsible for ensuring that the Management Team submit a Board Report in advance of each full Board meeting.
- 9.4 The Committee shall conduct an annual review of its work and these terms of reference to ensure it is operating at maximum effectiveness and shall make recommendations about any changes it considers necessary to the Board.
- 9.5 The Chair of the Committee shall review membership of the Committee annually as part of the annual performance evaluation of the Committee.
- 9.6 All Committee expenses are subject to the same prior approval process in line with normal Board procedure.
- 9.7 The Committee shall:
- 9.7.1 have access to sufficient resources in order to carry out its duties; and
  - 9.7.2 oversee any investigation of activities which are within its terms of reference.
- 9.8 References in these terms of reference to the "Group" mean the Company and its subsidiaries.

**Approved on 20 October 2023.**