

SPEEDY HIRE PLC
SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE

(Adopted on 19 May 2022)

- 1 There shall be a Committee of the Board to be known as "The Sustainability Committee". The Sustainability Committee has been established to assist the Board in its oversight of the Company's Environmental, Social and Governance (**ESG**) strategy and to provide input to the Board and other Board Committees on sustainability matters as required. The Company's ESG strategy is developed by the ESG Steering Committee and approved by the full Board.
- 2 A majority of the members of the Committee shall be independent Non-Executive Directors. A quorum shall be two members both of whom must be independent Non-Executive Directors. Other individuals such as executive directors who are not members, the ESG Director and external advisers may be invited to meetings at the discretion of the Chair of the Committee.
- 3 The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 4 The Company Secretary shall be the Secretary of the Committee and shall keep appropriate minutes of its proceedings.
- 5 Committee meetings shall be held as necessary and not less than two times a year.
- 6 The Committee shall be authorised to take such external advice relevant to its duties.
- 7 The Committee will review its own performance annually and will seek to ensure that all members of the Committee obtain appropriate training to ensure that they are able to perform their role as Committee members effectively.
- 8 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9 The Committee Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.
- 10 The duties of the Sustainability Committee shall be to:
 - (a) review the content and approach to the Group's ESG strategy for the Board;
 - (b) monitor the execution of the Group's ESG strategy and provide updates and assurance to the Board;
 - (c) review the Group's ESG targets and monitor progress against those targets;
 - (d) engage with and support the other Board Committees (Audit & Risk, Remuneration and Nomination Committees) in respect of ESG matters;

- (e) oversee the Company's sustainability disclosures on behalf of the Board, and provide information and advice to support the Board and Audit & Risk Committee in respect of those disclosures as required;
- (f) oversee the Company's approach to communications relating to sustainability with employees, customers, shareholders, and other stakeholders;
- (g) monitor developments and emerging best practice in approaches to ESG matters and provide considerations for the Board on the potential impact on the Company's related policies and reporting;
- (h) establish the selection criteria and to select, appoint and determine the terms of reference for any ESG consultants who advise the Sustainability Committee; and
- (i) at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.