

MJ GLEESON PLC

Company No: 9268016

Sustainability Committee Terms of Reference authorised by resolution of the Board of Directors passed on 9 July 2024

References to ‘the Company’ shall mean MJ Gleeson PLC.

References to ‘the Committee’ shall mean the Sustainability Committee.

References to ‘the Board’ shall mean the full Board of Directors.

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the Sustainability Committee.
- 1.2 The Committee shall comprise any number of Non-Executive and the Executive Directors.
- 1.3 The nominated Non-Executive Director shall Chair the Committee.
- 1.4 The quorum for meetings of the Committee will be two members provided that either the Chair, or their duly appointed and authorized representative, is in attendance. Other Directors, including the Chair of the Board, other individuals and/or external advisors may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 1.5 Each member of the Committee shall disclose to the Committee:
 - 1.5.1 any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
 - 1.5.2 any potential conflict of interest arising from a cross-directorship.
- 1.6 Any such member shall abstain from voting on any resolutions of the Committee in relation to where such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

2. Secretary

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. *Frequency of Meetings*

- 3.1 The Committee shall meet at least three times per year and at such times as the Chair of the Committee shall require;
- 3.2 Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key members of management, including the Chief Executive Officer, the Chief Financial Officer, and the Group Sustainability Manager.

4. *Notice of Meetings*

- 4.1 A meeting of the Committee shall be convened by the Secretary of the Committee at the request of any of its members.
- 4.2 Notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda of items to be discussed shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors no later than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

5. *Minutes of Meetings*

- 5.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance, as well as keep appropriate records.
- 5.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once agreed, to all members of the Board, unless a conflict of interest exists.

6. *Annual General Meeting*

- 6.1 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should, as appropriate be available for engagement with shareholders on significant matters related to the Committee's area of responsibility.

7. *Duties*

The Committee shall:

- 7.1 develop and agree with the Board a sustainable business strategy which will set out the Group's approach to sustainability including the Group's sustainability objectives, targets and resources;

- 7.2 determine and agree with the Board appropriate targets that will further improve the sustainability of the Group, which will form part of the Group's sustainable business strategy;
- 7.3 develop and agree with the Board a sustainability policy to be published on the Company's website;
- 7.4 assist the Board to ensure that the Company is meeting existing and emerging environmental and sustainability regulatory requirements;
- 7.5 oversee and review how the sustainable business strategy and sustainability and other connected policies are implemented by the Group's business operations and monitor performance and against these;
- 7.6 keep under review the Group's Sustainability Risk Register and oversee business response risks and opportunities identified;
- 7.7 ensure the Group's progress on achieving sustainability targets and its appetite and tolerance to sustainability risk, noting opportunities and risks to the Company's operations, reputation, and its corporate responsibility, is regularly reported to the Board.

8. *Reporting Responsibilities*

- 8.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's Annual Report each year.

9. *Other matters*

The Committee shall:

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 9.2 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;
- 9.3 give due consideration to laws and regulations (including without limitation the matters contained in section 172 (a) to (f) of the Companies Act 2006), the provisions of the UK Corporate Governance Code, the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;

- 9.4 work and liaise as necessary with all other Board Committees and
- 9.5 at least once a year, review its own performance, 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.

10 Authority

- 10.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 10.2 The Committee is authorised by the Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice, including the advice of independent environmental, sustainability or health & safety consultants, and to secure the attendance of external advisers at its meetings if it considers this necessary.