

Wickes Group plc (“the Company”)

Terms of Reference of the Environmental, Social and Governance (“ESG”) Committee

Membership and quorum

- The Wickes Group plc ESG Committee (“the Committee”) shall be appointed by the Wickes Group plc Board (“the Board”) and shall consist of not less than three members, the majority of whom shall be chosen from amongst the independent non-executive directors of the Company.
- A quorum shall be two members.
- The Company Secretary or his or her nominee shall act as the secretary of the Committee.

Attendance at meetings

Directors, other employees of the Company other than the members of the Committee, and external advisors may attend meetings by invitation.

Frequency of meetings

Meetings shall be held no less than twice a year with additional meetings as appropriate.

Authority

- The Committee is authorised by the Board to investigate any activity within its terms of reference. The Committee shall have access to sufficient resources in order to carry out its duties and is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- The Committee is authorised by the Board to obtain legal or professional advice at the Company’s expense on any matters within its terms of reference. Outsiders with relevant experience and expertise may attend meetings of the Committee if the Chairman of the Committee considers this necessary.

Duties

The duties of the Committee shall be:

- to oversee the Group’s conduct with regard to its environmental, societal and governance obligations as a responsible corporate citizen.
- to review and approve a strategy for managing the Group’s ESG responsibilities in such a way to build trust and confidence.
- to review and monitor the Board’s climate change disclosures, including climate-related financial disclosures consistent with the TCFD Recommendations and Recommended Disclosures.
- to monitor performance and review progress of the ESG strategy against agreed performance measures.
- to review and approve the creation of appropriate policies and supporting measures to protect the Group’s reputation.
- to monitor external developments which are likely to have a significant influence on the Group’s reputation and to review how best to protect the Group’s reputation.
- to monitor the Group’s engagement with its stakeholders.
- to review expenditure by the Group on corporate donations, community programmes and charitable support.

Reporting to the Board

- The Chairman of the Committee shall report to the Board at appropriate intervals.
- The minutes of the meetings of the Committee should be available to all members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.

Reporting to shareholders

- The Committee shall produce a report for inclusion in the Company's Annual Report about its activities.
- The Chairman of the Committee, or in his or her absence another member of the Committee, will attend the Company's Annual General Meeting and answer any shareholder questions about the work of the Committee.

Approved by the Wickes Group plc ESG Committee [date]

Approved by the Wickes Group plc Board 23 March 2021