

Wickes Group plc ("the Company")

Terms of Reference of the Responsible Business Committee

Membership and quorum

- The Wickes Group plc Responsible Business 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 their 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 at the invitation of the Committee.

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 Chair 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, social and governance obligations as a responsible corporate citizen.
- to review and approve a strategy for managing the Group's environmental, societal and governance responsibilities in such a way to build trust and confidence.
- to approve environmental, societal and governance targets to support the Responsible Business Strategy.
- to monitor performance and review progress of the Responsible Business Strategy against agreed performance measures including receiving and reviewing reports on progress towards the achievement of the Group's Science Based Targets.
- 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 review and monitor the Group's responsible business disclosures including carbon disclosures and climate-related financial disclosures consistent with the TCFD Recommendations and Recommended Disclosures.
- to monitor the Group's responsible business engagement and communications with its stakeholders.
- to review the responsible business sections of the Annual Report and Accounts.
- to review expenditure by the Group on corporate donations, community programmes and charitable support.
- to recommend ESG targets for Executive remuneration purposes to the Remuneration Committee.

Performance Review and Training

- to periodically review its own performance and, at least annually, review its constitution and terms of reference to ensure its effectiveness and recommend any changes it considers necessary to the Board for approval.
- to 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.

Other Matters

- to work and liaise as necessary with all other Board committees.

Reporting to the Board

- The Chair 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 Chair 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 Chair of the Committee, or in their 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 Responsible Business Committee 24 January 2023

Approved by the Wickes Group plc Board 14 March 2023