

# **Gattaca plc (or “the Company”) Terms of Reference of the Sustainability Committee (“the Committee”)**

## **1 Establishment**

- 1.1 These terms of reference were adopted by the Board of Directors (the “Board”) on 7 June 2023.

## **2 Purpose**

- 2.1 The objectives of the Sustainability Committee (the “Committee”) of Gattaca plc (the “Company” together with its subsidiaries, “the Group”) is to be directly responsible to the Board for development and implementation of the sustainability strategy, primarily covering Environmental, Social and Governance matters. The committee will oversee management and advise the Board on the development and implementation of the corporate social responsibility and sustainability initiatives of the Group, including reviewing the related policies and practices, and assessing and making recommendations on matters concerning the Group’s sustainability development and risks.

- 2.2 These terms of reference refer to the following areas:

- A. Environmental: the Group’s climate transition strategy and impact on the environment including greenhouse gas emissions, efficient use of resources, nature and biodiversity, and the environmental impact of the Group’s supply chain.
- B. Social: the Group’s responsibilities towards:
  - a. Employees including wellbeing, employee engagement, diversity and inclusion and other policies applicable to employees of the Group
  - b. Contractors: including supporting contractor wellbeing, contractor engagement and other policies under our duty of care to contractors
  - c. Communities: including supporting charities and communities where the Group operates
  - d. Suppliers and other stakeholders: including alignment with our supplier code of conduct
- C. Governance: the conduct of the Group’s business (including corporate governance, business ethics, anti-bribery and corruption programme, commercial governance, data privacy and security).

- 2.3 All subject to the Group Delegated Authorities Matrix, as amended from time to time.

## **3 Membership**

- 3.1 The Committee shall be appointed by the Board.
- 3.2 The Committee shall comprise at least three Directors including at least one Independent Non-executive Director. Membership can be extended by invitation to relevant members of the Senior Leadership Team and / or Heads of Department.

- 3.3 The Committee may at its discretion invite any other person to attend all or part of its meetings as appropriate.

## **4 Chairperson and Secretary**

- 4.1 The Chairperson of the Committee shall be appointed by the Board.
- 4.2 The Company Secretary or his/her nominee shall act as the secretary of the Committee.
- 4.3 The Secretary is responsible for the setting of meetings, including venue, date and time and agenda points. All committee papers shall be shared at least 5 days in advance meetings.
- 4.4 The Secretary is responsible for sharing actions from each meeting to all members within 5 working days of a meeting.

## **5 Quorum**

- 5.1 The quorum necessary for the transaction of business shall be three members including the Chairperson of which at least two shall be Directors of Gattaca plc. Decision-making must be made with majority of members present or by proxy and on a majority basis. If a decision cannot be agreed by the Sustainability Committee this will be escalated to the Board, if appropriate.

## **6 Frequency of meetings**

- 6.1 The ESG Committee will meet every quarter with additional meetings as necessary. If required, some decision making may also be made between formal meetings.
- 6.2 The Committee may hold meetings by telephone or Teams or using any other method of electronic communication and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee

## **7 Conduct of meetings**

- 7.1 Except as outlined above, meetings of the ESG Committee shall be conducted in accordance with the provisions of the Company's Articles of Association governing the proceedings of Directors.

## **8 General Powers / Duties and delegation**

The Committee shall have the following responsibilities, powers and discretion:

- 8.1 to propose and recommend to the Board on the Group's corporate social responsibility and sustainability objectives, strategies, priorities, initiatives and goals;

- 8.2 to oversee, review and evaluate actions taken by the Group in furtherance of the corporate social responsibility and sustainability priorities and goals
- 8.3 to review and report to the Board on sustainability risks and opportunities;
- 8.4 to monitor and review emerging corporate social responsibility and sustainability issues and trends that could impact the business operations and performance of the Group, working with sector leaders where appropriate;
- 8.5 to oversee and review the Group's corporate social responsibility and sustainability policies, practices, frameworks and management approach, and to recommend improvements;
- 8.6 to consider the impact of the Company's corporate social responsibility and sustainability on its stakeholders, including employees, shareholders, local communities and the environment;
- 8.7 to review and advise the Board on the Company's public communication, disclosure and publications (including the Sustainability Report, and annual report disclosures) as regards to its corporate social responsibility and sustainability performance; and
- 8.8 to perform such further functions related or incidental to the foregoing which the Committee deems appropriate.

## 9 **Reporting**

- 9.1 The Committee shall report to the Board on its decisions and recommendations. Committee minutes and papers shall be made available to the Board.