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**Dated:** 15 March 2023

Fintel plc

ESG and Wellbeing Committee

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**Terms of reference**

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**FINTEL PLC ESG AND  
WELLBEING COMMITTEE  
TERMS OF REFERENCE**

**1. PURPOSE**

- 1.1 The purpose of the Committee is to review the strategies, policies and performance of the Company in relation to ESG and wellbeing and, in collaboration with the Board to drive improvement in these areas as appropriate.

**2. CONSTITUTION AND MEMBERSHIP**

- 2.1 The ESG and Wellbeing Committee has been established as a committee of the Board by resolution of the Board.
- 2.2 The members of the Committee shall be appointed by the Board. The Committee shall comprise at least three members of which one shall be an independent non-executive director, one shall be a member of the Board's management team ("Director member") and one shall be an Employee of the Company ("Employee Member").
- 2.3 The Chair of the Committee shall be appointed by the Board and should either be the Chair of the Company or an independent non-executive director. In the absence of the Chair of the Committee, the Director Member shall Chair the committee.
- 2.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Committee.
- 2.5 The Company Secretary, or their nominee, shall act as the secretary of the Committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues. Where the Company Secretary is also an executive director, the Committee may nominate one of its members to act as secretary for any meeting which the Committee wishes to hold without executive directors being present.

**3. ATTENDANCE**

- 3.1 The Committee may request the Chief Executives, Chief Operating Officer, Chief Financial Officer, and any relevant senior management to attend for all or part of any meeting of the Committee, by invitation, as and when appropriate and necessary. Such invitees have no right of attendance.

**4. MEETINGS**

- 4.1 The Committee will meet at least twice each year and at such times as the Chair of the Committee shall think fit.
- 4.2 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee.
- 4.3 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, to any other person required to attend, and (unless it would be inappropriate to do so) to all other directors, at least five working days prior to the date of the meeting.
- 4.4 The quorum for meetings of the Committee shall be two members, one of whom must be a company Director (either executive or non-executive).
- 4.5 To the extent that the Committee is comprised of three or more members, decisions of the Committee will be made by majority vote. In the event of an equality of votes the Chair of the Committee will have a second or casting vote.
- 4.6 To the extent that the Committee is comprised of two members, decisions of the Committee

must be unanimous.

## **5. REPORTING**

- 5.1 Sufficient time should be allowed after committee meetings for the committee to report to the board on the nature and content of discussion, on recommendations, and on actions to be taken.
- 5.2 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, and to the Company Secretary unless it would be inappropriate to do so.
- 5.3 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.4 The Committee shall make whatever recommendations to the Board that it deems appropriate on an area within its remit where action or improvement is needed.
- 5.5 The Committee shall produce a report to be included in the Company's annual report about its activities and any disclosures required by law, statute or other provision regarding areas within its remit.
- 5.6 The Chair of the Committee should be present at the Company's annual general meeting to respond to questions on matters within the responsibility of the Committee.

## **6. DUTIES OF THE COMMITTEE**

- 6.1 The Committee should carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.
- 6.2 The Committee shall:
  - 6.2.1 In relation to ESG:
    - 6.2.1.1 Support and advise the board to ensure that the Company has an appropriate ESG strategy that is consistent with the Company's purpose, culture and values whilst supporting the Company's long term sustainable success;
    - 6.2.1.2 Support and advise the board to ensure that objectives of the ESG strategy are in place and that key metrics are reported on;
    - 6.2.1.3 Monitor and review the effectiveness of the Company's ESG strategy and the governance in place to ensure the successful delivery of activities across the Company's ESG strategy;
    - 6.2.1.4 Monitor and review the overall implementation of the Company's ESG strategy
    - 6.2.1.5 Recommend the approval of projects developed in response to implementation of the ESG strategy;
    - 6.2.1.6 Ensure that all related codes of practice and policies are regularly reviewed and updated and remain in compliance with any relevant national and international laws and regulations;
    - 6.2.1.7 Receive regular reports from the Chair of each management team tasked with implementing the ESG strategy within the specific areas of environmental footprint, corporate governance, community engagement, innovation and digitisation, ESG enablement, financial confidence and thriving workforce, which form key focus areas of the ESG strategy.
  - 6.2.2 In relation to Wellbeing:
    - 6.2.2.1 Receive and review regular business reports across the Company on performance and key issues in relation to safety;
    - 6.2.2.2 Receive a detailed assessment of any fatalities or reportable incidents (as per RIDDOR regulations) in the Company and be kept informed of the circumstances and root causes of the incident, together with any actions being taken as a result.
    - 6.2.2.3 Review key issues relating to "high potential incidents", and any

other leading or lagging indicators and any actions being taken as a result.

- 6.2.2.4 Review the Company's strategies, policies and procedure in relation to safety.
  - 6.2.2.5 Review and approve any Company targets or key performance indicators in relation to safety, and monitor performance against such targets.
  - 6.2.2.6 Monitor the resources applied by the Company in relation to safety, and where appropriate instruct and receive reports from independent advisers.
  - 6.2.2.7 Review, in conjunction with the Audit Committee, the main risks faced by the Company in relation to safety.
  - 6.2.2.8 Receive reports as appropriate on forthcoming legislation and other regulations, the programmes and initiatives of competitors and of leading companies in other sectors, in relation to health & safety.
  - 6.2.2.9 In relation to health, to review the Company's policies and performance in relation to occupational health.
- 6.2.3 work and liaise as necessary with all other board committees.

## **7. OTHER MATTERS**

The Committee shall:

- 7.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 7.2 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;
- 7.3 give due consideration to laws and regulations, the provisions of the QCA Code and the requirements of the AIM Rules for Companies and any other applicable rules, as appropriate; and
- 7.4 arrange for periodic reviews of its own performance and, 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.

## **8. AUTHORITY**

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference where reasonable.

These terms of reference were adopted by resolution of the Board passed on 14 March 2023.

