

**CAPITAL & COUNTIES PROPERTIES PLC (“Capco”)**  
**CORPORATE RESPONSIBILITY (“CR”) COMMITTEE OF THE BOARD**

**TERMS OF REFERENCE**

**1. Constitution**

These terms of reference, which were approved and adopted by the Board of Directors of Capital & Counties Properties PLC on 10 February 2011, apply to the CR Committee of Capco.

**2. Purpose**

The purpose of the CR Committee is to oversee the CR activities of the Group on behalf of the Board. The management of these activities will be undertaken by an Executive Committee chaired by Ian Hawksworth (terms of reference attached). For the avoidance of doubt, the CR Committee has a supervisory role and is answerable to the Board of Capco.

**3. Scope**

The scope of CR may change from time to time but is initially expected to include Environmental Management, Employees and Suppliers, Community Engagement, Charitable Donations, Health and Safety and Codes of Ethics.

**4. Membership and Attendance**

Members of the Committee, who are Directors of Capco, are initially:

Mr I.J. Henderson  
Mr I.C. Durant  
Mr I.D. Hawksworth

The Committee shall be chaired by Ian Henderson or, in his absence, by Ian Durant. Members of management will attend CR Committee meetings as invited, other than the Chief Executive, who is a member of the Committee.

The quorum shall be any two members, one of whom must be Mr Henderson or Mr Durant.

Membership of the CR Committee will be at the discretion of the Committee Chairman, who will consult other directors as appropriate.

**5. Frequency of Meetings**

The Committee will meet as often as necessary – it is expected that at least four meetings per year will be held.

**6. Terms of Reference**

To review and report to the Capco Board on:-

- the adequacy of the Group’s CR Policy, associated business policies and data reporting mechanisms, plus the effectiveness of their application within the Group; and
- the adequacy of agreed objectives and targets attached to such policies

To approve the total charitable donations budget and receive an annual report of spending against that budget.

To review the Group’s CR reporting (both stand alone report and reporting within Annual Report) prior to submission to the Board.

To consider and approve such other matters as may be proposed by the Board or the CR Executive Committee.

End