

**CAPITAL & COUNTIES PROPERTIES PLC (“Capco”)**  
**ENVIRONMENT, SUSTAINABILITY AND COMMUNITY**  
**COMMITTEE OF THE BOARD (“Board ESC”)**

**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 21 December 2020 and amended by a resolution passed on 5 March 2021, apply to the Board ESC Committee of Capco.

**2. Purpose**

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

**3. Scope**

The scope of ESC may change from time to time but currently includes:

- (i) Sustainability and environmental management across Capco’s assets and business areas;
- (ii) Carbon reduction commitment;
- (iii) Certain people related matters (including the Board’s engagement with the workforce);
- (iv) Community engagement;
- (v) Capco’s Community Support Fund; and
- (vi) Charitable donations.

**4. Membership and Attendance**

Members of the Committee will be appointed by the Board and shall comprise the Chief Executive and a minimum of one independent non-Executive Director;

The Committee will be chaired by its Chair, who shall be an independent non-Executive Director of Capco, or, in his or her absence, by the Chief Executive. The Chair of the Committee shall be designated as the non-Executive Director with responsibility for engaging with the Group’s workforce.

The current members of the Committee are:

C.J. Boyle (Committee Chair)	I.D. Hawksworth
J.S. Lane	H.E. Staunton
A. Steains	

Committee meetings will be attended by the Director of Sustainability and Technology, and the Company’s external sustainability adviser, other members of management may attend Board ESC Committee meetings by invitation.

The quorum shall be any two members, one of whom must be the Committee Chair or the Chairman of the Company.

**5. Frequency of Meetings**

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

**6. Terms of Reference**

- i) To review and report to the Capco Board on:-
  - the adequacy of the Group’s ESC Strategy and Policies, including sustainability, carbon reduction commitment, environmental management, community engagement, and community support fund, 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;
- ii) To engage with the Group's workforce and report to the Board on the workforce's views.
- iii) To review such workforce policies as may be requested by the Board and its Committees and to report to the Board and its Committees on the alignment of such policies with the Group's values, strategy and culture;
- iv) To approve the Capco charity programme and recommend the total annual charitable donations budget to the Board, and to receive an annual report of spending against the charitable donations budget.
- v) To review the Group's ESC reporting (both standalone report and reporting within Annual Report) prior to submission to the Board.
- vi) To report on the Board ESC Committee's activities within the Annual Report.
- vii) In the context of compliance with the UK Corporate Governance Code, to review statements relating to the Company's sensitivity to sustainability, environmental, social and ethical issues which bear on risk management and value enhancement and its compliance with policies established in relation thereto.
- viii) To consider and approve such other matters as may be proposed by the Board or the ESC Committee.

End