

PZ CUSSONS PLC
ESG COMMITTEE
(THE “COMMITTEE”)
TERMS OF REFERENCE

(adopted by the Board of Directors of PZ Cussons plc (the “Company”) on 23 November 2021)

1. Membership

1.1 The Committee shall comprise at least three directors, at least two of which shall be non-executive directors.

1.2 Appointments to and removals from the Committee are made by the Board on the recommendation of the Nomination Committee. Appointments shall be made for a period of up to three years and renewed for further periods of three years.

1.3 Only members of the Committee have the right to attend Committee meetings. However, other directors, executives and internal and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

1.4 The Board shall appoint the Committee chair who shall be a non-executive director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

2. Secretary

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, and work with the Committee chair to set the agenda for each meeting and the Committee’s annual work programme.

3. Quorum

The quorum necessary for the transaction of business is two members, one of whom shall be an executive director.

4. Frequency of meetings

The Committee shall meet at least two times per year and more frequently as considered necessary or appropriate by the Committee members.

5. Notice of meetings

5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any of its members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of meetings

6.1 The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.

6.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the company secretary unless, exceptionally, it would be inappropriate to do so.

7. Purpose of Committee

The purpose of the Committee is to approve the Company's Environmental, Social and Governance ("ESG") strategy and any related measures and performance targets. The Committee will monitor performance by the Company against its ESG strategy and how the Company has regard to, engages with, reports to, and/or maintains its reputation with key stakeholders.

8. Duties

The duties of the Committee are as follows:

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| ESG strategy | <p>8.1 Approve the Company's ESG strategy and objectives;</p> <p>8.2 Approve KPIs relating to the ESG strategy and monitor progress against such KPIs.</p> |
| ESG activities – environmental | <p>8.3 Approve environmental targets and monitor progress against those targets and delivery against the B Corp framework, including the policies, practices and disclosures regarding:</p> <ul style="list-style-type: none">• Sustainability commitments made on tackling deforestation (e.g. palm oil and paper use);• Water, carbon (including relating to TCFD reporting) and waste commitments;• Product circularity commitments, including supply chain sustainability;• Plastic Promise (plastic reduction, inclusion of post recycled material, recyclability of plastic, collection schemes) and packaging sustainability metrics; |

- Formulation commitments (naturalness / biodegradable formula)

ESG activities – social	8.4	Oversee the Company’s strategy for community and charitable activities;
	8.5	Review the Company’s policies, practices and disclosures relating to employee engagement in the context of market practice and regulatory requirements, including provision 5 of the 2018 Corporate Governance Code, receiving reports from the Remuneration Committee and Board where appropriate;
	8.6	Oversee / review the Company’s policies and practices relating to inclusion & diversity (B Corp framework), receiving reports from the Nomination Committee where appropriate.
ESG activities – governance	8.7	Review and ensure the adequacy of the Company’s policies, practices and disclosures that relate to matters within its remit and as relevant to the B Corp framework.
ESG reporting	8.8	Review the quality and integrity of internal and external reporting of ESG matters and performance; and
	8.9	Approve external reporting relating to ESG matters, including in the annual report and any separate ESG reports.
Other	8.10	Review market practice and external developments relating to ESG governance and report any recommendations to the Board; and
	8.11	Review progress on delivery of B Corp certification across the five agreed markets.

9. Reporting and engagement responsibilities

9.1 The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

9.3 The Committee chair should attend the annual general meeting to answer any shareholder questions on the Committee’s activities.

10. Other matters

The Committee shall:

10.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.

10.2 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.

10.3 Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

10.5 At least annually, review the Committee's 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.

11. 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.