

# **MJ GLEESON PLC**

**Company No: 9268016**

*Sustainability Committee Terms of Reference  
authorised by resolution of the Board of Directors passed on [DATE]*

References to ‘the Company’ shall mean MJ Gleeson PLC.

References to ‘the Committee’ shall mean the Sustainability Committee.

References to ‘the Board’ shall mean the full Board of Directors.

## **1. Membership**

- 1.1 The Committee shall comprise of the Chairman, the CEO and the CFO (or in the absence of any of them, a non-executive director). Other Directors, executives and/or external advisors may attend by invitation as appropriate.
- 1.2 The CEO shall be the Chairman of the Committee.
- 1.3 The quorum for meetings of the Committee will be two members. Other individuals and/or external advisors may be invited to attend for all or part of any meeting as and when appropriate and necessary

## **2. Secretary**

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Committee.

## **3. Meetings**

- 3.1 The Committee shall meet formally at least twice a year and at such times as the Chairman of the Committee shall require.

## **4. Notice of Meetings**

- 4.1 A meeting of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 4.2 Notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda of items to be discussed shall, unless otherwise agreed by all concerned, be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors not fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **5. *Minutes of Meetings***

- 5.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 5.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

## **6. *Duties***

The Committee shall:

- 6.1 develop and agree with the Board a sustainability policy which will set out the Group's approach to sustainability;
- 6.2 assess the impact of the Group's activities on communities, people and the environment;
- 6.3 determine appropriate targets that will further improve the sustainability of the Group;
- 6.4 ensure the sustainability policy is fully understood and implemented by the Group's business operations; and
- 6.5 ensure the Group's programme on achieving sustainability targets is regularly reported to the Board.

## **7. *Reporting Responsibilities***

- 7.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 7.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's Annual Report each year.

## **8. *Other matters***

The Committee shall:

- 8.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required
- 8.2 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

- 8.3 give due consideration to laws and regulations (including without limitation the matters contained in section 172 (a) to (f) of the Companies Act 2006), the provisions of the UK Corporate Governance Code, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate.
- 8.4 at least once a year, review its own performance, 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.

## **9** *Authority*

- 9.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 9.2 The Committee is authorised by the Board, when the fulfilment of its duties requires, to obtain any outside legal or other professional advice, including the advice of independent environmental, sustainability or health & safety consultants, and to secure the attendance of external advisers at its meetings, if it considers this necessary.