



Energy for
generations

ESB Group

Customer, Marketing & Innovation
Committee

Terms of Reference

Approved: April 2022

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1. PURPOSE

The Customer, Marketing & Innovation Committee supports the Board in fulfilling its oversight responsibilities in the vital strategic areas of customer centricity, stakeholder engagement and technology.

In discharging its responsibilities, the Committee shall consider the Company's:

- Purpose and values;
- Strategy commitment to empower and enable our customers and communities to achieve Net Zero;
- Corporate governance requirements; and
- Risk appetite.

2. MEMBERSHIP

2.1 The Board shall appoint the members of the Committee on the recommendation of the Chairman of the Board. The Committee shall consist of not less than four members.

2.2 A quorum for the Committee shall be two members one of whom shall be an independent Board member.

2.3 In the absence of the Chairperson at a Committee meeting, the remaining members present shall elect one of themselves to be the Chairperson of the meeting.

3. SECRETARY

3.1 The Secretary of the Company shall be the Secretary of the Committee.

3.2 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

4. FREQUENCY OF MEETINGS

4.1 Meetings shall be held not less than four times a year unless otherwise agreed by the Committee.

4.2 The meeting agenda shall be forwarded to each member of the Committee and any other person required to attend no later than one week prior to the date of the meeting. Supporting papers (and presentations if required) shall be sent to Committee members at the same time as the agenda.

5. AUTHORITY

- 5.1 The Committee's authorities are set out in these Terms of Reference and such other authority as is delegated to it from time to time by the Board.
- 5.2 The Committee is authorised by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to perform its duties.
- 5.3 The Committee may obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference.

6. DUTIES

The duties of the Committee shall be as follows: -

6.1 Customer

- 6.1.1 Receive reports on, and consider on a quarterly basis, customer dashboard/key performance indicators and report to the Board on significant trends or developments.
- 6.1.2 Consider customer experience insights gathered through market research/customer feedback and report to the Board on significant trends or developments.
- 6.1.3 Monitor embedding of customer centricity at all levels of the organisation to ensure alignment with Our Purpose and Values.
- 6.1.4 Receive retail market updates and updates on regulatory developments that impact customer outcomes.
- 6.1.5 Review third party arrangements for key customer processes and report to the Board on any significant issues/developments.
- 6.1.6 Review and challenge the Brand Strategy for the Group.
- 6.1.7 Review marketing and sponsorship strategies and plans for alignment with our Purpose, Values and Strategy.
- 6.1.8 Review governance arrangements for sponsorships/partners.

6.2 Reputation & Stakeholder Management

- 6.2.1 Review stakeholder engagement strategies and plans in the context of Our Purpose, reputation and the successful delivery of Group Strategy.

- 6.2.2 Monitor key stakeholder relationships and lobbying activities and report to the Board on any significant issues/developments.
- 6.2.3 Review Reputation Surveys and Stakeholder Management Reporting (including key performance indicators) and advise Board on significant trends or developments.
- 6.2.4 Monitor implementation of stakeholder engagement strategies and initiatives and overall impact in terms of successful delivery of the strategy.
- 6.2.5 Support the Board in carrying out their responsibilities for oversight of risks associated with changing stakeholder expectations.

6.3 Innovation/Technology

- 6.3.1 Review and assess effectiveness of innovation strategies in facilitating timely delivery of products/services and solutions in line with our strategic objectives.
- 6.3.2 Review strategies, initiatives and plans for IT and Digital and monitor their implementation.
- 6.3.3 Monitor low carbon technology developments, associated roadmaps and business development opportunities and keep the Board apprised of significant developments.
- 6.3.4 Consider the arrangements in place to drive a culture (including key performance indicators) that supports innovation and collaboration.
- 6.3.5 Review Policy Framework for management of data and technology.
- 6.3.6 Keep abreast of technology developments and best IT practices, making recommendations to the Board as appropriate for any implications for strategy.
- 6.3.7 Consider and advise the Board in relation to the ethical and responsible use of technology and data analytics.

7. OTHER

The Committee shall:

- 7.1 have access to sufficient resources in order to carry out its duties;
- 7.2 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 at least once a year review its Terms of Reference and recommend any changes it considers appropriate to the Board for approval;

7.4 work and liaise as necessary with all other Board Committees; and

7.5 deal with any matters which the Board may refer to the Committee.

8. REPORTING

8.1 The Committee Chairperson shall report to the Board after each Committee meeting on its deliberations.

8.2 The Company Secretary shall prepare a Committee Work Plan annually reflecting the Committees priorities for the year ahead and to ensure that the Committee has adequate coverage of its oversight responsibilities as set out in this Terms of Reference.

8.3 The Committee shall report to the Board annually on its own performance.

8.4 The Chairperson shall report to the Board on significant changes or unresolved issues in relation to matters within the remit of the Committee.