Energy for generations

ESB Group

Customer, Innovation & Brand Committee

Terms of Reference

Approved: July 2024

Contents

1. PURPOSE 2
2. MEMBERSHIP 2
3. SECRETARY 2
4. FREQUENCY OF MEETINGS 2
5. AUTHORITY 3
6. DUTIES 3
6.1 Customer 3
6.2 Brand, Reputation & Stakeholder Management 3
6.3 Innovation/Technology 4
7. OTHER 4
8. REPORTING 5

1. PURPOSE

The Customer, Innovation & Brand Committee supports the Board in fulfilling its oversight responsibilities in the vital strategic areas of customer empowerment, innovation, brand and stakeholder engagement.

In discharging its responsibilities, the Committee shall have regard to the Company's:

- Purpose and Values;
- Strategy commitments to:
  - empower, inspire and support our customers and communities to achieve Net Zero;
  - be digital and data driven, leveraging technology for business transformation;
  - strengthen our brand and build trusted stakeholder relationships;
- 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 (or their nominee) 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 a culture of customer centricity at all levels of the organisation to ensure alignment with Our Purpose and Values.

6.1.4 Receive retail market updates, competitor analysis 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 marketing and sponsorship strategies and plans for alignment with our Purpose, Values and Strategy.

6.1.7 Review governance arrangements for sponsorships/partners.

6.2 Brand, Reputation & Stakeholder Management

6.2.1 Review and input to the Brand Strategy for the Group.

6.2.2 Review effectiveness of brand strategy and toolkits that guide marketing and communications plans.

6.2.3 Review stakeholder engagement strategies and lobbying activities for alignment with strategy and report to the Board on any significant issues/developments.

6.2.4 Review Reputation Surveys (including key performance indicators) and report to the Board on key trends and insights, setting out implications for engagement priorities and strategy implementation.

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 strategies, initiatives and plans for technology adoption and monitor associated business benefits.

6.3.2 Review and assess effectiveness of innovation strategies in facilitating timely delivery of a pipleline of products/services and solutions in line with strategy objectives.

6.3.3 Monitor low carbon technology developments, associated roadmaps and business development opportunities and keep the Board appraised 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 governance frameworks for management of data, data privacy and technology adoption.

6.3.6 Keep abreast of industry trends, technology developments and best IT best practices, making recommendations to the Board as appropriate for any implications for strategy.

6.3.7 Review technology risks, disruptors and mitigations. Consider and advise the Board in relation to the ethical and responsible use of technology and data analytics.

6.3.8 Review major transformation and technology implementation programmes and assess related business benefits.

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.