Energy for generations

ESB Group

Safety, Sustainability & Culture Committee

Terms of Reference

Approved: February 2026

Contents

1. **INTRODUCTION** 3
2. **DEFINITIONS** 3
3. **PURPOSE** 3
4. **MEMBERSHIP AND QUORUM** 4
5. **SECRETARY** 4
6. **FREQUENCY OF MEETINGS/NOTICE** 4
7. **AUTHORITY** 4
8. **DUTIES** 4
   - 8.1 **Safety, Health & Wellbeing & the Environment (SHE)** 4
   - 8.2 **Sustainability** 5
   - 8.3 **Culture & People** 6
   - 8.4 **General** 6
9. **CHAIR OF THE COMMITTEE** 7
10. **OTHER** 7
11. **REPORTING** 7

1. INTRODUCTION

The Board is responsible for all aspects of corporate governance including with respect to setting strategy and decision making. This includes oversight with respect to safety, health, wellbeing, the environment, sustainability and people matters. Day-to-day management and control for these important matters is delegated to the Chief Executive and the Executive Directors, who implement the Board's strategy and are accountable for performance in this regard.

The Board has established Committees, including the Safety, Sustainability and Culture ("SSC") Committee, to assist it with discharging its oversight responsibilities.

These Terms of Reference should be read in conjunction with the Terms of Reference of the Board and the Terms of Reference applicable to all Board Committees.

2. DEFINITIONS

The "**Company**" is ESB.

The **"Committee**" is the Safety, Sustainability & Culture Committee

"SHE" is collectively Safety, Health & Wellbeing and the Environment. SHE matters include personal, operational and process safety, health and wellbeing, physical security and the environment.

The "Group" is ESB and its subsidiaries.

"**The Chief Executive**" is the Chief Executive of the Company.

"**Executive Directors**" are direct reports to the Chief Executive and any other position at direct report level to the Chief Executive or Managing Director approved by the Board.

3. PURPOSE

This Terms of Reference sets out the Committee's role and responsibilities in respect of the oversight, guidance and strategic direction on specific matters relating to:

(i) Health, Safety & Wellbeing of employees, contractors and the communities ESB serves;
(ii) Sustainability & environmental performance, including climate related risks and opportunities;
(iii) People strategy and culture frameworks; and
(iv) Performance against objectives and targets in these domains.

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

- strategy, purpose and values;
- corporate governance requirements;
- attitude and appetite for risk; and
- commitment to make a positive contribution to the communities which we serve.

4. MEMBERSHIP AND QUORUM

4.1 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 three members. A quorum shall be two members.

4.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise any and all authorities vested in or exercisable by the Committee.

5. SECRETARY

The Secretary of the Company (or their nominee) shall be the Secretary of the Committee. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

6. FREQUENCY OF MEETINGS/NOTICE

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

6.2 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.

6.3 A special or emergency meeting of the Committee can be convened at short notice at the request of the Chair of the Committee.

7. AUTHORITY

7.1 The Committee's authorities are as set out in these Terms of Reference in addition to such other authority as is from time to time delegated to it by the Board.

7.2 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.

7.3 The Committee can obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference.

8. DUTIES

The Committee shall have the following responsibilities: -

8.1 Safety, Health & Wellbeing & the Environment (SHE)

The Committee shall: -

8.1.1 Provide strategic guidance and advice in respect of the development of SHE related strategies and plans (including component policies) from time to time, ensuring alignment with corporate strategy;

8.1.2 Review the effectiveness of SHE strategies and plans, through receipt of annual updates, benchmarking reports and review of targets;

8.1.3 Review Principal and Emerging risks, mitigations and plans relating to SHE, undertaking deep dives as required;

8.1.4 Receive quarterly reports on SHE operational performance of the Group, including key leading and lagging performance indicators, significant incidents, and report to the Board on any significant trends or developments;

8.1.5 Undertake regular SHE engagements including through:

(i) Updates on key SHE issues, plans and initiatives from each of the businesses across the Group;

(ii) Site visits and engagements which raise awareness of the Board's commitment to SHE;

(iii) Review of feedback from employee surveys and other external sources, updating the Board on insights and recommending any further action.

8.1.6 Monitor the effectiveness of the system of internal control for SHE related matters, informed by the receipt of bi-annual performance and assurance reports. The Committee should assure itself that appropriate resources are in place to operate the system of internal control and is appropriate to support a culture of continuous improvement;

8.1.7 Review and approve as appropriate Group Policies in relation to SHE related matters as required by the Group Policy Management Framework and monitor their ongoing implementation;

8.1.8 Receive a report on significant forthcoming legislation and other external developments (e.g., Codes of Practice) relating to SHE matters likely to affect the Group;

8.1.9 Satisfy itself that appropriate and robust processes are in place to carry out safety and environment investigations by competent personnel, and review the outcome of significant safety and environmental investigations and ensure that recommendations arising are fully addressed by management;

8.1.10 Receive annually a report on (i) SHE related audits planned for the forthcoming year, and (ii) the key findings of internal audits from the Group Internal Auditor.

8.2 Sustainability

8.2.1 Review and advise on the Group's sustainability strategy and related plans through receipt of annual strategy updates, benchmarking and regular review of targets;

8.2.2 Receive quarterly reports on and monitor key Sustainability Performance Indicators for the Group;

8.2.3 Review Group Sustainability Policies and initiatives for alignment with Group Strategy;

8.2.4 Review the adequacy of ESG monitoring frameworks in use by ESB and monitor the outcome of any assessments against external ESG frameworks (e.g. CDP). Report to the Board on any recommendations arising;

8.2.5 Support the Board in carrying out its risk responsibilities by ensuring that a robust and effective process is in place to manage and report on sustainability risks. Review and challenge the ESB Group Double Materiality assessments, including determination of material topics and related Impacts, Risks and Opportunities (IROs).

8.2.6 Review the Annual Sustainability Report and transparency of information provided in respect of the Company's sustainability practices and outcomes;

8.2.7 Receive regular reports on significant forthcoming legislation and other external developments relating to sustainability and seek assurance as regards the adequacy of plans to address compliance.

8.3 Culture & People

8.3.1 Review and challenge ESB's People Strategy and underlying plans to ensure the culture and capability to deliver ESB strategy is in place;

8.3.2 Support the Board in assessing alignment of culture with Group strategy. Consider the embedding of purpose, values and behaviours. A particular focus for the Committee is to monitor and receive assurance of the embedding of a positive health and safety and sustainability culture;

8.3.3 Review and recommend "Our Code", ESB's Code of Ethics, to the Board for approval and monitor embedding of *Our Code* and *Our Behaviours* across the business;

8.3.4 Monitor ESB's culture framework including evidence based culture priorities, measurement of culture maturity and management of cultural risk;

8.3.5 Review the results/feedback from employee engagement surveys, actions arising. Oversee targets to drive continuous improvement in employee engagement;

8.3.6 Monitor ESB's commitment to universal human rights principles and declarations, review and approve the Group's Human Rights Policies/Modern Slavery Statement and challenge practices for consistency with company purpose and values;

8.3.7 Review and challenge the approach to growing a diverse, equitable and inclusive culture;

8.3.8 Review corporate social responsibility (CSR) strategy, policies and initiatives for alignment with Group Strategy.

8.4 General

8.4.1 Be consulted on the development of the Group Internal Audit Workplan and review management's implementation of internal audit recommendations in areas which come within the responsibility of the Committee;

8.4.2 Receive reports on and report to the Board on significant pending or threatened significant legal actions including prosecutions with respect to safety, health and the environment.

9. CHAIR OF THE COMMITTEE

The Chair of the Committee shall be notified of: -

- any fatalities/serious injuries occurring in connection with or as a result of the company's operations;
- any serious environmental incidents occurring in connection with or as a result of the company's operations.

The Chair will be kept informed by the Chief Executive (or the relevant Executive Director) of any investigation/steps being undertaken.

10. OTHER

The Committee shall:

10.1 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;

10.2 make periodic visits to work/site locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to Safety, Sustainability and Culture responsibilities;

10.3 at least once a year, in the absence of management, review its own performance;

10.4 review its Terms of Reference annually and recommend any changes it considers necessary to the Board for approval; and

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

11. REPORTING

11.1 The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

11.2 The Committee shall submit an annual report on its activities to the Board, presenting the Committee's opinion on the workplan outturn and achievement of KPI's.

11.3 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.

11.4 The Committee Chair should meet regularly with the Chair of the Audit and Risk Committee to discuss matters of mutual interest, risks it has considered and to

receive updates on any disclosures or investigations relating to safety, health or the environment.

11.5 The Committee shall periodically review ongoing reporting provided to the Committee to ensure continued relevance and to confirm reporting frequency and detail are appropriate and support the Committee with its oversight responsibilities.