

Wickes Group plc (“the Company”)

Terms of Reference of the Responsible Business Committee

Membership and quorum

- The Wickes Group plc Responsible Business Committee (“the Committee”) shall be appointed by the Wickes Group plc Board (“the Board”) and shall consist of not less than three members, the majority of whom shall be chosen from amongst the independent non-executive directors of the Company.
- A quorum shall be two members.
- The Company Secretary or their nominee shall act as the secretary of the Committee.

Attendance at meetings

Directors, other employees of the Company other than the members of the Committee, and external advisors may attend meetings at the invitation of the Committee.

Frequency of meetings

Meetings shall be held no less than twice a year with additional meetings as appropriate.

Authority

- The Committee is authorised by the Board to investigate any activity within its terms of reference. The Committee shall have access to sufficient resources in order to carry out its duties and is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- The Committee is authorised by the Board to obtain legal or professional advice at the Company’s expense on any matters within its terms of reference. Outsiders with relevant experience and expertise may attend meetings of the Committee if the Chair of the Committee considers this necessary.

Duties

The duties of the Committee shall be:

Responsible Business Strategy

- to review and approve the strategy (Responsible Business Strategy) for managing the Group’s environmental, societal and governance (“ESG”) responsibilities, ensuring that the strategy is aligned with prevailing regulations and good practice and integrated with the Company’s strategy and business plan in order to support the Group’s long term sustainable success.
- to oversee the execution of the Responsible Business Strategy (including the performance of each pillar of the strategy) and the Group’s conduct with regard to its ESG obligations as a responsible corporate citizen.

Targets

- to approve short-term and long-term ESG targets to support the Responsible Business Strategy and make recommendations to the Remuneration Committee in relation to the inclusion of ESG targets in Executive remuneration.
- to monitor performance and review progress of the Responsible Business Strategy against agreed performance measures including monitoring progress towards the achievement of the Group's decarbonisation plan and diversity targets.

Policies and Procedures

- to review the adequacy and effectiveness of ESG related policies (including Modern Slavery, Human Rights, Responsible Sourcing, Environment and Charity and Community policies) and approve the creation of appropriate policies to protect the Group's reputation and comply with relevant laws and regulations.
- to review any serious incidents which breach the Group's Responsible Business Policies.

Horizon Scanning

- to monitor external ESG related issues, standards, good practice and legal and regulatory developments which are likely to have a significant influence on the Group's reputation and determine how these should be reflected in the Responsible Business Strategy, policies and reporting.

Risk

- to review the Group's climate-related risks and opportunities and make recommendations to the Audit & Risk Committee in relation to the inclusion of climate-related risks in the Group's principal and emerging risk disclosures, including the assessment of financial materiality.

Reporting and Engagement

- to review and monitor the Group's Responsible Business disclosures including the responsible business sections of the Annual Report and Accounts, greenhouse gas disclosures and climate-related financial disclosures consistent with the TCFD Recommendations and Recommended Disclosures and recommend disclosures for inclusion in the Group's financial reports to the Audit & Risk Committee.
- to review expenditure by the Group on corporate donations, community and volunteering programmes and charitable support and related disclosures in the Annual Report and Accounts.
- to monitor the Group's responsible business engagement and communications with its stakeholders, including evaluating the extent of the Group's participation in external benchmarking and surveys.
- to review the requirements for internal and external assurance of Responsible Business matters in conjunction with the Audit and Risk Committee.

Performance Review and Training

- to periodically review its own performance and, at least annually, review its constitution and terms of reference to ensure its effectiveness and recommend any changes it considers necessary to the Board for approval.
- to 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.

Other Matters

- to have regard, in the performance of its duties, to any applicable laws and regulations and associated guidance, and any published guidelines or recommendations from shareholders and representative bodies which the Committee considers relevant or appropriate.
- to work and liaise as necessary with all other Board committees.

Reporting to the Board

- The Chair of the Committee shall report to the Board at appropriate intervals.
- The minutes of the meetings of the Committee should be available to all members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

Reporting to shareholders

- The Committee shall produce a report for inclusion in the Company's Annual Report about its activities.
- The Chair of the Committee, or in their absence another member of the Committee, will attend the Company's Annual General Meeting and answer any shareholder questions about the work of the Committee.

Approved by the Wickes Group plc Responsible Business Committee on 7 February 2025

Approved by the Wickes Group plc Board on 17 March 2025