

Biffa plc
(the “Company”)

Sustainability Committee (the “Committee”)
Terms of Reference

Constitution

The Committee has been established as a committee of the Board by resolution of the Board.

Purpose

The purpose of the Committee is to oversee on behalf of the Board the Company's Sustainability Strategy which was first published in March 2020 and focuses on three core areas: building a circular economy; tackling climate change and caring for our people, supporting our communities. The Committee will also oversee broader stakeholder engagement on behalf of the Board.

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board and the Committee shall be made up of at least three members, the majority of whom are to be independent non-executive Directors.
- 1.2. Only members of the Committee have the right to attend Committee meetings but other individuals such as the other Directors, the Group HR Director, Director of Corporate Affairs and external professional advisers may be invited to attend all or part of any meeting at the invitation of the Committee.
- 1.3. Appointments to the Committee shall be made by the Board and shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members remain independent and the new appointment meets the criteria for membership of the Committee.
- 1.4. The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive Director. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair that meeting.

2. Secretary of the Committee

- 2.1. The Company Secretary or their nominee shall act as the Secretary to the Committee and provide all the necessary support to the Committee including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

3. Quorum and frequency of meetings

- 3.1. The quorum necessary for the transaction of business shall be two members, present in person or by telephone or other electronic means of whom a majority shall be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.2. Decisions of the Committee will be made by majority vote. In the event of an equality of votes the Committee Chair will not have a second or casting vote.
- 3.3. The Committee may take decisions without a meeting by unanimous written resolution when deemed necessary or desirable by the Committee Chair.
- 3.4. The Committee shall meet at least twice a year and at such other times as the Committee Chair shall require or as the Board may direct.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required or invited to attend and all other non-executive Directors, in advance of the meeting and, other than in exceptional circumstances, no later than five days before 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 of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of Committee meetings shall be circulated promptly to the Committee Chair and, once agreed, to all other members of the Board, unless a conflict of interest exists or in the opinion of the Committee Chair it would be inappropriate to do so.

6. Engagement with Shareholders

- 6.1. The Committee Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities and responsibilities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's area of responsibility.

7. Duties

Sustainability Strategy

- 7.1 The Committee shall:
 - 7.1.1 review, and make a recommendation to the Board on, the annual Sustainability Strategy Report;
 - 7.1.2 monitor progress and receive updates on the targets contained in the Sustainability Strategy; and
 - 7.1.3 review periodically the Sustainability Strategy and consider whether there should be any changes including to the targets.

Stakeholder Engagement

- 7.2 The Committee shall:
 - 7.2.1 review and approve the annual stakeholder engagement plan(s);
 - 7.2.2 monitor progress and receive updates on stakeholder engagement; and
 - 7.2.3 review and make a recommendation to the Board on the stakeholder engagement sections of the Annual Report.

Ethical policies and procedures

- 7.3 The Committee shall, where requested by the Board, review and make a recommendation on Group ethical policies and procedures.

Sustainability Updates

- 7.4 The Committee shall:
- 7.4.1 receive updates on and review the Company's sustainability ratings and accreditations; and
 - 7.4.2 receive updates on sustainability reporting requirements and changes to government strategy, policies and laws impacting sustainability.

Other

- 7.5 The Committee shall:
- 7.5.1 review, and make a recommendation to the Board on, the Strategy Report contained in the Annual Report; and
 - 7.5.2 where requested by the Board, take any other action in connection with sustainability on behalf of the Board.

8. Reporting Responsibilities

- 8.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion where necessary.
- 8.3. The Committee shall make a statement in the Annual Report about its activities, the membership of the Committee, number of meetings and attendance over the course of the year.

9. Other

The Committee shall:

- 9.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 9.2. 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;
- 9.3. give due consideration to laws and regulations including the provisions of the Code, the general duties of directors set out in the Companies Act 2006, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate; and
- 9.4. arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference, to ensure it is operating at maximum effectiveness and shall recommend any changes it considers necessary to the Board for approval.

10. Authority

The Committee:

- 10.1. is authorised to seek any information it requires from any employee of the Company to perform its duties;
- 10.2. is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- 10.3. shall have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.