



DATED 11 JUNE 2018

## SUSTAINABILITY (3ESG) COMMITTEE – TERMS OF REFERENCE

**BENCHMARK HOLDINGS PLC**

**BENCHMARK HOLDINGS PLC (the "Company")**

**SUSTAINABILITY (3ESG) COMMITTEE – TERMS OF REFERENCE**

is dated 11 JUNE 2018

- (1) The members of the Sustainability Committee for the time being shall be:  
  
Kevin Quinn (Chairman)  
Ruth Layton  
Ivonne Cantu  
Athene Blakeman (Company secretary)
- (2) The Sustainability (3ESG) Committee (the "Committee") shall consist of a minimum of 1 member appointed by the board of directors of the Company (the "Board") and others. The Chairman of the Committee shall be appointed by the Board. In the absence of the Chairman of the Committee and/ or appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. .
- (3) Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years.
- (4) The Company secretary shall act as the Secretary of the Committee.
- (5) The quorum for decisions of the Committee shall be any 2 members, comprising at least one non-executive director of the Board.

**ROLE**

- (1) The Committee is a sub-committee of the Board and on its behalf, it shall:
  - (a) Review the work of the Sustainability (3ESG) Group at least twice annually to ensure that:
    - i) The Company's strategy, and implementation of that strategy, is in line with the 3ESG values adopted by Benchmark and set out in the Code of Conduct;
    - ii) The work programme of the Sustainability (3ESG) Group provides sufficient assurance on the execution of Company's strategy in line with 3ESG values;
    - iii) The robustness and transparency of progress being made against 3ESG targets within Benchmark is demonstrable through success factors;
    - iv) The Sustainability (3ESG) Group is appropriately resourced.
  - (b) Report to the Board on the above at least twice annually.

- (2) The work of the Sustainability (3ESG) is carried out under the Company's 3Es framework of care for the environment, people and animals whilst maintaining economic stability. It aligns with major frameworks including the London Stock Exchange Guidance for Environmental, Social and Governance reporting and the UN Sustainable Development Goals. The following are the major areas of work:
- (a) Governance - to include anti-corruption, shareholder and tax transparency, risk management.
  - (b) Environment - to include biodiversity loss, fresh water use, climate change, pollution, land-use change, ozone depletion.
  - (c) Social – to cover our people and those our operations affect, and to include labour standards, employee health and wellbeing, community, health and safety, human rights and responsibilities, customer service.
  - (d) Animals on land and sea - to cover the health and welfare of animals under our care and those our operations impact, and to include companion animals, food animals, wild animals, animals used in R&D.
- (3) The Company's values live in all that we do:
- We are **collaborative**.
  - We are **practical**.
  - We are **courteous and have fun**.
  - We are **brave and ambitious**.
  - We are **focused**.
- (4) These terms of reference shall be made available on the Company's website.

