

## ROTORK PLC

### SAFETY AND SUSTAINABILITY COMMITTEE (S&S Committee)

#### TERMS OF REFERENCE

#### **1. Constitution and authority**

- 1.1 The Safety and Sustainability (Committee) is constituted as a committee of the board of directors (Board) of Rotork plc (Company) in accordance with the articles of association of the Company.
- 1.2 The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these Terms of Reference.
- 1.3 The Committee may sub-delegate any or all its powers and authority to one or more of its members or to the Company Secretary (or their nominee), including, without limitation, through the establishment of sub-committees which are to report back to the Committee.

#### **2. Membership**

- 2.1 The Committee shall be made up of at least three members. All members of the Committee shall be independent Non-Executive Directors
- 2.2 The Board shall appoint the Committee Chair. In the absence of the Committee Chair or an appointed deputy, the remaining members present at the meeting 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.
- 2.3 Appointments to the Committee shall be made by the Board (on the recommendation of the Nomination Committee and in consultation with the Committee Chair and CEO).
- 2.4 Only members of the Committee have the right to attend Committee meetings. The Company's Chief Executive Officer shall have a standing invitation to attend the Committee. The Chair (if not a member), other directors and employees, the Investor Relations Director, the Head of ESG and Sustainability, the Group Human Resources Director and the Global Head of HSE and external advisers may attend meetings, either in whole or in part, at the invitation of the Committee.

#### **3. Secretary**

The Company Secretary, or another member of the Company Secretariat team, shall act as the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

#### **4. Quorum and frequency**

- 4.1 The quorum necessary for the transaction of business shall be any two director members present.
- 4.2 The Committee shall meet at least three times a year where appropriate and at such other times as the Committee Chair shall require.

- 4.3 The Committee may hold meetings, and members may attend, by videoconference, telephone or using any other method of communication, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair.

## **5. Notice of meetings**

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 5.2 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 invited to attend no later than three working 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.

## **6. Minutes of meetings**

- 6.1 The secretary shall minute the proceedings, actions and any resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to the Committee Chair and once agreed, be made available to all other members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

## **7. Annual General Meeting**

- 7.1 The Committee Chair shall attend the annual general meeting and will answer any shareholder questions on the Committee's activities.

## **8. Duties**

The Committee is constituted by the Board to:

### *Company Policies*

- 8.1 review and, where appropriate, recommend to the Board for approval Company policies relevant to its scope.

### *Safety*

- 8.2 conduct oversight of safety management across the Company's operations including process and behavioural safety management, occupation and community health management and the safety management of people and asset security including crisis and emergency response.

### *Sustainability*

- 8.3 in addition to oversight of safety, conduct oversight on behalf of the Board for the Company's other strategy and plans for the following Sustainable Development Goals as approved by the Board:

- reducing our lost time injury rate each year and strive for a zero-harm workplace;
- embedding social, ethical and environmental considerations into our Global Supplier Excellence Programme;
- reducing our carbon emissions, with intensity, interim and net zero targets;
- enabling sustainable management of water resources and greater water efficiency for our customers
- supporting customers' energy and emissions reductions and enabling them to incorporate renewable energy into their operations;
- playing our part to enable the global energy transition and support a cleaner, more sustainable future

8.4 oversee the Company's net zero strategy, targets and implementation.

8.5 liaise closely with the Remuneration Committee to identify, if appropriate, safety and/or sustainability targets aligned to the Company's strategy which could be included in the Company's incentive schemes where appropriate, recognising that the Remuneration Committee remains responsible for determining the performance targets, measures and metrics and their related terms for relevant incentive awards.

8.6 guide the Company's sustainability communication strategy and review the content of the Company's sustainability-related disclosures in accordance with applicable law and regulations including in the annual report and accounts, those required under the Task Force on Climate-related Financial Disclosures and the Company's Sustainability Report to ensure such disclosures align with the Company's strategy, its priorities and its sustainability communication strategy. The Committee shall not be responsible for the assurance of the reporting and disclosures of sustainability data, performance or metrics, which shall remain the responsibility of the Audit Committee.

8.7 report on the above matters to the Board and, where appropriate, make recommendations to the Remuneration Committee (in respect of remuneration related matters) and the Board on safety and sustainability related matters; and

8.8 report as required to shareholders and other stakeholders on the Company's Sustainability strategy and the remit, considerations, activities and achievements of the Committee.

## **9. Reporting responsibilities**

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

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where Board approval is needed.

9.3 The Committee shall report to the Board twice annually on how it has discharged its responsibilities.

9.4 The Committee shall compile a report on its activities to be included in the Company's annual report. The report should include at least all the information requirements set out in the latest Corporate Governance Code and any other relevant legal and regulatory reporting requirements.

## **10. Other matters**

The Committee shall:

- 10.1 have access to sufficient resources to carry out its duties, including the ability to seek any information it requires from any employee of the Company;
- 10.2 obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- 10.3 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;
- 10.4 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules, Task Force on Climate-Related Financial Disclosures and any other applicable rules, as appropriate to the extent they relate to ESG matters; and
- 10.5 arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Terms of Reference approved on 5 October 2023 by the Board of Directors of Rotork plc.

Terms of Reference to be reviewed in October 2024.