

Environmental, Social and Governance (“ESG”) Committee

Internal Rules Environmental, Social and Governance Committee

1. Task and Responsibility

1.1 The Environmental, Social and Governance Committee (also referred to as the "Committee") shall be responsible for:

- a) assisting the Company's Board of Directors (the "Board") in defining and regularly reviewing the Company's strategy relating to Environmental, Social and Governance (“ESG”) matters and in devising and setting relevant goals, guidelines and Key Performance Indicators (“KPIs”) for the Board and the Company's executive officers;
- b) developing and reviewing the policies, programmes, codes of practices, targets and initiatives of the Company and its subsidiaries (the "Group") relating to ESG matters and, together with the Group's Executive Committee, assessing the effectiveness thereof to ensure they remain effective, up-to-date and consistent with relevant legal and regulatory requirements, industry standards and ESG guidelines;
- c) providing oversight of the Group's management of ESG matters and compliance with relevant legal and regulatory requirements, including applicable legislation, regulatory requirements, rules and principles of corporate governance, and applicable industry standards (including where these apply to the subsidiaries of the Company and regulated entities within the Group);
- d) reporting on these matters to the Board and, where appropriate, make recommendations to the Board;
- e) reviewing, in consultation with the Company's Portfolio & Investment Committee, ESG matters arising from significant investment considerations;
- f) reviewing, in consultation with the Company's Audit Committee, the quality and integrity of the Company's disclosures regarding ESG matters and the activities of the Committee, including as part of the Group's annual reports and other required financial reporting, as well as internal reporting on ESG to ensure that the Company provides appropriate information, complies with reporting obligations meets applicable reporting standards and is transparent regarding its ESG related policies with the investment community;
- g) reviewing and assisting the Board with in combination with the Nomination and Compensation Committee, social and governance considerations arising from employment matters and Board succession, including in relation to diversity, the Company's targets in relation to diversity, its plans to meet those targets and applicable disclosure and reporting requirements in relation thereto;
- h) monitoring and reviewing current and emerging ESG trends, relevant international standards and legislative requirements and identifying how these might impact the strategy, operations, and reputation of the Group; and determine whether and how these are incorporated into or reflected in the Group's ESG policies and objectives
- i) supporting and providing guidance to management in developing and updating policies and procedures relating to employee health & safety, environment and social responsibility; and
- j) reviewing the results of any reviews or independent audits or rating of the Group's performance in regard to ESG matters, review any strategies and action plans developed by management in response to issues raised; and make recommendations to the Board on any of the matters listed above that the Committee considers appropriate.

For these purposes, ESG matters are considered to include, but are not limited to, the following:

Environmental: the Group's impact on the natural environment and its response to [(including actions to mitigate)] climate change including: greenhouse gas emissions, energy consumption, generation and use of renewable energy, efficient use of resources, the reduction and management of waste, and the environmental impact of the Group's supply chain;

Social: the Group's interactions with employees, customers, suppliers, other stakeholders and the communities in which it operates and the role of the Group in society including: workplace policies,

diversity, ethical and responsible sourcing, social or community projects undertaken by the Group and social aspects and labour standards of the supply chain, engagement with the broader community through social projects and charitable donations; and

Governance: the ethical conduct of the Group's business including business ethics, policies and codes of conduct, risk management, the management of bribery, corruption and money laundering risk and the transparency of reporting.

1.2 The Environmental, Social and Governance Committee shall make recommendations to the Board regarding ESG matters, with due regard for (i) the Group's ESG policy as determined by the Board; (ii) the Corporate Governance and legal requirements applicable to the Group and (iii) the Company's articles of association.

1.3 The approval of the Environmental, Social and Governance Committee shall be required prior to the publication of the Company of its annual ESG Report.

1.4 The Environmental, Social and Governance Committee is chaired by the person appointed thereto by the Board. The chairman of the Environmental, Social and Governance Committee shall be responsible for keeping the Board informed of all relevant developments within the Environmental, Social and Governance Committee.

1.5 The Environmental, Social and Governance Committee chairman, or if unavailable a Committee member, shall attend the annual general meeting of the Company to answer shareholder questions relating to the Committee's activities. In addition, the Environmental, Social and Governance Committee chairman, will, in conjunction with the Company's Head of Investor Relations, engage with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

2. Composition

2.1 The Environmental, Social and Governance Committee shall consist of at least two Non-Executive Directors and up to five members of the Group's senior management, to be appointed by the CEO, with the approval of the Nomination and Compensation Committee or Board.

3. Meetings

3.1 The Environmental, Social and Governance Committee shall meet at least once per year, or more frequently according to need. The chairman shall use its best efforts to see to it that the majority of the meetings of the Environmental, Social and Governance Committee shall be held in Ireland. A member can authorise another member, to represent him or her at a meeting and to vote on his or her behalf. Such authorisation shall be in writing (including email).

3.2 The chairman shall chair the meeting. If the chairman is absent, the meeting shall appoint one of the members of the Environmental, Social and Governance Committee as chairman of the meeting.

3.3 The notice of the meeting shall be given by the chairman, or in his absence any other member of the Environmental, Social and Governance Committee and shall set out an agenda identifying in reasonable detail the matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. There shall be at least 24 hours between the date on which notice is given to each of the members of the Environmental, Social and Governance Committee of any meeting and the date on which it is held, unless the person giving notice of the meeting determines a shorter notice period.

3.4 Each member of the Environmental, Social and Governance Committee shall have the right to cast one vote in a meeting. All resolutions shall be passed by an absolute majority of the votes cast.

3.5 The contemporaneous linking together by telephone conference or audiovisual communication facilities of members of the Environmental, Social and Governance Committee, shall be deemed to constitute a meeting of the Environmental, Social and Governance Committee for the duration of the

connection. Any member taking part, shall be deemed present in person at the meeting and shall be entitled to vote or counted in a quorum accordingly.

3.6 Resolutions of the Environmental, Social and Governance Committee may, instead of in a meeting, be passed in writing - including any electronic message and facsimile, or in the form of a message transmitted by any accepted means of communication and received or capable of being produced in writing – provided that all members of the Environmental, Social and Governance Committee were notified of the resolution being passed in writing and that the chairman has not prior to passing of the resolution been notified of any objections to this decision-making process and furthermore provided that the resolution is signed by a majority of the members of the Environmental, Social and Governance Committee.

3.7 The minutes of a meeting of the Environmental, Social and Governance Committee shall be adopted by the chairman. Minutes of the matters dealt with in a meeting of the Environmental, Social and Governance Committee shall be sufficient evidence thereof and of the observance of all necessary formalities, provided such minutes are certified by the chairman of the Environmental, Social and Governance Committee.

3.8 In case an extract of the minutes of a meeting of the Environmental, Social and Governance Committee will be required this extract can be certified by the chairman of the Environmental, Social and Governance Committee or in his absence by any member of the Environmental, Social and Governance Committee or the Company Secretary.