

STOCK SPIRITS GROUP PLC

RESPONSIBLE BUSINESS COMMITTEE TERMS OF REFERENCE

The following are the terms of reference of the Responsible Business Committee (the “**Responsible Business Committee**”) of **Stock Spirits Group PLC** (the “**Company**”) and its subsidiaries (together, the “**Group**”).

1. **Purpose**

The objective of the Committee is to focus on responsible business across the Group, including to review and provide recommendations for the areas within the updated 2018 Corporate Governance Code, which are not already being covered by the other Committee’s. These areas include Section 172, stakeholder engagement (including workforce engagement), purpose, culture, environment and sustainable development goals, climate change, health, safety and diversity.

2. **Scope**

2.1 The Committee shall have oversight of responsible business accountabilities in the following areas:

- Health and safety: but recognising that the Board has overall responsibility for the health and safety of the overall Group
- Environment: including air, water and land emissions, energy management, climate change, waste and resource productivity, biodiversity and compliance with environmental regulation
- Building communication with all stakeholders (including shareholders, local communities, employees, contractors, customers, government and society) and the role of the Group in society, to ensure that the scope and objectives of the Committee are addressed and taken into account.
- Workforce engagement and policies
- Policies related to responsible and ethical business practice (apart from those which are already considered by the Audit Committee)
- Diversity across the Group (apart from areas already covered by the Nomination and Remuneration Committee’s)

3. **Membership**

3.1 Members and the Chairman of the Responsible Business Committee shall be appointed by the board of directors on the recommendation of the Nomination Committee, in accordance with the Company’s articles of association, and shall be made up of at least three members.

3.2 Where possible, at least one member of the Committee will have relevant skills, experience or qualifications as determined by the Board, in responsible business related matters.

- 3.3 The Board shall appoint the Chairman of the Committee (the “**Chairman**”). In the absence of the Chairman, the remaining members present shall elect one of their number to chair the meeting.
- 3.4 Only Committee members have the right to attend Committee meetings. However, the Committee may invite other individuals to attend all or part of any meetings as and when appropriate.
- 3.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods.
- 3.6 The Company Secretary is the secretary of the Committee (the “**Secretary**”).

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be any two members of the Committee.
- 4.2 Members of the Committee may attend in person or participate by other means, including teleconference or video conference.

5. Frequency of meetings

- 5.1 The Committee shall meet at least twice in each year and at such other times as otherwise required.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary at the request of the Chairman.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, date and time, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, and to other attendees as appropriate, no later than five 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.

7. Minutes of meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to the Chairman and, once agreed, to all members of the Committee and, unless it would be inappropriate to do so, to all other members of the Board.

8. Authority

- 8.1 The Committee is authorised to obtain, at the Company’s expense, outside legal or other professional advice on any matters within its terms of reference.

9. Reporting Responsibilities

- 9.1 The Chairman shall report formally to the Board on the Committee's proceedings after each meeting of the Committee on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendation to the Board it deems appropriate on any area within its remit where action or improvement is needed. Any recommendation of the Committee shall take effect only if approved by the Board.
- 9.3 The Committee shall produce a summary report to be included in the Company's annual report and accounts about its activities.

10. Other matters

- 10.1 The Committee shall have full authority and resources to investigate matters falling within its Terms of Reference and accordingly, the Committee may:
- (A) have access to sufficient resources in order to carry out its duties, including access to management and the company secretariat for assistance as required;
 - (B) 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;
 - (C) obtain, at the Group's expense, any external independent professional expert advice, as it considers necessary in connection with its purpose and if required, secure the attendance of such advisors at its meetings;

11. Review and Evaluation

The Committee will undertake an annual review of its effectiveness, including the role and responsibilities of the Committee and include a review of these Terms of Reference.

These terms of reference were reviewed and approved by the Board on 17 September 2019.