



ASTON MARTIN LAGONDA GLOBAL HOLDINGS plc
(the "Company")

SUSTAINABILITY COMMITTEE TERMS OF REFERENCE

Approved and Adopted by the Board of Directors of the Company
On 11 December 2023

Purpose

The purpose of the Sustainability Committee (the "**Committee**") is to oversee and monitor on behalf of the Board of Directors of the Company (the "**Board**") the implementation of the Company's Sustainability Strategy and to provide a general oversight of sustainability initiatives and action across the Company (as required by the Board), in line with the purpose, values and strategy of the Company.

This shall include overseeing broader stakeholder and employee engagement in respect of such initiatives and the implementation of the Sustainability Strategy, on behalf of the Board. The Committee shall also advise the Board with respect to reviews and updates of the Sustainability Strategy to the extent appropriate to ensure it continues to align with the purpose, values and strategy of the Company.

These Terms of Reference set out the authorities and responsibilities delegated to the Committee by the Board.

Constitution

The Committee was established as a committee of the Board by resolution of the Board at a board meeting held on 16 December 2021.

1. Membership

- 1.1 **Chair:** The Board shall appoint a Committee chair who should be an independent non-executive director (the "**Committee Chair**"). In the absence of the Committee Chair and/or an appointed deputy at any Committee meeting, the remaining members present at any such meeting shall elect one of their number to chair the meeting.
- 1.2 **Composition:** Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Committee Chair. The Committee shall be made up of at least three (3) members, the majority of whom shall be independent Non-executive Directors.
- 1.3 **Attendance:** Only members of the Committee shall have the right to attend Committee meetings, but other individuals including (but not limited to) the remaining members of the Board, members of the Executive Committee the Director of Investor Relations, Director of Reward, Director of Government Affairs and Sustainability and Director of Internal Audit & Risk, other employees

responsible for the implementation of the Sustainability Strategy and external professional advisers may be invited to attend at the invitation of the Committee.

1.4 **Disclosure of Interests:** Each member of the Committee shall disclose to the Committee:

- (a) the nature of any direct or indirect interest in any proposed transaction or arrangement with the Company; and
- (b) any direct or indirect, actual, or potential conflict with the interests of the Company arising in relation to any business of the Committee.

Any member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions to the extent that such engagement in the transaction, arrangement or conflict has not been approved by the Board.

2. Secretary of the Committee

2.1 The Company Secretary or their nominee shall act as the Secretary to the Committee (the "**Committee Secretary**") 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. Meetings

3.1 **Quorum:** The quorum necessary for any Committee meeting shall be two (2) members, present in person or by telephone or other electronic means, of whom at least one (1) shall be an independent Non-executive Director. 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:** Decisions of the Committee will be made by majority vote. In the event of an equality of votes, the Committee Chair shall have a second or casting vote. The Committee may take decisions by unanimous written resolution instead of a Committee meeting, when deemed necessary or desirable by the Committee Chair.

3.3 **Frequency:** 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. The Committee may hold meetings at a physical place or by means of any electronic facility (or both in respect of the same meeting).

3.4 **Duration:** Sufficient time should be allowed for each Committee meeting to enable the Committee to undertake as full a discussion as may be required.

4. Notice of Meetings

4.1 **Responsibility:** Meetings of the Committee shall be summoned by the Committee Secretary at such frequency outlined in Clause 3.3.

4.2 **Content and Timing:** Unless otherwise agreed, notice of each meeting confirming the venue, time and date, including the electronic facility to be used if relevant,

together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required or invited to attend the relevant Committee Meeting (in accordance with Clause 3), as far as possible in advance of such meeting and, other than in exceptional circumstances, no later than five working days before the date of the meeting.

- 4.3 **Supporting Papers:** Supporting papers for each Committee meeting shall be sent to Committee members and to other attendees, no later than three working days before the date of the meeting or as appropriate.

5. Minutes of Meetings

- 5.1 **Responsibility:** The Committee Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

- 5.2 **Circulation:** Draft minutes of Committee meetings shall be circulated promptly to the Chair of the Committee for review and comment before the final minutes are circulated to the Committee for approval at the next properly convened Committee meeting with the Committee papers for that meeting. Upon request, minutes shall be circulated to all other members of the Board, unless the Committee Chair thinks it would be inappropriate to do so.

6. Engagement with Shareholders

- 6.1 **AGM:** The Committee Chair shall attend each Annual General Meeting of the Company and shall be prepared to respond to any shareholder questions on the Committee's activities and responsibilities.
- 6.2 **Other Shareholder Engagement:** The Committee Chair shall, as appropriate, seek engagement with the Company's shareholders on significant matters related to the Committee's areas of responsibility.
- 6.3 The Committee Chair will provide a brief overview of the work of the Committee each year in the Company's Annual Report and Sustainability Report.

7. Duties

Sustainability Strategy and Reports

- 7.1 The Committee shall:
- 7.1.1. review, and make a recommendation to the Board to approve the annual Sustainability Report, the Modern Slavery Act Statement and Gender Pay Gap Report and any other public documents to be approved for disclosure concerning sustainability related matters;
 - 7.1.2. review and monitor progress of the Sustainability Strategy and consider whether there should be any changes, including to the targets detailed in the Sustainability Strategy and make a recommendation to the Board for approval of any changes to the Sustainability Strategy;
 - 7.1.3 review the annual Sustainability Materiality assessment which guides content choices in the Sustainability Report and gives the Company an

insight into which Sustainability topics are of most significance to the Company's stakeholders and provide comments and guidance as required;

Sustainability Strategy Oversight

7.2 The Committee shall:

7.3 7.2.1 receive regular updates from the various company staff as well as bodies such as working groups which are executing the Sustainability Strategy. Relevant updates on the progress and implementation of the Sustainability Strategy should normally include a simple overview of any key risks and opportunities to the implementation of that activity.

7.2.2 carry out regular deep dives into the priority areas of the Sustainability Strategy;

7.2.2 receive updates on and review (on an ongoing basis) the Company's external sustainability ratings and accreditations;

7.2.3 receive updates on (and review on an ongoing basis) sustainability reporting requirements and changes to government strategy, policies and laws impacting sustainability;

7.2.4 monitor external trends, developments and emerging best practices that may affect the Company's reputation or sustainability and ESG strategy, objectives and targets;

7.2.5 monitor the level of resource, competence and commitment applied to the management of sustainability and ESG issues; and

7.2.6 receive relevant sustainability audit findings and details of sustainability related assurance activity.

Other Matters

7.4 The Committee shall, where requested by the Board, take any other action in connection with sustainability on behalf of the Board; and

7.5 work and liaise as necessary with all other committees, ensuring the interaction amongst committees and with the Board is regularly reviewed.

8. Reporting Responsibilities

8.1 **The Board:** The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities including on the nature and content of discussion, decisions and recommendations made, and actions to be taken.

8.2 **Recommendations:** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is necessary.

- 8.3 **Statements:** 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.
- 8.4 **Terms of Reference:** The Committee shall make available these Terms of Reference (explaining the Committee's role and the authority delegated to it by the Board) on request and by including the information on the Company's website.
- 8.5 **Work Programme:** The Committee shall review and approve, on an annual basis, its work programme for the forthcoming year.

9. Other

The Committee shall:

- 9.1 **Resources:** have access to sufficient resources in order to carry out its duties, including access to the services of the Company Secretary and such other Company personnel with operational oversight of ESG for the Company on all Committee matters and shall be authorised to have unrestricted access to all of the books and records of the Company to fulfil its responsibilities;
- 9.2 **Training:** be provided with appropriate and timely training, both in the form of an induction programme for new Committee members and on an ongoing basis for all Committee members;
- 9.3 **Laws and Regulations:** give due consideration to laws and regulations including the provisions of the UK Corporate Governance Code, the general duties of directors set out in the Companies Act 2006, the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 9.4 **Reviews:** 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 (in a timely manner) recommend any changes it considers necessary to the Board for approval.

10. Authority

The Board authorises the Committee to carry out the duties set out in these Terms of Reference, and the Committee is authorised to:

- 10.1 **Resources and Support:** seek any information it requires from any employee or contractor, consultant or any other provider of services to, the Company to perform its duties, and call any such person to attend a Committee meeting as and when required;
- 10.2 **Accountability:** Require appropriate senior, including Executive Committee members, and/or specialist staff to account for the performance and implementation of the Company's Sustainability Strategy.

- 10.3 **External Advice:** obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference and invite persons giving such advice to attend Committee meetings as and when required;
- 10.4 **Investigation:** investigate any activity within its Terms of Reference for which it may, in accordance with Clause 10.1, enlist the help of professional advisers;
- 10.5 **Publishing:** publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board;
- 10.6 **Reporting:** appoint a non-Board member of the Company's senior management to report to each Committee meeting and be responsible for preparatory and monitoring activities for the Committee; and
- 10.7 **Delegation:** delegate any actions in support of its function to a sub-committee as it deems appropriate, providing the terms of such delegation are documented in the Committee's records, but it may not delegate accountability for its function.