

**1. Membership**

- 1.1 The Corporate Responsibility Committee (the “Committee”) shall comprise a minimum of one non-executive director, the Chief Executive, the Chief Financial Officer and the Executive Director, Commercial & Corporate Affairs.
- 1.2 The Chairman of the Committee shall be a Non-Executive Director (or in his/her absence, any other non-executive director or the Chief Executive).
- 1.3 The quorum necessary for the transaction of business shall be two, at least one of whom should be a 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.

**2. Attendance at meetings**

- 2.1 The Committee shall meet at least two times a year and at such other times as the Chairman of the Committee shall require;
- 2.2 The Company Secretary or their nominee shall act as the secretary of the Committee; and
- 2.3 The Committee may invite any other person to attend any meeting of the Committee.

**3. Notice of meetings**

- 3.1 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 and any other person required to attend, no fewer than three working days prior to the date of the meeting.

**4. Duties**

The Committee shall:

- 4.1 monitor and review compliance with the following policies and scrutinise the effectiveness of the delivery of the policy requirements by the Executive:
  - Corporate Responsibility Policy
  - Ethics and Business Conduct Policy and Code of Conduct
  - Anti-Corruption Policy
  - Environmental Policy
  - Charitable Giving and Charitable Sponsorship Policy;



- 4.2 oversee the implementation of the Group's strategy and programmes in the areas of corporate responsibility, charity and community, ethics and business conduct (including anti-corruption) and environment;
- 4.3 ensure appropriate resources are available for the implementation of the respective policies and programmes;
- 4.4 ensure that appropriate training is provided for employees, where appropriate;
- 4.5 have oversight of any significant ethics violations which occur and the actions taken in response to these;
- 4.6 review the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 4.7 review the Group's systems and controls for the prevention of bribery and receive reports on non-compliance;
- 4.8 Oversee reporting requirements in areas governed by the Committee including but not limited to carbon emission disclosures, modern slavery and supplier payment practices; and
- 4.9 Ensure that the Board complies with requirements under the UK Corporate Governance Code and UK Companies Acts on stakeholder engagement, including but not limited to employees.
- 4.10 to agree and approve the annual Corporate Responsibility Report within the Annual Report (this approval can be given by email should it fall between scheduled Committee meetings);

## **5. Reporting responsibilities**

- 5.1 Minutes of Committee meetings shall be circulated to all members of the Committee and be available to all members of the Board; and
- 5.2 The Committee shall report its activities to the Board after every meeting.

## **6. Other**

- 6.1 to undertake any other duties as directed by the Board
- 6.2 to annually review its own performance, constitution and terms of reference to ensure it operates effectively and recommend any changes it considers necessary to the board for approval.

*Approved by the Board of Directors of Meggitt PLC on 2 August 2018.*