

**ECORA ROYALTIES PLC**

**SUSTAINABILITY COMMITTEE (the “Committee”)**

**TERMS OF REFERENCE**

**Adopted by the Board of Ecora Royalties PLC (the “Company” or “Group”) on 25 March 2025**

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**1. Purpose**

- 1.1 The objective of the Committee is to assist the Board in overseeing the Group’s strategies, policies, processes, targets, performance and disclosures designed to achieve long-term value for its stakeholders through sustainable and responsible investments and business, with a strong focus on sustainability factors.

**2. Scope**

- 2.1 The Committee shall be responsible for overseeing:
- a) compliance with the Group’s Sustainability Policy;
  - b) environmental, social and governance risk assessment across the Group’s existing investments;
  - c) the setting and revising of the Group’s sustainability strategy; and
  - d) the development, implementation, review and on-going monitoring of the Group’s processes in order to implement the sustainability strategy.
- 2.2 A more detailed description of the Committee’s responsibilities is set out in the Appendix to these terms of reference.
- 2.3 The Committee shall work and liaise with other Board committees, as appropriate, including the Audit Committee in respect of monitoring the Group’s procedures and systems established by management to identify, assess, monitor and manage risk.

**3. Membership and Appointment**

- 3.1 The Committee shall comprise three or more directors. The majority of the members shall be independent non-executive directors.
- 3.2 The Chair of the Board may be a member of, but not chair, the Committee if he or she was considered independent upon appointment.
- 3.3 Appointments to the Committee shall be made by the Board on the recommendation of the Nomination Committee, in consultation with the Committee Chair.
- 3.4 The Committee Chair shall be an independent non-executive director appointed by the Board, on the recommendation of the Nomination Committee. In the Committee Chair’s temporary absence, one of the other Committee members, either nominated by the Committee Chair or elected by the Committee, will act as Committee Chair.

3.5 Members should have the appropriate knowledge, skills and expertise to understand sustainability related strategy, targets and implementation, and shall undertake appropriate development of their skills as necessary.

3.6 Only members of the Committee shall have the right to attend Committee meetings. It is expected that the Chief Investment Officer, the General Counsel / Head of Legal and the Head of Investor Relations will be invited to attend the meetings on a regular basis and other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

#### **4. Secretary**

4.1 The Company Secretary, or a nominee, shall be the Secretary of the Committee.

#### **5. Quorum**

5.1 A quorum of the Committee shall comprise any two Committee members.

5.2 Members of the Committee may attend in person or participate by other means, including teleconference or video conference.

#### **6. Meetings**

6.1 The Committee shall meet not less than four times a year, and at other such times as any member, or the Secretary of the Committee, shall require.

6.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.

6.3 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.4 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

#### **7. Notice of Meetings**

7.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be circulated to each member of the Committee. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, unless the Committee Chair determines that it would be inappropriate for any one or more individuals to receive them.

## **8. Reporting Procedures**

- 8.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action taken.
- 8.2 The Committee will review and recommend to the Board on the adequacy of the reporting on sustainability disclosures, opportunities, risks and issues in the annual report and other relevant public documents. The Committee shall oversee the production of a section in the annual report regarding sustainability which shall cover the Company's sustainability strategy, policies and practices and the Committee's activities in the preceding year.
- 8.3 The Committee Chair (or another Committee member nominated by the Committee Chair) will attend the annual general meetings to respond to any shareholder questions on the Committee's activities and the Group's approach to sustainability. In addition, the Committee Chair should seek engagement with shareholders, and other stakeholders where relevant, on significant matters related to the Committee's areas of responsibility.

## **9. Delegation**

- 9.1 The Committee has the delegated authority of the Board in respect of the functions and powers in these terms of reference. The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation the establishment of sub-committees to analyse particular issues or themes and to report back to the Committee.
- 9.2 Where appropriate to ensure the ongoing operating efficiency of the Committee, the Committee may delegate responsibility to the Committee Chair to execute decisions on its behalf. In these instances, the Committee Chair would, where appropriate, solicit the views of fellow Committee members.

## **10. Limitation of Responsibility**

- 10.1 The appointment of the Committee shall in no way impinge upon any delegations of authority or responsibility made by the Company and other individual companies within the Group, pursuant to any relevant legislation which may be in force from time to time.
- 10.2 Subject to the above provisions and subject to the provision of, and so far as may be consistent with, any relevant legislation the members of the Committee shall not attract any personal liability to the Company arising from their appointment and, subject as aforesaid, the Company shall indemnify members of the Committee against all and any claims arising from the actual or purported discharge of the duties in respect of their appointment.

## **11. Resources**

- 11.1 The Committee has full authority and resources to investigate all matters falling within its terms of reference and accordingly, the Committee may:
- (a) obtain, at the Group's expense, any external independent professional or expert advice, as it considers necessary in connection with its purpose and, if required, secure the attendance of such advisors at its meetings; and
  - (b) have such direct access to the Group's resources as it may reasonably require including access to management.
- 11.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction for new members and on an ongoing basis for all members.

**12. Review and Evaluation**

- 12.1 The Committee will undertake a formal annual evaluation of its effectiveness, including the role and responsibilities of the Committee, its organisation and effectiveness and the qualifications of its members. This shall include a review of these terms of reference.

### **Appendix - Committee Responsibilities**

- Approve the development and implementation of the Group's sustainability strategy and ensure that the Group's sustainability and ESG priorities are reflected in the Company's culture by alignment with the corporate strategy, purpose, values and the Code of Conduct.
- Set the Group's sustainability strategy and the development, implementation, review and ongoing monitoring and compliance with the Group's processes and policies related to the Group's sustainability strategy.
- Monitor the establishment of sustainability related policies, procedures for incident reporting, codes of practice, and standards of business conduct. Where these exist, review their adequacy and ongoing relevance and effectiveness. Where necessary, ensure they are updated to remain in compliance with relevant national and international standards. Review any serious incidents which breach the Company's sustainability related policies, codes, standards and procedures.
- Review the content, integrity and completeness of external statements and disclosures about sustainability activity, targets and progress. Review sustainability related reporting prior to Board approval, including information to be included in the annual report, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements.
- Consider material regulatory and voluntary developments in the sustainability and ESG regulatory and reporting landscape (e.g. sustainability related issues, changes in standards or good practice and regulatory or legislative developments). Source relevant training and development opportunities, for Committee members and for Company employees as appropriate. Evaluate which issues and developments are likely to impact the Company's strategy, operations and reputation and advise the Board on implementing any consequent changes required to the Group's policies, processes and strategies.
- Recommend to the Board annually the sustainable development targets, metrics key performance indicators, objectives and commitments against which the Group's sustainable development performance can be monitored and evaluated.
- Make recommendations to the Group's remuneration committee in relation to appropriate sustainability and ESG-related performance objectives for executive directors, and provide an assessment of the outcomes of the ESG-related performance objectives at the end of the reporting period.
- Consider and review the Group's sustainability and ESG ratings and accreditations.
- Evaluate the effectiveness of the processes and reporting systems put in place by management to deal with identifying sustainability related risks across the business and its investments.
- Coordinate the Committee's risk management work with the Audit Committee, in particular in relation to reporting to the Board.

- Oversee the process for selection and engagement, and where applicable, dismissal, of any external consultants engaged to assess the sustainability performance of potential investments together with the on-going monitoring of the portfolio.
- Review management's sustainability assessment of potential investments and the on-going monitoring of the portfolio's sustainability performance, including reviewing any sustainability incidents reported by the Group's operating partners.
- Review and oversee the Group's charitable programmes and community investment activities.
- Oversee and advise the Board on the Company's interactions with and responsibilities towards its stakeholders in relation to sustainability issues, most notably its employees, suppliers, and the communities in which it operates. Support the Board in monitoring the culture of the Company, the safety and wellbeing of its workforce, and the adequacy of its supply chain controls in relation to modern slavery and human rights risk.
- Prior to making recommendations to the Board, meet independently with the General Counsel / Head of Legal and the Company Secretary at least annually to review the effectiveness of the Sustainability Policy.

**Approval History**

Date	Version	Approved By	Details
24/03/2020	1.0	The Board of Directors	Establishment of the Group's Sustainability Committee
10/05/2023	2.0	The Board of Directors	Amendments to the Terms of Reference
25/03/2024	3.0	The Board of Directors	Amendments to the Terms of Reference
25/03/2025	4.0	The Board of Directors	Amendments to the Terms of Reference