

ROTORK PLC

SAFETY AND SUSTAINABILITY COMMITTEE (S&S Committee) – TERMS OF REFERENCE

Purpose

The primary purpose of the Safety and Sustainability Committee (the **Committee**) is to oversee safety and sustainability matters of Rotork plc (the **Company**) in order to promote the Company's long-term sustainable success.

1. Constitution and authority

1.1 The Committee is constituted as a committee of the Board of the Company in accordance with the Articles of Association of the Company.

1.2 The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these Terms of Reference and is thereby authorised in the performance of its duties to:

- conduct any activity within its Terms of Reference;
- seek any information it requires from any member of the Group's workforce and such person shall be directed by management to co-operate with any request made by the Committee; and
- ask any member of the Group's workforce, external adviser or other outsiders with relevant experience and expertise to attend meetings of the Committee as and when required.

1.3 The Committee may sub-delegate any or all its powers and authority to one or more of its members or to the Company Secretary (or their nominee), including the establishment of sub-committees which are to report back to the Committee.

2. Membership

2.1 The Committee shall comprise at least three members, each of whom shall be independent non-executive directors. The Chair of the Board may also serve on the Committee as an additional member.

2.2 The Board shall appoint the Committee Chair who will be a member of the Committee. In the absence of the Committee Chair or an appointed deputy, the remaining members present at the meeting shall elect one of their number to chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board.

2.3 Appointments to the Committee shall be made by the Board (on the recommendation of the Nomination Committee and in consultation with the Committee Chair) and shall be for a period of up to three years, which may be extended for two further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

2.4 Only members of the Committee have the right to attend Committee meetings. However, other directors and individuals may be invited to attend for all or any part of any meeting or specific agenda item, as and when appropriate. Such individuals include the Chair of the Board (if not a member), the Chief Executive Officer, the Investor Relations Director, the Head of ESG and Sustainability, the Chief Human Resources Officer and the Global Head of HSE and external advisers.

3. Secretary

- 3.1 The Company Secretary or their nominee shall act as the secretary of the Committee (the **Secretary**) and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the matters included in the meeting agendas.

4. Quorum and conduct of meetings

- 4.1 The quorum necessary for the transaction of business at meetings of the Committee shall be any two members. If there is difficulty in achieving a quorum, the Chair of the Board or independent non-executive directors who are not members of the Committee may be co-opted as members for individual meetings.
- 4.2 Video conferencing, teleconferencing or any other method of communication may be used as appropriate.
- 4.3 The Committee may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair.
- 4.4 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.
- 4.5 Meetings and proceedings of the Committee shall be governed by the provisions of the Company's Articles of Association regulating the meetings and proceedings of the Board.

5. Frequency of meetings

- 5.1 The Committee shall meet at least three times a year where appropriate and at such other times as the Committee Chair shall require.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person invited to attend and all other non-executive directors, no later than three working days before the date of the meeting (except in exceptional or emergency circumstances or where the Committee members agree otherwise). 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 resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated to the Committee Chair. Once agreed with the Committee Chair draft minutes will be circulated to all Committee members. They will also be made available to all other members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

8. Shareholder engagement

- 8.1 The Committee Chair shall attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities.
- 8.2 On significant matters related to the Committee's remit, the Committee Chair shall seek engagement with shareholders.

9. Duties and Responsibilities

The Committee shall carry out the duties below, for the Company, and the group as a whole, as appropriate.

Company Policies

- 9.1 review and, where appropriate, recommend to the Board for approval Company policies relevant to its scope.

Safety

- 9.2 conduct oversight of safety management across the Company's operations including process and behavioural safety management, occupation and community health management and the safety management of people and asset security including crisis and emergency response.

Sustainability

- 9.3 in addition to oversight of safety, conduct oversight on behalf of the Board for the Company's other strategy and plans to ensure that progress is made in respect of the Sustainable Development Goals to be worked towards by the Company (as approved by the Board) from time to time.
- 9.4 oversee the Company's net zero strategy, targets and implementation.
- 9.5 guide the Company's sustainability communication approach and review the content of the Company's sustainability-related disclosures in accordance with applicable law and regulations including in the annual report and accounts, those required under the Task Force on Climate-related Financial Disclosures and the Company's sustainability reporting to ensure such disclosures align with the Company's strategy, its priorities and its sustainability communication approach. The Committee shall not be responsible for the assurance of the reporting and disclosures of sustainability data, performance or metrics, which shall remain the responsibility of the Audit Committee.
- 9.6 report on the above matters to the Board; and
- 9.7 report as required to shareholders and other stakeholders on the Company's sustainability approach and the remit, considerations, activities and achievements of the Committee.

Matters related to remuneration

- 9.8 liaise closely with the Remuneration Committee to identify, if appropriate, safety and/or sustainability targets aligned to the Company's strategy which could be included in the Company's incentive schemes where appropriate, recognising that the Remuneration Committee remains responsible for determining the performance targets, measures and metrics and their related terms for relevant incentive awards.
- 9.9 make recommendations to the Remuneration Committee (in respect of remuneration related matters) and the Board on safety and sustainability related matters

10. Reporting responsibilities

- 10.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement with Board approval is needed.
- 10.3 The Committee shall report to the Board annually on how it has discharged its responsibilities.
- 10.4 The Committee shall produce a report to be included in the Company's annual report about its activities and other matters that it is required to report under the UK Corporate Governance Code, relevant laws and regulatory reporting requirements. The Committee shall also oversee the production of the annual sustainability review covering the Company's sustainability strategy, policies and practices, which form part of the Company's annual report.
- 10.5 The Committee shall make available to shareholders these Terms of Reference by placing them on the Company's website.

11. Other matters

The Committee shall:

- 11.1 have access to sufficient resources to carry out its duties, including access to the Company Secretary for assistance as required;
- 11.2 work and liaise as necessary with all other Board Committees;
- 11.3 obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference;
- 11.4 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;
- 11.5 ensure compliance with all applicable and relevant laws and regulations including the Companies Act 2006 (including any regulations made under that Act), the requirements of the Financial Conduct Authority's UK Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, Task Force on Climate-Related Financial Disclosures and any other applicable rules, as appropriate to the extent they relate to safety and sustainability matters, and give due consideration to corporate governance best practice including the provisions of the UK Corporate Governance Code and, as deemed appropriate, any relevant guidelines published by institutional investors or shareholder representative bodies; and
- 11.6 arrange for periodic reviews of its own performance (using external evaluators where and when appropriate) and, at least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Terms of Reference approved by the Board of Directors of Rotork plc on 10 October 2024.

Terms of Reference to be reviewed in October 2025.