

TRITAX EUROBOX PLC
(THE "COMPANY")
ENVIRONMENTAL, SOCIAL & GOVERNANCE ("ESG") BOARD COMMITTEE
TERMS OF REFERENCE

1. Constitution

The board of directors of the Company (the "**Board**") has established a committee of the Board known as the EBOX ESG Committee (the "**Committee**"). The meetings and proceedings of the Committee are governed by these Terms of Reference which were adopted by the Board on 18 April 2022.

2. Membership

2.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the chairman of the Committee (the "**Committee Chairman**").

2.2 All members of the Committee shall be independent non-executive directors. If any non-executive director is determined by the Board to be no longer independent, the Committee shall review their membership of the Committee. The Committee as a whole shall have competence relevant to the sector in which the Company operates.

2.3 No one other than a Committee member is entitled to attend meetings of the Committee, but others may attend by invitation.

2.4 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

2.5 The Board may from time to time review the composition of the Committee to ensure that membership of the Committee rotates amongst the Company's non-executive directors.

2.6 If any member of the Committee is unable to act for any reason, the chair of the Committee may appoint any other non-executive director of the Company to act as his or her alternate.

2.7 Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director.

3. Secretary

3.1 The Company secretary, or a nominee of the Company secretary, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3.2 The secretary shall ascertain at the beginning of each meeting the existence of conflicts of interest and shall minute them accordingly.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be two members of the Committee.

4.2 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.

- 4.3 The Committee may hold meetings in person, by telephone or using any other method of electronic communication whereby the participants are able to communicate effectively with each other and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chairman.

5. Frequency of meetings

- 5.1 Meetings of the Committee shall meet at least twice a year at appropriate intervals in the year.

- 5.2 Outside of the formal meeting programme, the Committee Chairman and, to a lesser extent, the other Committee members, will maintain a dialogue with key individuals involved in the Company's ESG initiatives, in particular the Manager's ESG Director.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.

- 6.2 Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date and dial-in details (if required) together with an agenda of items to be discussed, shall be forwarded to each member of the Committee 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.

- 6.3 Shorter notice and/or late submission or circulation of supporting papers will be permitted at the discretion of the Committee Chairman.

- 6.4 Agendas and supporting papers shall be circulated electronically no later than five business days before the meeting.

7. Minutes of meetings

- 7.1 The secretary of the Committee shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

- 7.2 Draft minutes of Committee meetings shall be agreed with the Committee Chairman and then circulated to all members of the Committee and other members of the Board for approval unless, it would be inappropriate to do so in the opinion of the Committee Chairman.

8. Engagement with shareholders

The Committee Chairman should attend the annual general meeting to answer shareholder questions on the Committee's activities. In addition, the Committee Chairman should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9. Duties of the ESG Board Committee

The Committee operates under delegated authority from the Board. It shall carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate. The Committee shall:

ESG strategy, actions and goals

- 9.1 Oversee and advise the Board on the effectiveness of the Company's ESG strategy,

clarity of the Company's purpose, the application of its values and its management of environmental, social and governance risks and opportunities.

- 9.2 Monitor the Company's ESG performance and execution, ensuring that it addresses matters of material impact and is in alignment with accepted sectoral, national and international standards and any other applicable standards from time to time.
- 9.3 Oversee that appropriate targets for ESG activities are in place and that key metrics are monitored and fairly reported.
- 9.4 Advise the Board on the appropriateness of ESG related policies, with consideration of their relevance, effectiveness and alignment with relevant national and international regulations, and public expectations, and are updated as necessary.
- 9.5 Receive updates and review current and emerging ESG trends, relevant international standards and legislative requirements; identify how these are likely to impact the strategy, operations, and reputation of the Company; and determine if and how these are incorporated into or reflected in the company's ESG policies and objectives.
- 9.6 Receive recommendations from the Manager's ESG Committee in relation to ESG strategy and initiatives.
- 9.7 Make recommendations to the Board on any of the matters listed above that the Committee considers appropriate.

Environment

- 9.8 Receive and review updates on the Company's progress towards achieving its targets regarding climate change, decarbonisation, biodiversity, natural capital and waste.
- 9.9 Review the Manager's approach to the integration of climate change risk management. Additionally, the quantification and targets set to achieve alignment with the Paris Climate targets.
- 9.10 Review management of nature-based risks and related target setting across the portfolio.

Social

Suppliers

- 9.11 Receive and review reports from the Manager on the adequacy of testing and controls of the supply chain risk and compliance framework.
- 9.12 Receive and review updates on the Manager's social impact strategy and actions, ensuring focus on issues of most material impact and opportunity.
- 9.13 Review community investment and charitable giving.

People and Culture

- 9.14 Receive an update on the development of people and culture, policies and plans, including application of ethics and values, diversity, inclusion, accessibility, fair pay and reward policies within the Manager.
- 9.15 Oversee material updates to the Modern Slavery statement and Human Rights policy within own operations and through supply chain.

Customer

- 9.16 Engagement and collaboration...Oversee action by the Manager to ensure the fair treatment of customers.

Governance

- 9.17 Review the governance and effectiveness of the integration of environmental, social and governance impact into the Company's operations, policies, practices and product development.
- 9.18 Consider the application of the values and purpose of the Company in culture and decision making.
- 9.19 Consider the ethical conduct of the Company and the effectiveness of the codes of conduct and application of the Company's values and purpose.
- 9.20 Receive an update on major internal and external ESG reporting as required, including information included in the annual report and submissions to external indices and benchmarks.
- 9.21 Receive an update on any external assurance and fit with relevant ESG integrated reporting standards.
- 9.22 Review the results of any reviews or independent audits of the Company's performance in regard to ESG matters and review any strategies and action plans developed by the Manager in response to issues raised.
- 9.23 Engage with stakeholders to solicit external perspectives and challenge, using stakeholder opinion and insight to contribute to boardroom decision making.

10. Reporting responsibilities

- 10.1 The Committee Chairman, or in his or her absence the elected chairman of the relevant meeting, shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall compile a report on its activities to be included in the Company's annual report.

11. Other matters

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretary and the Company's Advisors 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 on-going basis for all members;
- (c) give due consideration to relevant laws and regulations including the Companies Act, the provisions of the Code and the AIC Code, the requirements of the UK Listing Authority's Listing Rules (with which the Company has chosen to comply voluntarily), the Prospectus Rules and the Disclosure Guidance and Transparency Rules, the CMA Order (if applicable) and any other applicable rules, as appropriate;

- (d) oversee any investigation of activities which are within its terms of reference;
- (e) work and liaise as necessary with all other Board committees taking particular account of the impact of risk management and internal controls being delegated to different committees; and
- (f) 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 recommend any changes it considers necessary to the Board.

12. Authority

The Committee is authorised by the Board to:

- (a) undertake any activity within its terms of reference;
- (b) seek any information it requires from any director, the Manager and/or the Administrator in order to perform its duties;
- (c) obtain, at the Company's expense, outside legal or other professional advice and secure attendance of external advisers or non-members with relevant experience and expertise as it considers necessary on any matter within its terms of reference and to invite those persons to attend at meetings of the Committee;
- (d) request that (i) the Manager or any other persons performing the investment management functions in relation to the investment portfolio of the Company, (ii) representatives of the Administrator, and (iii) service providers of the Company, be available to answer questions at meetings of the Committee and to co-operate with any reasonable request of the Committee; and
- (e) delegate any of its powers to one or more of its members or the Company Secretary.