



Board Sustainability Committee (the “Committee”)
Terms of Reference

Bunzl plc (the “Company”)

1. Membership

- 1.1 The Committee shall normally consist of the Chairman and the non-executive directors. A majority of members of the Committee shall be independent non-executive directors.
- 1.2 Members of the Committee shall be appointed by the Board of the Company (the “Board”), on the recommendation of the Company’s Nomination Committee, in consultation with the Chair of the Committee. Appointments shall be for a period of up to three years, which may be extended for additional three-year periods, provided members continue to be independent.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, Chief Financial Officer, Group Head of Sustainability, the Director of Group HR and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 The Board shall appoint the Committee Chair who shall be either the Chair of the Board or an independent non-executive director. In the absence of the Committee Chair and/or their appointed delegate, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board.

2. Secretary

The Company Secretary, or their appointed delegate, 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. Quorum

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

4. Frequency of meetings

The Committee shall meet at least three times a year and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of the Committee’s members.



- 5.2 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 and any other person required to attend no later than five 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. Minutes of meetings

- 6.1 The Secretary of the Committee, or their appointed delegee, shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.1 Directors shall declare the existence of any conflicts of interest at the beginning of each meeting and the Secretary of the Committee, or their appointed delegee, shall ensure that said declarations are included in the minutes of the meeting.
- 6.3 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, exceptionally, it would be inappropriate to do so.

7 Engagement with shareholders

The Committee Chair or, in their absence an appointed delegee, should attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8 Duties

The Committee shall:

- 8.1 work alongside and provide effective oversight, review and challenge to the Group Sustainability Committee and, where appropriate, its sub-committees;
- 8.2 oversee the development of, and advise the Board regarding, the Company's sustainability strategy (the "Sustainability Strategy"). Ensure that this strategy is effective, aligned with prevailing regulations and good practice, and integrated with the Company's business plan, values and objectives, in order to support the Company's long term sustainable success;
- 8.3 review and assess any reports that it may receive from the Group Sustainability Committee against the Company's objectives, strategic goals and targets as set out in the Sustainability Strategy and any further criteria set by the Board. From time to time, the Committee may instruct the Group Sustainability Committee to investigate matters to assist the Committee in its oversight role;



- 8.4 where appropriate, advise on appropriate sustainability goals, targets, and key metrics. Monitor annual and long term progress against previously set sustainability objectives, including compliance with public commitments on sustainability issues. Oversee the ongoing measurement and reporting of performance against key sustainability metrics;
- 8.5 review the content, integrity and completeness of external statements and disclosures about sustainability activity, targets and progress. Provide oversight and a recommendation to the Board on approving the Company's annual sustainability report and other corporate communications with material sustainability content;
- 8.6 ensure that the Board is kept updated on key sustainability matters through the identification of current and emerging sustainability related issues, standards, best practice, and regulatory or legislative developments, at the sectoral, national and international level;
- 8.7 oversee the implementation of the policy and any initiatives on diversity and inclusion and other key sustainability related policies and standards of business conduct. Where these exist, review their ongoing relevance in the context of achieving the Company's Sustainability Strategy;
- 8.8 assist the Board in its oversight of the Company's conduct with regard to its obligations as a corporate citizen, particularly in relation to the Company's responsibilities towards its stakeholders as concerns sustainability issues;
- 8.9 on the basis of reports received from the Group Sustainability Committee and/or the findings from any investigation, draw to the attention of the Board matters relevant to its role and responsibilities and, where appropriate, make recommendations to the Board following any investigation that has identified risks, which may impact the Company's ability to meet the objectives, targets and priorities set out in its Sustainability Strategy;
- 8.10 keep under review the work of other Board committees to ensure that adequate consideration is afforded to the objectives, targets and priorities as set out in the Sustainability Strategy; and
- 8.11 at the request of the Board, provide its opinion on any matter within its remit.

9 Reporting responsibilities

Unless expressly addressed by a separate Board Committee or by the Board itself, the Committee shall:

- 9.1 make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary;
- 9.2 oversee the production of an annual Sustainability Report, which will form part of the Company's annual report and accounts (the "Annual Report"); and



9.3 produce a report to be included in the Annual Report describing the work of the Committee, including:

- a description of the diversity policy applied to the Company's Board and its Committees, together with any initiatives on diversity and inclusion, and the associated objectives, link to Company strategy, how they have been implemented and progress on achieving the objectives; and
- the identification of any external advisers.

10 Other matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required;
- 10.2 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;
- 10.3 give due consideration to all relevant laws and regulations, the provisions of the Financial Reporting Council's UK Corporate Governance Code 2024 and published guidelines or recommendations as appropriate;
- 10.4 ensure that an annual review of the Committee's performance is carried out;
- 10.5 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 for approval; and
- 10.6 make available these Terms of Reference.

11 Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within these Terms of Reference.

Approved by the Board on 11 December 2024