

## **FirstGroup plc** (the “Company”)

### **Responsible Business Committee (the “Committee”) Terms of Reference**

#### **1 Role**

- 1.1 The Responsible Business Committee assists the Board of Directors of FirstGroup plc (the “Board”) in reviewing the practices and performance of FirstGroup plc and its companies and joint ventures (the “Group”), primarily with respect to health, safety and sustainability.

#### **2 Membership and independence**

- 2.1 The Committee shall be composed of at least two independent Non-Executive Directors. Committee members shall be appointed by the Board, at the recommendation of the Nomination Committee, taking into account the views of the Chair of the Committee (the “Committee Chair”).
- 2.2 At the recommendation of the Nomination Committee, the Board shall also appoint one Committee member to be the Committee Chair.
- 2.3 If a Committee member is unable to act due to absence, illness, or any other cause, the Committee Chair, or in their absence the Board, may appoint another independent Non- Executive Director to serve as an alternate Committee member. In the absence of the Committee Chair, the remaining members present shall elect one of the Committee members present to chair the meeting.
- 2.4 Only the Committee Chair and members shall participate in Committee meetings. The Chair of the Board and Chief Executive Officer have a standing invitation to attend Committee meetings. Any Non-Executive Director who is not a member of the Committee is entitled to attend Committee meetings. At the invitation of the Committee Chair others, including Executive Committee members, may also attend Committee meetings.
- 2.5 At the request of the chair the following may be invited to attend all or part of any meeting of the Committee:  
  
the Group Director of Corporate Responsibility, the Heads of the Group’s business units, and other senior employees including the Group Legal Director in his role as Group’s Chief Ethics & Compliance Officer, the Group HR Director and the Group Head of Internal Audit. If the Committee so desires, it shall meet with these and other employees in a separate session without management being present.

#### **3 Secretary**

- 3.1 The Company Secretary or their nominee shall act as Committee Secretary.

#### **4 Quorum**

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

Committee members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise any and all of the authorities, powers and discretions vested in or exercisable by the Committee.

## **5 Frequency of meetings**

The Committee shall meet as frequently as required, as determined by the Committee Chair, and at least 3 times a year.

## **6 Notice**

Meetings of the Committee shall be arranged by the Committee Secretary, who shall inform Committee members and other attendees (as appropriate) in advance of each scheduled meeting, together with an agenda and supporting papers. The Committee Secretary shall ensure that the agenda and supporting papers as required by the Committee are received in a timely manner to enable full and proper consideration of Committee matters.

## **7 Minutes**

The Committee Secretary shall record minutes of the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The Committee Secretary shall promptly circulate draft meeting minutes to the Committee Chair for review and subsequently to all members of the Committee. Minutes shall be approved at the next meeting of the Committee and tabled as soon as practicable thereafter at a meeting of the Board, for information.

## **8 Annual General Meeting**

The Committee Chair shall respond to any questions regarding the Committee's activities at the Annual General Meeting.

## **9 Principal Duties**

9.1 The Committee shall:

- a) Review, and monitor the implementation of, Group policies relating to Safety and Health, Environment, Climate Change adaption and more generally Sustainability.
- b) Review the practices and performance of the Group relating to safety, including in particular regarding the safe condition and responsible operation of the Group's businesses and assets.
- c) Review the practices and performance of the Group relating to the environment, including in particular the progress towards meeting the Group's zero-carbon, air- quality and climate resilience goals and objectives and other associated measures relevant to the Group's stakeholders.
- d) Review the practices and performance of the Group in supporting our people, including in particular progress towards meeting the Group's goals and objectives with regard to inclusion and diversity, skills for the future and wellbeing.

- e) If requested by the Board, review the practices and performance of the Group with respect to customer innovation and satisfaction.
- f) Review the practices and performance of the Group with respect to the communities in which it operates and/or which its operations affect.
- g) Review major incidents that impact the Group's safety and responsible business performance.
- h) Assess the Group's overall safety, environment and sustainability performance and provide input to the Group's annual reporting and disclosures.
- i) Review and consider relevant external stakeholder perspectives in relation to the Group's business.
- j) Advise the Remuneration Committee on metrics relating to safety and responsible business.
- k) As part of the Group's risk management process, advise the Audit Committee of risks identified in any of the foregoing.

## **10 Other functions**

- 10.1 The Committee shall perform further duties at the request of the Board.

## **11 Reporting**

- 11.1 The Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **12 Limitations inherent in the Committee's role**

- 12.1 It is not the duty of the Committee to plan or conduct audits, that being the role of management. Neither is it the duty of the Committee to establish the management of the safe and sustainable operation of the Group's businesses and assets, that being the role of the Chief Executive Officer. Nor is it the duty of the Committee to establish the appropriate level of the Group's exposure to risk, that being the role of the Board.

## **13 Authority and support**

- 13.1 The Board has established the Committee with the authorities necessary to perform the duties set out in these Terms of Reference. The Committee, within the scope of its assigned purpose and duties, may seek any information it requires from employees, management, and external parties.
- 13.2 The Committee may engage advisers or otherwise obtain independent legal or other professional services it requires, at the expense of the Company. The Board will provide the Committee with sufficient resources to undertake its duties.

- 13.3 In consultation with the Chair of the Board and the Committee Chair, the Chief Executive Officer will assign a member of the Executive Committee to support the Committee.

#### **14 Committee performance**

- 14.1 The Committee shall annually evaluate how it has discharged its responsibilities and the overall performance of the Committee. The Committee shall report the results of its evaluation to the Board. The Committee shall annually review these Terms of Reference and recommend updates as necessary, for the approval of the Board.

**Approved by the Board of Directors on 20 March 2025**