

Prudential plc**Terms of reference: Sustainability Committee****1. Constitution and Purpose**

- a. The Committee is constituted by the Board of Directors with the purpose of assisting the Board in providing leadership, direction and oversight of the Group's Sustainability strategy.
- b. The remit of the Committee (as further described in section 6 below) concerns the whole of the Group's businesses and it has oversight responsibility for Sustainability across the Group.
- c. Where there is a perceived overlap of responsibilities between the Committee and any other Committee of the Board, the respective committee chairs will have the discretion to agree the most appropriate committee to fulfil any obligation.

2. Membership

- a. The Committee shall comprise at least three members, the majority of whom shall be independent Non-executive Directors.
- b. Appointments to the Committee shall be made by the Board on the recommendation of the Nomination & Governance Committee and in consultation with the Sustainability Committee Chair.
- c. The Board shall appoint the Committee Chair who should be a Non-executive Director.

3. Secretary

The Company Secretary or their nominee 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 the business of the meeting.

4. Meetings

- a. The Committee shall meet at least three times per year and otherwise as required.
- b. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.
- c. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- d. Only members of the Committee have the right to attend Committee meetings. However, all other members of the Board have a standing invitation to attend

Committee meetings with the consent of the Committee Chair, and the following individuals would be expected to attend meetings on a regular basis:

- the Chair of the Board;
- the Chief Executive Officer;
- the Chief Financial Officer;
- the Chief Human Resources Officer; and
- the Chief Sustainability Officer.

Other individuals may be invited by the Committee Chair to attend for all or part of any meeting, as and when appropriate.

- e. A quorum is two members of the Committee.
- f. Unless otherwise agreed, reasonable notice of each meeting together with an agenda of items to be discussed and supporting papers shall be provided to each member of the Committee and any other attendee as required.

5. Minutes

- a. The Company Secretary or their nominee shall minute the proceedings and decisions of all Committee meetings and retain copies of papers.
- b. Minutes of Committee meetings shall be circulated to Committee members and be made available to other Board members and, where appropriate, other meeting attendees.

6. Remit

The following areas are considered to be aspects of sustainability and within the remit of the Sustainability Committee, together with any others identified by the Board from time to time:

- **Environment**, broadly the Company's impact on the natural environment and the environment's impact on the Company, including climate change impacts, direct impacts (the Company's own activities) and indirect impacts (throughout its value chain, including its investments and suppliers);
- **Responsible investment**, the integration of sustainability considerations into the Group's investment decisions and fiduciary and stewardship duties;
- **Social sustainability**, broadly the Group's impact on its people (see below), supply chains, societies/communities in our markets, including efforts to increase health and financial inclusion, literacy and protection; and
- **People**, including culture; diversity, equity and inclusion; employee wellbeing; talent development; and **Workforce engagement**.

Together these areas are referred to in this document as "Sustainability".

7. Duties

The Committee is responsible for:

i) Sustainability strategy

- a. Overseeing the development of, and advising the Board on, the Group's Sustainability strategy (and each element of it), ensuring that the strategy is effective, aligned with prevailing regulations, good market practice, and the Group's values and culture, and integrated with the Group's overall strategy and business plans.
- b. Monitoring the implementation of the Group's Sustainability strategy and strategic objectives.

ii) Goals and metrics

- a. Overseeing the development of appropriate Sustainability strategic goals, targets and key metrics, and advising the Board on the adoption of any external commitments related to Sustainability.
- b. Monitoring progress against previously set Sustainability goals, targets and key metrics, and the Group's compliance with its external Sustainability commitments.

iii) Reporting

- a. Reviewing Sustainability-related reporting prior to Board approval, including the annual Sustainability Report, information to be included in the Annual Report, and other mandatory or voluntary disclosures in line with recommended practice and regulatory requirements (including in respect of Modern Slavery).
- b. Evaluating the extent and effectiveness of external reporting on the Group's Sustainability performance and participation in external benchmarking indices.
- c. Receiving periodic updates on the Group's progress on alignment with applicable sustainability disclosure frameworks and standards.

iv) Policies and procedures

- a. Reviewing any material Sustainability-related policies.
- b. Ensuring that workforce policies and practices (excluding in respect of remuneration) are consistent with the Group's values and support its long-term sustainable success.

v) People and culture

- a. Support the Board in monitoring the culture of the Group, and the safety and wellbeing of its workforce.
- b. Leading the programme of workforce engagement and, along with other Board members, participating in workforce engagement activities.

vi) Corporate Social Responsibility

- a. Overseeing the Group's corporate social responsibility programmes, including the Prudence Foundation.

vii) Collaboration with other committees

- a. Working and liaising as necessary with other Principal Committees of the Board, which may include:
 - (1) Work in conjunction with the Remuneration Committee regarding the incorporation of appropriate Sustainability-related measures into the design of executive remuneration policies and practices to support the Group's Sustainability strategy and promote long-term sustainable success.
 - (2) Work in conjunction with the Audit Committee with respect to Sustainability-related non-financial reporting measures to be included in external reporting, the Audit Committee being responsible for overseeing controls and any assurance over non-financial reporting measures.
 - (3) Work in conjunction with the Risk Committee to advise the Board on the Group's appetite and tolerance with respect to environmental and social risk, to identify material Sustainability-related risks and to ensure these are appropriately captured in the Group's risk profile and risk management framework.
 - (4) Work in conjunction with the Nomination & Governance Committee to ensure that executive succession planning and talent development promote diversity, equity and inclusion.

8. Reporting responsibilities

- a. The Committee Chair shall report to the Board after each meeting on the nature and content of the discussion, recommendations and actions to be taken.
- b. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- c. The Committee shall provide a description of its work for inclusion in the annual report in line with requirements of relevant Corporate Governance guidelines.
- d. The Committee shall ensure that other relevant laws and regulations and provisions regarding disclosure of information under applicable Corporate Governance Codes are fulfilled.

9. Other matters

The Committee shall:

- a. give due consideration to all relevant laws and regulations, the provisions of applicable

Corporate Governance Codes and published guidelines or recommendations, and the requirements of applicable listing or other rules, as appropriate.

- b. have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- c. 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.
- d. ensure that a periodic evaluation of the Committee's own performance is carried out.
- e. regularly review its terms of reference and recommend any changes it considers necessary to the Board for approval.

10. Authority

The Committee is authorised to:

- a. at the Group's expense and through the Company Secretary's office where applicable, select, appoint and agree the terms of appointment of any advisers deemed appropriate by the Committee to provide advice to the Committee, including those used by management provided no conflict of interest arises.
- b. investigate any matter within its remit, seek any information from any of the Group's Director and/or employees which is necessary to enable it to satisfactorily discharge its duties and make recommendations to the Board where action or improvement is needed, and commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company.