

Terms of reference for the ESG committee

These Terms of Reference for the ESG Committee (the “Committee”) have been adopted by the Board of Directors (the “Board”) of Bridgepoint Group plc (the “Company”). The Committee shall review and reassess these Terms of Reference at appropriate intervals, and at least annually, and recommend any proposed changes to the Board for approval.

1. Purpose

The Committee shall assist the Board in fulfilling its oversight responsibilities in relation to environmental, social and governance (“ESG”) matters relating to the Company and its group as a whole (the “Group”).

2. Duties and Responsibilities

In furtherance of this purpose, the Committee shall have the following duties and responsibilities:

- 2.1 Overseeing the development and periodic update of the Group’s ESG strategy and recommending the adoption or any change of ESG strategy to the Board for approval.
- 2.2 Monitoring and challenging the objectives and targets set in relation to implementation the Group’s ESG strategy.
- 2.3 Reviewing the ongoing appropriateness of the Group’s approach to ESG issues in the context of external best practice and monitoring ESG compliance.
- 2.4 Approving material policies of the Group relating to ESG matters.
- 2.5 Reviewing ESG content and data to be published in the Company’s annual report and accounts, and making recommendations to the Board as appropriate.
- 2.6 Together with the Audit and Risk Committee, overseeing the management of ESG risks.
- 2.7 Delegating any of its responsibilities to such subcommittees as the Committee may deem appropriate in its sole discretion.
- 2.8 Working and liaising as necessary with other Board committees, ensuring that the interaction between committees and with the Board is reviewed regularly.

3. Membership and independence requirements

- 3.1 The Committee shall consist of at least two (2) members. Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the committee chair (the “Committee Chair”). The majority of the members of the Committee shall be independent non-executive directors.
- 3.2 The Company Secretary or his or her nominee shall act as the secretary of the Committee (the “Committee 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 issues.
- 3.3 Only members of the Committee have the right to attend Committee meetings. Other individuals, such as external advisors, may be invited to attend for all or part of any meeting, as and when appropriate.
- 4.4 The Committee Chair shall be an independent non-executive director and shall be appointed by the Board on the recommendation of the

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Nomination Committee of the Company. The Committee Chair shall be entitled to chair all regular sessions of the Committee and add topics to the agenda. In the absence of the Committee Chair/and or an appointed alternate, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed as Committee Chair.

- 3.5 Appointments to the Committee shall be for a period of three (3) years, which may be extendable by no more than two (2) additional three (3) year periods provided the director still meets the criteria for membership of the Committee.
- 3.6 If any member of the Committee is unable to act for any reason, the Committee Chair may appoint any other director of the Company to act as his or her alternate (subject to such alternate not resulting in there ceasing to be a majority of Committee members who are independent non-executive directors).

4. Meetings

- 4.1 The Committee shall meet, in person or by telephone or video conference, at least two (2) times a year, or more frequently as circumstances dictate, and all Committee members shall strive to be present at all Committee meetings. The Committee meetings shall follow a set agenda established by the Committee.
- 4.2 Two (2) Committee members, both of whom must be independent non-executive directors, acting in person or by telephone or video conference or by proxy, shall constitute a quorum. 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 Each Committee member shall have one vote, which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 4.4 The members of the Committee shall, at the beginning of each meeting, declare the existence of any conflicts of interest arising and the Committee Secretary shall minute them accordingly. If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote on the matter.
- 4.5 Decisions of the Committee will be made by majority vote. In the event of an equality of votes, except where he or she has a personal interest, the Committee Chair shall have a casting vote. Any member of the Committee who remains opposed to a proposal after a vote can ask for his or her dissent to be noted in the minutes.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the Committee Secretary at the request of any of its 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 by the Committee Secretary to each member of the Committee, and any other person required to attend, no later than three working days

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before the date of the meeting. Supporting papers shall be sent to Committee members and to the attendees, as appropriate, at the same time.

6. Reporting procedures

- 6.1 The Committee Secretary shall minute the proceedings and decisions of all Committee meetings including recording the names of those present and in attendance, circulate the minutes of the meeting of the Committee to all members of the Committee and maintain a minute book containing minutes of meetings signed by the chair of the meeting.
- 6.2 Draft minutes of the Committee meetings shall be circulated to all members of the Committee. The Committee Chair shall report the nature and content of discussions, recommendations and actions to be taken to the Board after each Committee meeting, including reporting on how it has discharged its responsibilities, and, once agreed upon by the Committee, shall provide to the Board and the Company Secretary a copy of the minutes, unless in the opinion of the Committee Chair there are exceptional circumstances that make it inappropriate to do so. The Committee shall 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 available for Board discussion when necessary.
- 6.3 The Committee Chair should attend the 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.
- 6.4 The Committee shall produce a report to be included in the Company's annual report and accounts about its activities during the reporting period and the approach taken to oversight of ESG matters.
- 6.5 The terms of reference of the Committee will be made available on the Company's website.

7. Annual performance evaluation

- 7.1 The Committee shall, at least once a year, review its own performance, 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.
- 7.2 To ensure that the Committee remains up to date with developments regarding ESG matters, appropriate and timely training, both in the form of an induction programme for new members and ongoing training for all members, shall be provided to the Committee from suitably qualified internal or external advisers.
- 7.3 The Committee will give due consideration to all relevant laws, regulations and codes of practice in relation to ESG matters.

8. The outside advisors

The Committee, acting by majority vote, shall have the authority to retain, at the Company's expense, outside legal, accounting, or other advisors or experts it deems necessary to perform its duties. The Committee may retain these advisors without seeking Board approval and shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company for payment of fees to outside advisors engaged by the Committee.

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9. Authority

- 9.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties and shall have unrestricted access to the Company's documents and information.
- 9.2 In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice on any matters within its Terms of Reference.
- 9.3 The Committee shall have the authority to call any employee to attend a meeting of the Committee as and when required.

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 Secretary for assistance as required;
- 10.2 Ensure the periodic evaluation of the Committee's own performance is carried out;
- 10.3 Consider other matters as referred to the Committee by the Board; and
- 10.4 Oversee any investigation of activities which are within its Terms of Reference.

As approved by the Board on 1 February 2023.