



Environmental & Social Sustainability Committee Terms of Reference

Issued December 2024



The Environmental & Social Sustainability Committee (“the Committee”) Terms of Reference should be read in conjunction with the Terms that Apply to All Committees of the Board of Haleon plc.

1. Chair	The Board shall appoint the Committee Chair
2. Meetings	There shall be a minimum of two Committee meetings per year
3. Duties	<p>Strategy and metrics</p> <ul style="list-style-type: none"> (a) Provide oversight on the evolution and execution of the ESS strategy and the Group’s progress and performance on its long-term ESS commitments and targets. (b) Review key policies and programmes required to implement the ESS strategy <p>3.1 External Disclosures</p> <ul style="list-style-type: none"> (a) Review the content, integrity and completeness of external statements and disclosures about ESS activity, targets and progress. (b) Review and recommend the Responsible Business Report and the Human Rights Statement to the Board for approval. (c) Jointly with the Audit & Risk Committee, review the appropriateness and adequacy of ESS disclosures provided within the Annual Report and Accounts and Form 20-F and the Corporate Sustainability Report. <p>3.2 Horizon scanning and engagement</p> <ul style="list-style-type: none"> (a) Review emerging ESS issues which may have an impact on the Company’s operations, ESS initiatives or reputation and require Board-level oversight and/or stakeholder engagement. (b) Review the Company’s engagement in relation to ESS matters with relevant external stakeholders, non-governmental organisations and other interested parties. <p>3.3 Other</p> <ul style="list-style-type: none"> a) Work with the Remuneration Committee regarding appropriate ESS-related performance objectives for the Haleon Executive Team, and provide input on ESS performance relevant to the incentive structure for executive remuneration.
4.	<p>Reporting</p> <ul style="list-style-type: none"> (a) Produce a report to be included in the Company’s Annual Report and Accounts and Form 20-F describing the work of the Committee and the significant issues the Committee considered in relation to ESS.
Approved by the Board of Haleon plc on 4 December 2024.	

Terms that apply to all Committees

Issued December 2024



Chair

In the absence of the Committee Chair, the Committee members shall elect one of the Committee members present to chair the meeting.

The Committee Chair should attend the AGM to answer shareholder questions on the Committee's activities and should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility as appropriate.

The Committee Chair is responsible for maintaining a dialogue with key stakeholders involved in Haleon's governance, including the Board Chair, other Independent Non-Executive Directors, the Chief Executive Officer, the Chief Financial Officer, the Company Secretary and, where applicable, the external audit lead partner and/or internal audit.

Membership

The Committee shall comprise at least three members, all of whom shall be Independent Non-Executive Directors in accordance with the provisions of the UK Corporate Governance Code. Appointments to the Committee are made by the Board on the recommendation of the Nominations & Governance Committee.

Attendance

Only members of the Committee have the right to attend Committee meetings. Any other person may be invited to attend meetings on a regular basis or from time to time as determined by the Committee Chair and Company Secretary. The Committee may also meet without any executives of the Company being present.

Quorum

The Quorum for the Committee meetings shall be two Committee members.

Secretary

The Company Secretary, or their nominee, shall act as 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, and will prepare minutes of the meeting.

Notice of Meetings

Members may attend a Committee meeting in person, via video or telephone. If required, matters may be approved by written resolution and approved electronically.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items and supporting papers to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, in a timely manner.

The Secretary shall ensure that a formal record of Committee proceedings and resolutions is maintained, and the minutes once approved by the Chair, shall be made available to all members of the Committee.

Meeting agendas are prepared by the Secretary of the Committee in collaboration with the relevant Committee Chair and contributors, as applicable.

Conflict of Interest

Each member of the Committee should consider whether they have any conflicts of interest prior to participating in meetings of the Committee and making decisions regarding the business of the Company. Any such conflicts must be declared and noted at the start of the meeting.

Delegation of Authority

The Committee shall sub-delegate certain matters to a sub-committee as required, from time to time.

Other Matters

The Committee shall:

- (a) Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook, the applicable listing standards of any US national securities exchange on which the Company's securities are listed, and any other applicable rules, as appropriate.
- (b) Report to the Board as soon as practicable on matters reviewed, making recommendations when requested or appropriate.
- (c) Ensure periodic reviews of its own performance and at least annually, and as required in response to any changes in regulation, regulatory guidance and developing best practice, 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.
- (d) Ensure appropriate training for its members, both in the form of an induction programme for new members and on an ongoing basis as discussed with the Committee.
- (e) Have access to sufficient resource and such information as it may require from any director, officer or employee of the Company to carry out its duties.
- (f) Take professional advice as necessary and in particular from the Company's external auditor, brokers and legal (at the Company's expense).
- (g) Conduct an evaluation of the Committee's performance as part of the annual Board Evaluation process.

Approved by the Board of Haleon plc on 4 December 2024.