



ESG Steering Committee

Terms of Reference



These Terms of Reference for the ESG Steering Committee (the “**Committee**”) have been approved by the CEO of RWS Holdings plc (the “**Company**”) and the Executive Team’s ESG sponsors. The Committee shall review and reassess these Terms of Reference at appropriate intervals, and at least annually, and recommend any proposed changes to the CEO and the Executive Team’s ESG sponsors for approval.

1 Purpose

The Committee shall assist the Company 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 Membership

- The Committee shall consist of at least three members. Members of the Committee shall be appointed on the recommendation of the Executive Team’s ESG sponsors, and in consultation with the Committee Chair.
- The Committee Chair shall be appointed by the Executive Team’s ESG sponsors, and approved by the CEO. 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.
- The Company Secretary or their nominee shall act as Secretary to the Committee, and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to matters brought to the Committee.
- Only members of the Committee shall have the right to attend Committee meetings.
Other individuals or external advisers may be invited to attend for all or part of any meeting, as and when deemed appropriate and necessary.

3 Quorum

The quorum for the transaction of business shall be three including the Chair of the Committee.

4 Frequency of meetings

The Committee shall meet regularly as required, at least 3 times annually.

5 Notice of meetings

- Meetings of the Committee shall be called by the Committee Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, any other person required to attend, no later than two working days before the date of the meeting. Supporting papers shall be sent to Committee members, as appropriate, at the same time.

6 Duties

The Committee should carry out the duties detailed below for the Group, as appropriate.

The Committee shall:

- Consider the development of and periodic updates to the Group's ESG strategy and recommend the adoption or any change of ESG strategy to the Executive Team's ESG sponsors and the CEO for approval.
- Monitor and challenge the objectives and targets set in relation to implementation of the Group's ESG strategy.
- Review the ongoing appropriateness of the Group's approach to ESG issues in the context of external market practice and monitoring ESG compliance.
- Approve material policies of the Group relating to ESG matters.
- Review ESG content and data to be published in the Company's annual report and accounts, and make recommendations as appropriate.
- Oversee, implement and manage the Group's charitable initiatives within the parameters set by the Company's Board of Directors and RWS's Charitable Partnerships & Giving Policy.
- Delegate any of its responsibilities to such sub-committees as the Committee may deem appropriate in its sole discretion.
- Work and liaise as necessary with the Executive Team's ESG sponsors, including the General Counsel and Company Secretary, ensuring appropriate interaction with internal stakeholders and regular reporting to the CEO and the Company's Board of Directors.

7 Authority to engage advisers

The Committee is authorised by the CEO, at the Company's expense, to engage external professional advisers with relevant experience and expertise if it considers it necessary, subject to prior consultation with the Executive Team's ESG sponsors.

8 Reporting responsibilities

- The Committee Secretary shall capture decisions of the Committee and any actions arising out of discussions. These shall be circulated to members of the Committee following review and approval by the Committee Chair.
- The Committee Chair shall regularly report the nature and content of Committee discussions, recommendations and actions to the Executive Team's ESG sponsors, and the CEO.
- At least annually, the Committee Chair shall report to the Company's Board of Directors on how the Committee has discharged its duties and responsibilities.
- The Committee shall make whatever recommendations to the Executive Team's ESG sponsors it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee shall produce a report to be included in the Company's annual report about its activities during the reporting period and the approach taken to oversight of ESG matters.
- The terms of reference of the Committee will be made available on the Company's website.

9 Other matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- Give due consideration to all relevant laws and regulations, the provisions of applicable corporate governance codes and guidelines and any applicable stock exchange, listing, prospectus and disclosure rules, as appropriate.
- Monitor, review, and, if appropriate, action ESG related requests received from RWS clients that involve disclosure, reporting via third party or proprietary platforms, and the review of client-issued materials (RFPs/RFIs, Code of Conduct, MSAs).
- Periodically review its own performance within the scope of its regular meetings.

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About us

RWS is a global AI solutions company empowering the world's most trusted enterprise AI.

Our proprietary Cultural Intelligence Layer, powered by 250,000 data specialists, cultural and language experts and deep domain professionals, backed by 45+ patents, makes enterprise AI culturally fluent, contextually accurate and secure, ensuring every interaction reflects a brand's tone, context and customer values.

Through our Generate, Transform and Protect segments, we deliver intelligent content, enterprise knowledge, large-scale localisation and IP protection for global growth. Trusted by 80+ of the world's top 100 brands, RWS provides the confidence, governance and expertise organisations need to deploy AI safely, responsibly and at scale.

Headquartered in the UK, RWS is listed on AIM (RWS.L).

For further information please visit www.rws.com.