

SECURE INCOME REIT PLC

TERMS OF REFERENCE OF THE ESG COMMITTEE

1 DEFINITIONS

Board: The Board of Directors of the Company

Committee: the ESG Committee of the Company

Company: Secure Income REIT Plc

ESG Matters are defined as including but are not limited to:

- (a) **Environmental matters:** the Group's impact on the natural environment and its resilience in response to the risks and opportunities of climate change, including greenhouse gas emissions, energy consumption, biodiversity and habitat, impact on water resources and deforestation, pollution, efficient use of resources, the reduction and management of waste and the environmental impact of the Group's supply chain.
- (b) **Social matters:** the Group's interactions with its stakeholders including tenants, shareholders, members of the management team and their employees and the role of the Group in wider society including social aspects of the supply chain (Modern Slavery) and engagement with the community.
- (c) **Governance:** the ethical conduct of the Group's business including its corporate governance framework, business ethics, policies and codes of conduct (to the extent not already under the specific review of the Audit Committee which has under its remit the transparency of financial and non-financial reporting, the management of bribery and corruption policy and the Group's whistleblowing policy).

Group: Secure Income REIT Plc and its subsidiary entities from time to time

2 MEMBERSHIP

2.1 The board of directors of the company (the "**Board**") has resolved to establish a committee of the Board to be known as the ESG Committee.

2.2 The ESG Committee shall consist of at least three members, appointed by the Board, of whom at least two shall be Directors of the Company. The members shall have expertise that is considered relevant to ESG matters and need not all be Independent Directors of the Company. The chairman of the Board may also serve on the committee and may chair it. Members of the committee shall be appointed by the Board, on the recommendation of the nominations committee.

2.3 Only members of the ESG Committee have the right to attend Committee meetings. Other individuals such as external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

2.4 The board shall appoint the committee chairman who shall be an independent non-executive director. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair any meeting.

2.5 The Committee has been established with initial membership of:

Martin Moore, Chairman of the Committee
Mike Brown
Ben Walford

3 SECRETARY

The Company Secretary 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 issues.

4 QUORUM

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

5 MEETINGS

The committee shall meet at least once each year and otherwise as required. Only Committee members have the right to attend meetings but the Committee may invite any Director, member of the management team, external adviser or specialist as they see fit and the Company Secretary may be invited to attend as secretary to the Committee.

Members may participate in a meeting by means of a telephone or video conference facility as long as all members can clearly hear one another.

6 NOTICE OF MEETINGS

6.1 Meetings of the committee shall be called by the secretary of the Committee at the request of the Committee chairman.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and any supporting papers, shall be forwarded to each member of the Committee, any other person required to attend and all other non- executive directors, no later than three clear working days before the date of the meeting.

7 MINUTES OF MEETINGS

7.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

7.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee chairman it would be inappropriate to do so.

8 ANNUAL GENERAL MEETING

The Committee chairman should attend the Company's annual general meeting to answer any shareholder questions on the Committee's activities.

9 DUTIES

9.1 The Committee should carry out the duties detailed below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

9.2 The Committee's overriding responsibility is to develop and monitor the Group's ESG policies. It is acknowledged that ESG is a complex, dynamic area of developing practice and that it interacts with many aspects of the Group's business, some of which are already under the remit of another Board committee (such as management engagement which is the responsibility of the Remuneration Committee and transparency of reporting which is under the remit of the Audit Committee).

9.3 The Committee shall:

- (a) prepare (with the input of advisers as necessary) and propose to the Board for its approval at least annually ESG policies for the Group:
 - with a view to effectively managing the Group's ESG risks;
 - that are considered to be appropriate and proportionate;
 - that are aligned with the Company's short and long term objectives; and
 - which are designed to ensure compliance with relevant legal and regulatory guidance and standards applicable to the Group;
- (b) develop appropriate environmental KPIs or other appropriate targets and external benchmarks for recommendation to the Board and to monitor and report on progress against them at least quarterly;
- (c) monitor compliance with the policies and report on them to the Board at least quarterly;
- (d) assess at least annually the fees, scope and terms of appointment of the Group's external environmental consultants; and
- (e) oversee engagement with the Company's key stakeholders on ESG matters.

10 REPORTING RESPONSIBILITIES

- 10.1 The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall annually review and approve a report to shareholders on its activities, for inclusion in the Company's Annual Report.

11 OTHER MATTERS

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- (b) be provided with any training considered necessary for the proper discharge of its duties;
- (c) give due consideration to laws, regulations and any published guidelines or recommendations including but not limited to the requirements of the AIM Rules, the Disclosure and Transparency Rules and any other applicable rules or guidelines, as appropriate; and
- (d) arrange for periodic reviews of its own performance and, at least annually, 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.

12 AUTHORITY

The committee is authorised by the Board:

- (a) to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- (b) to investigate any matter within its terms of reference; and
- (c) to commission or purchase any relevant reports, surveys or information which it deems necessary to fulfill its duties.

**Approved by the Board of Directors
2 December 2021**