

Sustainability Committee - Terms of reference

The Sustainability Committee of the board of directors of the Company (the “**Board**”) has been established with delegated powers in accordance with the articles of association. These Terms of Reference shall be publicly available by means of publication on the Company’s website and by making them available from the Company on request.

1. Membership

- 1.1. The Sustainability Committee shall consist of at least five members (the “**Committee**”), each of whom shall be appointed by the Board on the recommendation of the Nomination and Corporate Governance Committee of the Board.
- 1.2. The Committee will comprise at least three independent non-executive directors. The Chair of the Board may also serve on the Committee as an additional member.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extendable by no more than two additional three year periods, provided the director still meets the criteria for membership of the Committee.
- 1.4. The Board shall appoint the Committee Chair. 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 who would qualify under these terms of reference to be appointed to that position by the Board.
- 1.5. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair of the Board, other members of the senior management team and external advisers may be invited to attend all or any part of any meeting as and when appropriate and necessary.
- 1.6. The Committee Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

2. Secretary

- 2.1. The Company Secretary or his or her 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 issues.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be a majority of members present in person or linked by telephone or video conference facilities. 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. Frequency of meetings

- 4.1. The Committee shall meet at least three times a year and at such other times as its business requires as determined by its members or the Chair.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.
- 5.2. The Secretary of the Committee shall give notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and any supporting documentation to each member of the Committee and any other person required to attend no later than three working days before the date of the meeting.

6. Minutes of meetings

- 6.1. The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2. Minutes of Committee meetings should be circulated promptly to all members of the Committee and, once agreed, circulated to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

7. Authority

- 7.1. The Committee is authorised by the Board to determine Company policy within its terms of reference.
- 7.2. 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.
- 7.3. The Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice on matters within its terms of reference.

8. Decisions of the Committee

- 8.1. Any decisions of the Committee shall be taken on a simple majority basis. The Chair shall have a casting vote in the event of equality of voting.

9. Responsibilities

- 9.1. The Committee shall:

- (a) ensure that the Company has a sustainability strategy (the “**Better World Pledge**”) and that it remains fit for purpose and consistent with the Company’s purpose, culture and values whilst supporting the Company’s long term sustainable success;
- (b) ensure that short and long term objectives of the Better World Pledge are in place and that key metrics are reported on;
- (c) monitor and review the effectiveness of the Company’s sustainability strategy and the governance in place to ensure the successful delivery of activities across the Group’s Better World Pledge;
- (d) oversee the Company’s prioritisation and allocation of capital and resources to delivering its sustainability strategy and how it integrates this with business planning and overall business strategy;
- (e) monitor and review the overall implementation of the Company’s Better World Pledge within the three pillars of Planet, Pets and People;
- (f) approve major projects developed in response to implementation of the Better World Pledge strategy;
- (g) ensure that all related codes of practice and policies are regularly reviewed and updated and remain in compliance with any relevant national and international laws and regulations;
- (h) receive regular reports from the chair of each management committee tasked with implementing the Better World Pledge within the specific areas of:
 - (i) Planet via the Responsible Product Committee and the Climate Change and Waste Committee;
 - (ii) Pet via the Pet Committee;
 - (iii) People via the regular People Leadership team meetings;
- (i) monitor, review and consider all recommendations in response to sustainability issues raised and review the execution and implementation of plans previously approved by the Committee;
- (j) monitor, review and consider stakeholder engagement in sustainability activities;

- (k) ensure that the sustainability reporting requirements are met and review external disclosures. Keep abreast of future regulatory change or otherwise required reporting requirements and agree adoption approach;
- (l) agree the Group's participation in major voluntary initiatives such as SBTi and CDP and membership and involvement in major voluntary organisations and their initiatives such as the BRC climate roadmap;
- (m) without limiting the generality of the foregoing, monitor and review the following elements of the Group's Better World Pledge strategy with respect to:
 - (i) **Environmental activity** of the Group as outlined in the "planet" pillar of impact.

The most significant and complex of these are the Group's impacts through its value chain activities particularly retail products and services sold by the Group.

Value chain impacts, managed under the Responsible Product Committee:

- Carbon and biodiversity impacts of pet food
- Carbon and biodiversity impacts of accessories
- Specific priority raw material focus in relation to deforestation
- Packaging
- Manufacturing environmental impacts of products (our suppliers' scopes 1 and 2)

Operational environmental impacts, managed under the Climate Change and Waste Committee:

- Carbon and resource impacts of our buildings' infrastructure through the use of energy to heat and cool and the investment in areas such as renewable energy, energy generation and energy use reduction technologies
- Logistics impacts through our own fleet and third parties

- Specific impacts of the veterinary side of our business such as anaesthetic gas use and clinical opportunities such as surgical textiles and flexible plastics

(ii) **Pet Welfare related activity** of the Group as outlined in the “pet” pillar of impact.

The pet area of the Group’s strategy as managed by the Pet Committee. This includes promoting pet welfare in all elements of the Group’s activities in relation to pets in our care, the products and services that we provide, how we advocate for pets in broader society and how we are there for pets through our charity work. This will include how we consider pet welfare in relation to:

- welfare standards for all pets sold within or adopted from the Group’s stores and assigned to the Group’s care either in the grooming salons or veterinary surgeries including joint venture practices;
- compliance with legislation covering the sale of pets in store, the welfare of pets in general and the practice of veterinary medicine;
- where appropriate engage in and exercise influence over the development of legislation which will affect the sale of live pets in store, the welfare of pets in general and the practice of veterinary medicine;
- customer and colleague feedback in respect of pet welfare standards in stores, grooming and the Group’s veterinary surgeries including joint venture practices;
- all ethical matters in respect of supply, transportation and sale of pets including the supplier audits;
- the impact of public relations, social media and media on the Group;
- compliance with the Group’s pet processes to include store audits and test purchases;
- promote clinical excellence and the clinical practice standards in place in the Group’s veterinary surgeries including the joint venture practices;
- promoting responsible pet ownership;
- educating and supporting new and existing pet owners; and

- supporting pets in need, including but not limited to the Group's charity "The Pets Foundation" and other charitable activity for example the Lifelines mechanic within the Pets Club;
- (iii) the Group's activity in relation to **People** in our business, communities and supply chains, as outlined in the "People" impact pillar, including:
- the Group's strategic approach to diversity and inclusion and its performance, including the Group's approach to targeting specific underrepresented groups. This will include any focussed programmes such as employability programmes and partnerships that reduce barriers to entry and encourage social mobility;
 - the Group's strategy on developing pet expertise including clinical excellence in the Group's general veterinary practices and pet care expertise in the pet care centres;
 - the strategy to promote colleague wellbeing;
 - supporting our local communities including through the volunteering programme called "Better World Pledge Days";
 - the Group's Human Rights strategy and performance including the approval of the annual modern slavery act statement.

The Legal Director and Company Secretary has overall management responsibility for this area which is managed in various management committees. This includes the Responsible Product Committee for the product supply chain and the People Leadership Team meetings for the colleague related areas.

The following people related topics are covered in other Board Committees:

- Health and Safety (Audit and Risk Committee)
 - Culture, listening and engagement (Main board)
 - Reward (Remuneration Committee)
- any other matter referred to it by the Board or the Audit and Risk Committee; and

- monitor, review and consider the Group's continued approach to Sustainability and the above proposed agenda of activity to ensure it is commensurate with retaining the Group's position at the centre of its communities, a responsible pet care business and at the forefront of enacting and complying with current legislation.

10. Reporting responsibilities

- The Committee Chair and/or any other member so nominated by the Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee shall make whatever recommendations to the Board or the Audit and Risk Committee it deems appropriate on any area within its remit where action or improvement is needed

11. 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;
- 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;
- at least once a year review its own performance, constitution and terms of reference to ensure it is operating appropriately and recommend any changes it considers necessary to the Board for approval; and
- give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code, the Companies Act 2006 and the requirements of the UK Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules, the Task Force on Climate-related Financial Disclosures, the Sustainability Accounting Standards Board (SASB) Framework, and any other applicable rules and regulations, as appropriate.

Approved by the Board on 26 March 2026