



**INTERNATIONAL PUBLIC PARTNERSHIPS LIMITED**  
(THE "COMPANY")

**ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE**  
**TERMS OF REFERENCE**

**1. Constitution**

1.1 It was resolved that a committee of the Board to be known as the Environmental, Social and Governance (ESG) Committee ("the Committee") be hereby constituted. The Committee shall be governed as follows:

**2. Composition and Procedure**

2.1 The Committee shall be appointed by the Board from amongst the Directors, and shall comprise of the Chairman and at least 2 other Non-Executive Directors of the Company. Current membership consists of:

- 1 Julia Bond (Chairman)
- 2 Sally-Ann David
- 3 Giles Frost
- 4 Michael Gerrard
- 5 Meriel Lenfestey
- 6 John Le Poidevin
- 7 Claire Whittet
- 8 Stephanie Coxon

2.2 Other third parties may be invited by the Committee to attend meetings as and when appropriate and at the discretion of the Committee.

**3. Quorum**

3.1 The quorum for the transaction of business shall be two members. 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;

3.2 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman, the remaining members present shall elect one other member present to chair the meeting.

**4. Secretary:**

4.1 The Company Secretary shall act as the Secretary to the Committee;

4.2 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly;

4.3 Minutes of the Committee meetings shall be circulated promptly to all members

**5. Meeting Frequency:**

5.1 The Committee shall meet at least twice a year and at such other times the Committee Chairman shall require. Meetings of the Committee may be conducted via telephone or video link, provided that a majority of Directors participating are physically present outside the United Kingdom;

5.2 Unless otherwise agreed, notice of each meeting confirming venue, timing and date, together with an agenda of items to be discussed and any supporting papers, shall be made available to each member of the Committee and any other person required to attend, no fewer than 5 business days prior to the date of the meeting

5.3 Any member of the Committee may request that a meeting be convened by the Secretary to the Committee.

**6. Annual General Meeting**

6.1 The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder question on the Committee's activities.

**7. Purpose**

7.1 The Board is accountable for the ESG performance of INPP and, in the discharge of this function, it will be supported by the ESG Committee. In particular, the ESG Committee will provide a forum for mutual discussion, support and challenge with Amber with respect to ESG including with respect to the policies adopted by the Company with respect to investment and divestment and by Amber with respect to asset management activities and their reporting on such matters to the ESG Committee and Board;

7.2 The ESG Committee will also assist on such other matters related to ESG as may be referred to it by the Board.

**8. Responsibilities of the Committee:**

8.1 Provide:

8.1.1 Strategic advice to the Board on ESG matters, including reviewing and commenting on ESG policies developed by Amber in the course of managing assets owned by the Company;

8.1.2 Support and challenge to Amber in the implementation of INPP's ESG policies through the investment/divestment approval process;

8.1.3 Regular opportunities for INPP's ESG policies, principles and standards to be reviewed and updated to ensure that they remain in line with investor expectations;

8.1.4 A forum in which the Board and Amber can discuss and share ideas in relation to evolving ESG related initiatives, programmes, targets and industry practice;

8.1.5 Consideration of how INPP's ESG strategy is communicated internally and externally.

8.2 Monitor and Review:

8.2.1 Receive reports from Amber as part of the existing regular investor relations reporting cycle, on how INPP's ESG strategy is communicated, received and regarded by external stakeholders and how ongoing implementation of the ESG strategy compares to ESG strategies adopted by competitors;

8.2.2 Review relevant internal and external inputs as appropriate.

8.3 Reporting:

8.3.1 Have input into how INPP's ESG strategy is reported in the Company's Annual Report and other public reporting;

8.3.2 Have oversight of and recommend to the Board where appropriate other upcoming INPP ESG reporting requirements and the Company's adherence thereto, including where relevant, liaising with the Audit and Risk Committee on reporting within the Company's Annual and Interim Reports;

8.3.3 Ensure, where possible, INPP's relevant ESG policies are publicly available;

8.3.4 Receive reports from Amber as part of the existing regular reporting cycle on the implementation of its ESG strategy and related policies as developed by Amber relating to asset management, including (where applicable) implementation plans and KPIs;

8.3.5 Receive reports from Amber, as appropriate, on any projects developed by Amber in response to implementation of its ESG strategy.



- 8.4 Recommend:
- 8.4.1 Recommend to the Board any proposals that it deems appropriate within its remit and where it believes action or improvement is necessary.
- 9. Other Matters:**
- 9.1 Committee members shall undertake any training as the Committee deems appropriate
- 9.2 The Committee shall at the request of the Board oversee any investigation of activities which are within its terms of reference.

Last updated: 24 May 2022