

Impact Committee Terms of Reference

Document type:	<i>Terms of Reference</i>
Audience:	<i>All PIDG Companies</i>
Document owner:	<i>Global Company Secretary</i>
Document approver:	<i>PIDG Board (following recommendation by the Impact Committee)</i>
Document status:	<i>Final</i>
Number of pages:	<i>9</i>
Approval date:	<i>23 September 2026</i>
Effective date:	<i>23 September 2026</i>
Supersedes:	<i>4 October 2024</i>
Definitions:	<i>Please refer to the PIDG Glossary</i>
Review & Revision	<i>Annual</i>

1. CONSTITUTION

- 1.1 The Impact Committee (**Committee**) was constituted as a committee of the board of directors (**Board**) of The Private Infrastructure Development Group Holding Company Limited (**Company**) at a full meeting of the Board held on 23 September 2026 in accordance with the articles of association of the Company.
- 1.2 The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference, save that nothing in these terms of reference authorises the Committee to exercise any power reserved to the Board under the Company's Matters Reserved for the Board. In the event of any conflict between these terms of reference and the Company's Matters Reserved for the Board, the latter shall prevail and the conflict shall be referred to the Board for resolution.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members, including, without limitation, the establishment of sub-committees which are to report back to the Committee.
- 1.4 The role of the Committee is to:
 - support the Board in overseeing the development, implementation and effectiveness of the Company's HSES strategy, including environmental, social and stakeholder commitments;
 - monitor progress against agreed impact objectives, targets and key performance indicators, including on climate, nature, gender equality and inclusion, and provide appropriate challenge to management;
 - review material impact-related risks and opportunities and consider how these are reflected in the Company's strategy, risk management framework and decision-making processes; and
 - support the Board in considering the interests of key stakeholders, including employees, customers, suppliers, communities and the environment.

2. MEMBERSHIP

- 2.1 The Committee shall comprise at least three members. Each Committee member shall be an independent non-executive director as determined by the Board (in accordance with the principles of the UK Corporate Governance Code (**Code**)).
- 2.2 The Board shall appoint members of the Committee on the recommendation of the Nomination, Governance and Remuneration Committee (**NGRC**), in consultation with the chair of the Committee.
- 2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, so long as members continue to be independent and satisfy the criteria for membership of the Committee.
- 2.4 The Board shall appoint the Committee chair from among the independent non-executive directors. In the absence of the Committee chair and/or an appointed deputy, the remaining members present at a Committee meeting shall elect one of their number present to chair the meeting.
- 2.5 The Committee chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

- 2.6 The company secretary, or their nominee, shall act as secretary of the Committee and provide all necessary support to the Committee, including recording Committee minutes and ensuring the Committee receives information and papers in a timely manner to enable full and proper consideration of relevant issues.

3. MEETINGS

Frequency and dialogue

- 3.1 The Committee shall meet at least four times a year.
- 3.2 Outside the formal meeting schedule, the Committee chair (and to a lesser extent, other Committee members) shall maintain a dialogue with key individuals involved in the Company's governance, including the Board chair, the PIDG CEO, and the PIDG CFO.

Notice of meetings

- 3.3 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any of its members.
- 3.4 Unless the Committee otherwise agrees, notice of each meeting confirming the venue, time and date, together with an agenda, shall be forwarded to each Committee member and any other person required to attend no later than five working days before the meeting. Supporting papers shall be sent at the same time, but may be forwarded at shorter notice with the Committee chair's approval.

Attendance

- 3.5 Only Committee members have the right to attend and vote at Committee meetings. However, the PIDG Chair, PIDG CEO, PIDG COS and Global Head of Communications, PIDG CSIO, Head of HSES and external advisers shall be invited to attend meetings of the Committee. Other non-members may be invited to attend all or part of any meeting as and when appropriate and with the Committee chair's agreement. The Committee chair shall have discretion to decide who, other than Committee members, shall attend and address Committee meetings.
- 3.6 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of an actual or perceived conflicts of interest and minute them accordingly.
- 3.7 If the Committee chair decides in consultation with the other members (if necessary) that a member has an actual or perceived conflict of interest, the Committee chair may determine that the member absent themselves from a particular committee business and/or that a recommendation should be made to the Board that such member be removed as a member. Any decision of the Committee chair (and/or of the Board) shall be final and binding.
- 3.8 Any Committee member with a standing or recurring conflict shall notify the Committee chair and the company secretary on appointment and thereafter as conflicts arise.
- 3.9 Meetings of the Committee may be conducted with members physically present together or by video or audio conference.

Voting arrangements

- 3.12 Subject to paragraph 3.13 and 3.14, each Committee member shall have one vote, which may be cast on matters considered at the meeting. Votes may only be cast by members attending a committee meeting (in person or by audio or video conference).

- 3.13 A Committee member with a direct or indirect personal interest in a matter shall not be permitted to vote on that matter.
- 3.14 In any circumstance that majority agreement of any issue or matter cannot be reached then the matter will be referred to the Board.
- 3.15 The Committee chair may ask any attendee to leave the meeting to allow discussion of matters relating to them.

4. MINUTES

- 4.1 The company secretary (or their nominee) shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.
- 4.2 Draft minutes shall be agreed with the Committee chair and circulated promptly to all Committee members, unless the Committee chair considers it inappropriate to do so. Once approved, minutes shall be made available to all other Board members unless, exceptionally, the Committee chair considers it inappropriate to do so.
- 4.3 A resolution in writing signed by all Committee members shall be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next Committee meeting.

5. DUTIES AND RESPONSIBILITIES

The Committee shall have oversight of the group as a whole and (unless required otherwise by regulation) carry out the following duties for the Company and its subsidiaries (**Group**) and advise the Board appropriately.

The Committee oversees PIDG's impact management systems and strategy as a whole covering both HSES performance and broader sustainable development impact performance and strategic capital allocation to fulfil PIDG impact objectives. It provides guidance on developing and implementing the Impact Management Framework. This includes technical advice on managing HSES, gender and inclusion, and climate and nature risks. The committee also reviews HSES risk and performance management, portfolio monitoring and assurance, incident reporting and investigation and capacity building.

5.1 *Health and Safety Risk and performance management*

The Committee shall oversee:

- 5.1.1 The development and implementation of, and advise the Board of, the PIDG HSES management system and governance processes which:
- seek to ensure the health, safety, security, wellbeing and human rights of PIDG People, and the people on PIDG projects, the suppliers to PIDG projects, and the people in the communities affected by PIDG; and
 - seek to ensure that the national regulations in the countries in which PIDG operates are being complied with by PIDG Group and the PIDG projects.
- 5.1.2 The development and implementation of, and advise the Board of:
- HSES Serious incident reporting and appropriate mitigation and lesson learn reporting; and
 - crisis and emergency response planning across the PIDG Group and portfolio.
- 5.1.3 The safety culture of the PIDG Group and portfolio companies in particular in regard to how PIDG Group interact with PIDG people, the workers on PIDG projects, the communities in which PIDG operates and the suppliers to PIDG projects. The Committee will support the Board in monitoring the culture of the Company.

5.2 *Impact performance, management systems and governance*

5.2.1 The Committee shall oversee PIDG's approach to impact, which is two-fold:

- to identify, mitigate and manage HSES risks and adverse impacts, through PIDG's HSES management system; and
- to drive and demonstrate tangible, positive impact on people and planet, the wider economy and infrastructure capital markets through PIDG's wider impact management system, striving for sustainable development.

The Committee shall:

- 5.2.3 Oversee the development and review of, and advise the Board of, the PIDG HSES and Impact policies to ensure they are aligned with good international industry practice, prevailing regulations and best practice and integrated with the PIDG strategic objectives.
- 5.2.4 Oversee progress towards PIDG climate and nature related objectives
- 5.2.5 Oversee progress towards PIDG objectives on gender equality and inclusion.
- 5.2.6 Oversee the development of, advise the Board regarding, and recommend for approval by the Board, the Company's Impact management systems and governance, including PIDG HSES management systems and governance.
- 5.2.7 Obtain assurance from management that PIDG impact management systems, including PIDG HSES management systems and governance, are effective, aligned with the PIDG policies, good international industry practice, prevailing regulations and good practice, and integrated with the Company's business plan, values and objectives, in order to support the Company's long-term sustainable success.
- 5.2.8 Oversee PIDG Impact performance, including:
 - PIDG HSES performance;
 - PIDG HSES Portfolio management;
 - progress towards the strategic impact objectives of the Group; and
 - monitor assurance, evaluation and learning activities.
- 5.2.9 Oversee management's accountability, including appropriate resourcing of the Impact function in line with strategic impact objectives and the risk exposure of the portfolio.

5.3 *Goals, objectives and targets, and performance metrics*

The Committee shall:

- 5.3.1 Advise on, and recommend for Board approval, appropriate Impact (and HSES) related goals, short- and long-term objectives and targets, and key HSES, sustainability and other impact metrics.
- 5.3.2 Monitor annual and long-term progress against previously set objectives.
- 5.3.3 Oversee the ongoing measurement and reporting of Impact performance, including HSES.
- 5.3.4 Consider and approve any performance metrics before they are submitted to Owner-Members for approval.

5.4 *Delivery against strategy impact objectives*

The Committee shall:

- 5.4.1 Oversee the progress towards the Company impact objectives.
- 5.4.2 Opine on significant investment strategies developments, including the introduction of new sectors.
- 5.4.3 Advise the Board on significant underperformance against the Company impact objectives and learning that can inform future implementation of Group strategy.

5.5 *Impact reporting*

- 5.5.1 The Committee shall review and recommend for approval to the Board the content, integrity and completeness of all external statements and disclosures about sustainability and Impact activities, targets and progress.

5.6 *Horizon scanning*

The Committee shall:

- 5.6.1 Support the Impact function in the identification of current and emerging sustainability and impact-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national and international level. This includes sourcing or undertaking relevant training and development opportunities, both for the Committee members and for Company employees as appropriate.
- 5.6.2 Evaluate which issues and developments are likely to impact the Company's strategy, operations and reputation.
- 5.6.3 Advise the Board whether and how any issues and developments should be reflected in the Company's impact management objectives, policies and reporting.

5.7 *Risk*

The Committee shall:

- 5.7.1 On guidance from the Impact function, advise the Board on the Company's appetite and tolerance with respect to HSES, sustainability and impact-related risks.
- 5.7.2 Identify material HSES, sustainability and impact-related risks and obtain assurance from management that these are appropriately captured in the Company's risk profile and risk management framework.

5.8 *Resourcing of the Impact function*

The Committee shall:

- 5.8.1 On guidance from the Impact function, make recommendations to the Board in relation to the required resourcing and funding of the Impact function and activities.
- 5.8.2 On behalf of the Board, oversee the deployment and control of any resources and funds.

5.9 Working with other committees

The Committee shall through the company secretary, work with all other committees of the Board ensuring the interaction between committees and with the Board is reviewed regularly:

- 5.9.1 Work in conjunction with the Audit Committee to regularly review the requirement for internal and external assurance of HSES, sustainability and impact-related matters. Provide to the Audit Committee its assessment of Impact performance against the set objectives, including any potential impact on PIDG's financial performance and results.
- 5.9.2 Work in conjunction with the Risk Committee to advise the Board on the Company's appetite and tolerance with respect to environmental and social risk, to identify material HSES, sustainability and impact-related risks and to receive assurance from management that these are appropriately captured in the Company's risk profile and risk management framework. Provide to the Risk Committee its assessment of Impact performance against the set objectives, including any potential impact on PIDG's key risks relating to reputation, financial performance and results and any other risks it believes to be material.
- 5.9.3 Provide to the Investment Committee its assessment of Impact performance against the set objectives, including any potential impact on PIDG's portfolio and portfolio risks.
- 5.9.4 When working with the above committees, it is the responsibility of the respective committee chairs to coordinate with other committees to prevent overlaps and avoid duplication of work.

6. REPORTING AND DISCLOSURES

The Committee shall:

- 6.1 Report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities (including any matters on which the Board has requested the Committee's opinion or recommendation).
- 6.2 Prepare a formal report on its activities and how the Committee has discharged its responsibilities to be included in the Company's annual report (or equivalent Owner-Members reporting), which shall include: (i) details of Committee membership, meetings held and attendance; (ii) a summary of the role and work of the Committee; (iii) how the Committee's performance evaluation was conducted; (iv) the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed; (v) any other information requirements the Board has determined the Company will follow (whether under the Code, the Wates Principles or its own governance framework); and (vi) any other issues on which the Board has requested the Committee's opinion.
- 6.3 In assessing performance against stated impact objectives, consider the implications for PIDG's reputation, financial health and results and raise this with the Board as appropriate.
- 6.4 Make these terms of reference available by placing them on the Company's website (or Owner-Members portal, as applicable).

7. ENGAGEMENT WITH OWNER-MEMBERS

- 7.1 The Committee chair shall attend the Annual Owner-Members Meeting to answer any questions on the Committee's activities and areas of responsibility.

8. AUTHORITY

The Board authorises the Committee to:

- 8.1 Have unrestricted access to the Company's documents and information reasonably required to carry out its duties.
- 8.2 Seek any information it requires from any employee of the Group to perform its duties.
- 8.3 Call any employee of the Group to be questioned at a committee meeting as and when required, and all employees are directed to co-operate with any request made by the Committee.
- 8.4 Secure the attendance of external advisers at its meetings if it considers this necessary, at the Company's expense.
- 8.5 Delegate any matter or matters to another committee or person(s) as it deems appropriate, save that any sub-delegation of a substantive oversight duty shall be notified to the Board, and the Committee shall remain accountable to the Board for any matter so delegated.
- 8.6 Where a disagreement arises between the Committee and the PIDG Board, sufficient time shall be allowed for the matter to be discussed with a view to reaching a resolution. Where the disagreement cannot be resolved, the chair of the Committee may, where appropriate, request that the nature of the disagreement and the Committee's position be formally recorded in the PIDG Board minutes. Any further reporting or public disclosures shall be considered in accordance with applicable legal, regulatory, and governance requirements.
- 8.7 Collectively and individually have direct access to the CEO.

9. GENERAL MATTERS

The Committee shall:

- 9.1 Consider other duties determined by the Board from time to time.
- 9.2 Oversee any investigation of activities within its terms of reference.
- 9.3 Have access to sufficient resources to carry out its duties, including access to the company secretary for assistance and advice as required.
- 9.4 Be provided with appropriate funding to obtain advice and assistance from internal or external legal, accounting or other advisers, at the Company's expense, without the prior approval of the Board, up to a maximum cost of £10,000 per engagement; any engagement expected to exceed this threshold shall require the prior approval of the Board chair or the Board.
- 9.5 Give due consideration to all applicable laws and regulations, in particular the directors' duties contained in the Companies Act 2006 (including the duty under section 172 to promote the success of the Company having regard to the interests of stakeholders), any applicable corporate governance statement obligations under the Companies (Miscellaneous Reporting) Regulations 2018, and the provisions of the Code, or the Wates Corporate Governance Principles for Large Private Companies, to the extent adopted by the Board as the Company's chosen governance framework.
- 9.6 Work and liaise as necessary with all other board committees, taking particular account of any delegation of the impact of risk management and internal control to different committees, and ensure that interaction between committees and between the Committee and the Board is reviewed regularly.

- 9.7 Arrange for annual review of its own effectiveness and performance (which may be incorporated into a wider Board and committee evaluation), including externally facilitated evaluation at appropriate intervals, and, at least annually, review these terms of reference and recommend any changes to the Board for approval.