

Sustainability Committee

Terms of Reference

Purpose

The purpose of the Committee is to oversee the implementation of the Group's Sustainability Strategy as approved by the Board, and recommend to the Board any changes to this strategy, helping ensure Unite Students is a responsible, resilient and sustainable business.

Sustainability is integral to our business planning and is central to delivering our "Home for Success" purpose and our values, especially "doing what's right". Our focus is on four key positive impact areas: Employees; Students & Young People; Local Communities; and The Environment.

Membership

The Committee shall be appointed by the Board and shall consist of not less than three members of the Board, a majority of whom are independent Non-Executive Directors. A quorum of the Committee shall be three members, providing at least two are independent Non-Executive Directors. The Chair of the Committee shall be appointed by the Board from amongst the independent Non-Executive Directors.

Secretary

The Secretary or the Assistant Company Secretary of the Company shall be the Secretary of the Committee.

Attendance at Meetings

The Committee may invite executives to attend the Committee meetings from time to time including those responsible for implementing the Group's Sustainability Strategy in particular around the four key positive impact areas.

Frequency of Meetings

The Committee shall meet no less than three times a year and at such other times as the Chair of the Committee shall deem necessary.

Outside of the formal meeting programme, the Chair will maintain a dialogue with key individuals involved in the implementation of the Sustainability Strategy.

Authority

The Committee is authorised by the Board to:

- investigate any activity within its terms of reference;

- seek any information it requires from any employee of the Company;
- obtain outside legal or independent professional advice and secure the attendance of outsiders with relevant experience and expertise to the extent considered necessary.

Roles and Responsibilities

The key roles and responsibilities of the Committee include:

- reviewing the implementation of the Sustainability Strategy and reporting to the Board on this implementation, such review to include providing a forum for those implementing the Sustainability Strategy to test ideas and support them in change needed to deliver the Sustainability Strategy;
- reviewing the Group's performance against its sustainability targets and ambitions;
- receiving and reviewing regular business updates and reports across the Group on performance against the Sustainability Strategy;
- ensuring that the Committee and the Board are kept up to date of any regulatory changes in relation to sustainability which impact the business of the Group and its Sustainability Strategy and implementation of this strategy;
- reviewing the suitability of, and making recommendations to the Remuneration Committee in relation to, metrics for the Sustainability / ESG component of the short term incentive plans for the executive team;
- when overseeing the implementation of the Sustainability Strategy relating to the health and wellbeing of our employees and customers, the Committee will receive updates from the Board's Health and Safety Committee where relevant. The Board's Health and Safety Committee has responsibility for health and safety and thus the Sustainability Committee's focus will be on health and wellbeing within the context of the wider Sustainability Strategy;
- being responsible for engaging with the workforce (as contemplated by Provision 5 of the Corporate Governance Code), with one of the Committee's Non-Executive Directors being identified as the lead for this workforce engagement;
- reviewing the Company's public sustainability reporting prior to its release;

- reviewing the extent and effectiveness of the Group's external reporting of sustainability performance and participation in relevant external benchmarking indices as assessed by third party ratings agencies;
- understanding and regularly reviewing the concerns and material risks to the business as perceived by key external stakeholders such as investors, universities and customers, and the effectiveness of the Sustainability Strategy in addressing these.

Reporting

The Chair shall provide an update of each meeting to the subsequent Board meeting.

The Committee shall annually review its terms of reference and its own effectiveness and recommend any necessary changes to the Board.

The role and responsibilities of the Committee and the actions taken by the Committee to discharge those responsibilities shall be disclosed in the Annual Report. Such a report shall specifically include:

- a summary of the role of the Committee;
- the names of all members of the Committee during the period;
- the number of Sustainability Committee meetings and attendance by each member; and
- the way the Sustainability Committee has discharged its responsibilities.

The Chair of the Committee shall attend the AGM and shall answer questions, through the Chair of the Board, on the Committee's activities and its responsibilities.