

Board Sustainability Committee (“BSC”) – Terms of Reference

Chair:

- The Chair of the BSC shall be one of its members and shall be appointed by the Board, on the recommendation of the Nomination Committee.

Members:

- The BSC shall be comprised of the Chairman and all of the independent non-executive directors. Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the BSC.

Secretary:

- Secretarial support for the BSC will be provided by the Company Secretary (or his/her nominee).

Role:

- The purpose of the BSC will be to work alongside and to provide effective oversight, review and challenge to the Group Sustainability Committee and, where appropriate, its sub-committees.
- The BSC will review and assess any reports that it may receive from the Group Sustainability Committee against Bunzl’s objectives, strategic goals and targets as set out in Bunzl’s sustainability strategy (the “Sustainability Strategy”) and any further criteria set by the Board. From time to time, the BSC may instruct the Group Sustainability Committee to investigate matters to assist the BSC in its oversight role.
- On the basis of reports received from the Group Sustainability Committee and/or the findings from any investigation, the BSC may draw to the attention of the Board matters relevant to its Role and Responsibilities.

Main responsibilities:

- The BSC will be responsible for:
 - assisting the Board in fulfilling its oversight responsibilities of Bunzl’s policies and programmes intended to ensure that Bunzl successfully meets its objectives, targets and priorities set out in the Sustainability Strategy;
 - ensuring that the Board is kept updated on key sustainability matters;
 - providing opinions and/or recommendations to the Board on any changes to the Board’s role, Bunzl’s governance framework, or Sustainability Strategy, that it considers necessary or desirable to reflect societal, commercial, legal and other developments or changes in Bunzl and its activities;
 - where necessary, making recommendations to the Board, following reports and/or the findings from any investigation carried out by the Group Sustainability Committee which have identified risks which may impact Bunzl’s ability to meet its objectives, targets and priorities set out in the Sustainability Strategy;

- keeping under review the work of other Board-level Committees to ensure that adequate consideration is afforded to the objectives, targets and priorities as set out in the Sustainability Strategy;
- providing oversight and a recommendation to the Board on approving Bunzl’s annual sustainability report and other corporate communications with material sustainability content;
- at the request of the Board, providing its opinion on any matter; and
- assisting the Board in its oversight of Bunzl’s conduct with regard to its obligations as a corporate citizen.

Meeting frequency:

- The BSC will meet no fewer than three times per year or more frequently as required to assist the Board in respect to the principal objectives, targets and priorities of the Sustainability Strategy.

Meeting attendance:

- Only members of the BSC have the right to attend meetings of the BSC; however, the BSC may, at its discretion, invite other individuals to attend meetings. In particular, the Chief Executive Officer, Chief Financial Officer, Director of Group HR and Head of Sustainability are usually invited to attend.

Reporting:

- The Chair will produce a report once per year on the work and the performance of the BSC and make this available to the Board. This report will include its views, recommendations and comments on the work of the Group Sustainability Committee and, where appropriate, its sub-committees.