



**TRITAX MANAGEMENT LLP**  
**ESG COMMITTEE**  
**TERMS OF REFERENCE**

**1. Members**

- 1.1. Members shall be appointed or removed by Tritax Management LLP (the “Manager”). The Chair of the Environmental Social Governance (ESG) Committee (the “Committee”) shall be Petrina Austin.
- 1.2. There shall be a at least one Partner of the Manager on the Committee.
- 1.3. Current members are:
  - Henry Franklin (Partner)
  - Petrina Austin (Partner)
  - Alan Somerville (Director of ESG)
  - James Charlesworth (Asset Manager)
  - Catherine Fry (Head of Compliance)
  - Hana Beard (Company Secretary)
  - Tom Alcock (Assistant Fund Manager TPIF)
  - Ally Lewis (PA and ESG Coordinator)
  - Anisha D’Cruz (Legal)
- 1.4. Only Members of the Committee have the right to attend Committee meetings. However, non-members may be invited to attend in order to contribute on specific areas of expertise.

**2. Secretary**

- 2.1. The ESG Coordinator shall act as the Secretary to the Committee. The Secretary shall attend all meetings and circulate any necessary meeting documentation to the members of the Committee (and invitees, as appropriate) in a timely manner.
- 2.2. The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee and final signed copies of the minutes shall be kept as records.

**3. Meetings**

- 3.1. The Committee shall meet as required and at least two times during the year
- 3.2. The Quorum necessary for the transaction of business of the Committee shall be two members at least one of which must be a partner of the manager
- 3.3. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and they must abstain from voting on any resolution of the Committee in which they and/or their associates have a material interest.

**Tritax Management LLP**

3rd Floor, 6 Duke Street St James’s, London SW1Y 6BN  
T: +44 (0)20 7290 1616 E: enquiries@tritax.co.uk www.tritax.co.uk

#### 4. Purpose

4.1. The purpose of the Committee is:

- A. To provide oversight of and carry out the responsibilities delegated by the Manager relating to, ESG.
- B. To agree actions the Manager and Boards of TBBR, EBOX, MBOX and TPIF can take to improve their ESG performance.
- C. To monitor social environmental, and governance trends, risks and opportunities that affect business strategy and performance.

#### 5. Duties and Responsibilities


The Committee is responsible for oversight of ESG matters and will:

- 5.1. Review, approve or make recommendations to the Manager and the respective independent Boards of TBBR, EBOX, MBOX and TPIF in respect of ESG matters, including but not limited to progress on integrating environmental, social and governance (“ESG”) factors into business strategy and decision-making of TBBR, EBOX, MBOX and TPIF.
- 5.2. Provide oversight of the Manager’s policies in terms of performance, communications and engagement on ESG matters to ensure the Manager is effective in meeting its obligations and achieving its objective of being a socially responsible corporate entity.
- 5.3. Other:
  - Request and examine records as it deems necessary to ensure that reasonable measures are in place to manage ESG issues and aid compliance with applicable corporate policies and regulatory requirements;
  - Engage independent advisors and approve terms of their engagement including fees; and
  - Meet separately with Management, employees or independent advisors in respect of CSR and ESG, as and when required.

#### 6. Reporting responsibilities

- 6.1. The Chair of the Committee shall report formally to the Boards of TBBR, EBOX, MBOX or TPIF, as appropriate, on proceedings after each meeting on all matters within its duties and responsibilities.
- 6.2. The Committee shall make any recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

**Tritax Management LLP**  
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