ANGLO-EASTERN PLANTATIONS PLC
(Registered in England and Wales No.1884630)

Terms of Reference for the ESG & Corporate Governance Committee
(approved by the Board in April 2025.)

Interpretation

Reference to "**Board**" means the Board of Directors of the Company.
Reference to "**Code**" means the United Kingdom Corporate Governance Code, as may be amended from time to time.
Reference to "**Committee**" means the ESG Committee of the Company.
Reference to "**Company**" means Anglo-Eastern Plantations Plc.
Reference to "**ESG**" means Environmental, Social and Governance.
Reference to "**Group**" means the Company and its group of companies.

1) Purpose

The ESG Committee is established as a committee of the Board to assist the Board in fulfilling its responsibilities in respect of:

a) overseeing the Group's ESG programs, which encompass a commitment to sustainability and responsible business practices, fostering environmental stewardship, promoting social well-being, ensuring robust governance frameworks, and making meaningful contributions to the communities where it operates;

b) providing advice and direction to management on the implementation of ESG strategy and opportunities and risks related to the Group's operations and reputation, while enhancing corporate responsibility; and

c) monitor progress against key targets, reporting and ESG performance and remain adaptable to evolving ESG regulatory requirements, investor expectations.

2) Composition

The Committee shall comprise at least two (2) Board-appointed members.

3) Chairman

The Chairman of the Committee shall be appointed by the Board. The Chairman of the Committee or a designated member of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members of the Committee present shall elect one of themselves to chair the meeting.

4) Attendees

The Committee may invite others to attend a meeting, but no such attendee shall be entitled to vote.

5) Quorum and voting

A quorum shall consist of at least two (2) members of the Committee, one of whom shall be the Chairman of the Committee or their nominee, present in person, by telephone or video conference call throughout the meeting. Each member of the Committee shall have one vote. Save where they have a personal interest, the Chairman of the Committee shall have a second or casting vote in the event of a tied vote.

6) Secretary

The secretary nominated by the Company shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

7) Frequency of meetings

The Committee shall meet at least three (3) times per annum and at such other times as the Chairman of the Committee shall require.

8) Agenda and papers

Unless otherwise agreed, notice of each meeting of the Committee confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person required to attend, not fewer than five (5) working days prior to the date of the meeting wherever possible. Supporting papers shall be sent to Committee members and to other attendees (as appropriate) at the same time.

The agenda and papers for each meeting shall be available on request to all members of the Board.

9) Minutes of meetings

Minutes of any formal meeting of the Committee shall be prepared by the secretary, or their nominee, and circulated to all members of the Committee and, after approval, shall be submitted to the Board unless in the opinion of the Chairman of the Committee it would be inappropriate to do so.

10) Reporting procedure

The Committee shall regularly report to the Board its conclusions with respect to the matters that the Committee has considered, including identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

11) Delegation

The Committee shall not be entitled to sub-delegate any of its powers or authority.

12) Adviser

The Committee may obtain, and determine the fees for any independent legal, financial or other professional advice as it considers necessary in connection with its duties. It may also secure the attendance of external advisers at its meetings if deemed necessary. The costs of engaging independent counsel or other advisors will be borne by the Company.

13) Authority and responsibilities

The following list of authority and responsibilities is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the effective performance of its oversight function.

a) Oversee the Group's ESG strategy to ensure it remains fit for purpose and aligned with the Group's vision and recommend it to the Board for approval.

b) Monitor the implementation and performance of the ESG strategy and the Group's progress on its long-term ESG commitments and targets.

c) Ensure key ESG-related policies, governance frameworks are effective, compliant and aligned with industry standards.

d) Provide advice and direction to management on implementation of its ESG strategy, opportunities and risks to Group's operations and reputation and its corporate responsibility.

e) Oversee the ethical conduct of the Group's business including its corporate governance framework (including compliance with the Code), business ethics policies and codes of conduct, suitability of business relationships, counterparty due diligence, management of bribery, corruption and money laundering risk.

f) Oversee the engagement between the Board, senior management and the Group's workforce, with the aim of strengthening the 'employee voice' in the boardroom and fostering a deeper understanding of employee perspectives and views.

g) Review the operation and efficacy of the mechanisms in place for employees to obtain advice or raise and report concerns, in confidence, regarding potential improprieties. This includes reviewing the Whistle-blowing Policy and the operation of the Company's Environmental, Safety and Healthy & Sustainability team.

h) Regularly report to the Board its conclusions with respect to the matters that the Committee has considered, including identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

i) Oversee and monitor the corporate governance framework of the Group and make recommendations to the Board to ensure that the framework is consistent with applicable corporate governance standards and best practice.

j) Review, at least annually, the Committee's own performance, terms of reference and effectiveness to ensure it is operating at maximum effectiveness. Any changes shall be recommended to the Board for approval.

k) Provide clear and outcome-focused reporting in the Company's annual report regarding the Committee and any ESG content.

l) Consider any other matters, as may be delegated from time to time by the Board.