



Terms of Reference of the Vodafone ESG Committee

1. Introduction

The objective of the ESG Committee (the “Committee”) is to provide oversight of Vodafone Group Plc’s (the Company) Environment, Social and Governance strategy (‘the ESG strategy’): Purpose (Digital Society; Inclusion for All and Planet), sustainability and responsible business practices as well as Vodafone’s contribution to the societies we operate in under our Social Contract. The Committee also monitors progress against key performance indicators and external ESG index results.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board.
- 2.2 The Committee shall be composed of not less than three members, a majority of whom shall be independent Non-Executive Directors.
- 2.3 The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Committee meeting who would qualify under these Terms of Reference to be appointed to that position by the Board.

3. Quorum

The quorum necessary for the transaction of business shall be any two members of the Committee.

4. Meetings

- 4.1 The Committee shall meet twice a year and otherwise as required.
- 4.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Financial Officer, Chief HR Officer, Group External Affairs Director, Group Director, Sustainability & Foundation and external advisors may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary.

- 4.3 The Company Secretary shall be the Secretary of the Committee or, with the consent of the Committee Chair, such person as the Company Secretary shall nominate.

5. Annual General Meeting

The Committee Chair shall attend the Annual General Meeting of the Company and shall answer any questions on the Committee’s activities and its responsibilities.

6. Duties of the ESG Committee

The Committee shall:

- 6.1 Approve the Company’s ESG strategy including related targets and KPI’s to measure the company’s performance and the internal & external recognition of its strategy
- 6.2 Provide advice and direction to the Company’s management on implementation of the ESG Strategy; the opportunities and risks to the Company’s operations and reputation and its corporate responsibility.
- 6.3 Provide oversight of the execution of the ESG Strategy and the Company’s progress and performance on its long-term ESG commitments and targets.
- 6.4 Provide oversight of the key policies and programmes required to implement the ESG Strategy.

7. Reporting

The Committee shall report to the Board, through the Committee Chair, on its proceedings after each Committee meeting on all matters within the Committee’s duties and responsibilities.

8. Terms of reference

The Committee shall review these Terms of Reference periodically and consider whether to recommend any changes to the Board.

These Terms of Reference were approved by the Board of Vodafone Group Plc on 28 September 2021.