VICTREX PLC BOARD

Terms of Reference for the Corporate Responsibility Committee of Victrex plc

Approved and adopted by the Board of Directors of Victrex plc (**Company**) to take effect from 7 February 2025.

1. **CONSTITUTION**

1.1. The Corporate Responsibility Committee (**Committee**) is a committee of the board of directors (**board**) of the Company.

1.2. The Terms of Reference of all Board Committees applies unless stated otherwise.

2. **ROLE**

The role of the Committee is to oversee and review:

2.1. the Company's conduct with regards to its corporate societal obligations and commitments

2.2. the development and execution of the Company's sustainability strategy and commitments including progress towards targets

2.3. the mitigation of climate based risk.

3. **DUTIES**

The Committee shall carry out the following duties for the Company and its subsidiaries (**Group**) and advise the Board appropriately:

3.1 Identify and review external developments likely to have an influence on the Group's reputation or on its ability to conduct business as a good corporate citizen, including issues of importance to the general public.

3.2 Provide oversight on the environmental and social impact of the way the Group conducts its business including environmental sustainability.

3.3 Provide input as required and appropriately monitor the Group's environmental and societal related activities and initiatives including those relating to inclusion and diversity and employee wellbeing.

3.4 Review and monitor the Group's performance against its sustainability, environmental and societal goals, key performance indicators, metrics, strategies, objectives and commitments.

3.5 Review the need for assurance (internal and/or external) of sustainability and ESG matters (building on first and second line assurance) and, as may be considered necessary, appoint external third parties to carry out assurance of the effectiveness of policies, processes and reporting on sustainability and ESG matters.

3.6 Consider and review the Company's sustainability and ESG ratings and accreditations, and monitor the Company's position in relation to relevant external benchmarks and standards.

3.7 Review and recommend changes to the Group's policies relevant to the Group's sustainability, environment and social agenda including modern slavery, employees, sustainability and the environment.

3.8 Ensure appropriate communications policies are in place and working effectively to build and protect the Group's reputation internally and externally with key stakeholders.

3.9 Review the implications of the Company's health and safety progress in the context of its ESG credentials and commitments.

3.10 Monitor current trends and developments to identify:

3.10.1 emerging sustainability, environmental and social risks;

3.10.2 key developments in the sustainability, environmental and social regulatory landscape of relevance to the Group;

and in each case, recommend to the Board any consequent changes to the Group's strategies, goals and commitments and disclosures related to sustainability, environmental and societal matters

4. **MEMBERSHIP**

The Committee shall comprise a minimum of three independent Non-executive Directors. The Chair of the Committee shall be a Non-executive Director. The Chair or a member of the Audit Committee shall serve as a member of the Committee. The Board Chair may also serve as a member and as Chair of the Committee.

5. **ATTENDANCE AT MEETINGS**

5.1. The Committee shall meet at least three times a year and otherwise as required.

5.2. Only members of the Committee have the right to attend Committee meetings. However, all Non-executive Directors, the Chair of the Board, the Chief Executive Officer and the Chief Financial Officer shall have a standing invitation to attend Committee meetings. Other individuals such as the Director of Investor Relations, Corporate Communications & ESG, Head of ESG, the Group Operations Director and the Group HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and with the agreement of the Committee Chair.

6. **REPORTING RESPONSIBILITIES**

The Committee shall:

6.1 Report its activities to the Board periodically as agreed with the Board.

6.2 Review and approve external reporting on environmental and social matters.

6.3 Prepare a summary report to shareholders on its activities to be included in the Company's annual report.