

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE
COMMITTEE
TERMS OF REFERENCE**

The following terms of reference were approved and adopted by the board of directors (the **Board**) of Keywords Studios plc (the **Company**) on 25 May 2021 in accordance with the Articles of Association of the Company. They relate to the committee formed by the Board known as the Environmental, Social and Governance Committee (the **Committee**).

1 Membership

- 1.1. The Committee will be made up of two executive directors and any two non-executive directors of the Company from time to time, and the Board will review membership on a periodic basis should any circumstances arise suggesting the need for this or if any member of the Committee or any member of the Board requests it be done.
- 1.2. Only members of the Committee and any other director of the Company shall have the right to attend Committee meetings. However, other employees or external advisers may be invited to attend for all or part of any Committee meeting, as and when appropriate.
- 1.3. The Board shall appoint the Committee Chair who should be an independent non-executive director. In the absence of the Committee Chair the remaining members present shall elect one of their number to chair a Committee meeting.

2. Secretary

- 2.1. The Company Secretary or such person as may be nominated by the Committee shall act as the secretary of the Committee and ensure that the Committee receives information and papers in a timely manner.

3. Quorum

- 3.1. The quorum for a meeting of the Committee will be any two members, but must include at least one non-executive director.
- 3.2. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

- 4.1. The Committee will meet at least four times per year and otherwise as necessary to consider other matters within the scope of its terms of reference.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Committee Chair.

6. Minutes of Meetings

- 6.1. The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance and the existence of any conflicts of interest.
- 6.2. Minutes of meetings of the Committee will be circulated promptly to all members and, once agreed, to all members of the Board unless a conflict of interest exists.

7. Duties

- 7.1. The Committee shall have oversight of the following areas which have been identified as environmental, social and governance (**ESG**) priorities:
 - 7.1.1. people;
 - 7.1.2. diversity and inclusion;
 - 7.1.3. customer/client centricity and innovation;
 - 7.1.4. community;
 - 7.1.5. environment; and
 - 7.1.6. corporate governance and business ethics.
- 7.2. The Committee shall oversee, and shall otherwise develop and recommend for acceptance by the Board, policies and frameworks for key ESG areas including, without limitation, policies and frameworks relating to the environment, health and safety, standards of business conduct, ethics, modern slavery, employees and employee care, charitable activities and community activities.
- 7.3. The Committee shall develop and support the activities necessary to convert ESG policies and frameworks into an effective plan for implementation across the Company's group including, without limitation, by working with the relevant executives and committees of the Company's group, and shall monitor the group's compliance with these policies and frameworks.

8. Reporting Responsibilities

- 8.1. The Committee shall report to the Board on all matters within the scope of its duties and responsibilities.
- 8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Authority

- 9.1. The Committee is authorised to seek any information it requires from any employee or committee of any member of the Company's group in order to perform its duties.
- 9.2. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within the scope of its terms of reference.