



Dated September 7 March 2022

TINTRA PLC

**OPERATIONS COMMITTEE:
TERMS OF REFERENCE**

TINTRA PLC
("Company")

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1. Definitions

In these terms of reference:

"**Board**" means the board of directors of the Company;

"**Committee**" means the operations committee of the Company; and

"**Group**" means the Company and its subsidiary undertakings from time to time.

2. Introduction

The Board hereby resolves to establish a committee to be known as the 'Operations Committee' (the "Committee").

The purpose of the committee is to ensure that the parent company, major subsidiary undertakings and the group as a whole, has in place, and operates effectively, appropriate and robust procedures and business processes. The committee does not oversee day-to-day operations, but rather deals with operational functions from a strategic level.

3. Membership

3.1 The Committee shall comprise at least four members taken from each business unit of the Company.

3.2 Members of the Committee shall be appointed by the Board.

3.3 Only members of the Committee have the right to attend Committee meetings.

3.4 The Committee shall appoint the Committee chair. In the absence of the Committee chair and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

4. Secretary

The Committee chair shall appoint the Secretary for the meeting.

5. Quorum

The quorum necessary for the transaction of business shall be two members¹.

6. Frequency of meetings

6.1 The Committee shall meet at least once per month at appropriate times and otherwise as required.

6.2 Outside of the formal meeting programme, the Committee chair will maintain a dialogue with key individuals involved in the Company's governance, including the Board chair and the CEO.

7. Notice of meetings

7.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any of its members, or at the request of the external audit lead partner if they consider it necessary.

7.2 Unless otherwise agreed, notice of each meeting 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 no later than [five] working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

8. Authority

8.1 The Committee is to defer to the board for authorisation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if the Committee considers this necessary.

9. Duties

The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

The committee shall oversee and take any necessary decisions in the following areas, making recommendations to the Executive Committee as required:

- Staffing: overseeing HR processes and policies, including recruitment and retention, and learning and development; making recommendations to the Executive Committee for its approval.
- Finance: reviewing and challenging organisational finance and group budgets, and overseeing the business planning process; making recommendations to the Board for its approval.
- Risk: overseeing and taking necessary decisions in relation to organisational risks, mitigation development and implementation of Audit and Risk Committee recommendations; escalating matters to the Board as required.
- Corporate services: ensuring that facilities, IT and other business support services operate effectively, allowing high quality delivery through the company escalating matters to the Board as required.
- Business continuity and information security; escalating matters to the Executive Committee as required.

10. Reporting responsibilities

The Committee shall:

- 10.1 Draft minutes of each meeting will be circulated to all members of the Committee. On finalisation and signature by the chairman, the minutes of each meeting will be submitted to the board of directors as a formal record of the decisions of the Committee on behalf of the board of directors.
- 10.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed

11. Other Matters

- 11.1 Finalised minutes of the meetings of the Committee will be circulated to the members of the board of directors as part of the board papers for each full meeting of the board of directors.
- 11.2 The recommendations of the Committee minutes must be approved by the board of directors before they can be implemented.
- 11.3 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board of directors for approval.