

## RICARDO PLC

### TERMS OF REFERENCE FOR THE DISCLOSURE COMMITTEE

#### 1. CONSTITUTION

The Committee has the delegated authority of the board in respect of the functions and powers set out in these terms of reference.

1.1 The **disclosure committee (Committee)** was constituted as a **committee** of the board of directors (**Board**) of Ricardo plc (**Company**) on 27 July 2023 in accordance with the articles of association of the Company. These **terms of reference** were approved by the Board on 27 July 2023.

1.2 The **Committee** has the delegated authority of the Board in respect of the roles and responsibilities set out in these **terms of reference**. Such roles and responsibilities may also be exercised by the Board at its discretion.

1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the company secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

#### 2. THE COMMITTEE'S ROLES AND RESPONSIBILITIES

##### Inside information

2.1 To consider and decide whether information provided to the Committee is inside information and, if so, the date and time at which that inside information first existed within the Company.

2.2 To monitor, with the assistance of relevant persons (such as the General Counsel and Company Secretary or relevant project manager), the status of confidential information (for example, relating to projects or transactions) that could potentially become inside information.

2.3 To consider and decide whether the existence of inside information gives rise to an obligation to make an announcement as soon as possible and, if so, the nature and timing of that announcement or whether the conditions to delay have been met meaning it is permissible to delay the announcement.

2.4 When disclosure of inside information is delayed, to:

- Maintain all Company records.
- Monitor the conditions permitting delay to ensure they continue to be met.

- Prepare any notification to the Financial Conduct Authority regarding the delay in disclosure.
- Prepare any explanation to the Financial Conduct Authority of how the conditions for delay were met.

2.5 To refer to the Board, if practicable, any decision to make an unplanned announcement about trading or about an event or development, or, if a meeting of the Board cannot be convened sufficiently quickly, to take such a decision.

2.6 To consider the requirement for an announcement in the case of rumours about the Company which might amount to inside information or, in the case of a leak of inside information, whether a holding statement should be made.

### **Review of announcements and publications**

2.7 To review the scope and content of any announcement the Company proposes to release through a Regulatory Information Service, other than an announcement of a routine nature or that has been considered and approved by the Board.

### **External advice**

2.8 To take external advice (including from the Company's brokers and external lawyers) where it considers this is appropriate, for example, in relation to establishing whether inside information exists, whether the conditions to delay have been (or continue to be) met and the form of any announcement or holding statement.

### **Regular reporting and corporate transactions**

2.9 To review each of the following to ensure that, to the Committee's knowledge, such public disclosures properly record and disclose all required material information:

- Preliminary results announcement.
- Annual report.
- Half-yearly report.
- Quarterly results announcement **AND/OR** Trading updates.

### **Systems and controls**

2.10 To approve and keep under review the design, implementation and evaluation of the Company's controls and procedures relating to inside information and disclosure, including reviewing the Disclosure Policy, Securities Dealing Code and PDMR Securities Dealing Code from time to time.

2.11 To oversee and monitor compliance with the Company's controls and procedures relating to inside information and disclosure.

2.12 To alert the Company Secretary to the existence of any inside information which requires the creation of new, or amendments to existing, insider lists.

## **Training**

2.13 To ensure a suitable induction process is available to new members of the Committee and ongoing training is available where appropriate.

2.14 To recommend appropriate training regarding inside information (including the identification, handling and escalation of such information) for members of the Board and employees likely to have access to inside information.

## **Other**

2.15 To carry out all such other actions as are considered by the Committee to be required in order for the Committee to operate effectively.

## **3. MEMBERSHIP AND QUORUM**

3.1 The Committee must have at least four members. Members of the Committee shall be appointed by the Board but shall at all times include the Chairman of the Board, the Chief Executive, the Chief Financial Officer, and the General Counsel and Company Secretary.

3.2 The chair of the Committee shall be the Chairman of the Board. In the absence of the Committee chair and/or an appointed deputy, the remaining members present may elect one of the members present to chair the meeting.

3.3 Committee members shall have the right to appoint an alternate to attend on their behalf, provided they have similar expertise to the appointing member and with the permission of the Committee chair.

3.4 Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others to attend all or part of any meeting, if it thinks it is appropriate or necessary.

3.5 The quorum necessary for the transaction of business is three members which shall include the Chair of the Committee, the General Counsel and Company Secretary, and one of the Chief Executive or the Chief Financial Officer. Where the Chief Financial Officer is not present, at least one other member knowledgeable in financial reporting should attend any meeting convened to review the Company's financial results announcements.

3.6 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.7 Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conferences or a combination of any of the above.

#### **4. ATTENDANCE AT MEETINGS**

- 4.1 The Committee shall meet whenever necessary to carry out its responsibilities and business.
- 4.2 Outside of the formal meeting programme, the Committee chairman shall maintain a dialogue with key individuals involved in the Company's governance, including the board chairman, the Chief Executive, the Chief Financial Officer, the Company's brokers and external counsel, and the Group General Counsel and Company Secretary.

#### **5. NOTICE OF MEETINGS**

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members.
- 5.2 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, any other person required to attend, as soon as practicably possible before the date of the meeting. Supporting papers shall, where possible, be sent to Committee members and to other attendees as appropriate, at the same time.

#### **6. VOTING ARRANGEMENTS**

- 6.1 Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 6.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 6.3 Except where he or she has a personal interest, the Committee chairman shall have a casting vote.
- 6.4 The Committee chairman may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

#### **7. MINUTES OF MEETINGS**

- 7.1 The company secretary (or his or her nominee) shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all Committee members. Once approved, minutes shall be circulated to all other board members unless in the opinion of the Committee chairman it would be inappropriate to do so.

- 7.3 A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

## **8. REPORTING RESPONSIBILITIES**

The Committee shall:

- 8.1 Report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities and the minutes of all Committee meetings shall be included in the board papers for a subsequent board meeting.
- 8.2 Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 Make available to shareholders these terms of reference by placing them on the Company's website.

## **9. GENERAL MATTERS**

The Committee shall:

- 9.1 Consider other duties determined by the board from time to time.
- 9.2 Have access to sufficient resources in order to carry out its duties, including access to the General Counsel and Company Secretary as required.
- 9.3 Give due consideration to all applicable laws and regulations, in particular the directors duties contained in the Companies Act 2006, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules as appropriate.
- 9.4 Work and liaise as necessary with all other board committees.
- 9.5 Arrange for periodic reviews of its own performance and, at least annually review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

## **10. AUTHORITY**

The board authorises the Committee to:

- 10.1 Carry out all duties set out in these terms of reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, appropriate professional advice on any matter within its terms of reference as it considers necessary.
- 10.2 Seek any information it requires from any employee of the Company, or any of the Company's subsidiaries, to performs its duties.

- 10.3 Secure the attendance of external advisers at its meetings if it considers this necessary, at the Company's expense.
- 10.4 Call any employee to be questioned at a Committee meeting as and when required and all employees are directed to co-operate with any request made by the Committee.
- 10.5 Have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the board.
- 10.6 Commission, at the Company's expense, any reports or surveys which it deems necessary to help it fulfil its obligations.

Adopted at the board meeting of the Company on 27 July 2023.