

SUPERMARKET INCOME REIT PLC (THE “COMPANY”)

TERMS OF REFERENCE FOR THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE (THE “COMMITTEE”)

1. ESTABLISHMENT AND PURPOSE

- 1.1. The Board established a committee of the Board known as the Environmental, Social and Governance Committee at its meeting on 18 May 2022 in accordance with the articles of association of the Company.
- 1.2. The Committee has the delegated authority of the Board as set out in these terms of reference to serve as an independent and objective party to monitor the integrity and quality of the Company’s ESG and sustainability strategy, to ensure that the Company’s sustainability strategy is integrated into its business plan, corporate values and objectives and serves to foster a culture of responsibility and transparency, and to review and approve the Company’s annual reporting in relation to ESG.
- 1.3. In these terms of reference “ESG matters”, “sustainability” or “ESG” refers to the following areas:
 - 1.3.1. Environmental: the Company’s impact on the natural environment and its response to the challenge of climate change including; greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, impact on water resources and deforestation, pollution, efficient use of resources, the reduction and management of waste, and the environmental impact of the Company’s supply chain.
 - 1.3.2. Social: the Company’s interaction with stakeholders and the communities in which it operates and the role of the Company in society including; board policies (e.g. stakeholder engagement, diversity, non- discrimination and equality of treatment, health safety and well-being), ethical/responsible sourcing and social aspects and labour standards of the supply chain (including child labour and modern slavery), and engagement with and contribution to the broader community through social projects and charitable donations.
 - 1.3.3. Corporate Governance: the compliance and ethical conduct of the Company’s business including its corporate governance framework, business ethics, policies, transparent non-financial reporting and codes of conduct (e.g. related to donations and political lobbying, bribery and corruption), in line with the Company’s purpose and enabled through effective decision-making.
- 1.4. In carrying out their duties, the Committee members must comply with their duty under section 172 of the Companies Act 2006 to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so, have regard (among other matters) to:
 - 1.4.1. the likely consequences of any decision in the long term;
 - 1.4.2. the interests of the Company’s employees;
 - 1.4.3. the need to foster business relationships with suppliers, customers and others;
 - 1.4.4. the impact of the Company’s operations on the community and the environment;
 - 1.4.5. the desirability of the Company maintaining a reputation for high standard of business conduct; and
 - 1.4.6. the need to act fairly as between members of the Company.
- 1.5. These terms of reference may be amended from time to time by a resolution of the Board.
- 1.5.

2. MEMBERSHIP AND QUORUM

- 2.1. The Committee shall comprise at least three members, all of whom shall be independent non-executive directors. The quorum shall be two members.
- 2.2. The Board shall appoint the Committee Chair who shall be an independent non-executive director with demonstrated specialism or knowledge of ESG and sustainability and ESG reporting. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3. Appointments to the Committee shall be made by the Board, on the recommendation of the Nomination Committee and in consultation with the Committee Chair and shall be for a period of up to three years, which may be extended by up to two three-year periods, provided the members continue to be independent.
- 2.4. All members should have the appropriate knowledge, skills and expertise to understand ESG and sustainability related strategy, targets and implementation, and shall undertake appropriate development of their skills as necessary.
- 2.5. Membership of the Committee may be amended from time to time by the Board.
- 2.6. The company secretary or his or her nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. MEETINGS

- 3.1. The Committee shall meet at least four times a year and otherwise at any such time as deemed appropriate by the Committee or the Board.
- 3.2. The Chair of the Committee shall have the discretion to decide who, other than Committee members, shall attend and address Committee meetings.
- 3.3. The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 3.4. Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conference, provided that all participants can hear and speak to each other throughout such meeting.

4. NOTICE OF MEETINGS

- 4.1. Any Committee member or the secretary may call a Committee meeting.
- 4.2. 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 and all other non-executive directors no later than five working days before the date of the meeting. Supporting information and papers shall be sent to Committee members and other attendees as appropriate at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee Chair.

5. VOTING ARRANGEMENTS

- 5.1. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting of the Committee. Votes can only be cast by members attending a Committee meeting whether in person or by audio or video conference.
- 5.2. If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a personal interest or any other conflict of interest arising from a cross-directorship or otherwise, that member shall not be permitted to vote or participate in the discussions concerning any resolutions on that matter at the meeting, and (if so required by the Board) shall resign from the Committee.
- 5.3. The Committee Chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

6. MINUTES OF MEETINGS

- 6.1. The company secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be agreed with the Chair and circulated

promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

- 6.3. A resolution in writing or via email and signed or otherwise approved via electronic signature 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.

7. SHAREHOLDER ENGAGEMENT

- 7.1. The Committee Chair shall attend the Company's annual general meeting to respond to any shareholder questions on the Committee's activities.

8. DUTIES

The Committee shall:

- 8.1. oversee the development of, and make recommendations to the board regarding the Company's ESG and sustainability strategy, goals and commitments in alignment with prevailing regulations and good practice, and integrated with the Company's business plan, values, objectives and culture, in order to support the Company's long-term sustainable success;
- 8.2. oversee the establishment of policies and codes of practice as part of a wider ESG and sustainability strategy and their effective implementation, and to monitor and review the effectiveness of the teams, governance and processes in place to ensure that the intended outcomes of the ESG and sustainability strategy are delivered, in addition to the ongoing relevance, effectiveness, and further development of ESG policies;
- 8.3. identify the relevant ESG and sustainability matters that do or are likely to affect the operation of the company and/or its strategy;
- 8.4. ensure that the Company monitors and reviews current and emerging ESG and sustainability trends, relevant international standards and legislative requirements; identify how those are likely to impact on the strategy, operations, and reputation of the Company; and determine whether and how these are incorporated into or reflected in the Company's ESG policies and objectives;
- 8.5. set appropriate strategic goals, as well as shorter term KPI's and associated targets related to ESG and sustainability matters and oversee the ongoing measurement and reporting of performance against those KPI's and targets;
- 8.6. consider and review the Company's ESG and sustainability ratings and accreditations;
- 8.7. work in conjunction with the Board, to oversee the Company's appetite and tolerance with respect to environmental and social risk, the identification and mitigation of risks relating to ESG and sustainability, and the identification of opportunities related to ESG and sustainability matters;
- 8.8. make recommendations to the board in relation to the required resourcing and funding of ESG related activity, and on behalf of the board, oversee the deployment and control of any resources and funds;
- 8.9. review and consider the appointment and remuneration of providers of ESG and sustainability related services to the Company;
- 8.10. oversee and monitor the performance of providers of ESG and sustainability related services to the Company;
- 8.11. oversee the delivery of regular and effective ESG and sustainability training throughout the Company at all levels (including in induction training for new employees and board members) and regularly benchmark the quality and effectiveness of that training;
- 8.12. oversee and advise the Board on the Company's ESG and sustainability related engagement efforts with shareholders and other key stakeholder;
- 8.13. review the content, integrity and completeness of external statements and disclosures about ESG and sustainability activities, targets and progress, ensuring that the Company provides appropriate information and is transparent regarding its ESG and sustainability-related policies with the investment community by

whatever means are deemed to be most effective;

- 8.14. review and provide oversight of the incorporation of ESG and sustainability factors into the Company's reporting and any public environmental and social disclosures, including in the Annual Report, as well as in relevant certification assessments;
- 8.15. review regularly the requirement for internal and external assurance of ESG and sustainability related matters, and as necessary, appoint external parties to provide assurance on relevant reporting;
- 8.16. review the mechanism for engagement with the Company's employees in line with Provision 5 of the UK Corporate Governance Code, and provide oversight of the employee's initiatives for community relations including community investment and partnerships and communication, consultation and engagement with key stakeholders so as to ensure a rigorous and systemic approach;
- 8.17. review and oversee the Company's charitable programmes and community investment activities;
- 8.18. request and examine records as it deems necessary to ensure that reasonable measures are in place to manage ESG and sustainability issues and aid compliance with applicable corporate policies and regulatory requirements;
- 8.19. meet separately with the management team and advisers, in respect of ESG and sustainability matters, as and when required; and
- 8.20. work with other Board committees, taking particular account of any delegation of the impact of ESG and sustainability matters to different committees, and ensure that interaction between those committees and between the Committee and the Board is reviewed regularly.

9. REPORTING RESPONSIBILITIES

The Committee shall:

- 9.1. report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include any issues on which the Board has requested the Committee's opinion;
- 9.2. make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary;
- 9.3. comply with any regulatory requirement on ESG reporting externally;
- 9.4. Produce reports to be included in the Company's annual report describing the work of the Committee, which shall be approved by the Committee and include its activities, including its membership and frequency of attendance at its meetings and the Company's ESG and sustainability strategy, policies and practices and all other information requirements set out in the UK Corporate Governance Code; and
- 9.5. make available its terms of reference on the Company's website.

10. GENERAL MATTERS

The Committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
- 10.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3. give due consideration to relevant laws, regulations and any published guidelines including but not limited to the provisions of the UK Corporate Governance Code, the requirements of the UK Listing Rules, the Prospectus and Disclosure Guidance and Transparency Rules, the UK Market Abuse Regulation, the Companies Act 2006 and any other applicable rules, as appropriate;
- 10.4. oversee any investigation of activities which are within its terms of reference; and
- 10.5. arrange for periodic reviews of its own performance and, at least annually, review its

constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. AUTHORITY

The Committee is authorised to:

- 11.1. 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 independent legal or professional advice on any matter within its terms of reference as it considers necessary;
- 11.2. seek any information it requires from any member of the Board, employee or any other adviser (from time to time) in order to perform its duties;
- 11.3. call any officers of the Company to be questioned at a meeting of the Committee as and when required; and
- 11.4. 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.

ADOPTED AT THE BOARD MEETING OF THE COMPANY ON 3 MARCH 2026

SCHEDULE 1

MEMBERS OF THE COMMITTEE:

Frances Davies (Chair)

Nick Hewson

Cathryn Vanderspar