

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. Constitution and authority

- 1.1. The Environmental, Social and Governance Committee (Committee) is constituted as a committee of the board of directors (Board) of Alliance Pharma plc ("**Company**") in accordance with the articles of association of the Company.
- 1.2. The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these Terms of Reference.
- 1.3. The Committee may sub-delegate any or all its powers and authority to one or more of its members or to the Company Secretary (or their nominee), including, without limitation, through the establishment of sub-committees which are to report back to the Committee.

2. Membership

- 2.1. The Committee shall be made up of all members of the Board of directors.
- 2.2. The Board shall appoint the Committee Chair, who should be an independent non-executive director. In the absence of the Committee Chair or an appointed deputy, the remaining members present at the meeting shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 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 CEO).
- 2.4. Only members of the Committee have the right to attend Committee meetings. However, employees and external advisers may attend meetings, either in whole or in part, at the invitation of the Committee.

3. Secretary

- 3.1. The Company Secretary, or another member of the Company Secretariat team, shall act as the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4. Quorum and frequency

- 4.1. The quorum necessary for the transaction of business shall be any three members present.
- 4.2. The Committee shall meet at least twice a year where appropriate and at such other times as the Committee Chair shall require.
- 4.3. The Committee may hold meetings, and members may attend, by videoconference, telephone or using any other method of communication, and may take decisions

without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 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 invited to attend no later than three 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.

6. Minutes of meetings

- 6.1. The secretary shall minute the proceedings, actions and any resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated promptly to the Committee Chair and once agreed, be made available to all other members of the Committee prior to the next following Committee Meeting.

7. Annual General Meeting

- 7.1. The Committee Chair shall attend the annual general meeting and will answer any shareholder questions on the Committee's activities.

8. Duties

The Committee is constituted by the Board to:

- 8.1. recommend the overarching Environmental, Social and Governance (ESG) vision to the Board in order to ensure that ESG priorities are anchored at the top of the Company;
- 8.2. ensure ESG priorities are an integral part of the Company's overall corporate strategy;
- 8.3. ensure that the views of stakeholder groups on ESG matters are solicited and understood to inform the Company's long-term strategic decisions;
- 8.4. identify the relevant ESG priorities that most significantly impact the Company and its stakeholders, its reputation and public interest role;
- 8.5. assist the Board in defining and executing the Company's strategy and, in so doing, agree the annual plan and targets relating to ESG matters;
- 8.6. review the Company's performance against its annual plan and ESG targets, initiatives and commitments;
- 8.7. guide the Company's ESG communication strategy;
- 8.8. ensure that ESG priorities are reflected in the Company's culture through its purpose, vision values and behaviours as well as its supplier code of conduct.

9. Reporting responsibilities

- 9.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where Board approval is needed.
- 9.3. The Committee shall compile a report on its activities to be included in the Company's annual report. The report should include at least all the information requirements set out in the latest Corporate Governance Code and any other relevant legal and regulatory reporting requirements.

10. Other matters

- 10.1. have access to sufficient resources to carry out its duties, including the ability to seek any information it requires from any employee of the Company;
- 10.2. obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- 10.3. 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;
- 10.4. give due consideration to laws and regulations, the provisions of the QCA Code, and to the extent applicable the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 10.5. 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.

March 2021