

The Gym Group plc

Sustainability Committee Terms of Reference

Approved by the Board on 30 September 2026

1. CONSTITUTION

- 1.1 The Board of The Gym Group plc (the “**Company**”) has established the Sustainability Committee (the “**Committee**”) under the Company’s Articles of Association.
- 1.2 The Committee has the delegated authority of the Board in respect of the functions and powers set out in these Terms of Reference.
- 1.3 The Committee may further delegate any or all of its powers and authority as it thinks fit, including but not limited to, subcommittees which report to the Committee.
- 1.4 Schedule 1 sets out the reports to be received by the Committee and their frequency.

2. MEMBERSHIP AND ATTENDANCE

- 2.1 The Committee shall comprise at least three members. A majority of members of the Committee shall be Non-Executive Directors of the Company. The Executive Directors and members of the Executive Committee and Senior Leadership team, whose roles are integral to sustainability matters for the Company and its subsidiaries (the “**Group**”), may also be appointed to the Committee. The Committee Chair shall be an independent Non-Executive Director.
- 2.2 Only members of the Committee have the right to attend and vote at Committee meetings. However, other individuals such as other Directors of the Company, the Chief People Officer, Chief Property Officer, Business Development & Sustainability Director, D&I & Wellbeing Manager, Head of Health and Safety, external advisers and other individuals may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 2.3 Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and with respect to Non-Executive Directors, shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided those members continue to qualify for membership under these Terms of Reference.
- 2.4 The Board shall appoint an independent Non-Executive Director as the Committee Chair from among those members of the Committee on the recommendation of the Nomination Committee. In the absence of the Committee Chair and/or an appointed alternate member, the remaining members present at any meeting shall elect one of their numbers who would qualify under these Terms of Reference to chair the meeting.
- 2.5 The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee and shall ensure the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 2.6 Each member of the Committee shall disclose at the beginning of each meeting to the Committee:
 - (a) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship; and

any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

3. QUORUM

- 3.1 The quorum necessary for the transaction of business at Committee meetings shall be two members present throughout the meeting, one of whom must be a Non-Executive Director. If the meeting is not quorate, it shall be postponed.

4. MEETINGS

- 4.1 The Committee shall meet at least three times a year and at such other times as the Committee Chair or any member of the Committee may request.
- 4.2 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and any supporting papers shall, unless otherwise agreed, be issued to each Committee member and, as appropriate, any other person invited to attend, no later than three working days before the date of the meeting. These may be issued via electronic means, where agreed by the recipient.
- 4.3 Members of the Committee may participate and be included in the quorum of any Committee meetings by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other. Such meetings shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Committee Chair is located.
- 4.4 The Committee Chair shall have a casting vote in the event of an equality of votes.

5. AUTHORITY

- 5.1 The Board authorises the Committee to:
- (a) investigate any activity within these Terms of Reference and make recommendations to the Board, which it deems appropriate on any area within its remit where action or improvement is needed;
 - (b) seek any information it requires from, or request the attendance at any of its meetings of, any Director or employee of the Group and all Directors and employees are expected to co-operate with any requests made by the Committee;
 - (c) use any form of resource that it considers appropriate, including obtaining, at the Company's expense (such expense to be agreed in advance with the Committee Chair) legal or other independent professional advice as it considers necessary to fulfil its responsibilities on any matter within its Terms of Reference and to secure the attendance at meetings of individuals with relevant experience and expertise; and
 - (d) where Directors have concerns about the business of the Committee that cannot be resolved, they should ensure that their concerns are recorded in the Committee minutes. On resignation, a Non-Executive Director should provide a written statement to the Committee Chair, for circulation to the Board, if they have any such concerns.

6. DUTIES AND RESPONSIBILITIES

The Committee shall:

Sustainability strategy and framework

- 6.1 Oversee the development of, advise the Board regarding, and recommend for Board approval, the Group's Sustainability strategy. Ensure that this strategy is effective, aligned with relevant laws, regulations and good practice, and integrated with the Group's business plan, values and objectives, in order to support long-term sustainable success.
- 6.2 Oversee the execution of the Sustainability strategy and review the effectiveness of the teams, governance and processes in place to ensure the outcomes of the Sustainability strategy are delivered. Advise on the risks and opportunities for the Group's operations and reputation in relation to the execution of its Sustainability strategy.

Goals and metrics

- 6.3 Advise on, and recommend for approval by the Board, appropriate sustainability strategic goals, short- and long-term science-based GHG emissions reduction targets, and key ESG metrics. Monitor annual and long-term progress against previously set sustainability objectives, including compliance with public commitments on sustainability issues. Oversee the ongoing measurement and reporting of performance against key ESG metrics.

Reporting

- 6.4 Review the content, integrity and completeness of external statements and disclosures about sustainability activity, targets and progress. Review sustainability-related reporting prior to Board approval, including the annual Sustainability Report, information to be included in the annual report, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements. Evaluate the extent and effectiveness of external reporting on sustainability and ESG performance and participation in external benchmarking indices.
- 6.5 Review regularly the requirement for external assurance of ESG related matters, and as necessary, appoint external parties to provide assurance on relevant reporting.

Horizon scanning

- 6.6 Identify current and emerging sustainability and ESG-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national and international levels. Evaluate which issues and developments are likely to impact the Group's strategy, operations and reputation.

Environmental issues

- 6.7 Oversee the company's approach to managing its environmental impacts and dependencies, including climate change, emissions, energy and resource use, water management, biodiversity and ecosystems, and ensure that environmental risks and opportunities are addressed in operations, value chains and transition planning, as appropriate.

Social issues

- 6.8 Oversee the company's responsibilities towards its stakeholders in relation to sustainability matters, including that the workforce is supported through strong safety, wellbeing and inclusion practices, that members are treated fairly and that the company contributes positively to the communities in which it operates.

Governance issues

- 6.9 Oversee the Company's approach to sustainability, that sustainability is integrated into strategy and decision-making, and that policies, codes and controls are in place to manage sustainability risk and uphold corporate integrity.

Risk

- 6.10 Advise the Board on the Group's appetite and tolerance with respect to environmental and social risk, discuss material ESG-related risks, including climate-related risks and opportunities, and ensure these are captured in the risk profile and risk management framework. The Committee should also disclose outputs on the Company's resilience to these risks.

Collaboration with other committees

- 6.11 Work and liaise as necessary with other Board committees. This may include:

6.11.1 Work in conjunction with the remuneration committee regarding appropriate ESG-related performance objectives and incentives for executive leaders, to ensure that ESG matters are appropriately considered when setting the overall remuneration policy.

6.11.2 Work in conjunction with the audit and risk committee to review as appropriate, the requirement for external assurance of ESG-related matters.

6.11.3 Work in conjunction with the audit and risk committee to advise the Board on the Group's appetite and tolerance with respect to environmental and social risk, to identify material ESG-related risks and to ensure these are appropriately captured in the Group's risk profile and risk management framework.

7. REPORTING RESPONSIBILITIES

- 7.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2 The Committee shall make such recommendations to the Board as it deems appropriate on any areas within its remit where action or improvement is needed or desirable, such as on GHG emissions reporting or climate-related risks and opportunities.
- 7.3 The Committee shall make a statement in the Company's annual report of its membership and a description of its duties and activities including identification of any external advisers.
- 7.4 The Committee shall oversee the production of an annual Sustainability Report.
- 7.5 The Committee Chair shall be available to answer questions about the Committee's activities at the annual general meeting of the Company. All other members of the Committee shall also attend the annual general meeting. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.
- 7.6 The internal sustainability working group (the "**Working Group**"), supported by ESG workstreams, shall report to the Committee. The Working Group shall ensure senior management oversight and robust governance across the Group to drive the effective implementation of the sustainability strategy as approved by the Board from time to time.
- 7.7 The Committee shall make its Terms of Reference available on the Company's website.

8. REVIEW

- 8.1 These Terms of Reference shall be reviewed by the Committee at least annually.

SCHEDULE 1

Subject of the reporting	Frequency per annum
Equality, Diversity & Inclusion	3
Good Jobs & Lifelong Learning	3
Health, Safety & Wellbeing	3
Environmental, Social and Governance	3
Sustainability Strategy including Social Impact	1 (or more as required)
External Reporting	1 (or more as required)