CONVATEC GROUP PLC
CORPORATE RESPONSIBILITY COMMITTEE - TERMS OF REFERENCE

Adopted by Board on 12 October 2016

The Corporate Responsibility Committee (the Committee) is a committee of the board of directors of ConvaTec Group Plc (the Company) (the Board), from which it derives its authority and to which it regularly reports.

1. Membership

1.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members.

1.2 The majority of the members of the Committee shall be directors, at least one of whom shall be a non-executive director or the Chairman of the Company.

1.3 Only members of the Committee have the right to attend Committee meetings. However, others may be invited to attend all or part of any meeting as and when appropriate or necessary.

1.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the individual still meets the criteria for membership of the Committee.

1.5 The Board shall appoint the Committee Chairman who shall be a director of the Company. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

The company secretary or their nominee shall act as the secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be two members, although, shall only be constituted where the majority of members present are directors of the Company. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet at least twice per a year at appropriate times in the year.

5. Notice of Meetings

5.1 Meetings of the Committee shall be summoned 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 and all other non-executive directors, no later than four 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 and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board unless it would be inappropriate to do so.

7. **Annual General Meeting**

The Chairman of the Committee shall attend annual general meetings of the Company prepared to respond to any shareholder questions on the Committee’s activities.

8. **Duties**

8.1 In carrying out their responsibilities, Committee members must act in accordance with the statement of directors’ duties set out in sections 171 to 177 of the Companies Act 2006.

8.2 The responsibilities of the Committee will be to:

(a) define the corporate and social obligations of the Company and its subsidiaries (the **Group**) based upon three areas of (i) economic responsibility, (ii) community responsibility and (iii) environmental responsibility and oversee its conduct in the context of those obligations;

(b) approve a strategy for discharging the Group’s corporate and social responsibilities in such a way as to command respect and confidence;

(c) identify and monitor those external developments which are likely to have a significant influence on the Group’s reputation and/or its ability to conduct its business appropriately as a good citizen and review how best to protect that reputation or that ability;

(d) oversee the creation of appropriate policies and supporting measures and oversee their implementation across the Group;

(e) monitor the Group’s engagement with external stakeholders and other interested parties;

(f) ensure that appropriate communications policies are in place and working effectively to build and protect the Group’s reputation both internally and externally; and

(g) review and sign off an annual report (to form part of the Company’s Annual Report).
9. **Reporting Responsibilities**

9.1 The Committee Chairman 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 action or improvement is needed.

9.3 The Committee shall produce a report on its activities to be included in the company’s annual report.

10. **Other Matters**

The Committee shall:

(a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

(b) give due consideration to all applicable laws and regulations;

(c) make available (via the company secretary) to new members of the Committee a suitable induction process and, for existing members, ongoing training where appropriate and as discussed with the Committee;

(d) oversee any investigation of activities which are within its terms of reference; and

(e) arrange for periodic reviews of its own performance and review its constitution and terms of reference at least annually 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:

(a) to seek any information it requires from any employee of the company in order to perform its duties;

(b) to obtain, at the Company’s expense, outside legal or other professional advice on any matter within its terms of reference;

(c) to call any employee to be questioned at a meeting of the Committee as and when required; and

(d) to 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.

12 October 2016