



**Irish Residential Properties REIT plc (the “Company”)**

**Board Sustainability Committee - Terms of Reference**

**The Terms of Reference of the Board Sustainability Committee (the “Committee”) were adopted by the board of the company (the “Board”) on 18 November 2025**

**1. Membership**

- 1.1. The Committee shall comprise a majority of Independent Non-Executive Directors and at least one Executive Director.
- 1.2. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the chair of the Committee. Appointments shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 1.3. Only members of the Committee have the right to attend committee meetings. However, other individuals such as the executives and external advisers may be invited to attend for all or part of any meeting, as and when appropriate. At least once a year, a panel of experts will be invited to attend a meeting of the Committee to present to the Committee on developments relating to environmental, social and governance (“ESG”) matters, to advise the Company on matters relating to the development, implementation and review of the Company’s ESG strategy and to advise on such other matters as the Committee may determine from time to time.
- 1.4. At least one member of the Committee should also serve on the Audit Committee.
- 1.5. The Board shall appoint the committee chair who should be an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.



## **2. Secretary**

The company secretary, or the chair of the Committee's 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. Quorum**

The quorum necessary for the transaction of business shall be two directors.

## **4. Frequency of meetings**

4.1. The Committee shall meet at least three times a year and otherwise as required.

4.2. The Committee shall meet jointly with the Audit Committee as required.

## **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 or 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 and any other person required 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 and decisions of all committee meetings, including recording the names of those present and in attendance.

6.2. Draft minutes of committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the company secretary unless, exceptionally, it would be inappropriate to do so.

## **7. Engagement with shareholders**

7.1. The committee chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the committee chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## 8. Duties

The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

### 8.1. The Committee shall:

- 8.1.1 be responsible for developing and recommending to the Board the Company's ESG strategy, policies, risks, targets and investment required to achieve the Company's ESG strategy;
- 8.1.2 ensure any ESG commitments are consistent with the Company's business strategy and Code of Ethics;
- 8.1.3 make recommendations to the Board on effective engagement with stakeholders, including employees ensuring stakeholder views are taken into account in Board decisions;
- 8.1.4 provide oversight in relation to building ESG competency at the Board and management level;
- 8.1.5 ensure appropriate assurance has been provided in relation to any ESG related disclosure or data to be made publicly available;
- 8.1.6 review and recommend to the Board the approval of any ESG disclosure included in the Company's annual report;
- 8.1.7 review and recommend to the Board the approval of the Company's ESG Report, which is to be published at or around the same time as the Company's annual report;
- 8.1.8 review any submission by the Company to any benchmark or rating agency;
- 8.1.9 review the results of any benchmark assessment;
- 8.1.10 monitor and keep under regular review performance against the SLL targets agreed with the Banks under the refinancing (RCF);
- 8.1.11 liaise with the Company's other board committees on relevant matters as determined from time to time including:
  - 8.1.11.1 The Audit Committee – in respect of the exercise by the Audit Committee of its duties in respect of sustainability related financial disclosures.

In particular, the Committee shall, together with the Audit Committee, review and challenge where necessary the integrity and completeness of sustainability related financial disclosures made in the financial statements having regard to ongoing legislative requirements including but not limited to the Corporate Sustainability Reporting Directive (CSRD) and to matters communicated to it by the auditor.

8.1.11.2 Nomination Committee – in the exercise of its duties relating to Diversity and Inclusion on the Board;

8.1.11.3 The Remuneration Committee – in respect of the adoption of short and long term performance measures that support the Company's ESG Strategy;

8.1.12 ensure that a periodic evaluation of the Committee's own performance is carried out; and

8.1.13 at least annually, review the Committee's terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

## **9. Reporting responsibilities**

9.1. The committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and actions to be taken.

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, and adequate time should be made available for Board discussion when necessary.

## **10. Other matters**

The Committee shall:

10.1. Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and 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.

Give due consideration to all relevant laws and regulations, in particular, the provisions of the UK Corporate Governance Code and associated guidance, the requirements of the Listing Rules of

Euronext Dublin, the directors' duties contained under the Companies Act 2014 and common law and any other applicable rules, as appropriate.

## **11. Authority**

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.