

## **FINANCE AND DISCLOSURE COMMITTEE TERMS OF REFERENCE**

*(formerly the Finance Committee)*

### **1. Membership**

- 1.1 The board of directors of the Company (the "**Board**") has resolved to establish a committee of the Board to be known as the Finance and Disclosure Committee (the "**Committee**").
- 1.2 The Committee shall comprise at least three members, being the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer and such other Directors as may be co-opted by the Committee.
- 1.3 Only members of the Committee have the right to attend Committee meetings. The chair of the Committee may also invite others to attend.
- 1.4 The Board and the Committee shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

### **2. Secretary**

The secretary of the Committee shall be the company secretary of the Company (or his or her nominee) 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.

### **3. Quorum**

The quorum necessary for the transaction of business shall be two members, one of whom must be the Chair of the Board unless he has delegated his authority to another member. Meetings may be held in person or by telephone.

### **4. Frequency of meetings**

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

### **5. Meetings**

- 5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.
- 5.2 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 in good time for each meeting. Supporting papers shall be sent to Committee members at the same time.
- 5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

### **6. Minutes of meetings**

- 6.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

- 6.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Draft minutes of Committee meetings shall be agreed with the Committee chair and then circulated promptly to all members of the Committee. Once approved, minutes should then be circulated to all other member of the Board, unless it would be inappropriate to do so in the opinion of the Committee chair.
- 7. Annual general meeting**  
The Committee chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities and responsibilities.
- 8. Role and Duties**
- 8.1 During their tenure, each Committee member shall consider their duties and responsibilities under section 172 of the Companies Act 2006 in performing their roles.
- 8.2 The Committee shall:
- 8.2.1 formally receive and consider various significant financial matters that ultimately require Board approval. Advanced consideration by the Committee allows it to consider, review and refine what is being proposed for Board approval.
  - 8.2.2 approve any financing or use of financial instruments within its delegation;
  - 8.2.3 if the members deem it so appropriate, review and, if appropriate, recommend approval to the Board of capital expenditure proposals, budgeted and unbudgeted new spend proposals, acquisitions, disposals, closures and financing or use of financial instruments to the extent that approval thereof is reserved to the Board in the Group Delegation of Authority Statement;
  - 8.2.4 if the members deem it so appropriate, review strategic plans and projects for submission to the Board;
  - 8.2.5 act as Rank's disclosure committee for the purposes of the Market Abuse Regulation and consider the materiality of information and determine disclosure obligations on a timely basis of all such information to regulatory authorities including the London Stock Exchange;
  - 8.2.6 approve minor changes to the Group Delegation of Authority Statement (including to the Treasury Delegation of Authority);
  - 8.2.7 consider and, if appropriate, approve Group insurance policies; and
  - 8.2.8 consider any changes to accounting policies before submission to the Audit Committee.
- 9. Reporting responsibilities**
- 9.1 The chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and on any other issues on which the Board has requested the Committee's opinion. The Committee chair shall also formally report to the Board on how the Committee has discharged its 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 compile a report to be included in the Company's annual report, detailing its activities.

**10. Other matters**

- 10.1 The Committee shall:

- 10.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.1.2 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;
- 10.1.3 give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook, the EU Market Abuse Regulation and any other applicable rules, as appropriate;
- 10.1.4 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.

- 10.2 The Committee shall make publicly available the Committee's terms of reference by placing them on the Company's website.

**11. Authority**

- 11.1 The Board authorises the Committee to:

- 11.1.1 seek any information it requires from any employee of the Company in order to perform its duties;
- 11.1.2 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, outside legal or other professional advice on any matters within its terms of reference;
- 11.1.3 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.

Approved by the Board on 13 August 2025