

HomeServe plc

Terms of Reference – People Committee

1. Purpose

It is recognised that without the right people, the Group will not be able to fulfil its vision of being the world's most trusted provider of home repairs and improvements. The purpose of the Committee is therefore to provide focus for the Group's people strategy to ensure that it drives the attraction, growth and retention of a diverse pool of talented employees with the right capabilities to deliver the global growth strategy.

References to "the Committee" shall mean the People Committee. References to "the Board" shall mean the Board of Directors. References to "the Group" shall mean HomeServe plc and its subsidiary companies.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of the Chairman of the Board, the Group CEO, the Group Talent Director, the CEO of EMEA, the CEO of HSNA,, the Group CFO and three non-executive directors.
- 2.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as territory HR Directors and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 2.3. A Non-Executive Director shall chair the Committee. 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.

3. Secretary

- 3.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1. The quorum necessary for the transaction of business shall be three. 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.

5. Meetings

- 5.1. The Committee shall meet at least three times a year and at such other times as the Chairman of the Committee shall require.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

- 6.2. 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 5 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.

7. Minutes of Meetings

- 7.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless it would be inappropriate to do so.

8. Duties

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole as appropriate.

The Committee shall:

- 8.1. determine, agree and oversee (on behalf of the Board) the people strategy for the Group. In particular it shall;
- 8.1.1. determine and oversee the Group's talent strategy and approve any changes thereto;
 - 8.1.2. monitor and review the bench strength of the senior leadership population and the senior leadership pipeline;
 - 8.1.3. review plans to develop and retain key senior talent including reward packages;
 - 8.1.4. facilitate the sharing of best practice on recruitment;
 - 8.1.5. monitor progress against the talent agenda through the agreed global talent measures;
 - 8.1.6. determine and oversee the Group's leadership development strategy, with particular focus on the development of the senior leadership cohort;
 - 8.1.7. sponsor and oversee 'Good to Great' the HomeServe Way;
 - 8.1.8. determine and oversee the Group's diversity, equality and inclusion strategy and make recommendations to the Board for the advancement and support of a diverse workforce; and
 - 8.1.9. review the effectiveness of the Group's organisational design.
- 8.2. review the ongoing appropriateness and relevance of the people strategy, incorporating a review of relevant external best practice;

- 8.3. review the appropriateness and make recommendations to the Board in respect of the resourcing of the people strategy; and
- 8.4. overseeing the Group's approach to employee engagement including:
 - 8.4.1. reviewing the results of the Global People Survey and the related action plans; and
 - 8.4.2. approving any changes to the way in which employee engagement is managed and measured.
- 8.5. review the Terms of Reference for this Committee no less frequently than every two years, to ensure they remain appropriate to the committee's duties and obligations.

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.

10. Other matters

The Committee shall have access to sufficient resources in order to carry out its duties.

11. Authority

- 11.1. The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2. In connection with its duties the Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice.