

Hollywood Bowl Group Plc

(the “Company”)

Corporate Responsibility Committee

Terms of Reference

adopted by the board on 30 January 2023

1. Introduction

- 1.1 The board of directors of the Company (the “Board”) has resolved to establish a Corporate Responsibility Committee (the “Committee”).
- 1.2 The primary purpose of the Committee is to oversee the implementation of the Company’s Environmental, Social and Governance (“ESG”) strategy approved by the Board.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board. The Committee shall comprise at least three members, at least one of whom shall be an independent Non-Executive Director.
- 2.2 The Board shall appoint the Committee chair who shall 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.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be any two members of the Committee. 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.
- 3.2 Only members of the Committee have the right to attend Committee meetings. However, notwithstanding whether they are committee members, other individuals such as the Chair of the Board, Chief Executive Officer, Chief Financial Officer, Chief Marketing & Technology Officer, Chief People Officer, Chief Operations Officer and external advisers may be invited to attend for all or part of any Committee meeting as and when appropriate and necessary.

4. Secretary

The Company secretary or his or her nominee shall act as the secretary of the Committee.

5. Frequency of meetings

The Committee shall meet at least twice per year and otherwise as required by the chair of the Committee.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any other member of the Committee and may be conducted whether the members are physically present or in the form of either video or audio conferences.

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 five 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. Papers required by the Committee may be provided electronically.

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 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

8. Engagement with shareholders

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 any significant matters related to the Committee's areas of responsibility.

9. Duties

The Committee shall:

9.1 review, challenge, and oversee the content of and approach to the ESG Strategy set by the Board, taking into account the Group's purpose, culture and values, and making recommendations for approval by the Board for any changes to the ESG Strategy;

9.2 ensure the ESG Strategy is considered as part of the setting of the overall strategy of the Group by the Board;

9.3 review and approve KPIs and related targets in line with the ESG Strategy;

9.4 embed, review, challenge, oversee and support the ESG Strategy, management initiatives and their performance to ensure a coherent and consistent approach is adopted across the Group;

9.5 review material risks and liabilities (including climate risks) relating to the Group in relation to ESG Strategy;

9.6 consider material regulatory and technical developments in the field of ESG;

9.7 keep up to date with ESG best practice and thought leadership, keeping under review the extent and effectiveness of the Group's external reporting of relevant ESG performance (including the Company's application of the recommendations of the Task Force on Climate Related Financial Disclosures ("TCFD")), and its participation in external benchmarking indices; and

9.8 approve ESG disclosures (including TCFD) to be included in the Company's Annual Report and Accounts prior to publication.

10. Reporting responsibilities

- 10.1 The Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee Chair may request the Company Secretary to include on the agenda of a scheduled meeting of the Board any matter which the Committee has determined requires discussion or approval by the Board; and
- 10.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Other matters

- 11.1 The Committee shall:
 - 11.1.1 have access to sufficient resources in order to carry out its duties,
 - 11.1.2 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;
 - 11.1.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and any other applicable rules, as appropriate; and
 - 11.1.4 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 for approval.

12. Authority

The Committee is authorised:

- 12.1 to seek any information it requires from any employee of the Group in order to perform its duties; and
- 12.2 to call any employee to attend or present to a meeting of the Committee as and when required.