Smiths News plc

TERMS OF REFERENCE – DISCLOSURE COMMITTEE

1. **COMPOSITION**

1.1 The Disclosure Committee shall be a Committee of the Board and its members appointed by the Board.

1.2 The Committee shall normally comprise of the Chief Executive Officer, Chief Financial Officer and the Company Secretary.

1.3 The Committee may invite any representatives it deems necessary or desirable to attend for all or part of any meeting and/or to provide guidance and advice to the Committee in the performance of its duties, as and when appropriate.

1.4 The Company Secretary or his/her nominee shall be the Secretary to the Committee.

2. **MEETINGS**

2.1 The quorum for any meeting shall be two of the Committee members, one of whom must be the Chief Financial Officer.

2.2 The Committee may be convened at the request of any Committee member or the Chairman of the Board.

2.3 The Committee may use the process of written resolutions as permitted by Article 87 of the Articles of Association of the Company in which case the number of executive directors required to sign the written resolution shall be the same as those required to form a quorum as set out above.

3. **RESPONSIBILITIES**

The Committee has responsibility for, among other things, determining on a timely basis the disclosure treatment (including the delay) of material information (which for the avoidance of doubt excludes any non-material market announcements, such as total voting rights, PDMR transactions and major shareholder notifications), and assisting in the design, implementation and periodic evaluation of disclosure controls and procedures to ensure that the Company meets its legal and regulatory obligations and requirements arising from its listing on the London Stock Exchange and the Market Abuse Regulation.

The responsibilities of the Committee are:

3.1 to assist in the design, implementation and periodic evaluation of disclosure controls and procedures;

3.2 to monitor compliance with the Company's disclosure controls and procedures;

3.3 to resolve questions about the materiality of information which may be classified as 'inside information' or which is required to be disclosed to the market;

3.4 to identify and alert the Company Secretariat team to the existence of 'inside information' giving rise to the need for the creation of, or amendments to existing, insider lists;

3.5 to generally review and advise on the scope and content of disclosure;

3.6 to review any announcements dealing with significant developments in the Company's business and ensure their accuracy;

3.7 to consider generally the requirement for announcements in the case of rumours relating to the Company and in the case of a leak of 'inside information' and, in particular, the need to issue holding announcements;

3.8 to immediately advise all directors not present at any meeting of any decision to make an announcement to the London Stock Exchange; and

3.9 to ensure that, in the case of delayed disclosure, appropriate notifications to the competent authorities.

4. **TERMS OF REFERENCE - REVIEW**

The Committee shall periodically review its own performance, 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.

Version	Author	Purpose/Change	Date
3-0	Adele Duff - Deputy Co Sec	Annual Review – approved by the Board	08.08.19
4-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	23.09.20
5-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	21.07.21
6-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the board	18.07.22
7-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the board	18.07.23
8-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the board	24.08.2024
9-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	22.07.25
10-0	Karen Mills – Deputy Co Sec	Annual Review – approved by the Board	21.07.26