

RECKITT BENCKISER GROUP PLC (the *Company*)

COMPLIANCE COMMITTEE

Terms of Reference

Adopted by resolution of the Board dated 18 June 2024

A. CONSTITUTION

1. The Terms of Reference for the Compliance Committee (the **Committee**) outlined below (the **Terms of Reference**) are defined by the board of directors of the Company (the **Board**) and may be amended by the Board at any time. [Prior to 18 July 2024, the Committee was known as the Corporate Responsibility, Sustainability, Ethics and Compliance Committee.]

B. PURPOSE AND DELEGATED AUTHORITY

2. The purpose of the Committee is to support the Board in reviewing, monitoring and assessing the Company's approach to: (i) product quality; (ii) changes to product regulations; and (iii) ensuring ethical and compliant corporate conduct, in line with the Company's Purpose, Compass, culture and values.
3. In focusing on these areas, the Committee shall consider, amongst others, the Group's compliance with product quality requirements and its engagement with regulators in its markets, new or changing regulations or emerging detection technologies which may impact the Company's products, product safety, labelling requirements, product recalls, , employee health & safety, corporate security, as well as laws and regulations relating to business conduct including competition law, human rights, whistleblowing, data protection and economic sanctions compliance.
4. The Board has delegated the authority set out in these Terms of Reference to the Committee. The Committee is authorised by the Board to:
 - 4.1 investigate and take action in respect of any activity within its Terms of Reference;
 - 4.2 seek any information it requires from any employee, contractor, consultant or other provider of services to the Company as appropriate in order to perform its duties;
 - 4.3 obtain, at the Company's expense, external legal or other independent professional advice on any matters within the Terms of Reference, as the Committee considers appropriate;
 - 4.4 sub-delegate any of its powers and authority as it thinks fit to one or more of its members or the Secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee; and
 - 4.5 carry out its duties for the Company as appropriate.

C. MEMBERSHIP

5. The Committee shall comprise of a minimum of three members. A majority of members of the Committee shall be independent Non-Executive Directors.
6. Members of the Committee shall be appointed by the Board, on recommendation of the Nomination Committee and the Board shall be responsible for setting the term of members' appointments and for the revocation of any appointments.
7. The Board shall appoint the Chair of the Committee who shall be an independent Non-Executive Director. If the Chair is unable to chair the Committee at any meeting, such other person as the Committee determines shall chair the Committee.

D. TRAINING AND PERFORMANCE

8. The Committee members should receive periodic training (including an induction programme for new members) and be entitled to attend training courses on all and any aspects of product quality, changes to product regulations, ethical and compliant corporate conduct, and other related matters to assist in the performance of their duties.
9. The Committee shall review on an annual basis its own performance, constitution and Terms of Reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.
10. The Board shall review the work of the Committee on an annual basis and, in the interim, the Committee will ensure that the Board is kept advised as necessary concerning proceedings.

E. ADMINISTRATION

Quorum and Attendees

11. The quorum shall be two Committee members. 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 vesting in or exercisable by the Committee.
12. Only members of the Committee have the right to attend Committee meetings. However, other individuals, including but not limited to, the Chief Financial Officer, Group General Counsel and Company Secretary, Group Chief Ethics & Compliance Director, Chief R&D Officer, SVP Regulatory Affairs & Global Safety Assurance and SVP Head of Global Quality, shall be invited to attend all meetings of the Committee but may be excluded at the Committee's discretion.

Secretary

13. The Company Secretary or their nominee shall act as Secretary to the Committee.
14. The Secretary shall be required to collate and distribute papers and minutes of the Committee's meetings as appropriate, including recording the names of those present and in attendance and shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.

Meetings

15. The Committee shall meet at least three times per year and at such other times as the Chair or Secretary shall require.
16. Outside the formal meeting programme the Chair of the Committee shall maintain a dialogue with key individuals involved in the Company's governance of product quality, product regulations and ethical and compliant corporate conduct, including the members of any relevant management committees, and shall maintain a regular dialogue with the Chair of the Audit Committee.
17. Meetings of the Committee may be conducted when the members are physically present together or in the form of either video and/or audio conferences.

Agenda, Papers and Minutes

18. Unless the Committee agrees otherwise, 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 calendar 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, but Committee papers may be forwarded at shorter notice where appropriate. The Committee may send notices, agendas and supporting papers in electronic form where the recipient has agreed to receive documents in such a way.
19. Once approved, the minutes and relevant papers shall be circulated to all members of the Board, unless it would be inappropriate to do so and shall be copied to the Audit Committee and available on request to the Company's external auditor.

F. DUTIES AND RESPONSIBILITIES

20. The duties of the Committee are to oversee and make recommendations to the executives and the Board for actions to be taken in respect of strategies, policies, programmes and activities relating to matters within the scope of the Committee as the Committee sees fit, including:
 - 20.1 identifying and monitoring external developments which are likely to have a significant influence on matters within the scope of the Committee;
 - 20.2 assisting the Board in fulfilling its oversight responsibilities with regard to the Company's compliance with laws, regulations, adopted codes of practice and internal policies and procedures;
 - 20.3 overseeing, assessing, monitoring and recommending policies, processes and procedures relating to health and safety and product quality, compliance matters (including anti-bribery, competition law, data privacy, trade sanctions, anti-money laundering, regulatory and quality risk assurance and restrictive trade practices) and ethical conduct, ensuring that such policies, processes and procedures align with the Company's culture, purpose and values;
 - 20.4 reviewing, in conjunction with the Audit Committee, the Company's whistleblowing, fraud and compliance arrangements, including the adequacy and security for its workforce to raise concerns about possible wrongdoings in financial reporting or other matters;

- 20.5 overseeing, assessing and benchmarking such processes or procedures;
 - 20.6 monitoring and reviewing implementation of, compliance with and enforcement of such policies, processes and procedures, including the impacts on employees, third parties, consumers and communities;
 - 20.7 monitoring and reviewing implementation of and compliance with the Company's Speak Up Policy within the Committee's scope, including receipt and review of any reports;
 - 20.8 monitoring and reviewing the process for risk assessment as regards product quality and compliance matters (including regulatory and quality risk assurance and restrictive trade practices) and ethical conduct;
 - 20.9 agreeing targets and key performance indicators for product quality, compliance matters (including regulatory and quality risk assurance and restrictive trade practices) and ethical conduct and reviewing internal and external reports on progress towards the achievement of such targets and indicators;
 - 20.10 championing further integration and inclusion of product quality and compliance matters (including regulatory and quality risk assurance and restrictive trade practices) and ethical conduct into the current and future business activities of the Company in such a way as to build trust and confidence with relevant stakeholders;
 - 20.11 ensuring all policies are in place and working effectively to build an effective Compliance Programme and protect the Group's reputation both internally and externally; and
 - 20.12 undertaking any other duties as the Board may request, consistent with the purpose of the Committee.
21. The Committee shall make available its Terms of Reference on the Company's website.
22. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance, as required.

G. REPORTING RESPONSIBILITIES

- 23. 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.
- 24. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 25. The Chair of the Committee should seek engagement with Shareholders and other key Stakeholders on significant matters related to the areas of responsibility of the Committee.
- 26. The Committee shall compile a report to shareholders, for approval by the Board, on its work in discharging its duties, responsibilities, activities during the year and any action taken, to be included in the Company's Annual Report and Accounts.

27. The Committee shall review and make recommendations to the Board in relation to any part of the Company's Annual Report within the Committee's remit.
28. The Committee Chair shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities and responsibilities.

H. INTERFACE WITH THE AUDIT COMMITTEE

29. The Audit Committee has a monitoring function in respect of risk management and internal control systems, especially financial controls, but which also includes the assurance framework established by Management to monitor the risks identified by the Committee, and the Committee will liaise with the Audit Committee as appropriate.