DATED 22 OCTOBER 2026

AUCTION TECHNOLOGY GROUP PLC

SUSTAINABILITY AND ESG COMMITTEE – TERMS OF REFERENCE

AUCTION TECHNOLOGY GROUP PLC (THE "COMPANY")

SUSTAINABILITY AND ESG COMMITTEE – TERMS OF REFERENCE

1. CONSTITUTION

1.1 The board of directors of the Company (the "**Board**") has established a committee, known as the Sustainability and ESG Committee (the "**Committee**"), which reports to the Audit Committee.

1.2 The meetings and proceedings of the Committee are governed by these Terms of Reference which were adopted by the Board on 22 October 2026.

2. MEMBERSHIP

2.1 The members of the Committee for the time being shall be:

Executive Vice President, Customer Operations
Chief Finance Officer
Chief People Officer
Head of Risk and Internal Audit
Non-Executive Director

2.2 The Committee shall consist of a minimum of three members appointed by the Board in consultation with the Chair of the Committee. The Chair of the Committee shall be appointed by the Board, which shall determine the period for which they shall hold office. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

2.3 Appointments to the Committee shall be for a period for up to three years, which may be extended for up to two additional three-year periods. The Committee may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.

2.4 Only members of the Committee have the right to attend Committee meetings. However, others, such as expert external advisers, may be invited to attend meetings of the Committee on a regular basis and other individuals may be invited to attend all or part of any meeting as and when appropriate and necessary.

3. SECRETARY

The Company Secretary, or their nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4. QUORUM

4.1 The quorum for decisions of the Committee shall be any three members.

4.2 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. FREQUENCY OF MEETINGS

5.1 The Committee shall meet at least twice a year and at such other times as the Chair of the Committee shall require. Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other and the quorum in that event shall be any two Committee members so linked.

5.2 Outside of the formal meeting programmes, the Chair of the Committee will maintain a dialogue with key individuals involved in the Company's governance, including the Board Chair, the Chief Executive, the Chief Financial Officer (as well as any other relevant individuals as needed).

6. NOTICE OF MEETINGS

6.1 Meetings shall be called by the Secretary of the Committee at the request of the Chair of the Committee or any member of the Committee.

7. MINUTES OF MEETINGS

7.1 The Secretary shall minute the proceedings and discussions of all meetings of the Committee, including recording the names of those present and in attendance and any conflicts of interest. In the absence of the Secretary, the Chair of the Committee shall designate any Committee member or other meeting participant who is authorised to attend the meeting by the Chair of the Committee to minute the proceedings.

7.2 The draft minutes of the meetings of the Committee shall be agreed with the Chair of the Committee and then circulated to all members of the Committee and, once approved, to the Board and the Company Secretary unless a conflict of interest exists or, exceptionally, it would be inappropriate to do so in the opinion of the Chair of the Committee.

8. ENGAGEMENT WITH SHAREHOLDERS

A member of the Committee shall attend, in person or by video, the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee and its activities and achievements. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

9. DUTIES

The Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the Company and its subsidiary undertakings and the Group as a whole, as appropriate. The duties of the Committee shall be to:

9.1 support the implementation of applicable sustainability-related reporting requirements, including the UK Sustainability Reporting Standards ("UK SRS") and, the recommendations of the Taskforce on Climate Related Financial Disclosures ("**TCFD**") in the Company disclosures and corporate reporting, including:

9.1.1 supporting the Company's implementation of, and readiness for applicable UK SRS requirements, and taking steps to comply, including :

(a) overseeing the implementation of the UK SRS requirements and recommendations of the TCFD and engaging external experts as needed to assist; and

(b) reviewing progress against metrics and targets set as a requirement of UK SRS and TCFD;

9.1.2 reviewing material sustainability related risks and opportunities, including climate-related risks and opportunities, including:

(a) monitoring and identifying emerging sustainability-related risks and opportunities, reviewing risks and opportunities and for climate-related risks and opportunities, reviewing risks and opportunities under different climate scenarios, and adding these to scenario analysis documentation to support the ongoing assessment of financial climate-related risks and opportunities in the Company and associated plans;

(b) working with representatives / management from the whole Company and stakeholders to identify, assess and monitor sustainability-related risks and opportunities, including climate-related risks and opportunities (i.e., through workshops and meetings to discuss sustainability-related risks and opportunities) and integrating these into appropriate risk management processes;

(c) identifying training opportunities (e.g., through presentations by external experts, NGOs, academics, trade associations etc.) to improve the understanding of material sustainability--related issues across the Company including climate-related issues and supporting the development of such

expertise across the Company including the Board);

9.1.3 reviewing any material sustainability-related incidents, concerns and matters planned for public disclosure; and

9.1.4 working closely with the Audit Committee to seek to ensure material sustainability-related risks and opportunities, are appropriately incorporated into organisational risk management, strategy and financial planning process;

9.2 develop a centralised framework for how corporate responsibility is governed across the Group, which should span aspects of acting and doing business in a responsible manner (including in relation to environmental, social and governance ("**ESG**") matters), including:

9.2.1 delegating authority to the ESG Working Committee where appropriate and receiving reports and minutes from the ESG Working Committee on a regular basis;

9.2.2 reviewing the Group's sustainability strategy and progress against targets, to ensure alignment with its commitments, values, prevailing regulations and best practice;

9.2.3 identifying and analysing future external developments and scenarios, in relation to ESG, which are likely to have a significant influence on the Group's ability to operate in a responsible manner, upholding the Company's reputation and/or its ability to conduct its business appropriately, which is in the long-term interest of stakeholders; and

9.2.4 keeping under review the extent and effectiveness of the Company's external reporting of corporate responsibility, and its participation in relevant external benchmarking indices.

10. REPORTING RESPONSIBILITIES

10.1 The Committee will review the Sustainability Report for inclusion in the Company's annual report and make recommendations to the Audit Committee with respect to the Sustainability Report.

10.2 The Chair of the Audit Committee shall report to the Audit Committee after each meeting on all matters within the Committee's duties and responsibilities, including on the nature and content of discussion, recommendations, decisions made and actions to be taken , and adequate time should be made available for discussion when necessary.

10.3 The Committee shall make whatever recommendations to the Audit Committee it deems appropriate on any area within its remit where action or improvement is needed and adequate time should be made available for Audit Committee discussion when necessary. All decisions on recommendations referred to the Audit Committee shall take effect only upon approval thereof by resolution of the Audit Committee or the Board, as applicable, at a meeting which is properly convened and constituted and in accordance with the

Company's articles of association.

10.4 The minutes of all Committee meetings shall be included in the agenda of the Audit Committee and Board meeting following each Committee meeting.

11. OTHER MATTERS

11.1 The Committee shall:

11.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for advice and assistance as required;

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 applicable laws,regulations and reporting standards including the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022, applicable UK Sustainability Reporting Standards ("UK SRS"), the provisions of the UK Corporate Governance Code and the requirements of the FCA's UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook (as may be amended or replaced from time to time);

11.1.4 be responsible for the oversight of the co-ordination of the internal and external advisors;

11.1.5 oversee any investigation of activities which are within its terms of reference; and

11.1.6 work and liaise, as necessary, with the Board committees, ensuring interaction between committees and with the Board is reviewed regularly, taking particular account of the impact of risk management and internal controls being delegated to different committees.

11.2 The Committee is authorised:

11.2.1 to investigate any activity within its terms of reference and seek directly any information it requires from any employee or contractor of the Company (all such persons being directed to co-operate with any such request by the Committee);

11.2.2 to obtain, at the Company's expense, outside legal or other independent professional advice at the cost of the Company to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary (but such persons shall not be members of the Committee); and

11.2.3 to call any employee to be questioned at a meeting of the Committee as and when required.

11.3 The Committee shall conduct an annual review of its work, constitution, performance and these terms of reference (including, if necessary, to cover further climate-related, environmental and nature related risks and opportunities, as well as broader sustainability and corporate responsibility topics as required in the future) to ensure it is operating at maximum effectiveness and shall make recommendations for any changes to the Audit Committee.

11.4 The Chair of the Committee shall review membership of the Committee annually, as part of the annual performance review of the Committee.

11.5 The Committee shall make available its terms of reference on the Company's website explaining clearly its role and authority delegated to it by the Board.

11.6 References in these terms of reference to the "**Group**" mean the Company, its subsidiaries and any subsidiary undertakings.

Approved by the Board on 22 October 2026