

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Purpose of the Committee:

The purpose of the ESG Committee (the “Committee”) is to oversee the environmental, social, and governance practices of Matter Real Estate LLP (“Matter”) and ensure they align with Matter’s values and goals.

The ESG Committee also oversees all funds and their general partners where Matter is appointed as Investment Advisor, including but not limited to:

- Matter UK Residential Income Fund SCSp
- Matter Gold ManCo S.à r.l.
- Placefirst SCSp
- Placefirst GP S.à r.l.
- Ruby Senior Living GP S.à r.l.

The Committee is responsible for providing guidance and recommendations to Matter’s Management Committee on ESG matters and overseeing the implementation of ESG initiatives across the organisation and the investee companies.

2. Committee Composition:

The Committee should consist of a minimum of three members, including the Chief Executive Officer. The members should be drawn from across the Matter teams, so they reflect a diverse range of views and expertise. The Committee members should be independent, objective, and have no personal or financial interest in any decision made by the Committee. The Committee chairperson is the Chief Executive Officer.

3. Responsibilities and Duties:

The Committee’s responsibilities and duties include but are not limited to:

- Developing and recommending ESG policies, strategies, and goals to the Management Committee for approval.
- Providing oversight and monitoring the implementation of ESG initiatives across the organisation.

- Reviewing and assessing ESG risks and opportunities and recommending appropriate actions to the Management Committee.
- Reviewing and reporting to the Management Committee on the company's ESG performance, progress, and compliance with relevant laws, regulations, and standards.
- Reviewing and recommending the company's ESG disclosures to stakeholders, including investors, customers, employees, and communities.
- Reviewing and recommending Matter's engagement and communication with stakeholders on ESG matters.
- Ensuring that Matter's ESG practices are aligned with its mission, values, and long term strategy.
- Ensuring that Matter's ESG practices are integrated into its business operations, decision-making processes, and culture.

4. Meetings and Reporting:

The Committee should meet at least four times a year, or more frequently if necessary, to fulfill its responsibilities and duties. The Committee will maintain written minutes and record of actions taken by the Committee. The Committee should prepare and submit a report to the Management Committee after each meeting summarizing its activities, findings, and recommendations. The Committee should also provide an annual report to the Management Committee summarizing Matter and its investee companies' ESG performance, progress, and challenges.

5. Review and Evaluation:

The Committee should review and evaluate its own performance, effectiveness, and compliance with these terms of reference at least annually. The Committee should also review and evaluate the effectiveness of Matter's ESG policies, strategies, and initiatives and recommend improvements as needed.

6. Resources and Support:

The Committee should have access to all necessary resources, information, and support to fulfill its responsibilities and duties, including but not limited to internal and external experts, data, reports, and funding. The Committee should also have the authority to engage with any employee or third party to perform its functions. Matter shall provide adequate support to the Committee to ensure it can fulfill its responsibilities effectively.

Approved:



David Christie
Chief Executive Matter Real Estate LLP

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