

Trustpilot Group plc
(the “Company”)

TERMS OF REFERENCE FOR THE TRUST AND TRANSPARENCY COMMITTEE
(the “Committee”)

1. CONSTITUTION

- 1.1 The Committee has been established by resolution of the board of directors of the Company (the “**Board**”) and is to be known as the Trust and Transparency Committee.
- 1.2 These terms of reference for the Committee (“**Terms of Reference**”) were adopted by resolution of the Board on 20 May 2022 and may be amended from time to time by resolution of the Board.

2. MEMBERSHIP

- 2.1 The Committee must have at least two members. Members of the Committee are appointed by the Board.
- 2.2 As authorised by the Company’s Articles of Association the Committee need not be comprised wholly of directors.
- 2.3 The Board shall appoint the chair of the Committee (the “**Chair**”). In the absence of the Chair and/or an appointed deputy at a meeting, the remaining members present shall elect one of themselves to chair the meeting.

3. SECRETARY

- 3.1 The company secretary, or their nominee, shall act as the secretary of the Committee (the “**Committee Secretary**”) and provide all necessary support to the Committee.
- 3.2 Without limitation to paragraph 4.8 below, the Committee Secretary 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.
- 3.3 The Committee Secretary shall keep a record of the membership of the Committee (including the dates of any changes to such membership).

4. COMMITTEE MEETINGS

Frequency

- 4.1 The Committee shall meet twice per year, and otherwise as required.

Quorum

- 4.2 The quorum necessary for the transaction of business shall be two members of the Committee.
- 4.3 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 as set out in these Terms of Reference.

Attendance

- 4.4 Only members of the Committee have the right to attend, and vote at, Committee meetings.
- 4.5 Other individuals who are not members of the Committee may be invited by the Committee to attend for all or part of any Committee meeting, as and when appropriate.

Notice

- 4.6 Meetings of the Committee shall be called by the Committee Secretary at the request of the Chair or any of its members.
- 4.7 Unless a shorter notice period is agreed by all Committee members or as otherwise determined by the Chair, notice of each Committee meeting shall be sent to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Each notice shall be in writing (which may include email) and shall include the venue, time and date of the meeting together with an agenda of items to be discussed.
- 4.8 Supporting papers (if any) should be provided at the same time as notice of the meeting but, if this is not possible, any supporting papers must be sent to Committee members and, as appropriate, to other attendees, no later than one working day before the date of the relevant meeting.

Minutes of meetings

- 4.9 The Committee Secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.

- 4.10 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Company Secretary unless, exceptionally, it would be inappropriate to do so.

5. DUTIES

- 5.1 The Committee has been established in order to assist the Board with the Company's mission to be a universal symbol of trust.
- 5.2 The Committee shall be responsible for the following:
- 5.2.1 Providing oversight of policies, procedures and working practises that embed trust and transparency into the Group's operations;
- 5.2.2 Consideration of legislative and regulatory requirements related to digital content and governance, content integrity and safety, privacy and security;
- 5.2.3 Review any cases of special interest relating to decisions made by our Content Integrity or Platform Integrity teams that have either: (i) highlighted particular opportunities for policy or process improvements; and / or (ii) prompted significant attention or debate either internally or externally, with the aim of verifying the accuracy and appropriateness of such decisions in light of Trustpilot's policies and procedures; and
- 5.2.4 Reviewing the Company's annual Transparency Report in advance of its publication. In particular, the Committee shall review: (i) the description of the operation of the Company's platform and the measures taken to improve Trust and Transparency; (ii) key review metrics; (iii) actions taken to safeguard the platform; and (iv) reviews made via the platform on the Company.

6. ENGAGEMENT WITH SHAREHOLDERS

The Chair should attend the Company's annual general meeting to answer any shareholder questions on the Committee's activities.

7. REPORTING

- 7.1 The Chair shall report to the Board after each Committee meeting on all matters within its duties and responsibilities (including, the nature and content of its discussion, recommendations of the Committee and actions to be taken).
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.

8. OTHER MATTERS

The Committee shall:

- 8.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 8.1.2 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;
- 8.1.3 give due consideration to all relevant laws and regulations;
- 8.1.4 ensure that a copy of these Terms of Reference are published on the Company's website; and
- 8.1.5 at least annually, review the Committee's own performance, constitution and these Terms of Reference to ensure that the Committee is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9. AUTHORITY

- 9.1 The Committee is authorised by the Board, at the Company's expense to:
 - 9.1.1 undertake any activity within these Terms of Reference;
 - 9.1.2 seek any information the Committee requires from any employee of the Company in order to perform its duties as set out in these Terms of Reference, and all employees are directed to cooperate with any requests made by the Committee; and
 - 9.1.3 carry out all other actions which are considered by the Committee to be necessary in order for the Committee to operate effectively.