

**easyJet plc**  
(the "Company")

**DISCLOSURE COMMITTEE (THE "COMMITTEE")**  
**TERMS OF REFERENCE**

**1 MEMBERSHIP**

- 1.1 The membership of the Committee shall comprise the Chairman, Senior Independent Director, Chief Executive Officer, Chief Financial Officer, Group General Counsel and the Company Secretary.
- 1.2 Only members of the Committee have the right to attend and vote at Committee meetings. However, other individuals, including representatives from the Company's external legal advisers and corporate brokers, may be invited by or on behalf of the chair of the Committee to attend all or part of any meeting of the Committee, as appropriate.
- 1.3 In the absence of the Chairman and/or an appointed deputy, the remaining members of the Committee present shall elect one of themselves to chair the meeting.

**2 SECRETARY**

- 2.1 The Company Secretary or their nominee, shall act as the secretary of the Committee.

**3 QUORUM**

- 3.1 The general quorum for a meeting of the Committee is any two members being able to make determinations on behalf of the Committee as a whole, provided that one of the Committee members is any of the Chief Executive Officer, Chief Financial Officer, Group General Counsel or Company Secretary and the other Committee member is either of the Chairman or Senior Independent Director.
- 3.2 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.

**4 FREQUENCY OF MEETINGS**

- 4.1 The Committee will meet in person or by another convenient method (including by telephone or any electronic facility) (or a combination of methods in respect of the same meeting) at such times as shall be necessary or appropriate, as determined by any member of the Committee.
- 4.2 The Committee shall receive a quarterly update from the Inside Information Review Group (as defined in the Company's Inside Information Policy) (the "**Review Group**") which summarises:
- (i) information categorised by the Review Group as not inside information, but which could potentially become inside information in the future in accordance with the Inside Information Policy;
  - (ii) whether any new information has been received in relation to information that was not considered inside information or information which had the potential to become inside information and the decision reached by the Review Group on the basis of that information;
  - (iii) why the Review Group is satisfied that the conditions continue to be met in relation to the ability of the Company to delay the release of inside information and

- (iv) any Insider Lists (as defined in the Company's Inside Information Policy) that have been cleansed/the Inside Information disclosed or Confidential Project Lists (as defined in the Company's Inside Information Policy) that relate to projects that are no longer being pursued by the Company and can be closed.

In addition, any other information may be requested from the Review Group by the Committee from time to time.

## 5 NOTICE OF MEETINGS

- 5.1 Any meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members and can be called on short or immediate notice.
- 5.2 Unless otherwise agreed by the Committee, the secretary of the Committee should aim to circulate the notice of each meeting confirming the venue (where relevant, or other logistical information), time and date together with an agenda of items to be discussed, to each member of the Committee and any other attendees, as soon as practicable in advance of the meeting, where possible. Supporting papers (as appropriate) shall be circulated by the secretary of the Committee to the Committee members and to other attendees, at the same time.

## 6 MINUTES OF MEETINGS

- 6.1 The secretary of the Committee shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved by the Committee, and unless it would be inappropriate to do so in the opinion of a Committee member, minutes should be circulated to all other members of the board of directors of easyJet (the "**Board**") and approved at the next Board meeting.
- 6.3 A resolution in writing authenticated by all Committee members who would be entitled to vote (and which may consist of several documents in the same form each authenticated by one or more of the Committee members) will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

## 7 DUTIES

The Committee's duties are to:

- 7.1 support the Board in drawing up and maintaining procedures, systems and controls for the identification, treatment and disclosure of inside information and for complying with disclosure obligations applicable to the Company under the UK Market Abuse Regulation and the Financial Conduct Authority's Disclosure Guidance and Transparency Rules Sourcebook, as set out in the Company's Inside Information Policy, and to provide appropriate management information to the Board on the same;
- 7.2 monitor compliance with the Company's Inside Information Policy including:
  - 7.2.1 considering and determining whether inside information exists (including by reviewing information escalated to it by the Review Group) and if so, the date and time at which that inside information first existed within the Company;
  - 7.2.2 monitoring the Review Group including reviewing the quarterly updates provided by the Review Group;

- 7.2.3 where appropriate, considering and determining whether disclosure of inside information is required or can be delayed, taking into account any advice from legal advisers or brokers where there is any doubt or scope for argument in respect of either matter and, where appropriate, implement and monitor the delay procedures as outlined in the Company's Inside Information Policy;
  - 7.2.4 where appropriate, reviewing and approving any announcement of the Company via RNS for immediate release (including any holding or leak announcement); and
  - 7.2.5 any other issue relating to the application of the Company's Inside Information Policy that is required to be submitted to the Committee for its consideration and determination;
- 7.3 ensure that all regulatory announcements, shareholder circulars, prospectuses and other documents issued by the Company under any legal or regulatory requirement are scrutinised in order to ensure that they comply with applicable requirements;
  - 7.4 consider and give guidance to the Board as to whether any forward-looking or other statements in previous disclosures need to be updated in any respect by way of a future announcement in light of any information received;
  - 7.5 instruct the Company Secretary to prepare and update appropriate records of the Company, including a written record of all decisions made by the Committee including as to whether a particular piece of information is inside information or not, providing reasons as appropriate and noting if relevant other persons are consulted, either within the Company or advisers, about the decision;
  - 7.6 give approval for selective disclosure of inside information to external third parties as appropriate, and prior approval to market soundings;
  - 7.7 be responsible for any other duties and responsibilities designated to it as set out under the Company's Inside Information Policy;
  - 7.8 review and give final approval on and authorise the release of RNSs relating to
    - 7.8.1 financial results including full year results, half year results, Q1 and Q3 statements;
    - 7.8.2 inside information; or
    - 7.8.3 any other material information or statements;
  - 7.9 assessing relevant and substantive market rumours or speculation concerning the Company referred to it by the Investor Relations team;
  - 7.10 ensure that procedures are in place for notification of transactions by persons discharging managerial responsibilities and persons closely associated with them;
  - 7.11 make recommendations to the Board or Airline Management Board (Executive Committee) in relation to increasing awareness about inside information, disclosure obligations and training requirements (including training on the identification, handling and escalation of inside information for members of the Board and employees likely to have access to such information);
  - 7.12 refer any significant issues to the Board and seek the Board's advice on issues and keep the Board informed where appropriate;
  - 7.13 recommend any necessary corrective action to the Board in the event of misreporting or misstatement or such other action as may be appropriate;
  - 7.14 from time to time, review these Terms of Reference and propose any recommendations to the Board for consideration; and

7.15 carry out all such other actions as are considered by the Committee to be required in order for the Committee to operate effectively.

## **8 AUTHORITY**

The Committee:

8.1 is authorised to take external professional advice as necessary and, in particular, from the Company's external auditors, corporate brokers and legal advisers. The Committee will consult with the Company's corporate brokers and legal advisers when appropriate to assess whether information may constitute, or potentially constitute, inside information, including to ascertain whether factors exist which suggest information could be price sensitive and, if so, the nature and scope of any disclosure obligation as well as the basis on which any disclosure can be delayed. The Committee shall ensure that a summary of any such advice is recorded and circulated to all Committee members;

8.2 shall give due consideration to all relevant laws, regulations, governance codes, listing and other applicable rules, as appropriate; and

8.3 shall have full access to the Company's books, records, facilities and personnel.

Last approved by the Board: 18 July 2023