

**YORKSHIRE WATER SERVICES LTD**  
**COMPETITION AND MARKETS COMMITTEE**  
**TERMS OF REFERENCE**

DUTIES	<p>The duties of the Committee shall be to:</p> <ul style="list-style-type: none"><li>• review and <b>provide</b> the <b>strategic direction</b> for the company in support of the development and use of effective markets which deliver better outcomes for customers and society in respect of:<ul style="list-style-type: none"><li>○ NHHR</li><li>○ New Connections</li><li>○ Developer Services</li><li>○ NAVs</li><li>○ Bioresources</li><li>○ Water Bidding;</li></ul></li><li>• ensure the Company <b>actively engages</b> in the development of new and existing markets</li><li>• ensure that the Business <b>acts</b> in a manner <b>consistent</b> with the statutory and regulatory <b>responsibilities</b> of the Company;</li><li>• <b>receive reports</b> from Directors and senior managers responsible for Bioresources, Developer Services, NAV and NHH Retail markets as required, on the level and effectiveness of engagement and more generally on any significant matters or issues pertaining to competition and markets;</li><li>• keep under review the <b>effectiveness</b> of and controls relating to the <b>bidding process</b> and <b>contractual arrangements</b> associated with the markets the Company engages with;</li><li>• <b>report to the Board</b> in relation to key financial information, material operational or performance issues and other material developments or issues affecting the Business or competition and markets more generally.</li></ul>
MEMBERSHIP	<p>The members of the Committee shall be appointed by the Board and shall comprise at least two directors, the Company Secretary.</p>
CHAIR	<p>The Chair of the Committee shall be appointed by the Board.</p>
ATTENDANCE	<p>Individuals responsible for developing markets within the remit of the Committee and others such as the Compliance Officer may be invited to attend for all or part of any meeting of the Committee as necessary.</p>
FREQUENCY OF MEETINGS	<p>The Committee shall meet at least [four times] per year and at such other times as the chair of the Committee shall require.</p>
ADVISERS	<p>The Committee shall be entitled to seek appropriate professional advice inside and outside the Group.</p>
SECRETARY	<p>The Company Secretary shall be the secretary of the Committee.</p>

**DRAFT – for discussion**

**QUORUM** The quorum necessary for the transaction of business shall be [two] members, one of whom must be a director.

**MINUTES** The minutes of meetings of the Committee shall be circulated to all members of the Committee and made available on request to other members of the Board.

**REPORTING RESPONSIBILITIES** The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties.

The Terms of Reference of the Competition and Markets Committee will be reviewed annually to ensure that they are appropriate, relevant and support the work of the Committee and the Board.

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