

Sustainability Committee Terms of Reference (the “Charter”)

1. Purpose

- 1.1 The purpose of the Sustainability Committee (the “**SC**”) is to assist the Supervisory Board with the oversight of its responsibilities in connection with the Company’s sustainability policies and practices. In particular, the SC shall make recommendations to the Supervisory Board regarding the Company’s policy and performance in relation to health, safety, environment and compliance with laws concerning environmental and social matters and review their implementation.
- 1.2 In addition to the powers and responsibilities expressly delegated to the SC in this Charter, the SC may exercise any other powers and carry out any other responsibilities delegated to it by the Supervisory Board from time to time consistent with the Company’s Articles of Association. The powers and responsibilities delegated by the Supervisory Board to the SC in this Charter or otherwise shall be exercised and carried out by the SC as it deems appropriate without requirement of Supervisory Board approval, and any decision made by the SC (including any decision to exercise or refrain from exercising any of the powers delegated to the SC in this Charter) shall be at the SC’s sole discretion. To the fullest extent permitted by law, the SC shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.
- 1.3 Notwithstanding the foregoing, the SC’s responsibilities are limited to the preparation of the relevant policies (as well as implementation upon approval by the Supervisory Board), oversight and development of the matters set out in Section 1.
- 1.4 All directors that are not members of the SC may attend and observe meetings of the SC, but shall not participate in any discussion or deliberation unless invited to do so by the SC, and in any event shall not be entitled to vote. The SC may, at its discretion, include in its meetings members of the Company’s management or any other personnel employed or retained by the Company or any other persons, (*e.g* technical experts) whose presence the SC believes to be necessary or appropriate. Notwithstanding the foregoing, the SC may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any member of management that is not a member of the SC.

- 1.5 The SC may retain any independent counsel, experts or advisors that the SC believes to be necessary or appropriate. The SC may also utilise the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the SC, for payment of compensation to any advisors employed by the SC and for ordinary administrative expenses of the SC that are necessary or appropriate in carrying out its duties.
- 1.6 The SC may conduct or authorise investigations into any matters within the scope of the powers and responsibilities delegated to the SC.
- 1.7 The chairman shall report to the Supervisory Board regarding the activities of the SC at appropriate times and as otherwise requested by the chairman of the Supervisory Board.

2. Powers and Responsibilities

- 2.1 Company's sustainability strategy. The SC shall review and approve the Company's sustainability strategy (the "**Sustainability Strategy**") submitted to it by the Management Board. The Sustainability Strategy shall consider the Company's four sustainability pillars (Ethical Trade, Responsible Workplace, Environment and Community Investment) (the "**Sustainability Pillars**") and take account of:
 - 2.1.1 All laws and regulations in which the Company operates;
 - 2.1.2 The Company's risk appetite for sustainability;
 - 2.1.3 The Company's business needs;
 - 2.1.4 Key stakeholders' opinions (shareholders, customers, suppliers, employees and the wider community); and
 - 2.1.5 Social, political, environmental and public policy trends.
- 2.2 Sustainability objectives. The SC shall review and approve the Company's sustainability objectives and key results (OKRs) submitted to it by the Management Board and oversee the implementation, monitoring and reporting of the Sustainability Strategy and OKRs across the Company.
- 2.3 Sustainability policies. The SC shall review and approve the Company's sustainability policies submitted to it by the Management Board (the "**Sustainability Policies**").
- 2.4 Sustainability compliance. The SC shall oversee compliance by the Company with laws and regulations concerning the Sustainability Pillars (the "**Sustainability Regulations**").
- 2.5 Sustainability breaches. The SC shall define and communicate to the Management Board what it considers to be serious breaches of the Sustainability Policies and the Sustainability Regulations and review the findings of investigations into such breaches by the Management Board.
- 2.6 Sustainability risks. The SC shall review the sustainability related risks listed in the Company's risk register to ensure all material risks are identified, appropriate controls are in place and reasonable mitigation actions are being undertaken by the Management Board.
- 2.7 Reporting. The SC shall review and approve for submission to the Supervisory Board the Company's annual sustainability report submitted to it by the Management Board.

2.8 Review of activities. The Committee shall review the efficiency of its activities at least annually.