

Management's Sustainability Committee – Terms of Reference

Purpose & Objectives:

The Sustainability Committee is established by the Board to oversee and guide the company's sustainability initiatives in alignment with regulatory requirements, including the **Code of Corporate Governance** and **IFRS S1 & S2**. The Committee ensures compliance, monitors performance, and integrates sustainability considerations into financial and corporate reporting.

Key Responsibilities:

- **Sustainability Strategy & Initiatives:** Oversee and guide the company's sustainability framework, ensuring alignment with corporate objectives and compliance with regulatory standards.
- **Performance Monitoring:** Evaluate and track sustainability-related performance against set goals.
- **Compliance with Reporting Standards:** Assess readiness and implementation of **IFRS S1 & S2** and ensure accurate reporting.
- **Annual Sustainability Report:** Supervise the preparation and validation of the company's annual sustainability report.
- **Systems & Controls:** Establish and maintain effective internal systems for sustainability data collection and reporting.
- **Audit Committee Reporting:** Provide quarterly updates on sustainability progress, challenges, and recommendations.

Committee Membership:

The Committee comprises senior executives from key business areas, ensuring diverse expertise. The **Chairman** leads discussions, while members contribute insights and drive implementation. A **Secretary** facilitates meeting logistics and documentation.

Meetings & Governance:

The Committee meets at least once a month to review progress and strategize key initiatives. A quorum is constituted with a minimum of four members, including the Chairman. Decisions are reached through consensus, with the Chairman holding the final authority in the event of a tie. Meeting minutes are formally documented and circulated for review within three days.

Reporting & Accountability:

The Committee reports to the **Board's Audit Committee** on a quarterly basis, providing updates on sustainability initiatives and progress, compliance with **IFRS S1 & S2**, and the status of the annual sustainability report. It also highlights challenges faced, solutions undertaken, and recommendations for improvements.

Review & Updates:

The **Terms of Reference** are reviewed **annually** to ensure alignment with evolving regulations and best practices. Amendments, if required, are presented to the Board for approval.

This Committee reinforces the company's commitment to sustainability, governance, and responsible business practices, ensuring long-term value creation for stakeholders.