

These Terms of Reference for the ESG Committee were approved by the Board of Directors (the Board) of the Company, approved on <<insert date>>. These Terms of Reference are intended to guide the Committee's conduct.

1. Purpose

1.1. The main purpose of the Committee is to support and advise the Board on matters and specifically to:

- 1.1.1. understand the views of the Company's size and sector;
- 1.1.2. understand and manage the Company's size and sector;
- 1.1.3. ensure the Company's size and sector is effective and up to date;
- 1.1.4. integrate ESG into the Company's size and sector long term plans;
- 1.1.5. discharge its duty to the Company for the benefit of its members, employees and shareholders;
- 1.1.6. <<other>>.

1.2. In these terms of reference the Committee shall focus on the following areas:

Environmental: <<insert areas most relevant to the Company's size and sector>>

[This may include: the Company's impact on the natural environment and its response to the challenges of climate change, including, greenhouse gas emissions, energy consumption, general environmental issues, renewable energy, biodiversity and habitat, impact on water resources, the reduction and efficient use of resources, the reduction and the environmental impact of the Company's supply chain and the environmental impact of the Company's operations.]

Social: <<insert areas most relevant to the Company's size and sector>>

[This may include: the Company's impact on employees, other stakeholders and the communities in which it operates, including the role of the Company in society including; workplace policies, employee relations and engagement, diversity, non-discrimination and equality (including health safety and well-being), ethical/responsible sourcing, labour standards of the supply chain (including child labour), and engagement with and contribution to the broader community through social projects and charitable donations.]

Corporate Governance and other areas most relevant to the Company's size and sector

[This may include: the et corporate governance fram (e.g. related to donations, financial reporting.)

company's business including its , policies and codes of conduct , and the transparency of non-

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2. Membership

2.1. The Committee shall be ap

members.

2.2. The Committee shall be ma

2.3. Appointments to the Com extended for two further two

period of [2] years [which may be

2.4. The Board shall appoint t Chair, the remaining mem meeting.

the absence of the Committee one of themselves to chair the

3. Quorum

3.1. The quorum for the meeting

ng the Committee Chair.

3.2. A duly convened meeting exercise all or any of the a by the Committee.

present shall be competent to scretions vested in or exercisable

4. Meetings

4.1. The Committee shall meet The Committee Chair sha and frequency.

r. Meetings may be held virtually. ittee meets with sufficient notice

4.2. Only members of the Com

tend Committee meetings.

4.3. Meetings of the Committee of the Committee Chair.

ompany Secretary at the request

4.4. The Company Secretary [o [and shall ensure that the manner and take minutes].

act as secretary to the Committee ormation and papers in a timely

4.5. Notice of each meeting cor of items to be discussed, s the Company Secretary ar working days before the da

and date together with an agenda ch member of the Committee by uired to attend, no later than [5]

4.6. The Committee may invite external specialist] to a C information from any emplo

mployee [and relevant internal or vise on relevant issues or seek rder to perform its duties.

4.7. Only members of the Com Each member shall have o vote.

e at meetings of the Committee. tee Chair shall have the deciding

5. Duties

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