Environmental, Social an

Terms of Reference for the ESG C **Board**) of the Company, approved Terms of Reference are intended to

1. Purpose

- 1.1. The main purpose of the C to support and advise the B
 - 1.1.1. understand the views
 - 1.1.2. understand and man
 - 1.1.3. ensure the Company
 - 1.1.4. integrate ESG into th
 - 1.1.5. discharge its duty to members, employee:
 - 1.1.6. <<other>>.
- 1.2. In these terms of reference

Environmental: <<insert are

[This may include: the C response to the challenge energy consumption, gene habitat, impact on water resources, the reduction ar the Company's supply chai

Social: <<insert areas most

[This may include: the Co and the communities in w including; workplace polici non-discrimination and e ethical/responsible sourcing chain (including child lab contribution to the broad donations.]

Corporate Governance a Company's size and sector



G) Committee Terms of

e) of the Board of Directors (the Board on <<insert date>>. These s conduct.

the Company's size and sector, natters and specifically to:

ffective and up to date;

ong term plans;

he Company for the benefit of its

fers to:

Company's size and sector>>

he natural environment and its ling, greenhouse gas emissions, ewable energy, biodiversity and ation, pollution, efficient use of and the environmental impact of

s size and sector>>

employees, other stakeholders role of the Company in society ons and engagement, diversity, health safety and well-being), d labour standards of the supply ry), and engagement with and social projects and charitable

areas most relevant to the

ms of Reference.

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

2. Membership

- 2.1. The Committee shall be ap
- 2.2. The Committee shall be ma
- 2.3. Appointments to the Com extended for two further two
- 2.4. The Board shall appoint t Chair, the remaining mem meeting.

3. Quorum

- 3.1. The quorum for the meeting
- 3.2. A duly convened meeting exercise all or any of the au by the Committee.

4. Meetings

- 4.1. The Committee shall meet The Committee Chair shal and frequency.
- 4.2. Only members of the Comr
- 4.3. Meetings of the Committee of the Committee Chair.
- 4.4. The Company Secretary [o [and shall ensure that the manner and take minutes].
- 4.5. Notice of each meeting cor of items to be discussed, s the Company Secretary ar working days before the da
- 4.6. The Committee may invite external specialist] to a C information from any emplo
- 4.7. Only members of the Com Each member shall have o vote.

5. Duties



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

bers.

riod of [2] years [which may be

the absence of the Committee one of themselves to chair the

ng the Committee Chair.

present shall be competent to cretions vested in or exercisable

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

tend Committee meetings.

ompany Secretary at the request

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

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

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

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

- 5.1. To oversee the developm regarding ESG strategy.
- 5.2. To oversee the establishme implementation, and to m development.
- 5.3. To identify relevant ESG n Company and/or its strateg
- 5.4. Ensure that the Company relevant international stan these are likely to impact o and determines whether a Company's ESG policies a
- 5.5. To oversee the Company's and other key stakeholders

6. Review and Reporting

- 6.1. The Committee Chair shal year/after each meeting] or
- 6.2. The Committee shall ma appropriate on any area wit
- 6.3. At least [annually] the C reference to ensure it is o changes it considers neces

7. Other

<<Include any other relevant co



ecommendations to, the Board

practices, including their effective ongoing relevance and further

ely to affect the operation of the

rrent and emerging ESG trends[, equirements and identifies how s and reputation of the Company; rporated into or reflected in the

ployees, suppliers, shareholders rs.

oard on its proceedings [twice a es and responsibilities.

dations to the Board it deems or improvement is needed.

its performance and terms of ectiveness and recommend any roval.