

**Skellerup Holdings Limited**  
**(“Skellerup” or “the Company”)**  
**Sustainability Committee Charter**

**1. Constitution**

1.1 The Sustainability Committee (*the Committee*) shall be a Committee established by the Board.

**2. Purpose**

1.1. The purpose of the Committee is to support Skellerup’s commitment to sustainability-related (including climate) strategy, policies, initiatives, measurement and reporting.

1.2. The Committee will assist the Board in fulfilling its objectives and responsibilities in:

- Setting Skellerup’s overarching strategy relating to sustainability matters.
- Developing and implementing specific sustainability policies and initiatives (set out below).
- Monitoring and assessing developments relating to these policies and initiatives.
- Overseeing communications with employees, investors and stakeholders in relation to sustainability matters, including community engagement.

**3. Membership**

4.1. The Committee shall be appointed by the Board from the directors of the Company and shall consist of not less than three members.

4.2. The Chair shall be appointed by the Board.

4.3. The Chief Executive Officer (CEO) shall nominate an employee to act as the secretary of the Committee.

**4. Quorum**

4.1 A quorum for the Committee shall be two members of the Committee.

**5. Procedure**

6.1. The Committee shall meet formally at least three times in each year. Other meetings are arranged on an as-required basis.

6.2. All Directors may attend each meeting by standing invitation.

6.3. The Chair of the Committee shall report back to the Board at the next Board Meeting on any matter raised and addressed by the Committee.

6.4. The Committee may have in attendance such members of management and such other persons as it may deem necessary to provide appropriate information, explanations or advice.

**6. Responsibilities and Duties**

The following are the duties and responsibilities of the Committee:

7.1. Assist the Board in setting a sustainability strategy that captures the material issues relevant to Skellerup and creates long-term value.

7.2. Provide guidance to the development and implementation of sustainability-related policies, initiatives, programmes and activities.

- 7.3. Consider and bring to the Board's attention, as appropriate, current and emerging sustainability related matters that may affect Skellerup and its business, operations or performance and make recommendations.
- 7.4. Ensure appropriate reporting mechanisms are in place, as well as a process to assess the effectiveness of any sustainability policies and initiatives.
- 7.5. Monitor compliance with any relevant sustainability policies and review the alignment of Skellerup's activities with its commitment to sustainability matters.
- 7.6. Give appropriate consideration and effect to all relevant laws, regulations and other rules.

## **7. Members' Powers and Authority**

- 8.1. The Committee has the authority of the Board to obtain any information and to investigate any matter within its terms of reference.
- 8.2. The Committee shall make recommendations to the Board. The Sustainability Committee does not have the power or authority to make decisions for or on behalf of the Board.
- 8.3. The Committee has the authority to:
  - Seek any information it requires from any employees of Skellerup or any external parties, in order to fulfil its duties and responsibilities.
  - Obtain independent professional advice and expertise, including legal advice, if the Sustainability Committee considers it necessary, subject to prior discussion with the Chair of the Board.
  - Rely on information or advice of management and employees of Skellerup on matters within their area of responsibility, and the advice of internal or external counsel and other professionals within their area of expertise.
  - Perform any other actions it deems appropriate and consistent with the Sustainability Committee's duties and responsibilities.

## **8. Accountability to the Board**

- 7.1 The Board reviews annually the Committee's performance against this Charter.
- 7.2 The Board reviews annually this Committee Charter.

**Reviewed by the Board on 17 August 2022**