

## **STRATEGY AND SUSTAINABILITY COMMITTEE CHARTER**

### **Purpose**

The Strategy and Sustainability Committee will assist and advise the Board of Directors in developing, assessing and overseeing major financial and investment plans and other material issues that may affect the sustainability of the Company.

### **Committee Structure**

The Committee shall consist of five members, majority of whom are Independent Directors. The Chief Executive Officer shall be a member of the Committee.

The Committee Chairman shall be appointed by the Board on the recommendation of the Nomination and Elections Committee.

The Chief Sustainability Officer shall serve as the Committee Secretariat.

### **Duties and Responsibilities**

The Committee will review and make recommendations to the Board regarding the following, as appropriate:

- a) raising and deployment of capital
- b) identification of prospects and opportunities for corporate expansion, organizational development and long-term value creation
- c) implementation of the Company's corporate strategy through corporate developments and growth initiatives, including but not limited to reorganizations, acquisitions, divestitures, joint ventures and strategic alliances
- d) environmental, social and governance matters relevant to the businesses, including Company policies, activities and opportunities
- e) impact of external developments and factors on the Company's corporate strategy and its execution, including the impacts of the changes in economic, market, industry, legal, environmental and safety regulations and technology

The Committee will also:

- a) support and advise the Board, the Chairman of the Board, the Chief Executive Officer, and management, on an as-requested basis, on the development and refinement of specific aspects of the Company's operations and corporate strategy or on other major operations and strategic issues
- b) carry out such other duties or responsibilities as may be delegated to it by the Board from time to time.

## **Procedures and Administration**

1. Meetings shall be held quarterly, or more frequently as circumstances require.
2. The Committee Chair and CSO will set meeting agendas.
3. The quorum for the Committee shall be three with a majority of non-executive directors.
4. In the absence of the Chairperson of the Committee, the remaining members may designate an acting Chairperson for the particular meeting.
5. The Committee may request any officer or employee to attend any meeting and provide pertinent information as necessary.
6. All decisions shall be taken on a majority of votes. In case a majority cannot be obtained, the Chairperson will be the deciding vote.
7. The Committee, through the CSO, will report its activities and decisions to the Board on a regular basis.
8. The Corporate Secretary will maintain minutes of the Committee meetings.
9. The Committee will annually evaluate its performance and report to the Board its evaluation.
10. The Committee will annually review this charter and recommend to the Board any amendments deemed necessary or appropriate.

## **Other Provisions**

In fulfilling its duties and responsibilities, the Committee may seek independent professional advice, should the need arise. The professional services procured will be at the Company's expense and prior approval of the Chairperson is required.

The Committee shall have access to the Company's books, records, facilities and personnel.

The Company will provide appropriate funding for the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.

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