

# Corporate Social Responsibility Committee Charter



Adopted by the Board on February 27, 2020

*This charter is intended as a component of the flexible framework within which the Board of Directors, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Memorandum of Association and Bye-laws, it is not intended to establish by its own force any legally binding obligations.*

## **I. Purpose**

The Corporate Social Responsibility Committee (the "Committee") is a Committee of the Board of Directors. The purpose of the Committee shall be to set guidance and direction and oversee and offer advice to the Board and management regarding policies and progress on the Company's social, ethical, environmental and community issues, as well as Company culture.

## **II. Membership**

Members of the Committee shall be appointed by the Board.

The Committee shall be made up of at least three members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with the Board's definition of "independence" and applicable rules of the New York Stock Exchange.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Appointments to the Committee shall be for a period of up to one year, which may be extended annually, provided the director continues to satisfy the criteria for membership on the Committee. Any member may be removed by the Board, with or without cause, at any time.

The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

## **III. Secretary**

The Corporate Secretary or their nominee shall act as the Secretary of the Committee.

## **IV. Quorum**

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **V. Meetings**

The Committee shall meet at least two times a year and additionally as circumstances dictate.

The Committee Chair may, in their discretion, invite any individual either internal or external to attend for all or part of any meeting as and when considered appropriate.

Subject to the Company's Bye-laws, the Committee may also act by a resolution signed by all members of the Committee.

## **VI. Notice of Meetings**

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chair or any other member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting, or some shorter period in circumstances where providing notice of at least five working days is not practicable. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **VII. Minutes of Meetings**

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Minutes of Committee meetings shall be circulated for review and approval to all Committee members.

## **VIII. Authority**

The Committee is empowered to:

- (a) investigate any activity in order to perform its duties;
- (b) obtain, at the Company's expense, outside legal or independent professional advice and such advisors may attend meetings as necessary; and
- (c) appoint sub-committees to consist of any member(s) of the Committee or to include appropriate members of management to investigate any particular issue.

## **IX. Responsibilities and Duties**

The following responsibilities are set forth as a guide to fulfilling the Committee's purposes with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities as directed by the Board from time to time, and take any actions reasonably related to the mandate of this charter.

The Committee shall:

- (a) Define the Company's corporate and social obligations as a responsible citizen and oversee its conduct in the context of those obligations and oversee the creation of appropriate policies and supporting measures;
- (b) Approve a strategy for discharging the Company's corporate and social responsibilities to protect the reputation and brand image of the Company;
- (c) Monitor the Company's overall approach to corporate responsibility and its alignment with the overall business strategy;
- (d) Oversee the implementation and effectiveness of appropriate communications policies to build and protect the Company's reputation both internally and externally;

- (e) Identify and monitor external developments which are likely to have a significant influence on the Company's reputation and/or its ability to conduct its business appropriately as a good citizen;
- (f) Monitor the Company's engagement with external stakeholders and other interested parties regarding CSR-related initiatives and programs;
- (g) Oversight of ethics and respect in the workplace with focus on talent career development, within and as part of the People Pillar
- (h) Oversee the implementation and effectiveness of appropriate policies, initiatives, systems and supporting measures relating to community relations, human rights and responsible supply chain management and to address product safety and integrity;
- (i) Monitor the Company's participation and influence with industry-wide parties that promote effective mechanisms to improve social conditions across the supply chain;
- (j) Monitor the implementation of appropriate policies and initiatives in respect of energy management, climate change, carbon footprint, waste management and sustainable sourcing and review emissions levels for greenhouse gases annually;
- (k) Monitor and provide review of the metrics set in relation to the Company's four CSR Pillars
- (l) Review and promote industry wide initiatives to improve the quality of the supply chain;
- (m) Oversee the implementation and effectiveness of appropriate community support programs and corporate giving policies and monitor their application;
- (n) Oversee and monitor the Company's culture to create a diverse and productive workplace;
- (o) Propose and implement an annual work plan for each calendar year;
- (p) Review annually its Charter and compliance with its Charter and its own effectiveness and recommend changes to the Board; and
- (q) Review the Company's annual Corporate Social Responsibility Report.

#### **IV. Authority**

The Committee is empowered to:

- (d) investigate any activity in order to performs its duties;
- (e) obtain, at the Company's expense, outside legal or independent professional advice and such advisors may attend meetings as necessary; and
- (f) appoint sub-committees to consist of any member(s) of the Committee or to include appropriate members of management to investigate any particular issue.