

# SUSTAINABILITY COMMITTEE

## TERMS OF REFERENCE

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### *Document History*

Version	Change	Who	Date
02	Reviewed by Scott Technology Audit, Finance and Risk Committee	A&RC Committee	September 2024
01	Charter created	Director Marketing & People	July 2024

Document owner: **Chief Executive Officer**

Scheduled date for next review: **Annually** or as necessary

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### **1. CONSTITUTION**

The Sustainability Committee shall be a Committee of the Board established by the Board.

### **2. OBJECTIVES**

The objectives of the Committee are to assist the Board in discharging its responsibilities relative to the setting and delivery of its Sustainability initiatives.

### **3. MEMBERSHIP**

Members of the Committee shall comprise members of the Board and / or the Executive Leadership Team and be appointed by the Board.

The number of members of the Committee shall be not less than three. At least one member of the Committee should be a non-executive director. The Chief Executive and the Marketing & People Director shall be members of the Committee.

The Board shall appoint a Chairman of the Committee. The Chairman of the Board may be Chairman of the Committee.

#### 4. SECRETARIAL MEETINGS

The Secretary of the Committee shall be appointed by the Board.

A quorum of members of the Committee shall be two.

The Committee may have in attendance other members of management, including the Chief Financial Officer and such other persons, including the external auditors, as it considers necessary to provide appropriate information and explanations.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, all other members of the Board, the Chief Executive, the Chief Financial Officer and the external auditors.

Minutes shall be kept.

#### 5. RESPONSIBILITIES

The responsibilities of the Committee are as follows.

- Monitor the execution and effectiveness of Scott's sustainability initiatives to ensure they align with Scott's strategy and address material sustainability risks and opportunities facing the company.
- Monitor Scott's performance against the agreed sustainability metrics, commitments and targets and recommend them to the Board for approval.
- Review Scott's sustainability reporting and recommend it to the Board for approval.
- Review Scott's Climate-related Disclosures, in conjunction with the Audit, Finance and Risk Committee, and recommend it to the Board for approval.
- Understand existing and pending regulation in relation to sustainability issues.
- Review Scott's sustainability reporting to shareholders, including any commentary included in the Annual Report.

In addition, the Committee shall examine any other matters referred to it, by the Board.

#### 6. AUTHORITY

The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It may be authorised by the Board to seek any information it requires from any appropriate employee of the Company and it is anticipated that such employees will co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain, at the expense of the Company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the Company, of outside parties with relevant experience and expertise if it considers this necessary. Such an action would usually take place after consulting with the Board or the Chair.

## **7. REPORTING PROCEDURES**

The Chief Executive and the Marketing & People Director shall be responsible for drawing to the Committee's immediate attention any material matter that relates to a substantive issue arising from the Sustainability plan.

After each Committee meeting the Chairman shall report the Committee's findings and recommendations to the Board.

The minutes of all Committee meetings shall be circulated to members of the Board, the Chief Executive, the Chief Financial Officer, and to such other persons as the Board directs.

The Chairman will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

## **8. OWNERSHIP AND REVIEW**

The Committee may at any time initiate a review of the Committee and make appropriate recommendations for its alteration to the Board.