

T&G GLOBAL LIMITED
(the "Company" or "T&G")
SUSTAINABILITY COMMITTEE CHARTER

The Board of Directors of T&G Global Limited (the "Board") has established a Committee known as the Sustainability Committee (the "Committee"). The Committee is a delegated sub-committee of the Board and is accountable to the Board for its performance.

Its objectives, composition, authorities and responsibilities are set out in this Charter.

1. OBJECTIVES

- 1.1 The objectives of the Sustainability Committee are to assist the Board to fulfil its corporate governance responsibilities relating to sustainability, including by:
- (a) providing strategic guidance and feedback to the Board and management on the Company's sustainability framework, which T&G refers to as Kaitiakitanga, together with related strategies, policies, targets, measures, performance and reporting;
 - (b) supporting the Board to ensure that sustainability matters are appropriately incorporated into the Company's strategy, business processes and decision making, and that there is active engagement in practices that align with the Company's commitment to sustainability; and
 - (c) acting as a formal forum for free and open communication between the Board and management on sustainability related matters.

2. COMPOSITION

- 2.1 The Committee is appointed by the Board and shall comprise:
- (a) solely Directors;
 - (b) a minimum of three Directors;
 - (c) a minimum of one independent Director;
 - (d) at least one Director who has an adequate accounting or financial background (with "adequate" having the same meaning as set out in the Finance, Risk and Investment Committee Charter).
- 2.2 The Chairperson of the Committee shall be appointed by the Board. In the absence of the Chairperson at any meeting of the Committee, the attending members will elect one of themselves to chair that meeting.

3. AUTHORITIES

- 3.1 The Committee does not have the power or authority to make a decision in the Board's name or on its behalf unless specifically authorised to do so by this Charter or as directed by the Board. The Committee will make recommendations to the Board on all matters relating to sustainability requiring a decision.
- 3.2 The Committee is authorised by the Board to, at the expense of the Company:
- (a) obtain outside information and advice; and
 - (b) consult with management or sustainability consultants and any other outside advisors with relevant experience and expertise, as it thinks necessary in carrying out its responsibilities.
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- 3.3 The Committee members shall have unrestricted access to executive management, external and internal auditors, employees, company records and to financial and legal advisors, provided that any communication with employees must be advised to the CEO beforehand.

4. RESPONSIBILITIES OF THE SUSTAINABILITY COMMITTEE

4.1 The Committee's responsibilities include the following:

- (a) Review T&G's sustainability framework, strategy and policy and recommend them to the Board for approval. The key areas of focus include:
 - Climate change and resilience;
 - Carbon emissions and energy use and efficiency;
 - Human rights and modern slavery;
 - Nature and biodiversity;
 - Water management;
 - Waste;
 - Healthy communities.
- (b) Oversee Management's implementation of T&G's sustainability framework and strategic plan, ensuring actions are aligned with T&G's strategy.
- (c) Review T&G's key sustainability metrics, commitments and targets (including Scope 1, 2 and 3 emissions targets), and recommend them to the Board for approval;
- (d) Monitor T&G's performance against the agreed sustainability metrics, commitments and targets, and outcomes achieved;
- (e) Oversee the preparation and review of the Company's sustainability (Kaitiakitanga) section of the Annual Report, in conjunction with the Finance, Risk and Investment Committee and recommend it to the Board for approval;
- (f) Oversee the preparation and review of T&G's climate related disclosures, in conjunction with the Finance, Risk and Investment Committee.
- (g) Review procedures for identification, escalation and management of sustainability related risks and opportunities;
- (h) Review management's Sustainability Update and Climate related Risks and Opportunities Reports and ensure any material issues are escalated to the Board.
- (i) Review and monitor sustainability governance processes including in relation to:
 - the definition of Board and management responsibilities in relation to sustainability, in conjunction with the Human Resources Committee;
 - the keeping of climate-related records for the purposes of the climate-related disclosures regime;
 - requisite skills, knowledge and experience of Directors and management, with feedback to be provided to the Human Resources Committee;
 - the provision of appropriate training to the Board on matters relating to sustainability; and
 - the external disclosure of sustainability or climate related information, in conjunction with the Finance, Risk and Investment Committee.
- (j) Review and discuss with management its analysis of:
 - stakeholder / customer expectations and feedback on sustainability matters; and

- international best practice and future trends with regard to sustainability.
- (k) Consult with the Company's internal and external auditors on matters relating to sustainability.
- (l) Review sustainability related audits and monitor progress on recommendations.
- (m) Address any other matters that the Board asks the Committee to consider from time to time.

5. MEETINGS

- 5.1 The Committee will hold at least three scheduled meetings in each financial year plus such additional meetings as it decides are required in order to carry out its responsibilities.
- 5.2 The Committee may have in attendance such members of management and such other persons as it deems necessary to provide required information and explanations.
- 5.3 The Board Administrator will act as secretary to the Committee and is responsible, in conjunction with the Chairperson, for drawing up and circulating the agenda, supported by explanatory papers and reports, to Committee members prior to each meeting, and for recording minutes of the meetings of the Committee.
- 5.4 A quorum is at least two Directors who are members of the Committee.
- 5.5 All Directors have a standing invitation to attend any meeting of the Committee.
- 5.6 After each meeting a report of the Committee's recommendations, key issues and findings will be provided to the Board.

6. ACCOUNTABILITY AND REPORTING

- 6.1 The Committee shall:
 - (a) be accountable to the Board;
 - (b) regularly update the Board about the Committee activities and make recommendations in accordance with its responsibilities;
 - (c) provide copies of minutes of all meetings of the Committee to each member of the Board at the next scheduled meeting of the Board; and
 - (d) undertake annual self-review of its objectives and responsibilities and of this Charter and report back to the Board. The Committee may at any time initiate a review of the Committee and make appropriate recommendations for its alteration to the Board.

7. TERM OF THE COMMITTEE

- 7.1 The Committee has been established for a fixed two-year period. Upon completion of this term, a formal review process will be conducted by the Board to determine whether the Committee continues, or its responsibilities devolved into other Company Committees.

8. DISCLOSURE

- 8.1 The key features of this Charter are to be outlined in the Annual Report to the Shareholders and a full copy is to be available to all stakeholders (e.g., on the Company's website).