

**Sanford Limited**  
**("Sanford" 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**

- 2.1 The purpose of the Committee is to support Sanford's commitment to sustainability-related (including climate) strategy, policies, initiatives, measurement, and reporting.
- 2.2 The Committee will assist the Board in fulfilling its objectives and responsibilities in:
- Setting Sanford'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.
  - Complying with New Zealand's mandatory climate-related disclosures (CRD) regime.
  - Oversight and management of Sanford's evolving climate-related risks and opportunities.
  - Overseeing communications with employees, investors and shareholders in relation to sustainability matters.

**3. Membership**

- 3.1 The Committee shall be appointed by the Board from the directors of the company and shall consist of not fewer than three members.
- 3.2 The Chair shall be appointed by the Board.
- 3.3 The Managing Director (MD) 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**

- 5.1 The Committee shall meet formally at least three times in each year. Other meetings are arranged on an as-required basis.
- 5.2 All Directors may attend each meeting by standing invitation.
- 5.3 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.
- 5.4 The Committee may have in attendance such members of management and such 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:

- 6.1 Assist the Board in setting a sustainability strategy that captures the material issues relevant to Sanford and creates long-term value, including whether to adopt, retain or modify any sustainability-related targets.
- 6.2 Provide guidance for the development and implementation of sustainability-related policies, initiatives, programmes, and activities.

- 6.3 Consider and bring to the Board's attention, as appropriate, current and emerging sustainability-related matters that may affect Sanford and its business, operations or performance and make recommendations.
- 6.4 Ensure appropriate reporting mechanisms are in place, as well as a process to assess the effectiveness of any sustainability policies and initiatives.
- 6.5 Monitor compliance with any relevant sustainability policies and performance against sustainability targets and review the alignment of Sanford's activities with its commitment to sustainability matters.
- 6.6 Assist the Board in developing Sanford's sustainability-related communications, including Sanford's mandatory climate-related disclosures, and ensuring compliance with any associated assurance requirements.
- 6.7 Support the Board in its oversight and management of Sanford's evolving climate-related risks and opportunities, with a focus on chronic physical risks and transition risks.
- 6.8 Give appropriate consideration and effect to all relevant laws, regulations and other rules and guidance.

## **7. Powers and Authority**

- 7.1 The Committee has the authority of the Board to obtain any information and to investigate any matter within its terms of reference. The Committee may seek input from other Committees as required.
- 7.2 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.
- 7.3 The Committee has the authority to rely on information or advice of management and employees of Sanford on matters within their area of responsibility, and the advice of internal or external counsel and other professionals within their area of expertise.
- 7.4 The Committee has the authority to perform any other actions it deems appropriate and consistent with the Sustainability Committee's duties and responsibilities.

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

- 8.1 The Board reviews annually the Committee's performance against the Charter.
- 8.2 The Board reviews annually this Committee Charter.

Reviewed by the Board on 03 OCTOBER 2025

approved

David W. Mair