

1. Role of the Sustainability Committee

The Sustainability Committee (**Committee**) of the Ridley Corporation Limited consolidated entity (**Company**) has been established by the Company's Board of Directors (**Board**) to assist the Board in fulfilling its responsibilities to oversee strategy, risk, opportunities, compliance and performance with respect to sustainability, environmental, social and governance matters relevant to sustainability (**Sustainability**) within the context of the Company and its related entities.

2. Authority

The Committee shall have the authority to discuss directly with management any issue within its remit and to request any report, explanation and information of any activity, policy or procedure, or accounts of the Company.

The Committee is authorised by the Board to seek external legal or professional advice pertaining to the responsibilities of the Committee as it may consider necessary.

The Committee acts primarily as an advisory body to the Board, except where certain powers and authority are expressly delegated by the Board.

3. Structure and Membership

The Board will nominate the Committee members and the Committee Chair.

The Committee will comprise at least three members, the majority being non-executive directors with other members appointed by the Board in its absolute discretion.

All members of the Committee should have sufficient expertise and training to allow them to discharge their responsibilities.

The Board will periodically review the composition of the Committee to determine whether the mix of skills, expertise and experience remain appropriate to fulfil the Committee's role and responsibilities.

The quorum of the Committee shall be two members.

The Secretary of the Committee shall be the Company Secretary (or their nominated alternate).

4. Meetings

Board members have a right to attend all meetings and are invited to attend all meetings.

The Committee shall meet at least two times each financial year and Committee papers will be distributed to all Board members in advance of each meeting.

An annual plan of meetings and activities will be adopted by the Committee. Special meetings can be convened as required through a request to the Chair.

The Committee Chair is required to convene a meeting if requested to do so by any Committee member or director.

The Committee may have in attendance such members of management or others (including advisers) as it determines necessary to provide additional information and explanations it may require to carry out its duties. Minutes of the meetings shall be taken and wherever possible, shall be included (or tabled in draft form) in the papers for the next full Board meeting after each Committee meeting and after receipt of consent to circulate the minutes from the Committee Chair. Where the proximity of the Board meeting to a Committee meeting effectively prohibits this from occurring, then the minutes shall be tabled at the following Board meeting and the Committee Chair shall provide the Board with a succinct summary of issues discussed, matters for Board attention and recommendations, and resolutions passed at, the Committee meeting.

As a committee of the Board, the Committee will have a formal process for communicating with the Board through the Chair of the Committee, who will report to the Board the findings and recommendations of the Committee after each meeting.

The Committee has unrestricted access to all Company employees and records.

The Committee is empowered to retain independent counsel, experts or others to assist it in the conduct of its responsibilities.

Where impractical to convene and hold a meeting, the Committee may pass resolutions through each Committee member signing a circular resolution.

5. Roles and responsibilities

The Committee's roles and responsibilities are to oversee, review, advise and report to the Board, on:

(i) Sustainability Strategy

Responsibilities included:

- (a) The Company's Sustainability strategies and policies.
- (b) Sustainability risks and opportunities, including emerging risks and opportunities, and referring or reporting them to the Audit and Risk Committee as part of the Audit and Risk Committees overarching oversight of the Company's risk management approach.
- (c) Engaging with internal and external stakeholders as appropriate in respect of the Company's strategies, positions and commitments on key Sustainability matters.
- (d) The Company's strategy as it relates to Sustainability, the Sustainability Framework and Sustainability Targets.

The Committee has specific responsibility for:

- (a) Sustainability Framework:
Development; management execution against, and effectiveness of, the Company's Sustainability Framework and its alignment with corporate strategy, stakeholder expectations, and the material Sustainability risks and opportunities facing the Company.
- (b) Sustainability Targets:
The Company's positions and commitments on key Sustainability matters including identification, review, and monitoring of progress towards environmental, social and climate related targets that form part of publicly disclosed information.
- (c) Health, Safety, Environment and Quality:
Review and advisory role in relation to the Company's health and safety performance; environmental performance and quality performance.

(ii) Company reporting

The Company's Sustainability reporting, including with respect to climate, modern slavery, reconciliation action plans or equivalent, the Sustainability Framework and Sustainability Targets and other Sustainability matters and recommending, together with the Audit and Risk Committee and/or Remuneration, Nomination and People Committee as appropriate, all Sustainability related reporting to the Board for approval.

(iii) Compliance with laws, regulations, internal policies and industry standards

Compliance with applicable Sustainability-related laws and regulations.

Material changes in Sustainability related risks which could affect the residual risk rating associated with that risk and warrant consideration by the Audit and Risk Committee.

Compliance with any Sustainability related external commitments, made on behalf of the Company.

Sustainability related trends and emerging areas of interest which may have significant implications for the Company.

(iv) Evaluating performance

The Committee Charter will be reviewed periodically along with an effectiveness review of the performance of the Committee and its members occurring at least every year to determine whether it is functioning effectively and fulfilling its responsibilities as outlined in this Committee charter.

(v) Audit and Risk Committee liaison

In addition, the Committee Chair and the Audit and Risk Committee Chair shall liaise with each other to ensure that all Sustainability related risks and opportunities impacting on financial disclosures have been identified and addressed by the appropriate committee in accordance with that committee's charter.

Last approved by Board: February 2024