

# Sustainability Committee Charter

Calix Limited ACN 117 372 540 (**Calix**)

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## **1. Introduction**

### **1.0 Purpose of the Charter**

This is the Charter of the Sustainability Committee established by the Board of Directors of Calix Limited (Calix). The Charter governs the operations of the Sustainability Committee (the Committee). It sets out the Committee's purpose, role and responsibilities, and composition.

### **1.1 Role and Purpose of the Committee**

The Committee is established by the Board of Directors. The role of the Committee is to oversee the development, execution and effectiveness of Calix's sustainability strategy and monitor sustainability-related risks, ensuring long-term shared value creation.

At Calix, sustainability means meeting our own needs without compromising the ability of future generations to meet theirs. It is deeply embedded in our purpose: solving global challenges. Because Mars is for quitters.

The Committee is guided by the Company's purpose and sustainability vision to create a better future for all from the sustainable innovations of our technology and our actions.

The Committee is to assist the Board by reviewing and making recommendations to the Board in relation to:

- (a) Calix's sustainability strategy and reporting and its alignment to Calix's strategy, vision and purpose;
  - (b) Sustainability and climate-related risks, mitigation strategies and disclosures relevant to financial reporting;
  - (c) Driving long-term value creation through sustainability and climate-related opportunities; and
  - (d) Embedding sustainability within Calix's organisation, technologies and decision-making activities.
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## **2. Membership and Structure**

### **2.1 Composition of Committee**

The Committee will:

- (a) Consist of at least three Board-appointed members;
- (b) Have a Committee Chair that is independent and a non-executive Director;
- (c) Possess specialised knowledge and skills that contribute to advancing Calix's sustainability objectives;

- (d) Have a secretary, which is to be the Company Secretary and will attend all meetings.

## **2.2 Responsibilities of Committee Chair Role**

The Committee Chair is responsible for overall leadership of the Committee, agenda setting with the Secretary and Sustainability Manager, and serving as the key liaison between the Sustainability Manager, Committee and the Board.

## **2.3 Ceasing to be a member of the Committee**

A person will cease to be a member of the Committee if they no longer are a Director or if reasonable notice is provided to the Committee Chair in writing by the individual.

## **2.4 Relationship to the Board and Committees**

The Board retains ultimate authority over Calix's governance and strategic direction. In assisting the Board with its corporate governance and oversight responsibilities, each Board Committee plays a crucial role. The Sustainability Committee works closely with the following Committees:

- (a) Audit and Risk Management Committee: Aligns sustainability efforts with financial reporting, risk management, and regulatory compliance, ensuring appropriate climate-related financial disclosures.
- (b) People, Culture and Nominations Committee: Collaborates on social issues, including workforce diversity, human rights and organisational culture. Additionally, making recommendations as to any remuneration for Calix executives and employees linked to sustainability/climate-related considerations.

When new material sustainability risks arise, the Committee collaborates with the relevant committees before escalating issues to the full Board. Refer to each of the Board and Committees charters for further information on their mandates.

## **2.5 Meetings**

- (a) The Committee will convene at least three times per year, with the option to meet more frequently as deemed necessary.
- (b) A quorum requires a majority of non-Executive Director Committee members (three or more).
- (c) Management and external advisers may be invited by the Committee Chair to attend part or all of any meeting.
- (d) Directors not on the Committee have a standing invitation to attend meetings, subject to exclusion as deemed appropriate by the Committee Chair.
- (e) Committee papers will be circulated to all Committee members ahead of each scheduled meeting, with materials considered as read by the start of the meeting.

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## **3. Authority and Responsibility of the Committee**

### **3.1 Authority**

Calix aims to balance financial, social and environmental interests, embedding sustainability considerations into key aspects of decision-making across the Company. In pursuit of this, the Committee, with delegated authority from the Board, may:

- (a) Investigate any matter within the role of the Committee, which is brought to its attention with full access to documentation and facilities.
- (b) Seek external legal or professional advice at Calix's expense on sustainability or climate-related matters.
- (c) Request any information from Company officers and employees to fulfil its responsibilities.
- (d) Invite attendees whose presence is relevant and appropriate at the meeting.

The Committee will have no executive powers with regard to its findings and recommendations.

## **3.2 Responsibilities**

The Committee's responsibilities to the Board primarily include:

- (a) **Sustainability Strategy Development:** Overseeing the evolution and execution of the sustainability strategy, ensuring alignment with the overall business strategy.
- (b) **Metrics and Targets:** Reviewing the progress and performance against objectives, metrics, and targets through regular updates in every Committee meeting. The Committee will provide to the Board for approval of changes to existing targets or newly proposed targets as raised during Committee meetings.
- (c) **Governance:** The Committee will review and advise the Board on the adequacy of Calix's governance of sustainability and climate related matters. This includes providing feedback and approval on sustainability-related policies as well as monitoring their effectiveness.
- (d) **Risk Management:** Ensuring sustainability, including climate-related risks, are identified, validated, classified, and escalated to the Board as appropriate. The Committee is also responsible for ensuring appropriate mitigation strategies are in place. Sustainability risks classified as extreme will be promptly escalated to the Sustainability Committee/Board. Very high risks will be raised as soon as reasonably practicable, while all other risks will be reviewed annually.
- (e) **Annual Sustainability Report:** Reviewing the report and other related public disclosures, ensuring compliance with regulatory standards and transparency for stakeholders.
- (f) **Trends and Opportunities:** Reviewing and reporting to the Board on external material trends concerning sustainability and climate, which may have significant opportunities or implications for Calix.
- (g) **Community Engagement and Prosperity:** Ensuring that community outreach and philanthropy align with Calix's sustainability goals and promote positive engagement with broader stakeholders.

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## **4. Other matters**

### **4.1 Amendment of Charter**

This Charter can only be amended with the approval of the Board.

## **4.2 Adoption of Charter and Periodic Review**

- (a) This Charter was adopted by the Board on 18 February 2025 and takes effect from that date and replaces any previous Charter in this regard.
- (b) The Committee must review and reassess this Charter periodically and, if required, make recommendations to the Board in respect of any amendments to the Charter.