

Sustainability Committee Charter

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Sustainability Committee ('the Committee') established by the Board of Select Harvests Limited ('Select Harvests') ('the Charter'). This Charter governs the operations of the Committee and sets out the Committee's role and responsibilities, composition, structure and membership requirements.

1.2 Purpose of Committee

The Committee is established to assist the Board in fulfilling its oversight responsibilities in relation to Select Harvests' sustainability strategy, policy, and performance. The Committee oversees that sustainability is embedded as a core business principle and that the organisation operates in a socially responsible, environmentally sustainable, and ethically governed manner.

2. Definitions

ASX means ASX Limited or the financial market it operates (as the context requires).

ASX Listing Rules means the listing rules of ASX.

Board means the Board of Directors of Select Harvests Limited.

Corporations Act means *Corporations Act 2001* (Cth).

Employees means any full or part time employees.

Management means the executive leadership team of Select Harvests.

3. Strategic Alignment

The Committee aims that its oversight responsibilities are aligned with the strategic pillars outlined in the Select Harvests Sustainability Policy:

- (a) Circular Economy – promoting resource efficiency and waste minimisation.
- (b) Natural Capital – protecting biodiversity and managing natural systems.
- (c) Carbon Management – reducing emissions and building climate resilience.
- (d) Governance – upholding transparency, compliance, and ethical conduct.
- (e) People – fostering wellbeing, inclusion, and respect for human rights.

The Committee will monitor how these pillars are reflected in operational practices, reporting frameworks, and strategic decision-making across the organisation.

4. Membership

4.1 Composition

The Committee will:

- (a) comprise only of members of the Board and members will be appointed and removed by the Board;
- (b) be of sufficient size, independence and technical expertise to discharge its mandate effectively;
- (c) consist of:
 - at least three members;

- a majority non-executive directors;
- a majority of independent directors ('Independent Directors'); and
- an independent Chair ('Committee Chair'), who will be nominated by the Board from time to time, but who will not be the Chair of the Board.

4.2 Ceasing to be a member

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chair of the person's resignation as a member of the Committee;
- (b) the Committee Chair gives the person notice in writing that the person is to cease to be a member of the Committee, or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

4.3 Secretary

- (a) The Committee will have a secretary, which is to be the Company Secretary of the Board or such other person as nominated by the Board ('Committee Secretary').
- (b) The Committee Secretary will attend all Committee meetings.
- (c) The Committee Secretary, in conjunction with the Chair of the Committee, must prepare an agenda and Committee papers, to be circulated to each Committee member at least five full working days prior to each meeting of the Committee.
- (d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year and a calendar of agenda items to be covered at each meeting.

5. Meetings and authority of the committee

5.1 Meetings

- (a) The Committee will meet often enough to undertake its role effectively, being at least four times each calendar year.
- (b) The quorum for any meeting will be 2 members.
- (c) Special meetings may be convened as required. The Chair will call a meeting of the Committee if requested to do so by any member of the Committee, by the external auditors or by the Chair of the Board.
- (d) The Committee may invite such other persons (for example, staff, Managing Director/CEO, CFO, external parties) to its meetings, as it deems necessary, whether on a permanent or ad hoc basis.
- (e) The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.

5.2 Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- (a) investigate any matter brought to its attention with full access to all books, records and facilities; seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
- (b) obtain outside accounting, tax, legal, insurance, compliance, risk management or other professional advice as it determines necessary to carry out its duties.

6. Duties and responsibilities

6.1 Circular Economy

- (a) Oversee initiatives that promote resource efficiency, waste minimisation, and circularity across operations.
- (b) Monitor progress on packaging innovation and sustainable material use.
- (c) Support strategies for composting, biomass utilisation, and fertiliser optimisation.
- (d) Support and oversee strategies to reduce waste to landfill, including recycling programs.
- (e) Sustainable Farm Management: Promote sustainable farming practices that enhance soil

health, water management, and biodiversity.

6.2 Natural Capital

- (a) Encourage biodiversity protection and enhancement measures are in place.
- (b) Oversee water stewardship initiatives and pollinator health programs.
- (c) Monitor engagement with environmental markets and credit schemes.

6.3 Carbon Management

- (a) Guide efforts to reduce emissions and build climate resilience.
- (b) Support renewable energy adoption and carbon sequestration initiatives.
- (c) Encourage research and development in climate-smart agriculture.

6.4 Governance

- (a) Encourage transparency and ethical conduct in sustainability reporting.
- (b) Monitor compliance with regulatory frameworks including National Greenhouse and Energy Reporting (NGER) Scheme and Australian Accounting Standards Board (AASB).
- (c) Promote continuous improvement and data-driven decision-making.
- (d) Promote open and honest reporting of sustainability performance, adhering to ASX Listing Rules and continuous disclosure obligations.
- (e) Identify and manage substances of concern to minimize their impact on health and the environment.

6.5 People

- (a) Support community engagement and stakeholder collaboration.
- (b) Promote ethical and responsible business conduct, ensuring fair treatment of all stakeholders.
- (c) Uphold and respect human rights in all operations and supply chains.

6.6 Supplier Accreditation

- (a) Oversee that suppliers adhere to sustainable practices and ethical standards.
- (b) Develop a supplier accreditation program to verify compliance with sustainability criteria (as required).

7. Statutory Reporting

The Committee will oversee the organisation's compliance with statutory sustainability reporting obligations, including:

- (a) **AASB Climate-related Financial Disclosure:** As a Group 2 entity, promote readiness and alignment with evolving AASB standards, including scenario planning and integration into financial and sustainability reporting.
- (b) **National Greenhouse and Energy Reporting (NGER):** Monitor compliance with emissions and energy reporting requirements under the NGER scheme.
- (c) **Modern Slavery Reporting:** Monitor that the organisation meets its obligations under the Modern Slavery Act 2018 (Cth), including risk assessments, mitigation strategies, and transparent disclosures.
- (d) **Other Statutory Requirements:** Stay informed of and monitor adherence to any additional regulatory frameworks relevant to sustainability, governance, or ethical conduct.

8. Reporting to the Board

- (a) The Committee will regularly report to the Board on all matters relevant to its role and responsibilities.
- (b) The Chair will report and make recommendations to the Board after each meeting.
- (c) The Committee will seek direction and guidance from the Board as appropriate.

9. Access to Information and Independent Advice

- (a) The Committee may seek any information or advice necessary to fulfil its responsibilities.
- (b) It has access to Management and internal/external auditors.
- (c) It may obtain professional advice at the Select Harvests' cost and meet with advisers without Management present.

10. Legal Advice

Communication between the Committee and the General Counsel seeking legal advice will be considered privileged communications for Select Harvests.

11. Continuing Education of Committee Members

Select Harvests will provide appropriate training and support to maintain Committee members' sustainability knowledge and development.

12. Other matters

12.1 Amendment of the charter

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

12.2 Adoption of Charter and periodic review

This Charter was adopted by the Board on 27 October 2025 and takes effect from that date and replaces any previous charter in this regard.

The Committee must review and reassess this Charter a minimum of every three years and, on each occasion, obtain the approval of the Board to any amendments to the Charter. The Board will also review this Charter periodically.

The Company Secretary will communicate any amendments to Employees as appropriate.

Last Revised Date:	25 March 2022
Date approved:	27 October 2025
Accountable:	Chair, Sustainability Committee
Contact:	Company Secretary