

CHARTER OF THE RULES GOVERNING THE SUSTAINABILITY AND CORPORATE RESPONSIBILITY COMMITTEE OF ASTARTA HOLDING N.V. (the “Company”) (effective 29 May 2020)

Purpose

The Sustainability and Corporate Responsibility Committee (the “Committee”) assists the Board of Directors (the “Board”) in fulfilling its responsibility for oversight of relevant sustainability and corporate social responsibility policies, strategies and programs of the Company. It may also have other duties as may from time to time be assigned to it by the Board.

Committee Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Chairman. The Chairman of the Committee, which shall satisfy all applicable independence standards, shall be appointed by the Board.
3. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

Committee Meetings

1. Meetings. The Chairman of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times a year. Meetings of the Committee may be held in person or by conference call.
2. Agenda. The Chairman of the Committee shall develop and set the Committee’s agenda, in consultation with the other members of the Committee and the Board. The agenda and, to the extent practical, information concerning the business to be conducted at each Committee meeting, shall be provided to the members of the Committee in advance of each meeting. Additionally, the agenda concerning the business to be conducted at each Committee meeting shall be circulated to all Board members in advance of the meeting.
3. Report to the Board. The Committee shall report to the Board regularly, and make available to the Board the minutes of its meetings.

4. Performance Evaluation; Assessment of Charter. The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.

Authority and Duties

1. Sustainability and Corporate Responsibility Policies, Strategies and Programs. The Committee shall oversee and provide input to management on the Company's policies, strategies and programs related to matters of sustainability and corporate responsibility.
2. External Trends. The Committee shall consider, analyze and provide input to management on social, political and environmental trends in public debate, public policy, regulation and legislation and consider additional corporate social responsibility actions in response to such issues.
3. Performance Goals. The Committee shall review the goals the Company may establish from time to time for its performance with respect to matters of sustainability and corporate social responsibility and monitor the Company's progress against those goals.
4. Reputation and Relationships with Stakeholders. The Committee shall receive periodic reports from the Company's management regarding relationships with key external stakeholders that may have a significant impact on the Company's business activities and performance.
5. Risk Management. The Committee shall oversee and provide input to management on the Company's identification, assessment and management of risks associated with sustainability and corporate responsibility issues, including, but not limited to, climate change and food safety.
6. Philanthropy. The Committee shall review the Company's charitable giving policies and programs and receive reports from management on charitable contributions made by the Company, directly and through its foundations.
7. Reporting and Disclosure. The Committee shall review sustainability and corporate responsibility reports issued from time to time by the Company.
8. Shareholder proposals. The Committee shall review proposals relating to public policy, sustainability or corporate responsibility issues and recommend a response to the Corporate secretary of the Board. The Committee shall work with the Corporate secretary to determine the appropriate level of the Company's engagement with shareholders and other interested parties concerning sustainability and corporate responsibility issues and other matters subject to Committee oversight.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform any other functions it may find necessary or appropriate for the performance of its oversight function.

The Committee shall have the power to delegate its authority and duties to individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee shall have the power to retain legal, financial or other advisors as it deems necessary.