

**RULES OF THE  
SUSTAINABILITY AND CORPORATE RESPONSIBILITY COMMITTEE  
OF ASTARTA HOLDING PLC (the “Company”)**

**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.

These rules are effective as of 19 April 2023.

**1. Committee Composition**

**1.1 Members**

1.1.1 The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than two members (one of which shall be an Independent Director).

1.1.2 Where the Committee has more than two members, the majority of the members shall consist of Independent Directors.

1.1.3 The members of the Committee shall be appointed by the Board of Directors.

**1.2 Chairman**

1.2.1 The Chairman of the Committee, which shall satisfy all applicable independence standards, shall be elected by the members of the Committee from one of the members of the Committee.

1.2.2 The chairman shall be primarily responsible for the adequate performance of the Committee. He or she shall act as the spokesman of the Committee and shall be the main contact for the Board of Directors.

**1.3 Removal and Replacement**

1.3.1 The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

1.3.2 In addition, a member of the Committee ceases to be a member of the Committee once he or she has been dismissed from the Board or has resigned or retired.

1.3.3 Once a member of the Board of Directors has been suspended, he or she shall not perform his/her functions in the Committee during such suspension.

## 2. **Committee Meetings**

### 2.1 Meetings

2.1.1 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.

2.1.2 Meetings of the Committee may be held in person or by conference call.

2.1.3 Alternatively, a resolution in writing signed or approved (as per the provisions of the Articles and the Explanatory Guidance Note on the Board of Directors of the Company) by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee

### 2.2 Agenda

2.2.1 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.

2.2.2 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.

### 2.3 Report to the Board

2.3.1 The Committee shall report to the Board regularly, and make available to the Board the minutes of its meetings.

2.3.2 The Sustainable Business Development and Investor Relations officer shall submit for the consideration of the Committee the information on climate-related issues at least on a bi-annually basis (on at least the two times a year the Committee will meet).

2.3.3 The Committee shall consider the climate strategy of the Company, provide corresponding recommendations, and submit the same for the approval of the Board of Directors. The climate strategy includes strategies and activities relating to sustainability and corporate responsibility matters of the Company.

2.3.4 The Committee will also submit its minutes to the Board for its consideration on any climate-related issues that are discussed at the meetings.

### 2.4 Performance Evaluation; Assessment of the Rules.

2.4.1 The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation.

2.4.2 The Committee shall review and assess the adequacy of these Rules annually and recommend any changes to the Board.

### **3. Authority and Duties**

3.1 The Committee shall have the following duties:

#### **3.1.1 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, corporate responsibility including climate-strategy, plans of action related to climate strategy.

#### **3.1.2 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.

#### **3.1.3 Performance Goals**

The Committee shall propose, set and review/ the goals and targets including those related to climate issues, the Company may establish from time to time for its performance with respect to matters of sustainability and corporate social responsibility including climate strategy and monitor and oversee the Company's progress against those goals and targets.

#### **3.1.4 Reputation and Relationships with Stakeholders**

The Committee shall receive periodic reports from the Company's Board of Directors regarding relationships with key external stakeholders that may have a significant impact on the Company's business activities and performance.

#### **3.1.5 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.

#### **3.1.6 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.

#### **3.1.7 Reporting and Disclosure**

The Committee shall review sustainability reports issued from time to time by the Company.

#### **3.1.8 Shareholder proposals**

The Committee shall review proposals relating to public policy, sustainability or corporate

responsibility issues and recommend a response to the Board of Directors of the Company. The Committee shall work with the Board of Directors 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.

#### 3.1.9 Budget

The Committee shall advise, and make proposals to, the Audit Committee, with respect to budget planning in relation to climate-related issues, which budget shall then be approved by the Board of Directors.

- 3.2 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.
- 3.3 The Committee shall have the power to delegate its authority and duties to individual members of the Committee as it deems appropriate.
- 3.4 In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel.
- 3.5 The Committee shall have the power to retain legal, financial or other advisors as it deems necessary.