



# ESG COMMITTEE CHARTER

## FOR ORIOR AG

EXCELLENCE IN FOOD

ORIOR AG – DUFOURSTRASSE 101 – 8008 ZURICH – WWW.ORIOR.CH

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These Regulations were approved by the Board of Directors on 22 November 2022.

## 1. Purpose

The ESG Committee (Environmental, Social and Governance Committee, hereinafter '**Committee**') is a permanent board under Art. 4.3 of the Organisational Regulations that is formally appointed by the Board of Directors. Its main role is to help the Board of Directors prepare the decision-making processes and resolutions, and fulfil its responsibilities and supervisory obligations on environmental, social and governance issues. This Committee was created by the Board of Directors in order to tackle the importance and relevance of ESG topics within a focused framework.

Provided that this Charter contains no stipulations to the contrary, the Organisational Regulations apply accordingly.

## 2. Powers

The Committee has unlimited access to all relevant information for the purposes of performing its tasks as set out herein. It may obtain the information required for the reasonable performance of its duties from any employees of the company and, if required, may invite members of the Board of Directors or other employees to Committee meetings for the purpose of questioning them.

The Committee may enlist the assistance of appropriate external consultants in the performance of its duties.

The Committee submits recommendations to the Board of Directors for approval.

## 3. Organisation

The Committee generally consists of at least three members of the Board of Directors. These members must, in principle, have extensive and relevant knowledge and/or considerable experience of ESG themes.

The Board of Directors appoints the members of the ESG Committee and its Chairperson for a term of one year. The Chairperson then appoints a Secretary, who does not have to be a member of the Committee.

The Committee meets when convened by the Chairperson, as often as business may require, but at four regular meetings per year as a minimum. The Chairperson may convene additional meetings at his or her own discretion.

The Committee is quorate when the majority of the members are present. Committee resolutions are taken by majority of the votes of the members present. Each member has one vote. The Chairperson has the casting vote. Resolutions may also be taken by circular letter (in writing, including via email), provided that no member of the Committee has requested a verbal discussion.

The members are informed of each meeting at least five days in advance (by post or by email), with details of the agenda and including any necessary documents. In emergencies (and whether a situation is an emergency will be determined by the Chairperson at their discretion), this requirement may be waived.

Committee meetings may be held in person, by teleconference or by video conference.

By order of the Chairperson, members of the Executive Committee and other guests may be invited to meetings.

## 4. Tasks and duties

The Committee has the following tasks and duties:

- Checking the sustainability strategy and goals annually to ensure they are up to date, reasonable and appropriate and making proposals based on them to the Board of Directors on how they could be improved further.
- Monitoring and minimising any potential negative impact that ORIOR could have on the environment and on society and maximising its positive impact.
- Promoting the integration of strategically important ESG issues within the Group's overall strategy.
- Monitoring whether ESG issues remain coherent with the Group strategy and the sustainability strategy.
- Using external sustainability indices and internal benchmarks to monitor ESG performance.
- Identifying, evaluating and monitoring ESG issues and trends liable to impact the Company's business activities, performance and reputation.
- Determining which ESG risks and opportunities are of strategic importance for the ORIOR Group and issuing recommendations to the Board of Directors on how those risks and opportunities are to be handled.
- Ensuring, monitoring and advising on the implementation of key ESG-related projects and measures.
- Providing an overview of current themes, technologies and options for improving the environmental footprint, and making corresponding recommendations to the Board of Directors.
- Monitoring the progress in implementing the ORIOR Group's sustainability strategy and goals, including maintaining the indicators, systems and procedures that allow this progress to be suitably monitored.
- Monitoring and checking organisational structures and processes within the sustainability management and providing advice and support on how to improve them.
- Carrying out a detailed review and making a recommendation to the Board of Directors as to whether the sustainability report should be approved, and – where separate – providing non-financial reporting.
- Recommending measures to the Board of Directors regarding the maturity of and improvements to the sustainability reporting.
- Monitoring the conformity of ESG issues and especially reporting duties with statutory and regulatory requirements (compliance).
- Monitoring its own performance and effectiveness and issuing recommendations to the Board of Directors on any changes that may be required.

## 5. Reporting duties

The Committee takes minutes of the discussions and resolutions at each meeting, including the names of all persons present. The minutes of the meetings are filed at the Company's head office and may be consulted by any member of the Committee. Members of the Board of Directors may, where there is no conflict of interest, view these minutes at any time by arrangement with the Chairperson.

The Chairperson of the Committee ensures that the Chairperson of the Board of Directors and the Board of Directors itself are informed in due time and in an appropriate manner of any significant events that require their attention. The Chairperson of the Committee (personally or via another Committee member) reports regularly to the Board of Directors in the meetings of the latter on the Committee's current activities and on important Committee issues.

The Committee may submit any recommendations it deems appropriate to the Board of Directors on any topics that are within its remit and for which action or improvements are necessary.

The Chairperson of the Committee therefore makes adequate preparations in advance before the Annual General Meeting so as to be able to answer any questions raised during the AGM on the Committee's activities.

## 6. Entry into force

This Charter enters into force with immediate effect and replaces all previous ESG Committee Charters of ORIOR AG.