



## SUSTAINABILITY COMMITTEE CHARTER

### 1 Purpose

The Sustainability Committee (the "**SC**" or the "**Committee**") assists the Board of Directors (the "**Board**") of dsm-firmenich AG (the "**Company**") in fulfilling its responsibilities concerning, but not limited to: (i) the Sustainability strategy, policies and targets and (ii) the Company's performance in ESG matters. In doing so, the Committee shall be guided by the following principles: the prioritization of the long-term, the Company's clear definition of its corporate purpose, the incorporation of sustainability into the strategic vision of the group and its integration to its operations.

The SC will fulfill these responsibilities primarily by carrying out the activities enumerated in section 3 of this charter. Unless explicitly provided otherwise, the SC supports the Board through preparatory and supporting activities and issues proposals and recommendations to the Board.

Capitalized terms not otherwise defined in these charters shall have the meaning ascribed to them in the organizational regulations of the Company (the "**Organizational Regulations**").

### 2 Composition & meetings

- 2.1. The Board appoints the members of the SC and its Chair (the "**Chair**").
- 2.2. The SC shall be chaired by a Nominated Director<sup>1</sup> or an Independent Director.
- 2.3. The Committee shall be composed of at least three (3) members, including one (but not more than one) Nominated Director.
- 2.4. Unless otherwise determined by the Committee, the Chief Sustainability Officer acts as the Secretary of the SC.
- 2.5. The SC shall meet at least three (3) times a year or more frequently as circumstances dictate and at request of any of its members. If the members of the SC agree, meetings can be held via conference calls.

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<sup>1</sup> A Nominated Director (as such term is defined in the Business Combination Agreement dated 30 May 2022) is a director that is nominated by the Firmenich shareholders.



- 2.6. The Chair of the Board/the CEO/Co-CEOs shall have a standing invitation to attend all SC meetings as non-voting guests.
- 2.7. The SC may invite to its meetings other Board members, external and / or internal matter experts, members of the management or such other persons the SC deems appropriate in order to carry out its responsibilities.
- 2.8. The Committee secretary prepares the agenda which must be approved by the SC Chair. The agenda and supporting documentation shall be sent by the Committee secretary in accordance with article 1.11.6 of the Organizational Regulations which applies *mutatis mutandis*.
- 2.9. Minutes of the proceedings and the resolutions of the SC shall be prepared by the secretary of the Committee, approved by the Committee Chair and validated by meeting attendees. Minutes of the meeting shall be signed by the Chair and the Committee secretary and retained with the corporate records of the Company. The minutes are distributed among the members of the Committee, copied to the chair of the Board and made available to all other Board members.
- 2.10. The SC shall report to the Board at the following Board meeting by means of a short summary on its decisions, determinations, findings and other matters deemed appropriate or that the Board requests.
- 2.11. The SC shall have the authority to retain an independent consultant and to approve the consultant's fees and other retention terms. The SC may also obtain advice and assistance from internal or external legal, reward or other advisors at the Company's expense, if it deems this appropriate.
- 2.12. The SC shall obtain appropriate funding, as determined by the SC, to support the committee's activities, including for payment of independent consultants and other advisors.



### **3 Responsibilities**

The SC has the following responsibilities:

#### **3.1. Sustainability**

##### *3.1.1. Strategy*

Review and recommend to the Board for approval the CEO/Co-CEOs/Executive Committee/senior leadership's proposal for the Company's ESG strategy, targets and policies, ensuring the long-term sustainability of the Company, aligning financial interest, business strength and the Company's role in creating value along the triple bottom line of economic performance, environmental quality and social responsibility.

##### *3.1.2 Social Matters*

*3.1.2.1.* Review and monitor of the Company's metrics on social matters and related policies, including diversity, equity and inclusion, employee safety, health and wellbeing, employee wages and management of stakeholder interests (as these are further referred to in Section 3.1.6 below).

*3.1.2.2.* Receive regular updates on performance against employee safety, health and wellbeing metrics, and review measures taken to ensure these are maintained.

##### *3.1.3 Metrics, Performance and Benchmark*

*3.1.3.1.* Review and recommend to the Board for approval and periodically review the Company's ESG metrics as proposed by the CEO/Co-CEOs/Executive Committee/senior leadership, and annually review the Company's performance against those metrics.

*3.1.3.2.* Review and recommend to the Board for approval and periodically review the Company's ESG reporting standards as proposed by the CEO/Co-CEOs/Executive Committee/senior leadership.

*3.1.3.3* Periodically review the Company's ESG achievements against peer group(s).

##### *3.1.4 Regulatory Developments*

Review and receive regular updates on regulatory developments relating to ESG matters and their applicability to and impact on the Company, review a timely set-up of required internal processes



and policies to ensure compliance with any such applicable laws.

### *3.1.5. Reporting*

Review sustainability reporting (including the sustainability-related parts of the annual report as well as separate ESG reports) with regard to accuracy, completeness and compliance of measured disclosures to the extent they are subject to assurance, and submit for approval to the Board.

### *3.1.6 Stakeholder Engagement and Requests*

*3.1.6.1* Ensure that the interests of relevant stakeholders are included in the company's ESG strategy, targets and policies. Ensure there is an effective dialogue with the relevant stakeholders, which dialogue is facilitated by management.

*3.1.6.2* Review major stakeholder requests with regard to ESG matters (as these are presented by the Co-CEOs), including responses by management and, where appropriate /if required, make respective proposals to the Board.

## **3.2. Planning**

Establish an annual calendar of activities for the upcoming year, including special projects to be undertaken by the SC.

## **3.3. Charter/Performance**

3.3.1. Periodically review and reassess the SC charter and recommend to the Board any necessary amendments as conditions dictate.

3.3.2. Periodically conduct self-evaluations of the SC's performance.

