

Sustainability Committee Charter

This sustainability committee charter (**Charter**) sets out the functions, responsibilities, and composition of the sustainability committee (**Committee**) of the board of directors (**Board**) of Fleetwood Limited (the **Company**).

The Committee has been established by the Board in accordance with section 15 of the board charter of the Company (**Board Charter**).

1 Role

The Board is ultimately responsible for both the financial and non-financial health of the Company.

The Committee's role is to assist the Board to deal with all aspects of environmental, social and governance (**ESG**) and sustainability matters relevant to the Company.

In performing this role, the Committee will objectively review, monitor and make recommendations to the Board regarding the Company's ESG and sustainability strategy, policies, and processes, including management, performance, and reporting issues.

2 Responsibilities

The primary responsibilities of the Committee include:

ESG and sustainability strategy and policies

- Oversee development, monitor execution, review effectiveness, and advise the Board on the Company's goals, strategies, policies, and commitments related to sustainability and ESG, including climate risks and opportunities, human rights, community and social impact, and diversity and inclusion
- Adopt measurable objectives for achieving diversity throughout the Company and assessing progress towards achieving those objectives.
- Ensuring compliance with the Company's obligations under its Diversity Policy.

Reporting and disclosure

- Review and oversee the policies and procedures used to prepare sustainability and ESG-related statements and disclosures and review such statements and disclosures before their publication.
- Review and recommend to the Board for approval the Company's annual modern slavery statement.

Governance

- Oversee and advise the Board on the Company's sustainability and ESG-related engagement efforts with shareholders and other key stakeholders.
- Oversee the development of appropriate frameworks to address ESG and sustainability requirements as part of decision-making processes.
- Monitor changes and developments in relevant legislation and regulations relating to sustainability and ESG matters that may impact the Company.



Other

- To perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board.

3 Committee structure

The Committee will comprise at least three Directors with the majority of non-executive Directors who are independent.

The Chair of the Committee will be an independent non-executive director appointed by the Board (but is not to be the Chair of the Board).

A quorum shall consist of two members of the Committee.

The Committee will be provided with a secretary and secretarial services by the Company Secretary.

The Committee's composition will be reviewed annually by the Board. However, the Board may, at its discretion, remove and replace any of the Committee's members at any time.

4 Committee Meetings

The Committee will meet at least 2 times per year, and otherwise as often as the Chair of the Committee thinks it is necessary to enable the Committee to fulfil its duties and responsibilities.

The Committee's meetings will be regulated in accordance with the Constitution of the Company.

An agenda, Committee papers and related material will be prepared and circulated to all members of the Committee in advance of each Committee meeting to permit adequate preparation.

Minutes of the proceedings of all meetings of the Committee will be maintained, and copies of those minutes will be made available to all members of the Committee.

A record of submissions and papers, together with minutes of meetings, is maintained and held by the Company Secretary.

The Committee may invite any Director or any members of the management team of the Company (**Management**) or any external consultant or adviser to attend the Committee's meetings.

5 Authority of the Committee

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee may:

- a) Obtain independent professional advice in the satisfaction of its duties at the cost of the Company.
- b) Have direct access to the resources of the Company, as it may reasonably require, including Management and the external and internal auditors.

The Committee will work with the other Board committees to assist the Board in fulfilling its responsibilities.

6 Responsibilities of the Chair

The key responsibilities of the Chair are:

- Chair the Committee meetings and lead the Committee in reviewing and discussing ESG related matters.
- Establish the agenda for the Committee meetings, in consultation with the Managing Director & CEO and the Company Secretary.



- Provide guidance and mentorship to the Company's executive leadership team on ESG matters.
- Report the proceedings, deliberations, and recommendations of the Committee to the next meeting of the Board.

7 Responsibilities of the Company Secretary

The key responsibilities of the Company Secretary are to:

- Advise the Committee on governance matters;
- Coordinate all Committee business including to:
 - prepare agendas for meetings;
 - coordinate the timely completion and circulation of Committee papers;
 - ensure the business at Committee meetings is accurately captured in the minutes of the relevant meeting; and
- Monitor compliance with this Charter.

8 Confidentiality

All proceedings of the Committee, including papers submitted and presentations made, shall be kept confidential and will not be disclosed or released to any person other than Committee members, the Board, the Company's employees, and the Company's auditors, except as required by law or as agreed by the Committee.

9 Committee Performance

On a periodic basis the Board shall perform an evaluation of the Committee's performance. The evaluation will be on the basis of feedback sought from the Committee and Management.

10 Approval and Review

In accordance with the Board Charter, the Board will, at least once in each financial year, review this Charter to ensure that it meets best practice standards and the needs of the Company.

This Charter was first approved by the Board on 30th January 2025 and may be reviewed and amended by the Board at any time.

