



**Glanbia plc (the “Company”)  
Sustainability Committee  
Terms of Reference**

**1. Constitution**

The board of the Company (the “**Board**”) on 29 October 2024 endorsed the revised Terms of Reference of the Sustainability Committee (the “**Committee**”).

**2. Membership**

2.1 The members of the Committee shall be appointed by the Board on the recommendation of the Nomination and Governance Committee and shall comprise of a chairperson (the “**Chair**”) and at least two other directors.

2.2 Appointments to the Committee shall be for a period of up to three years or the date of earlier retirement from the Board. Appointments may be extended provided the member meets the criteria for membership of the Committee.

2.3 The Board shall appoint the Chair who should be either the chairman of the Board or an non-executive director who was independent on appointment to the Board. In the absence of the Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

2.4 Only members of the Committee and the Secretary of the Committee have the right to attend Committee meetings. In addition (where they are not member(s) of the Committee), the Chief Executive Officer will have a standing invitation. Other individuals including external advisers may be invited by the Chair to attend for all or part of any meeting, as and when appropriate.

2.5 Any member of the Committee can be removed at any time by resolution of the Board.

**3. Secretary**

The Group Secretary or his nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

**4. Quorum**

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee.

**5. Frequency of meetings**

The Committee shall meet at least two times a year, and at such other times as the Chair shall require. Members may participate in a meeting of the Committee by means of a telephone or video conferencing facility.

**6. Notice of meetings**

6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair or any member of the Committee.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date,

together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend in a timely manner before the meeting date. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7. **Minutes of meetings**

- 7.1 The Secretary shall minute the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.
- 7.2 After each meeting of the Committee, the Chair shall report to the Board on the proceedings and resolutions of the meeting.
- 7.3 Minutes of Committee meetings shall be circulated to all members of the Committee.

8. **Decisions of the Committee**

Any decisions of the Committee shall be taken on a simple majority basis. The Chair shall have a casting vote in the event of there being no majority.

9. **Engagement with shareholders**

The Chair should attend the annual general meeting of the Company to answer any shareholder questions relating to the Committee's activities. In addition, the Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

10. **Purpose and role**

The Committee was constituted by the Board to:

- 10.1 assist the Board in defining and regularly reviewing the Company's and its subsidiaries (the "**Group**") strategy relating to environmental sustainability matters and in setting relevant KPIs;
- 10.2 develop and review regularly the policies, programmes, codes of practices, targets and initiatives of the Group relating to environmental sustainability matters ensuring they remain effective, consistent with good industry practice and align with the Group's targets ;
- 10.3 provide oversight of the Group's management of environmental sustainability matters and compliance with relevant legal and regulatory requirements, including applicable rules and principles of corporate governance, and applicable industry standards;
- 10.4 report on these matters to the Board and, where appropriate, make recommendations to the Board; and
- 10.5 report as required to the shareholders of the Company on the activities and remit of the Committee.

References in these terms of reference to environmental sustainability matters shall include, but not be limited to, the following:

**Environmental Sustainability:** the Group's impact on the natural environment and its response to climate change including greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, water utilisation, impact on water resources and the status of water bodies, deforestation, pollution, efficient use of resources, the reduction and management of waste, and the environmental impact of the Group's supply chain.

**Sustainability:** operating in a way that meets the economic, social and environmental needs of the present without compromising the ability of future generations to meet their own needs.

## 11. Duties

The Committee shall:

- 11.1 monitor and review current and emerging environmental sustainability trends, potential risks, relevant international standards and legislative requirements and identify how these are likely to impact on the strategy, operations, and reputation of the Group; and determine whether and how these are incorporated into or reflected in the Group's policies and objectives;
- 11.2 in conjunction with the Group Operating Executive, assess the effectiveness of the Group's policies, programmes, practices and systems for (a) identifying, managing and mitigating or eliminating environmental sustainability risks in connection with the Group's operations and corporate activity; and (b) ensuring compliance with relevant legal and regulatory requirements and industry standards and guidelines applicable to environmental sustainability matters;
- 11.3 review and approve goals and guidelines for environmental compliance, ensuring that environmental and climate-related policies align with the Group's commitments and applicable legal requirements;
- 11.4 review and approve the Group's metrics for target setting and tracking performance in the areas of environmental sustainability;
- 11.5 assess the performance of the Group with regard to the impact of decisions relating to environmental sustainability matters and any related actions upon employees, communities and other third parties, and further assess the impact of such decisions and actions on the reputation of the Group;
- 11.6 review the quality and integrity of internal and external reporting of sustainability matters and performance, with input to be obtained from other Board Committees as required;
- 11.7 ensure that the Company provides appropriate information in accordance with applicable law, regulation, guidance and best practice, including under the Corporate Sustainability Reporting Directive ("CSRD"), and approve or recommend, where required, any such reports to the Board for approval, or to the Audit Committee for recommendation to the Board where assurance is required;
- 11.8 support and provide guidance to management in developing and updating policies and procedures relating to, environmental sustainability responsibility;

- 11.9 monitor any current, pending or threatened legal actions with respect to environmental sustainability responsibility and governance;
- 11.10 review the results of any reviews or independent audits of the Group's performance in regard to environmental sustainability matters, review any strategies and action plans developed by management in response to issues raised; and make recommendations to the Board on any of the matters listed above that the Committee considers appropriate, and
- 11.11 consider the impact of the Group's operations on its stakeholders.

## 12. **Reporting responsibilities**

- 12.1 The Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 12.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.3 The Committee shall produce a report, if required, detailing the Committee's activities to be included in the Company's annual report.

## 13. **Other**

The Committee shall:

- 13.1 have access to sufficient resources in order to carry out its duties, including access to the Group Secretariat for advice and assistance as required;
- 13.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 13.3 give due consideration to relevant laws and regulations, any relevant corporate governance code(s) and associated guidance, the requirements of the applicable listing rules and any other applicable rules, guidance, and emerging best practice, as appropriate;
- 13.4 ensure that a periodic evaluation of the Committee's own performance is carried out; and
- 13.5 arrange to review, at least annually, the Committee's terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## 14. **Authority**

- 14.1 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties.
- 14.2 The Committee is authorised by the Board to obtain, at the Company's expense, external legal and/or other professional advice on any matters within its terms of reference.