

# **CHARTER OF THE SUSTAINABILITY COMMITTEE**

## **AGILYX ASA**

### **PURPOSE**

The purpose of the Sustainability Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Agilyx ASA (the “**Company**”) in fulfilling its responsibilities for establishing, implementing and executing its Sustainability policy and programs, including Safety, Environmental, Talent Management, Public Affairs, and Corporate Responsibility programs.

### **MEMBERSHIP**

The Committee shall consist of at least two (2) Directors. The Board shall designate a member of the Committee as the chairperson. At least half of the Committee members shall be independent of the Company’s operations.

The members of the Committee and its chair are appointed by the Board.

The Board may remove a member from the Committee at any time and for any reason, and may fill any vacancy.

Members of the Committee are appointed at the first regular Board of Directors meeting following the Annual General Meeting (AGM) of the Company.

### **MEETINGS**

The Sustainability Committee shall meet at least four (4) times per year. Additional meetings may be scheduled as determined by the Committee or its chair.

Only the members of the Committee may vote at its meetings. The Committee may invite or summon specific directors, employees, or other external consultants to participate in specific meetings or parts thereof.

The Committee shall keep minutes of its meetings and report on its actions and activities and shall make recommendations to the Board as appropriate at the next meeting of the Board. The Committee will keep a record of its members' attendance at Committee meetings.

Unless otherwise stated herein, the Committee will be governed by the same rules of procedure applying to the meetings of the Board.

### **DUTIES AND RESPONSIBILITIES**

The Committee is authorized only to prepare recommendations and reports to the Board, and not to make any final decisions on any matter on behalf of the Board.

The Committee’s principal duties and responsibilities are:

- Overseeing and reviewing strategic direction related to Sustainability policies and programs, including **safety, environmental, climate, talent management, public affairs, and corporate responsibility programs**;

- Overseeing the development of, and assessing progress on, **programs and company goals/targets** related to environmental performance, sustainability, climate change, social performance, and governance.
- Reviewing the annual **Sustainability/Corporate Responsibility Report** and recommending to the Board its adoption before public release;
- Reviewing external public policy, regulatory, and government affairs **issues and trends** that may affect the company, and providing recommendations to the Board regarding the company's response to these issues, consistent with applicable legal and regulatory requirements.
- Providing advice to the CEO and CFO **on stockholder proposals and other significant stakeholder concerns** relating to ESG matters,
- Developing, evaluating, and recommending to the Board **corporate governance practices** applicable to the Company and in line with relevant authorities and investor expectations;
- Reviewing periodically, and approving material changes to the company's Corporate Governance **Policies**;
- Leading the Board in its annual **self-performance review** of the Board and its committees;
- Assisting management in organizing appropriate **orientation** for new members of the Board;
- Performing other duties, tasks, and responsibilities relevant to the purpose of the committee as may be assigned by the Board from time to time.

## **DELEGATION**

If so directed by the Board, the Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **AMENDMENTS**

Any amendment or other modification of this Charter shall be approved by the Board.

## **PERFORMANCE EVALUATION**

The Committee shall conduct a periodic evaluation of the performance of its duties under this Charter as part of the Board's self-evaluation process, with the results of the evaluation being shared with the Board.