

HEARTLAND GROUP

HEARTLAND GROUP HOLDINGS LIMITED - SUSTAINABILITY COMMITTEE CHARTER

Version History

Version	Date	Approver	Amendments
1.0	November 2023	HGH Board	New Charter – Approved 04Dec23
2.0	September 2024	HGH Board	Minor amendments
3.0	May 2025	HGH Board	Annual Review, including updates to roles

Approved by:	Heartland Group Holdings Limited – Board (HGH Board)
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Charter Owner:	HBL Chief Operating Officer
Charter Author:	HBL Senior Sustainability Analyst
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Introduction

- 1 The Sustainability Committee Charter (the **Charter**) sets out the role, composition and responsibilities of the Sustainability Committee (the **Committee**), a committee established by the Heartland Group Holdings Limited (**HGH**) **Board of Directors (HGH Board)**.
- 2 This Charter sets out the scope of the Committee's responsibilities in relation to HGH, and its subsidiaries (**Heartland Group**).

Purpose

- 3 The purpose of the Committee is to advise and provide assurance to the HGH Board in order to enable the HGH Board to discharge its responsibilities in relation to:
 - (a) recommending and reviewing progress against Heartland Group's sustainability strategy – including undertaking an initial materiality analysis process;
 - (b) Heartland Group's annual sustainability disclosures;
 - (c) the oversight of Heartland Group's implementation of the climate-related risks (and opportunities) disclosure regime; and
 - (d) advocacy for sustainability issues, including consideration of whether the appropriate skills and competencies exist across Heartland Group.

Authority

- 4 The HGH Board authorises the Committee, as the Committee considers necessary in performing its duties, to:
 - (a) investigate any matter relevant to its purpose;
 - (b) seek any information it requires from the HGH CEO or, via the CEO, from any other employee, officer or external advisor of or to any Heartland Group entity;
 - (c) have free and unfettered access to risk and financial control personnel and other parties (internal and external) in carrying out its duties;
 - (d) obtain, at the expense of HGH, external legal or other independent professional advice; and
 - (e) arrange, at the expense of HGH, for external legal advisors or other independent parties with relevant experience or expertise to attend any meeting of the Committee.
- 5 The Committee will not take any action or make any decision on behalf of the HGH Board unless the HGH Board delegates its authority to do so to the Committee. However, the HGH Board may consider the advice and recommendations of the Committee.

Membership

- 6 The Committee will be appointed by the HGH Board and will be made up of at least two non-executive HGH directors, the majority of whom must be independent directors. The Committee may include a non-executive director of one of its subsidiaries.

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- 7 The Chair of the Committee will be appointed by the HGH Board.
- 8 If the Chair of the Committee is absent from a meeting, the members of the Committee present will appoint a chair for that particular meeting.
- 9 The Chair will appoint the secretary of the Committee.

Meetings and Reporting

- 10 Meetings shall be held four times per year, or more frequently as required.
- 11 Directors who are not members of the Committee may attend Committee meetings.
- 12 The Chair shall, to the extent possible, act as the liaison between management and the Committee.
- 13 An agenda and supporting documentation for each meeting shall be prepared and circulated to all members of the Committee and attendees within a reasonable period in advance of each meeting.
- 14 A quorum for a meeting shall be two members of the Committee.
- 15 Any employee in attendance may be excluded from that part of the meeting at which the Committee wishes to discuss any matters without the presence of management.
- 16 The secretary of the Committee will circulate the minutes of each Committee meeting to Committee members, directors, and as appropriate, attendees within a reasonable period following the meeting.
- 17 The Chair of the Committee will report the Committee's findings and recommendations to the HGH Board.
- 18 The Chair of the Committee may also report recommendations and findings to the Heartland Bank Limited (HBL) Chief Operating Officer (COO) if s/he is not in attendance for all or any part of a meeting.

Responsibilities and Duties of the Committee

- 19 Management is responsible:
- (a) for ensuring that the Committee is informed of all matters relevant to its purpose;
 - (b) for providing assurance in respect of those matters, where required; and
 - (c) for the quality and integrity of that information and assurance.
- 20 Subject to those responsibilities of management and to any resolution of the HGH Board, the responsibilities and duties of the Committee are set out in this clause 20.

Strategy

- (a) To review, annually, the sustainability strategy for Heartland Group, including the key goals in each of the relevant areas and the planned initiatives to achieve those goals.
- (b) To regularly review the status of those initiatives.
- (c) To consider reports from management on sustainability matters and advise the HGH Board on any changes required to Heartland Group's practices.

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Disclosures

- (d) To oversee Heartland Group's annual Sustainability Report.

Climate-related Risks

- (e) To oversee Heartland Group's climate related disclosures reporting. This includes, but is not limited to:
- reviewing the substance of that disclosure (noting that the HGH Board Audit and Risk Committee (**BARC**) will consider the compliance of that disclosure with the accounting standards);
 - overseeing Heartland Group's scenario analysis exercises; and
 - overseeing Heartland Group's transition plan.

Advocacy

- (f) To advocate for sustainability matters generally, and advise the HGH Board on any changes required to Heartland Group's practices.

Review of Committee

- 21 The HGH Board shall undertake a regular review, at least annually, of the Committee's performance, objectives and responsibilities.
- 22 The Committee may recommend to the HGH Board any amendments to this Charter.