

WE SODA LTD
SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE

Adopted by the Board on 18 November 2025

1. PURPOSE

The purpose of the Sustainability Committee (Committee) is to support and advise the Board of WE Soda Ltd (WE Soda) (Board) on sustainability matters for WE Soda and its subsidiaries (Group) as set out in these terms of reference.

2. RESPONSIBILITIES

The Committee shall:

- 2.1 Review the implementation of the Group's sustainability strategy and long-term plan to deliver Sustainability as a Service and regularly review progress against objectives set by the Board in relation to the strategy.
- 2.2 Review developments, emerging best practice and regulatory changes in relation to climate and sustainability matters that affect the business of the Group.
- 2.3 Monitor the performance of the Group in relation to health, safety, environment, climate and community matters, including the effectiveness of its policies and processes.
- 2.4 Review and assess the framework for the identification, management and reporting of health, safety, environment, climate and community risks, and the investigation of incidents relating to health, safety, environment and community.
- 2.5 Review the effectiveness of the framework in facilitating timely responses to incidents, risks and hazards, along with the effectiveness of the resources in place to support the framework.
- 2.6 Review decisions and actions in relation to health, safety, environment, climate and community that impact employees, third parties and communities and the reputation of the Group.
- 2.7 Review and approve the proposed annual plan for independent audit and assurance projects relevant to the Committee's responsibilities.
- 2.8 Advise the Board on risk appetite, tolerance and strategy relevant to sustainability risks and ensure that material risks are appropriately captured within WE Soda's risk profile.

3. MEMBERSHIP

- 3.1 The Committee shall comprise at least three independent non-executive directors who shall be appointed by the Board. At least one member of the Committee must have relevant skills, experience or qualifications, as determined by the Board in relation to sustainability matters.
- 3.2 The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.
- 3.3 In the event of an equality of votes, except where he or she has a personal interest, the Committee Chair shall have a casting vote.
- 3.4 Members of the Committee shall be appointed by the Board in consultation with the Committee Chair. Appointments shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members continue to be independent and meet the criteria for membership of the Committee.

- 3.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals, may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

4. SECRETARY

The Company Secretary or a nominee shall be the secretary of the Committee.

5. QUORUM

- 5.1 A quorum for any meeting shall be at least two members of the Committee.
- 5.2 Members of the Committee may attend in person or participate by other means, including teleconference or video conference.

6. MEETINGS

The Committee shall meet not less than four times annually and at such other times as any member or the Secretary of the Committee shall require.

7. NOTICE OF MEETINGS

- 7.1 Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair or any of its members if they consider it necessary.
- 7.2 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. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time unless the Chair determines (acting on advice from the Company Secretary) that it would be inappropriate for any one or more individuals to receive them.

8. REPORTING & DISCLOSURE

- 8.1 The Committee Chair shall report to the Board after each meeting and the minutes of each Committee meeting shall be made available to the full Board.
- 8.2 The Committee shall review and recommend to the Board for approval sections in the annual report relevant to its responsibilities and, if requested by the Board, any other such material public disclosure.
- 8.3 The Committee shall review and recommend to the Board for approval the Modern Slavery Statement.

9. DELEGATION

- 9.1 The Committee has the delegated authority of the Board in respect of the responsibilities in these Terms of Reference. The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation the establishment of sub-committees to analyse particular issues or themes and to report back to the Committee.
- 9.2 Where appropriate to ensure the ongoing efficiency of the Committee, it may delegate responsibility to the Committee Chair to execute decisions on its behalf. In these instances, the Committee Chair would, where appropriate, solicit the views of other Committee members.

10. ADVICE

The Committee shall have full authority and resources to investigate all matters falling within its Terms of Reference and, therefore, the Committee may obtain, at the Group's expense, any external independent professional or expert advice as it considers necessary in connection with its purpose and, if required, secure the attendance of such advisors at its meetings.

11. RESOURCES

The Committee shall have unrestricted access to such resources as it may reasonably require to carry out its responsibilities.

12. REVIEW AND EVALUATION

The Committee shall undertake a review, at least annually, of its effectiveness including its role and responsibilities, and organisation. This shall include a review of its Terms of Reference.

Change Control	
Approved by the Board on:	18 November 2025
To be reviewed and, if necessary, updated by:	31 December 2026