



## WINE OPERATIONS AND SUSTAINABILITY COMMITTEE CHARTER

### Objective

To assist the Board by providing expert consideration of, and advice on, the Company's wine making operations in the various regions in which the Company operates, expansion opportunities in winemaking areas, supply chain sustainability and oversight of the Company's sustainability reporting.

### Authority

The Wine Operations and Sustainability Committee (the **Committee**) is established by, and reports to, the Board. The Committee's functions and powers are as set out in this Charter or otherwise delegated to it by the Board in accordance with the Company's Constitution.

The Committee's role is to review and make recommendations to the Board. It has no decision-making power, or management function.

### Composition

The Committee shall be comprised of:

- at least two Directors on the Board, all of whom shall be independent (independence is given the same meaning as in the Board Charter); and
- at least one external member with depth of experience in the wine industry.

The Chairman and members of the Committee will be appointed by the Board, and the Board may remove or replace a member of the Committee at any time. The Committee must be chaired by an independent Director.

### Responsibilities and Duties

The duties of the Committee shall include providing expert consideration and advice to the Board on:

- strategic wine asset management and long-term planning;
- supply chain sustainability planning and initiatives;
- the structure and content of the Company's annual Sustainability Report;
- strategic partnerships relating to wine operations;
- supply chain investment and capital allocation strategy and annual plan;
- health & safety strategy and engagement;
- the acquisition and divestment of supply chain assets; and
- regional industry and regulatory insights, trends and relationships.

## **Administrative Matters**

### ***Meetings***

The Committee shall meet at least three times per year. The Committee may call such additional meetings as the Chairman of the Committee decides are necessary for the Committee to fulfil its duties.

The Constitution shall govern the regulation of meetings and proceedings of the Committee.

A quorum is at least two members of the Committee, of which one must be a Director on the Board. If the Chairman is absent from a meeting, the members of the Committee present shall appoint a Chairman for that particular meeting.

A standing invitation is issued to all non-executive Directors who are not members of the Committee to attend meetings. The Chief Executive Officer and Chief Supply Officer will be invited to attend meetings, as required. In addition, the Committee may invite any employee or other individual to attend a meeting of the Committee, from time to time, where the Chairman considers their involvement to be appropriate.

The Company Secretary or his or her delegate will act as Secretary of the Committee and shall attend meetings of the Committee, as required.

### ***Agenda***

The Chairman shall review the agenda for each meeting prior to its issue. Any Committee member may request business to be included on the agenda provided the Chairman and Secretary have been given prior notice of that business.

### ***Minutes***

The Secretary will prepare the minutes of meetings of the Committee which are to be approved by the Chairman in draft and circulated to all members of the Committee and to the Board. Minutes of meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Chairman.

### ***Independent External Advice***

The Committee or any individual Committee member may engage independent external advisers in relation to any Committee matter, at the expense of the Company. Before the external advice is sought, consent must be obtained from the Chairman of the Committee. The Chairman of the Committee may determine that any external advice received by an individual Committee member be circulated to the other Directors of the Company.

### ***Reporting***

At the Board meeting following each Committee meeting, the Chairman of the Committee will report to the Board on Committee activities and make appropriate recommendations (where necessary). The Committee will also consider if any material matters arising out of any Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

### ***Review***

The Committee's Charter will be reviewed annually. No changes to this Charter may be made without the approval of the Board. After its review each year, if changes are made, this Charter will be distributed by the Company Secretary to all Directors and the latest version included on the Governance page of the Company's website.