

Schedule 7 Sustainability Committee Charter

1 ROLE, RESPONSIBILITIES AND COMPOSITION OF THE SUSTAINABILITY COMMITTEE

1.1 Role and responsibilities

1.1.1 The Sustainability Committee advises and supports the Board in formulating and implementing a strategy in line with a view on long-term value creation by the Company and its subsidiaries (the “Group”), regarding the development and promotion of a healthy, safe and secure environment for the Company’s stakeholders as well as the sustainable development and social responsibility, and prepares any related decision-making at the Board level,

1.1.2 The purpose of the Sustainability Committee shall be:

- (i) to assist and advise the Board on its supervision of the Group’s policies, programs and related risks, concerning sustainability matters, (including, but not limited to) sustainability matters related to public issues of significance to the Group and its stakeholders that may affect the Group’s business, strategy, operations, performance or reputation;
- (ii) to receive regular reporting from any subsidiaries’ Sustainability Committees and the Sustainability Working Group to respectively collect any required information and provide requested insights and advice to the Board;
- (iii) to provide regular reporting to the Board.
- (iv) to act under any authority delegated by the Board relating to global and local sustainability matters, including with respect to setting out, monitoring, evaluating and reporting on policies and practices, management standards, strategy, performance and governance,

1.1.3 The main task of the Sustainability Committee is to develop a Group Sustainability Strategy.

1.1.4 In addition to the purposes set forth above and within the pursuit of the said main task, the primary responsibilities of the Committee shall be to:

- (i) review and approve goals and guidelines for environmental, social and governance compliance, aligned with Group’s commitments and legal requirements;
- (ii) review, discuss and propose the Group’s sustainability initiatives and engagement;
- (iii) assist in the Board’s supervision of risks relating to sustainability matters overseen by the Sustainability Committee;
- (iv) review, assess and make recommendations to the Board and to other Group bodies such as subsidiaries’ Sustainability Committee and/or Group Management Team regarding any sustainable development policy, including overall strategy or specific guidelines, management standards, key performance indicators of the Group relating to sustainability-related issues with the aim of ensuring that Group’s policies and procedures are in line with best practice;
- (v) review, assess and make recommendations to the Board and to other Group bodies such as the Remuneration Committee on sustainability-related targets for management incentives at Group, regional and BU level;

- (vi) recommend to the Board health and safety targets for the Company and the Group;
- (vii) review, assess and make recommendations to the Board as to the Group non-financial reporting and annual sustainability report;
- (viii) support the development of a health and safety culture in the Company and the Group also through its management;
- (ix) annually provide reports of its actions to the Board and make recommendations to the Board and to other Group bodies as it considers appropriate;
- (x) review and reassess the adequacy of this Charter and recommend to the Board any improvements to the Charter that the Sustainability Committee considers necessary or appropriate;
- (xi) undertake such other responsibilities or tasks within sustainability matters as the Board may delegate or assign to the Sustainability Committee from time to time.

1.2 Appointment and Composition

- 1.2.1 The Sustainability Committee is formally appointed by the Board of Directors of Cementir Holding N.V. as provided for under the Board Rules.
- 1.2.2 The Board determines the size of the Sustainability Committee, provided that the Sustainability Committee consists of at least three members with a majority of Independent Non-Executive Directors, and the term of appointment of its members.
- 1.2.3 The following managers will be invited to the meetings of the Sustainability Committee as standing guests:
 - The Group Chief Operating Officer;
 - The Group Chief Financial Officer;
 - The Group Chief Internal Audit Officer;
 - The Group General Counsel;
 - The Chief M&A, Integration, Corporate Development and IR;
 - The Chairman of Aalborg Portland Holding A/S
 - The Chairman of Aalborg Portland A/S
 - The Chairman of Unicon A/S

and such other people as the Sustainability Committee deems necessary, useful and appropriate.

- 1.2.4 The Board may at any time and in its complete discretion remove any member of the Sustainability Committee and may fill any vacancy in the Sustainability Committee, upon recommendation of the Remuneration and Nomination Committee. The same applies in case of earlier resignation pursuant to the following 1.2.6 or in any case of termination from the position of member of the Board or member of the Sustainability Committee.

- 1.2.5 The Sustainability Committee may invite members of the management, employees, internal or external counsels or others whose advice and counsel are relevant to the issues being considered by the Sustainability Committee to attend any meetings and to provide any such pertinent information as the Sustainability Committee may request.
- 1.2.6 In the event that a member of the Sustainability Committee is or becomes aware of any circumstance which may reasonably impair or be reasonably perceived to impair his or her ability to fulfill his or her duties hereunder or to contribute to the activity of the Sustainability Committee, he or she shall inform the chairman of the Board and the Chairperson (or in the case of the Chairperson, the other members of the Sustainability Committee) thereof promptly. The Sustainability Committee shall consult with the Board in order to determine whether there is sufficient cause for such member's resignation from, or termination of such member's membership on, the Sustainability Committee.
- 1.2.7 At least one among the members of the Sustainability Committee, the standing guests, or other invitees must have specific expertise in the fields of health, safety and security, sustainable development and social responsibility.

2 MEETINGS AND DECISION-MAKING

- 2.1.1 Clause 5 of these Board rules applies equally to the meetings and decision-making of the Sustainability Committee as far as applicable and except as otherwise provided under this Charter.
- 2.1.2 The Sustainability Committee shall periodically meet in executive sessions scheduled at the discretion of the Chairman of the Committee at least every six months, i.e. 2 meetings per year. The Committee shall meet at such time and place as the Chairman may determine.

3 REPORT TO THE BOARD

- 3.1.1 The Sustainability Committee reports on its deliberations and findings to the Board. This report includes information on how the duties of the Sustainability Committee were carried out in the financial year and also reports on the number of meetings of the Sustainability Committee and the main items discussed.

4 AUTHORITY AND RESOURCES

- 4.1.1 The Sustainability Committee shall have and may exercise all the powers and authority of the Board in connection with the discharge of its responsibilities hereinabove contemplated.
- 4.1.2 In performing its duties and exercising its authority, the Sustainability Committee may utilize the resources and the services of the appropriate personnel of the Group Companies involved in and/or assigned to sustainability issues.
- 4.1.3 The Sustainability Committee shall have the resources, funding and authority in its sole discretion and without the necessity of approval of the Board within the Group budget allocated to sustainability matters, to select, retain, and obtain the advice of external advisors, including consultants, external counsels or other advisors (each an "Advisor") through the Group CEO as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Sustainability Committee shall be directly responsible for the appointment, nomination and supervision of the work of any Advisor it retains.
- 4.1.4 For specific matters, the Committee may form and delegate authority to subcommittees as and when the Committee considers it appropriate. Likewise, the Committee may resolve to set up a Steering Committee, setting out the specific tasks and authorities it is entrusted with, which will be in charge of

leading one or more specific project(s) or initiative(s) or of the entire set of activities of the Committee and will consist only of a selected few of its members, regularly reporting to the rest of the Committee (the Project Group).