

## **VIVOPOWER INTERNATIONAL PLC (the “Company”)**

### **TERMS OF REFERENCE FOR SUSTAINABILITY COMMITTEE**

#### **1. CONSTITUTION**

The Sustainability Committee has been established as a Board Committee. In these terms of reference, the “Group” means the Company and its subsidiaries from time to time.

#### **2. MEMBERSHIP**

##### **2.1 Appointment of Committee**

The Committee will comprise a minimum of three directors.

Most Committee members will be independent directors as assessed by the Board in accordance with its policy on the independence of directors.

The Chairman of the Committee will be an independent director, appointed by the Board from the Committee’s members and will not be the Chairman of the Board.

Appointments and revocations of appointments to the Committee will be determined by the Board.

The composition of the Committee will be reviewed annually by the Board and the Committee to ensure an appropriate balance of expertise, skills, and experience.

The Company Secretary will be the secretary of the Committee.

##### **2.2 Other Attendees**

Directors who are not members of the Committee will have a standing invitation to attend each Committee meeting, subject to exclusion as deemed appropriate by the Committee Chairman from time to time.

Other executives and external advisers may be invited by the Chairman of the Committee to attend part or all any meeting. The Committee may ask management to present at Committee meetings on issues relevant to the Committee’s duties and responsibilities.

##### **2.3 Reconfirmation**

Each appointed Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

##### **2.4 Committee Chairperson**

The Board shall appoint the Committee chairman and may also appoint a deputy chairman. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

#### **3 SECRETARY**

The Company secretary or the nominee of the chairman of the Committee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues before the Committee.

#### **4 QUORUM**

The quorum necessary for the transaction of business shall be two members. If less than a quorum is available for a given meeting, the Board may, in its discretion, delegate the responsibilities of the Committee to the available members of the Committee and/or any substitute members who meet the qualifications for membership for the purposes of such meeting, if decisions made under such authority shall be presented to the full Committee at its next meeting.

#### **5. FREQUENCY OF MEETINGS AND NOTICE**

##### **5.1 Number of meetings**

The Committee shall meet at least twice a year and otherwise as required.

##### **5.2 Calling of meetings**

Meetings of the Committee shall be called by the Committee secretary at the request of the Committee chairman.

Meetings may be in person or by conference call or other similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may also act by unanimous written consent.

##### **5.3 Notice of meetings**

Unless otherwise agreed, notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed and supporting papers, as appropriate, shall be forwarded to each member of the Committee and to any other person required to attend, as well as to all other non-executive directors, no fewer than two working days before the date of the meeting.

#### **6. MINUTES OF MEETINGS**

##### **6.1 Preparation of minutes**

The Committee secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.

##### **6.2 Circulation of minutes**

The Committee secretary shall promptly circulate draft minutes of Committee meetings to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee chairman it would be inappropriate to do so.

## **7. ANNUAL GENERAL MEETING**

The Committee chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities.

## **8. DUTIES**

### **8.1 Duties of the Committee**

The Committee's role is to provide advice and assistance to the Board in monitoring the decisions and actions of management in achieving VivoPower's' goal to be a sustainable organisation.

Sustainability encompasses how VivoPower conducts its businesses, now and in the future, including through the pursuit of workplace safety, a commitment to the community and social responsibility, minimising the Company's impact on the environment, and maintaining VivoPower's' reputation as a leading B Corp Certified company.

### **8.2 Authority**

The Committee is authorised to perform activities within the scope of the responsibilities set out in this charter and to make appropriate recommendations to the Board.

The Committee will have unrestricted access to VivoPower's senior management and company records as required.

The Committee is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

### **8.3 Responsibilities**

The Committee has the following responsibilities:

#### **8.3.1 B Corp Certification**

Oversee VivoPower's activities to ensure that it retains its B Corp Certifications and enhances its reputation as one of the leading B Corp companies globally.

#### **8.3.2 Safety and Health**

Oversee VivoPower's Safety and Health policies and functions to ensure the Company's objectives are met.

Reviewing VivoPower's policies and programs to achieve Safety and Health objectives.

Reviewing VivoPower's safety and health performance against agreed targets.

Monitor and review key Safety and Health information and make recommendations to the Board regarding key Safety and Health issues across the Company.

#### **8.3.3 Community and Social Responsibility**

Review the effectiveness of VivoPower's policies and initiatives on community engagement and social responsibility.

Monitor VivoPower's activities and giving programmes to ensure they are directed towards opportunities for the development and well-being of VivoPower's people, their families, and the communities in which they work and live.

#### **8.3.4 Environment**

Review the effectiveness of VivoPower's policies and initiatives designed to ensure environmental sustainability and the minimisation of the Company's impact on the environment.

#### **8.3.5 Reputation**

Oversee the reputational impacts of VivoPower's business strategies and practices.  
Monitor VivoPower's policies and initiatives to ensure appropriate safeguards are in place for dealing fairly and ethically with customers, suppliers, competitors, and other stakeholders.  
Monitor external developments that are likely to impact VivoPower's reputation.

#### **8.3.6 Compliance**

Assist the Board in its oversight of VivoPower's compliance with applicable legal and regulatory requirements as they relate to each of the Objectives.

### **9. REPORTING RESPONSIBILITIES**

#### **9.1 Reporting to the Board**

The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

#### **9.2 The Committee shall:**

- a) make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- b) ensure that provisions regarding disclosure of information, as required by the Companies Act 2006 and SEC rules, are fulfilled and produce a report of the Company's Sustainability activities and achievements and;
- c) consider and make recommendations to the Board about the public disclosure of information regarding the goals of the Company regarding its Sustainability activities, in addition to those disclosures required by law or by SEC or Nasdaq rules or regulations.

#### **9.3 Committee chairman to maintain contact with principal shareholders about compensation**

The Committee chairman should maintain contact as required with the Company's principal shareholders about compensation.

### **10. OTHER MATTERS**

The Committee shall:

- a) have access to sufficient resources to carry out its duties, including access to the company secretariat for assistance as required;
- b) Provide advice to the Remuneration Committee to give due consideration to Applicable Rules and any other applicable laws, rules, or regulations, as appropriate, and any published guidelines or recommendations regarding the compensation of directors and officers of Nasdaq – listed companies and the formation and operation of share plans and share option schemes that are applicable to the Company; and
- c) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11. AUTHORITY**

The Committee is authorised by the Board to:

- a) obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference;
- b) instruct external professional advisers to attend any meeting if it considers this necessary or appropriate;
- c) investigate any activity within its terms of reference; and
- d) seek any information it requires from any employee of the Company to perform its duties.

Adopted by resolution of the Board of Directors of VivoPower International PLC at a meeting held on April 27th, 2023.