

SUSTAINABILITY COMMITTEE CHARTER

1 Purpose and authority

1.1 Purpose

The Sustainability Committee ("Committee") is a committee of the board of directors ("Board") of CAR Group Limited ("Company"). The purpose of this Sustainability Committee Charter is to specify the authority delegated to the Sustainability Committee by the Board of the Company and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with the Company's constitution and is authorised by the Board to assist it in fulfilling its statutory, regulatory and governance responsibilities. It has the authority and power to exercise the responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

2 Role of the Committee

The role of the Committee is to assist the Board in developing the Company's sustainability strategy and overseeing the Company's approach to environmental, social and governance matters which may impact on the Company's business, reputation and ongoing sustainability.

3 Committee responsibilities

The Committee is responsible for:

Sustainability strategy

- (a) overseeing the development of the Company's overall sustainability strategy and monitoring the Company's progress towards executing on that strategy;
- (b) reviewing and endorsing the Company's targets for sustainability related matters;

Environment

- (c) overseeing the development and execution of climate-related strategies, including to minimise the Company's impact on the environment, and broader initiatives relating to the industries in which the Company operates;

Social

- (d) overseeing employer brand activities focused on increasing pipeline of talent into the organisation and employee engagement and retention;
- (e) monitoring the Company's community engagement activities and ensuring these are aligned with the Company's broader people strategy;

Consumer

- (f) monitoring the Company's consumer experience to ensure we remain their partner of choice;

Responsible business practices

- (g) monitoring the Company's corporate governance structure and practices to ensure they are appropriate and effective to maintain the Company's ethics and integrity;
- (h) overseeing the development and monitoring the effectiveness of the Company's strategies related to modern slavery and supplier diligence;

Reporting and disclosure

- (i) monitoring environmental, social and governance trends and views of external stakeholders to ensure that the Company addresses important issues as part of its sustainability strategy; and
- (j) reviewing and making recommendations to the Board on the release of the Company's sustainability reporting.

Additional topics relating to people, risk and security which may be covered in the Company's Sustainability Reporting are overseen by other Board Committees.

4 Membership

4.1 Composition and size

The Committee will consist of at least three directors. At least one director will be an independent director.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

4.2 Chair

The Chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chair for the meeting.

4.3 Technical expertise

The Committee must be structured so that members have the necessary knowledge to assess the Company's sustainability strategy.

4.4 Commitment of Committee members

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

4.5 Secretary

The company secretary (or another individual appointed by resolution of the Committee) is the secretary of the Committee.

5 Committee meetings and processes

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

5.2 Frequency and calling of meetings

The Committee will meet as frequently as required to undertake its role effectively. The Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor or the Chair of the Board.

5.3 Quorum

Two members of the Committee constitute a quorum for meetings of the Committee.

5.4 Attendance by management and advisors

The Chief Executive Officer is expected to attend each scheduled meeting of the Committee.

The Committee Chair may also invite directors who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as required.

5.5 Agenda and documents

The Chair of the Committee determines the meeting agenda after appropriate consultation.

The Committee secretary distributes the agenda and any related documents to all Committee members and other attendees before each proposed meeting.

5.6 Access to information and advisors

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Committee requires;
- (b) access the Company's documents and records;
- (c) obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management; and

(d) approach management and external auditors for information.

5.7 Minutes

The secretary will keep minute books to record the proceedings and resolutions of meetings of the Committee.

The Chair of the Committee, or its delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be made available to all members of the Board.

5.8 Co-ordination with other Board committees

The Chair of the Committee is responsible for co-ordinating with Chairs of other Board committees to ensure that issues pertinent to multiple committees are brought to the attention of, and are addressed by, the relevant committee.

6 Committee's performance evaluation

The Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this charter.

In addition, the Committee's performance will be subject to annual review by the Chair of the Board and the Board as a whole.

7 Review and publication of charter

The Committee will review this charter from time to time and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.

Approved by the CAR Group Board of Directors

June 2024