

Sustainability Committee Charter

Calix Limited ACN 117 372 540 (**Calix**)

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Sustainability Committee established by the Board of Calix (the **Charter**). The Charter governs the operations of the Sustainability Committee (the **Committee**). It sets out the Committee's role and responsibilities, composition, structure and membership requirements.

1.2 Role of Committee

The Committee is established by the Board of Directors. The role of the Committee is to oversee development, monitor execution and review effectiveness of Calix's strategies, policies and initiatives related to sustainability and the United Nations Sustainable Development Goals (**SDGs**) where not covered by the other Committees.

2. Membership

2.1 Composition of Committee

- (a) The Committee comprises at least three members, who will be appointed and removed by the Board, including the Chair (**Committee Chair**), who will be nominated by the Board from time to time.
- (b) Members of the Committee must be members of Calix's Board of Directors, or external members with specialised knowledge.

2.2 Ceasing to be a member of the Committee

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chair of the person's resignation as a member of the Committee;
- (b) the Committee Chair gives the person notice in writing that the person is to cease to be a member of the Committee; or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

2.3 Secretary

- (a) The Committee will have a secretary, which is to be the Company Secretary or such other person as nominated by the Board (**Committee Secretary**).
- (b) The Committee Secretary will attend all Committee meetings.
- (c) The Committee Secretary, in conjunction with the Committee Chair, must prepare an agenda to be circulated to each Committee member at least five full working days prior to each meeting of the Committee.

- (d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year.
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3. Meetings & authority of Committee

3.1 Meetings

- (a) The Committee will meet as often as necessary, but must meet at least once per year.
- (b) The Committee Chair must call a meeting of the Committee if so requested by any Committee member, the Managing Director or the Company Secretary.
- (c) The Committee may invite other persons, including internal specialists or external advisers, to attend meetings if considered appropriate by the Committee Chair.
- (d) The quorum necessary for a meeting of the Committee will be 2 members, of whom at least one must be a member of Calix's Board of Directors.

3.2 Authority

- (a) The Board authorises the Committee, within the scope of its responsibilities, to:
 - (i) investigate any matter within the ambit of the role of the Committee as described in paragraph 1.2, which is brought to its attention with full access to all books, records and facilities;
 - (ii) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
 - (iii) obtain outside professional advice as it determines necessary to carry out its duties; and
 - (iv) ensure the attendance Calix officers at meetings as it thinks appropriate.
 - (b) The Committee will have no executive powers with regard to its findings and recommendations.
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4. Responsibilities

4.1 Specific responsibilities

In addition to any other matters which may be delegated to the Committee by the Board (including special investigations), the Committee's responsibilities are to:

- (a) support and advise the Board on Calix's goals, strategies, policies and initiatives relating to sustainability and the SDGs;
- (b) report to the Board regarding the effectiveness of Calix's goals, strategies, policies, and initiatives relating to sustainability and the SDGs, having regard to the consequences of decisions and actions, including their impacts on employees, third parties, and Calix's reputation;
- (c) review and provide feedback to management on Calix's sustainability and SDG-related reporting, including to review and endorse those corresponding sections of Calix's annual report;

- (d) review and report to the Board on external material trends with respect to sustainability and the SDGs which may have significant opportunities or implications for Calix; and
- (e) undertake any other initiatives or responsibilities that the Committee considers are consistent with the Committee's role, as described in paragraph 1.2.

4.2 Other matters

- (a) The Committee is authorised to engage, at Calix's expense, outside legal or other professional advice or assistance on any matters within its terms of reference.
- (b) The Committee is authorised to seek any information it requires from any officer or employee of Calix and such officers or employees will be instructed by the Board of Calix employing them to respond to such enquiries.
- (c) The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

4.3 Committee performance assessment

- (a) The Committee will perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.
- (b) The Board will evaluate the performance of the Committee as appropriate.

5. Other matters

5.1 Amendment of Charter

This Charter can only be amended with the approval of the Board.

5.2 Adoption of Charter and periodic review

- (a) This Charter was adopted by the Board on 1st July 2023, and takes effect from that date and replaces any previous Charter in this regard.
- (b) The Committee must review and reassess this Charter at periodically and, if required, make recommendations to the Board in respect of any amendments to the Charter. The Board will also review this Charter periodically. The Company Secretary will communicate any amendments to employees as appropriate.