



ESG Committee Charter

Rev	Issued	Description	Prepared	Approved Board
1.0	01/07/2023	Initial	Company Secretary	12/09/2023
2.0	05/06/2024	Review	Company Secretary	19/06/2024
3.0	28/07/2025	Review	Company Secretary	31/07/2025

1. Purpose

Gumtree Australia Markets Limited (ACN 611 717 036) (**Company**) is committed to conducting its business sustainably and responsibly.

The Company understands that recognition of how environment, social and governance (**ESG**) trends may impact a company's business model and strategy can drive value for the organisation and provide environmental and social solutions.

The purpose of the ESG Committee (**Committee**) is to ensure stewardship for the Company in identifying, managing and responding to such ESG trends and appropriate reporting to and communication with investors.

2. Composition

The Committee will be appointed by the Board and will consist of at least three Board members. The appointees will be Non-Executive Directors and the majority will be independent Non-Executive Directors. The Committee may also invite appropriate consultants or advisers to participate in meetings,

An independent Director will be appointed as Chair of the Committee. All Directors will receive Committee papers and have a standing invitation to attend Committee meetings.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

3. Operation

The Committee will meet at least two times a year, with other meetings on an as required basis. Committee meetings will be governed by the same rules in the Company's constitution, with the rules for Board meetings applying to Committee meetings.

The Company Secretary shall be the Secretary of the Committee. At the discretion of the Chair, having regard to the nature of the agenda, relevant Executive Directors, members of management or external advisers may be invited to attend meetings or parts of meetings.

The ESG Committee will have primary responsibility for ESG related matters, with the Audit and Risk Committee holding primary responsibility for all other areas of risk and governance. The committee chairs will co-ordinate to agree responsibilities and ensure there is no overlap.

The Chair of the Committee updates the Board about matters considered, discussed and resolved at Committee meetings, and other matters relevant to the Committee's role, responsibilities and activities.

4. Responsibilities

The Committee shall:

- (a) determine the relevance of ESG trends to the Company's business strategy and business model and how the Company will position itself in relation to those ESG trends to either benefit from them or manage and mitigate risks with them, having regard to the risk appetite set by the Board;
- (b) oversee the development and implementation of ESG initiatives including policies, internal controls, procedures and reporting to support the Company's ESG strategy;
- (c) establish measurable objectives and targets against the Company's ESG strategy (including in particular consideration of how best to link ESG performance, business strategy and financial and operational performance);
- (d) establish a framework for the collection and reporting of reliable, comparable and clear ESG data (seeking external assurance, if necessary) and determine appropriate form for ESG reporting (for example, whether to report ESG information in their annual report or in a standalone report);
- (e) annually benchmark the Company's ESG performance against relevant legal and regulatory requirements as well as industry and broader corporate best practice;
- (f) make recommendations on specific actions and decisions the Board should consider in relation to ESG matters; and
- (g) review the Company's public positions on key ESG issues in light of the risk appetite set by the Board.

5. Access to advice

The Committee has the authority to:

- (a) obtain independent professional or other advice in the fulfilment of its duties at the Company's cost; and
- (b) obtain such resources and information from the Company in the fulfilment of its duties as it may reasonably require.

6. Review of Charter

This Charter is to be reviewed on an annual basis by the Company Secretary in consultation with the Chair of the Committee for the purpose of assessing its continued relevance to the needs of the Board and identifying enhancements required. Proposed enhancements shall be submitted to the Board for approval.