

# **RTW Biotech Opportunities Limited**

**(the Company)**

## **Sustainability Committee Terms of Reference**

### **Definitions**

References to “the Board” shall mean the board of directors of the Company.

References to “the Committee” shall mean the Sustainability Committee.

References to “ESG” and or “Responsible Investment” refer to the following areas:

1. Environmental: the Company’s climate transition strategy and impact on the environment including greenhouse gas emissions, efficient use of resources, land use and biodiversity, and the environmental impact of the Company’s supply chain.
2. Social: the Company’s responsibilities towards:
  - a. Engagement with the local communities in which the Company operates;  
and
  - b. Other stakeholders and the application of human rights to such stakeholder groups and the Company’s operations.
3. Governance: the conduct of the Company’s business including corporate governance, business ethics, anti-bribery and corruption, commercial and product governance, data privacy and security.

References to “RI Policy” refer to the Company’s Responsible Investment Policy.

### **1 Purpose**

The purpose of the Committee is to:

- 1.1 Provide oversight on behalf of and advice to the Board in relation to the Company’s ESG strategy and activities;
- 1.2 Assist on such other matters related to ESG as may be referred to it by the Board;  
and
- 1.3 Ensure that all stakeholders receive appropriate information about the Company’s ESG activities.

### **2 Responsibilities of the Committee**

The Committee is a Committee of the Board from which it derives its authority and to which it regularly reports.

The Committee shall:

- 2.1 Assist the Board in overseeing the development of the RI Policy;
- 2.2 Maintain oversight of the Company's ESG targets and key performance indicators;
- 2.3 Oversee and support stakeholder engagement on ESG matters;
- 2.4 Review, prior to approval by the Board, the ESG matters to be presented in the Company's annual report and monitor the integrity of these reports; and
- 2.5 Maintain oversight of and make recommendations to the Board regarding upcoming ESG reporting requirements and ensure adherence.

### **3 Membership/Composition**

- 3.1 Members of the Committee shall be appointed by the Board.
- 3.2 Only members of the Committee have the right to attend Committee meetings, however, other individuals may be invited to attend for all or part of any meeting as and when appropriate.

### **4 Secretary**

- 4.1 The Company Secretary or designated representative shall act as the Secretary to the Committee.

### **5 Quorum**

- 5.1 The minimum quorum necessary for the transaction of business shall be two members of the Committee.

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions vested in or exercisable by the Committee.

### **6 Conduct of Meetings**

- 6.1 The Committee shall act by majority decision of its members, who may be present either in person, by video conference or by telephone;
- 6.2 In the event of a deadlock between the members, the chair shall have a casting vote; and
- 6.3 Minutes shall be maintained of meetings of the Committee and the Committee may record its resolutions by means of written resolutions signed by all or a majority of its members.