



**TERMS OF REFERENCE
SAFETY AND SUSTAINABILITY COMMITTEE
OF CANADA PACKERS INC.**

1. Mandate

The Safety and Sustainability Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”). Its mandate is to provide strategic oversight and guidance on the Company’s programs, policies, and performance in the areas of:

- **Food Safety** (including nutrition, health, and product integrity);
- **People Health and Safety** (including occupational health and safety, supply chain transparency, and stakeholder engagement);
- **Animal Care**; and
- **Environmental Sustainability** (including climate-related performance, natural resource stewardship, and waste, water and energy performance).

(collectively the “Safety and Sustainability Performance Areas”)

The Committee acts in an oversight and advisory capacity to the Board. Day-to-day execution and operational responsibility remain with management.

2. Duties and Responsibilities

In fulfilling this mandate, the Committee is responsible for:

a) Sustainability Objectives

- Overseeing the establishment and updating of the Company’s sustainability objectives in the Safety and Sustainability Performance Areas (the “Sustainability Objectives”).
- Monitoring the Company’s progress toward achieving its Sustainability Objectives.

b) Sustainability Performance

- Overseeing the design, appropriateness, and effectiveness of Company policies and processes with respect to the Safety and Sustainability Performance Areas to ensure they meet or exceed applicable legislative, regulatory, and industry standards while advancing the Company’s Sustainability Objectives.
- Monitoring the Company’s compliance with its policies and practices, industry standards and regulatory requirements, including receipt of regular management reports

c) Risk alignment

- Assessing the identification and management of material risks in the Safety and Sustainability Performance Areas, including the adequacy of management systems designed to measure, monitor, and report on compliance and performance.
- Oversee the Company's ability to respond to a crisis within the Safety and Sustainability Performance Areas.
- Monitor external developments, regulatory guidance and emerging best practices related to the Safety and Sustainability Performance Areas, including the Company's plans and performance related to same.

d) Governance and Disclosure

- In coordination with the Audit Committee, oversee compliance with regulatory, stock exchange, and governance disclosure requirements relating to Safety and Sustainability Performance Areas.
- Review and recommend required public disclosures regarding the Safety and Sustainability Performance Areas.

3. Authority and Accountability

- The Committee is accountable to the Board for the discharge of its mandate and shall report regularly to the Board on the performance of its responsibilities.
- The Committee shall have the authority to:
 - Access any and all relevant information from management and employees of the Company as required to discharge its duties;
 - Engage, retain, and terminate external advisors, including consultants, legal counsel, or other experts, as it deems necessary or advisable, with sole authority over the terms of such engagements and related fees (which fees shall be borne by the Company);
 - Communicate directly with external and internal auditors, as well as other external advisors; and
 - Recommend to the Board such actions and decisions as the Committee considers appropriate in the discharge of its responsibilities.
- In performing its duties, the Committee shall act in a manner consistent with the best interests of the Company and its stakeholders. Except as set out herein, or delegated by resolution by the Board, the Committee shall have no authority to bind the Board.
- Annually, the Committee shall evaluate its performance with reference its duties and responsibilities under these Terms of Reference, and the results of its evaluation shall be submitted to the Corporate Governance Committee.

4. Composition and Membership

- The Committee shall be composed of not fewer than three (3) members of the Board the majority of whom shall be independent, unless the Board, on advice of the Corporate Governance Committee, determines that it would be in the best interests of

the Company to appoint a majority of non-independent directors.

- Members shall be appointed annually by the Board upon the recommendation of the Corporate Governance Committee.
- The Board shall designate one member of the Committee as Chair. In the absence of the Chair, the members present may appoint an interim Chair.
- All members should possess appropriate skills and experience relevant to the Safety, and Sustainability Performance Areas.

5. Meetings and Procedures

- The Committee shall meet at least four (4) times annually, or more frequently as circumstances require.
- A majority of the members of the Committee shall constitute a quorum.
- At each regularly scheduled meeting the Committee shall designate time to meet in-camera without members of management present.
- The Committee may invite officers, employees, advisors, or other individuals to attend meetings as it deems necessary or appropriate.
- All directors of the Company are invited to attend Committee meetings as guests, subject to compliance with the Company's conflict of interest rules and governance policies.
- The Corporate Secretary, or their delegate, shall act as secretary to the Committee and record minutes of its proceedings.
- Minutes of each meeting shall be shared with Committee members, approved at subsequent meetings, and made available to the Board.

6. Review of Terms of Reference

- These Terms of Reference shall be reviewed annually by the Committee and any proposed amendments shall be recommended to the Corporate Governance Committee for approval.