

WATCH & JEWELLERY INITIATIVE 2030

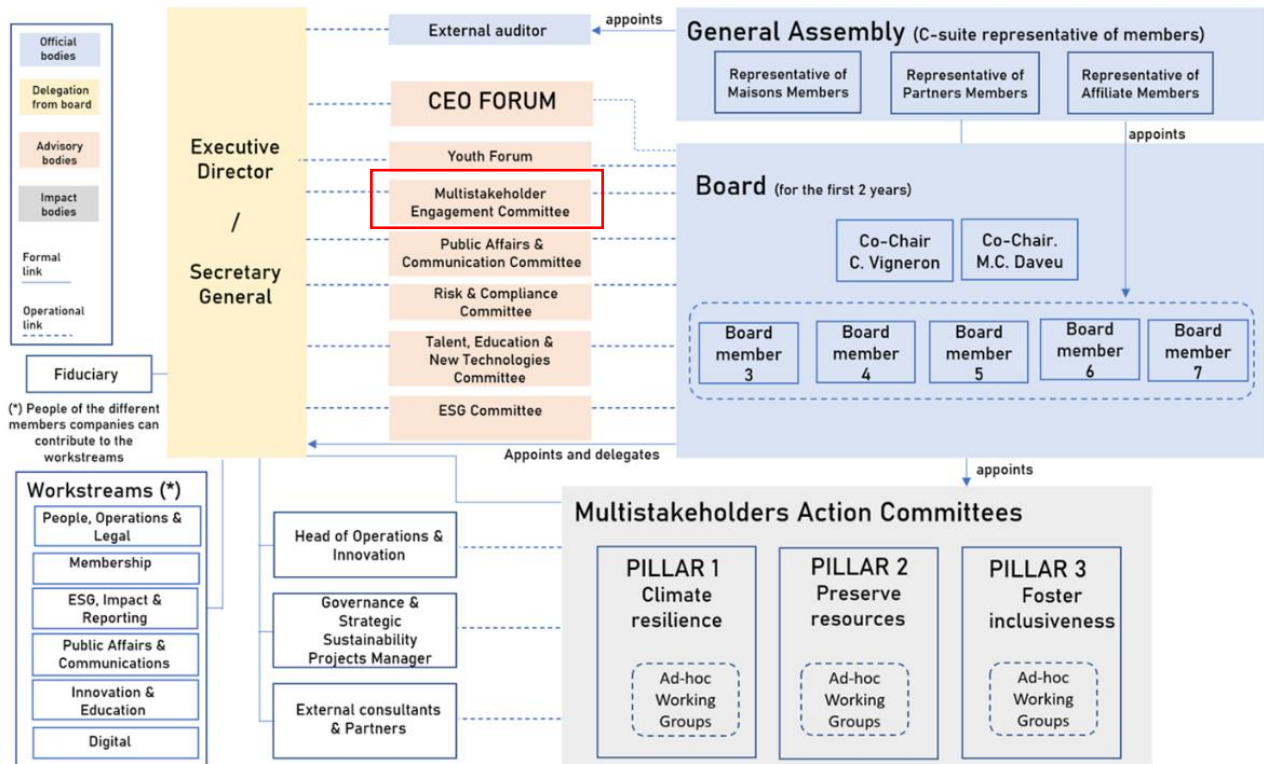
TERMS OF REFERENCE – MULTI-STAKEHOLDER ENGAGEMENT COMMITTEE

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1. Introduction

- 1.1. Founded by Kering and Cartier, the Watch and Jewellery Initiative 2030 ("**WJI 2030**") is a Swiss non-profit association guided by the Ten Principles of the United Nations Global Compact and the 17 Sustainable Development Goals ("**SDGs**"). WJI 2030 has set ambitious goals to accelerate positive impact in three areas: building climate resilience, preserving resources, and fostering inclusiveness, through the collective effort of Maisons, their suppliers and business partners and in collaboration with key stakeholders.
- 1.2. WJI 2030 will pursue its goals in accordance with its Statutes, Code of Conduct, Anti-trust Policy and with any other policy it may develop and adopt from time to time.
- 1.3. As per Article 18 of WJI 2030's Statutes, to assist in the discharge of its role, the Board is entitled to delegate certain of its tasks to Committees. The Committees have the authority to examine specific issues within their respective terms of reference as approved by the Board and report to the Board with their recommendations.
- 1.4. As stated in Article 10 of the Statutes, dedicated Committees set up by the Board will not be considered as bodies of the Association.
- 1.5. The current Committees of WJI 2030 in place are:
 - Multi-Stakeholder Action Committees on Climate Resilience;
 - Multi-Stakeholder Action Committees on Preserving Resources;
 - Multi-Stakeholder Action Committees on Fostering Inclusiveness;
 - Multi-Stakeholder Engagement Committee;
 - Public Affairs and Communication Committee;
 - Risk and Compliance Committee;
 - Talent, Education and New Technologies Committee; and
 - ESG Committee.

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2. Purpose

- 2.1. The multi-stakeholder approach is central to the principles and operations of WJI 2030, and it is reflected in how WJI 2030 is governed and conducts its projects. The purpose of the Multi-Stakeholder Engagement Committee (the "**Committee**") is therefore to provide for a forum in which all stakeholders (see definition below at Art. 3.11.) are represented and can express their views, concerns and ideas.

3. Composition & Terms

A. Appointment

- 3.1. Members of the Committee are appointed by decision of WJI 2030's Board, after considering the recommendation of the Executive Director.
- 3.2. The Committee shall be made up of a maximum of nine members.
- 3.3. The Committee shall have one Chair and one vice-Chair., designated by the Board. The Chair shall be, to the extent possible, a Board member representing civil society (non WJI 2030 Members).
- 3.4. The remaining Committee members shall be appointed as representatives of an organization representing a WJI 2030 stakeholder.

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- 3.5. Appointed Committee members may designate an alternate representative to represent their organization.
- 3.6. All Committee members are required to fully comply with WJI 2030's Code of Conduct, including its Antitrust policy, and abide by WJI 2030's Charter Governing Data Privacy, its Conflict of Interest Policy, as well as other relevant policies which may be applicable from time to time.
- 3.7. They shall exercise their duties as Committee member with loyalty and integrity towards WJI 2030, including by providing full and active participation and fulfilment of obligations.

B. Term

- 3.8. The first appointed members of the Committee shall serve for a term of two to four years as decided by the Board at their appointment. The subsequently appointed members shall serve terms of two years, or any such period as decided by the Board.
- 3.9. Terms of members of the Committee, including the vice-Chair, are renewable by the approval of both the Committee and the WJI 2030 Board, up to a maximum of three consecutive terms.
- 3.10. The Chair shall not be eligible for immediate re-election, but only after a two-year lapse, unless in exceptional circumstances as determined by the Board. In addition, to the extent that the Chair is a Board member representing civil society, his/her term as a member of this Committee shall end immediately if his/her term as Board member ends.
- 3.11. In case of resignation in the course of a term, a new member may be appointed for the remaining time of the term.
- 3.12. Members may be dismissed by a Board's resolution, at any time.

C. Selection Criteria (Stakeholders)

- 3.13. The Committee is to be composed of stakeholders of WJI 2030, including:
 - non-industry members,
 - non-WJI 2030 Members,
 - non-governmental organisations,
 - academic and research institutions,
 - other international institutions, and
 - organisations representing the wider civil society.

4. Meetings & Procedures

A. General Principles

- 4.1. The Committee shall hold regular meetings, at least four times per year. Meetings will be coordinated by the WJI 2030 Secretariat, in collaboration with the Chair.
- 4.2. All Committee meetings will include a clear anti-trust statement by the Chair at the beginning of each meeting.

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- 4.3. The Committee may not delegate any portion of the Committee's authority, duties and responsibilities.
- 4.4. Committee members shall ensure all perspectives provided are free of any conflicting interest of a personal nature.

B. Participants and external observers

- 4.5. Meetings may include any participants deemed appropriate as observers, and they shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities. The Executive Director shall generally attend all regularly scheduled meetings of the Committee, as an observer.
- 4.6. The Committee may request that any Board members or employees of WJI 2030, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee as observers to provide relevant information.

C. Information, audits and external advice

- 4.7. The Committee shall receive information from and meet, as deemed necessary and appropriate, with the Executive Director and/or the Governance Manager, Board members or other persons. Such briefings and meetings may take place with the Committee Chair or individual Committee members, as appropriate.
- 4.8. The Committee may require management to conduct audits on compliance, regulatory and/or legal and/or other related concerns.
- 4.9. The Committee may, in compliance with the relevant internal policies of WJI 2030 (Grievance and Complaints Mechanism, Due Diligence Policy and Protocol, etc.) and with the Board's approval, request written or oral advice from external advisors, at WJI 2030's cost.

D. Compensation and funding:

- 4.10. WJI 2030 shall (i) provide for appropriate funding to compensate Committee members, who do not seat on the Board, for the reasonable time spent in the conduct of their duties, as decided by the Board and (ii) cover reasonable travel expenses where members are requested to attend in-person meetings.
- 4.11. WJI 2030 shall provide for appropriate funding, as determined by the Committee, for the payment of (i) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities and (ii) compensation to advisors retained by the Committee as per Article 4.9.

E. Reporting

- 4.12. The Committee shall keep written minutes of its meetings, which shall be maintained with the books and records of WJI 2030.
- 4.13. On an annual basis, the Committee shall deliver a written report on its activities to the Board. This report shall also review and assess the performance of the Committee.

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4.14. In addition, the Committee may report, either directly or through the Executive Director, to the Board at any Board meeting through an oral report, should a specific activity and/or decision be brought immediately to the attention of the Board.

4.15. The Committee shall review and assess the adequacy of these Terms of Reference regularly and, if appropriate, recommend changes to the Board for approval.

F. Quorum & decisions-making

4.16. The quorum to hold a meeting of the Committee shall be the simple majority of its appointed members.

4.17. A resolution of the Committee must be passed by a simple majority of the votes cast by the Committee members entitled to vote on the resolution and present at the meeting, or represented by their appointed alternate.

4.18. Each Committee member, or their appointed alternate, present in person is entitled to vote and has one vote.

4.19. Committee members may not assign a proxy to another Committee member.

4.20. If on any resolution an equal number of votes is cast for and against the resolution, the Chair has a casting vote.

G. Attendance

4.21. Committee meetings will generally be conducted using electronic means to encourage broad and global participation.

4.22. The Committee Chair shall keep track of attendance during all meetings and advise the Executive Director if Committee members are absent on a consistent basis or are failing to abide by their obligations as Committee members. The Executive Director can advise the Board accordingly, who can ask the Committee member to stand down and be replaced.

5. Responsibilities

A. General Principles

5.1. As stated in Article 10 of the Statutes, the Committee will not be considered as a body of the Association. It has an advisory role to the Board.

5.2. While subject to the overarching guidance and supervision of the Board, the Committee is responsible for discharging its responsibilities and managing its activities, within the scope of the present Terms of Reference and shall (unless otherwise determined by the Board) be able to act without prior reference to the Board in relation to those matters.

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B. Duties

- 5.3. In carrying out its responsibilities¹, the Committee shall represent WJI 2030's stakeholder community and share with the Board and Secretariat its views on the mission of WJI 2030 and on the manner in which it conducts its activities. In doing so, the Committee shall, in particular:
- 5.3.1 Share views, opinions, knowledge and expertise, to support the achievements of WJI 2030's objectives, as expressed in the 3 pillars especially those involving underprivileged/underrepresented communities,
 - 5.3.2 Provide technical or expert input and feedback where requested and applicable,
 - 5.3.3 Contribute to the development and implementation of WJI 2030's roadmap,
 - 5.3.4 Undertake effective outreach activities with civil society groups to further the purpose of WJI 2030,
 - 5.3.5 Ensure fruitful interaction with, and inclusion of the stakeholders,
 - 5.3.6 Encourage and identify effective partnerships with civil society, academia or other organizations,
 - 5.3.7 Collect and share information about the needs and views of the stakeholders,
 - 5.3.8 Enhance the present WJI 2030 multi-stakeholder partnership policy,
 - 5.3.9 Contribute in framing the adequate Governance structure of WJI 2030, and
 - 5.3.10 Take any other action deemed appropriate to achieve its duties.

C. Authority

- 5.4. The Committee may consider any matter which falls within the roles and responsibilities delegated to it by the Board, notwithstanding that the particular matter(s) may have been previously referred to and considered by another Committee. The Board delegates to the Committee the power to do all things necessary to perform its duties and fulfil its purpose.
- 5.5. However, the Committee is not responsible for supervising the performance of executives and does not become involved in day-to-day operations and management functions.

Approved by the Board on 13.03.2023

Entry into force 13.03.2023

¹ To be refined after first year of operation.

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