



Bylaws Stakeholder Council

Foundation Global Reporting Initiative

Date: 20 March 2025

Article 1: Introduction.

- 1.1 These bylaws (**'Bylaws'**) have been drawn up on the basis of the articles of association (**'AoA'**) of the Dutch foundation; the Global Reporting Initiative (the **'Foundation'**) supplementing and specifying applicable rules and regulations under Dutch law, and/or the AoA of the Foundation.
- 1.2 The Bylaws have been approved by the Foundation management board (**'Management Board'**) on 20 March 2025 and have been approved by the Foundation supervisory board (**'Supervisory Board'**), on 20 March 2025.
- 1.3 These Bylaws provide further arrangements for the Stakeholder Council (**'SC'**) of the Foundation. If and insofar as these Bylaws conflict with the AoA of the Foundation and/or Dutch law, the AoA and/or Dutch law prevails.
- 1.4 Capitalized terms and expressions defined in the AoA, and other bylaws of the Foundation shall have the same meaning when used in these Bylaws, unless defined otherwise herein.

Article 2: Role, responsibility, and duties of the SC.

- 2.1. The Supervisory Board has oversight of the SC, and the Management Board provides support to the SC.
- 2.2. The task of the SC is to serve as a sounding board (and not to provide oversight) for the Supervisory Board, Management Board and Global Sustainability Standards Board (**'GSSB'**) regarding important key strategic issues facing the Foundation. Its purpose is to advise and provide non-binding advice (**'Recommendations'**) on these issues to the Supervisory Board, the Management Board, and GSSB.
- 2.3. Its task does not include the providing of advice or executing oversight where it regards the development and setting of actual standards.
- 2.4. The SC, in its capacity as sounding board, shall provide recommendations to the Supervisory Board, Management Board and the GSSB in achieving the Foundation's strategic objectives, in particular regarding:
 - (i) Mainstreaming GRI Standards by unlocking the value of reporting, creating a seamless global reporting system and enhancing sustainability reporting practices worldwide;
 - (ii) Ensuring the Foundation's continued relevance in the context of the evolving international sustainable development and reporting landscape;
 - (iii) Driving innovation and continuous improvement to ensure that the Foundation, its products and services; and its way of doing business are fit for the future and effective; and
 - (iv) Fostering a multi-stakeholder approach in the activities and organization of the Foundation.

The SC provides recommendations based upon specific, clearly articulated requests submitted to the SC by the Supervisory Board, Management Board and/or GSSB or upon the SC's own initiative.

- 2.5. In fulfilling its task, the SC focuses on the interests of the Foundation and its affiliated organization in the short and long-term and considers the interests of the Foundation's stakeholders.

Article 3: Composition, expertise and independence of the Stakeholder Council.

- 3.1 The SC comprises a minimum of 15 members and up to a maximum of 30 members.
- 3.2 The SC, as a main principle, strives to maintain a balanced representation of stakeholders by gender, by geography and by constituency category¹. Accordingly, the SC should comprise a minimum of one (1) representative from each constituency category and geographical region, with due consideration for gender balance within the SC. Even if this minimum requirement is met, should a balanced representation not be achieved during a nomination period², it is imperative to ensure balanced representation through prioritization of the nomination of members from underrepresented groups for the upcoming period.
- 3.3 During each nomination period, the Supervisory Board Nomination Committee (NC) issues an open call for nominations for SC membership. The NC will present a slate of nominees to the SC based on its assessment of those individuals who have applied for nomination of their own free will, in accordance with the rules set out in the call and who meet the required criteria. In selecting and presenting the slate of nominees, the NC will consider the requirements for balanced representation.
- The SC will vote based on the slate of nominees presented by the NC to the SC. The Supervisory Board then appoints the SC members based upon the SC's vote.
- 3.4 Members of the SC commit to acting as individuals broadly representing their stakeholder constituency and region, and not their professional organizations or associations, for the length of their tenure.

Article 4: (Re)Appointments, term of office, expulsion and resignation.

- 4.1. The members of the SC are (re)appointed and/or dismissed in the manner provided for in the AoA.
- 4.2. SC members are appointed for a term of three (3) years and for a maximum of two (2) consecutive terms.
- 4.3. A reappointment after the expiry of the first term of three (3) years is only possible if and to the extent that the member, at the time of reappointment, (still) meets the requirements for this position and there is no question of neglect of his/her task, or insufficient functioning.
- 4.4. A nomination for (re)appointment is motivated and tested against the requirements as mentioned above. With due observance of the statutory provisions, the Supervisory Board and (the chairperson of) the SC will in any case be involved in the (re)appointment. In the case of reappointment, account shall be taken of the manner in which the candidate has fulfilled his/her duties as a SC member, as defined in the Article 7 and Article 8 of these Bylaws.
- 4.5. If an SC member chooses to prematurely leave his/her position on the SC, the member will submit a written letter of resignation to the chairperson of the SC. The resignation will take effect, once the Chairperson of the SC has responded to the resigning member, which the Chairperson of the SC aims to do within a week of receipt of the resignation.

¹ The term "constituency categories" refers to the stakeholder groups that have been delineated by the Supervisory Board as being eligible for representation within the SC. The current list of eligible constituency groups includes business enterprises, civil society, investment institutions, labour organisations and mediating institutions. The Supervisory Board reserves the right to make amendments to the list or definition of constituency groups

² The term 'nomination period' refers to the process for the appointment of new members to achieve the SC's minimum requirements regarding its composition.

- 4.6. The Supervisory Board may, in consultation with the Chairperson of the SC, request the resignation of SC members before the expiry of their term of office, in the event that:
- (i) Persistent failure to fulfil the duties and responsibilities as defined in Article 7 and Article 8 of these Bylaws.
 - (ii) They behave or act in a manner that is contrary to the AoA of the Foundation, these Bylaws, applicable laws and regulations and/or the generally accepted principles of ethics and integrity.

In the event of such a situation, the Supervisory Board may, at its discretion, vote for the expulsion of a SC member, following a review of the opinion of the Chairperson of the SC and the written defense of the SC member in question.

Article 5: Chairperson and Vice Chairperson of the SC.

- 5.1. The SC appoints the chairperson ('Chairperson') and vice-chairperson ('Vice Chairperson') of the SC upon the presentation of a slate of nominees prepared by the Supervisory Board. The Chairperson and Vice Chairperson are appointed for not more than two (2) consecutive terms of a maximum of two (2) years per term.
- 5.2. The Vice Chairperson fulfils duties of the Chairperson in her/his absence.
- 5.3. The Chairperson of the SC regularly consults with the chairpersons of the Supervisory Board and the GSSB, the CEO and members of the Management Board on matters relevant to the Foundation's agenda.
- 5.4. Tasks of the Chairperson of the SC includes the following:
- (i) Setting the agenda for the SC meeting, leading the meetings of the SC, and ensuring an orderly and efficient conduct at the SC's meetings.
 - (ii) Supervising the proper functioning of the SC.
 - (iii) On request by the Supervisory Board, attending the meetings of the Supervisory Board as an observer with an opportunity to participate in discussions.
 - (iv) Reporting regularly to the Supervisory Board about the activities of the SC and other relevant information.
 - (v) Representing the SC to the Supervisory Board Nomination Committee in a consulting capacity regarding relevant appointment processes, in accordance with the Committee's charter and established procedures.
 - (vi) Acting as the main point of contact for the Supervisory Board about the functioning of the SC and its members.
 - (vii) Ensuring ample time for seeking advice, deliberation, and the other aspects of preparing and documenting the meetings of the SC and the decision-making therein and supervising the implementation/execution of the decisions taken.
 - (viii) Ensuring timely and adequate provision of information to all members of the SC, the Management Board, to the Supervisory Board and the GSSB that is necessary for the proper performance of their duties and in view of the SC functioning as a sounding board for the Supervisory Board, Management Board and GSSB.
 - (ix) Ensuring that the contacts with the aforementioned governance bodies within the Foundation, are conducted properly and the other members of the SC are informed in good time about the results thereof.
 - (x) Overseeing and participating in an annual evaluation and assessment of the functioning of the SC, sharing of the outcome and contemplated follow up actions with the Supervisory Board and acting upon the outcome of such evaluation.

- 5.5. The Chairperson and Vice Chairperson shall remain objective in the implementation of their duties and avoid partisanship based upon the constituency and region from which they originate.
- 5.6. The Chairperson shall not represent the Foundation itself. The Chairperson's representation capacity is limited to the representation of the SC. Any statement made by the Chairperson shall be considered to be made in a personal capacity and shall not be binding on the Foundation.
- 5.7. The Vice Chairperson of the SC acts as the point of contact for individual members of the SC, the Management Board, and the Supervisory Board about the functioning of the Chairperson.
- 5.8. Any member of the SC may recommend a vote of no-confidence in the Chairperson or Vice Chairperson of the SC, if supported by representatives from two (2) other constituencies, and if concerns about the leadership of the Chairperson or the Vice Chairperson have been raised. In writing to the Chairperson of the SC and to the Chairperson of the Supervisory Board. In such a case, a meeting with a special agenda shall be held with the participation of at least 50% of the members of the SC. If an absolute majority of the participants votes in favour, the vote of no confidence shall be valid.

Article 6: The Secretary of the Foundation.

The SC is supported by the secretary ('Secretary') of the Foundation, an individual appointed by the Management Board to act as Secretary to all governance bodies of the Foundation as included in the AoA.

Article 7: Duties, Rights and Remuneration of Stakeholder Council Members.

- 7.1. SC membership is a voluntary commitment, realized in a personal capacity. No remuneration can be granted to SC members.
- 7.2. SC members are appointed to represent a certain constituency group. It is the member's responsibility to immediately report to the Chairperson any changes affecting the member's capacity to represent the constituency group to which he/she has been elected.
- 7.3. Members of the SC may not act in a representative capacity on behalf of the Foundation.
- 7.4. If a member of the SC is provided with information (from a source other than the Supervisory- and Management Board or the GSSB) that is useful for the Supervisory- and/or Management Board and/or the GSSB to properly perform their tasks, he/she will make this information available to the Chairperson of the SC as soon as possible. The Chairperson will then inform the Supervisory- and/or Management Board, and/or GSSB.
- 7.5. The SC and its individual members are responsible for requesting, the Supervisory- and Management Board and GSSB, to provide all the information (if possible, In writing) that the SC needs in order to be able to properly perform its task as a sounding board for the Supervisory- and Management Board and in view of the Appointments. The SC may request members of the Management- and/or Supervisory Board to be present at its meetings.
- 7.6. SC members are expected to carry out their duties in an objective and impartial manner in support of the Foundation's vision and mission.
- 7.7. SC members are expected to commit the time and effort necessary for the proper conduct of SC activities.

Article 8: Meetings and General Conduct of the Stakeholder Council

- 8.1. The SC will meet at least four (4) times a year and as often as the SC, the Supervisory and/or Management Board deems necessary. The meetings may take place by telephone or videoconferencing or in-person.
- 8.2. The date and time of SC meetings will be determined and scheduled by the Secretary and the Chairperson of the SC. At the first SC meeting of each year, the annual meeting calendar is circulated to the members. If deemed necessary, changes can be made to the meeting calendar by the Chairperson in consultation with the Secretary during the year.
- 8.3. A member of the SC can be represented at a meeting by a fellow SC member from the same constituency by means of a written proxy. A member of the SC cannot be represented by means of a written proxy for more than two (2) consecutive meetings.
- 8.4. Each meeting of the SC shall be convened with an agenda set by the Chairperson. The Supervisory Board, the CEO, the Management Board, the GSSB or any member of the SC may submit agenda items, if they are submitted to the Chairperson at least ten (10) days before the date of the meeting. The announcement and the agenda of topics to be discussed will be provided to the members of the SC seven (7) days before the start of the meeting.
- 8.5. The SC may invite members of the Management Board and the Supervisory Board to its meetings. The Chairperson of the Supervisory Board, the CEO and/or members of the Management Board or their representatives participate in the SC meetings at least once (1) a year for informing the SC on strategic and executive matters related to the Foundation.
- 8.6. The SC may establish sub-working groups on specific topics with a minimum of three (3) SC members to provide more in-depth insight and recommendations on strategic issues. The Supervisory Board, the Management Board and the SC members may make proposals on the sub-working groups to be established. The establishment of the proposed sub-working group shall be discussed at the first meeting following the submission of the proposal.
- 8.7. As a general rule, each SC member is expected to attend all organised SC meetings. Members who appoint a proxy from their constituency to represent them shall also be deemed to have attended the meeting.

Any SC member who is unable to attend a meeting must notify the Chairperson or Secretary of their excuse prior to the meeting. A vote shall be taken at each meeting to excuse absent members. The Chairperson (or Vice-Chairperson) will contact the member who has missed two (2) meetings during the year to remind them of the expectations for active participation. Persistent failure to meet participation requirements will result in the member's resignation through the process defined in Article 4 of this document.

- 8.8. The SC regularly reports to the Supervisory- and Management Board and GSSB and vice-versa, in a manner to be agreed upon from time to time and in reasonable detail, on, important key strategic issues facing the Foundation relating to elevating sustainability reporting practices worldwide to a level equivalent to financial reporting in terms of comparability, verifiability, timeliness and generally accepted practices, thereby contributing to environmental, social and economic development as well as structural poverty alleviation; and relating to the promoting of international harmonization, in the

reporting of relevant and credible economic, environmental and social performance information to enhance effective decision-making.

Article 9: Appointments and Recommendation of the Stakeholder Council

- 9.1. With regard to Appointments and the issuance of Recommendations, the SC strives to take decisions unanimously. Each member is entitled to one (1) vote. If unanimity cannot be achieved, decisions are taken by an absolute majority of votes in a meeting in which at least one-third (1/3rd) of the members of the SC are present or represented.
- 9.2. The SC may also make Appointments and issue Recommendations without a meeting, provided that all this is done in writing as defined in the AoA ('In Writing') and the relevant proposal has been submitted to all members and none of the members has opposed to this method of decision-making. An Appointment made and a Recommendation issued in this way shall be documented by the Secretary, together with the input provided by the SC members and including the votes cast. Such report shall be signed by the Chairperson and the Secretary.
- 9.3. The Secretary will keep minutes of what was discussed in the meeting. The minutes shall be confirmed at the next SC meeting and shall be signed in witness thereof by the Chairperson and the Secretary. All the minutes of the meetings of the SC and also all Appointments and Recommendations, either in- or outside a meeting, need to be In writing and shall be included in a register of minutes.

Article 10: Conflict of interest.

- 10.1. Members of the SC are alert to (possible) conflicts of interest and will in any case:
 - a. not enter into competition with the Foundation;
 - b. not claim or accept donations from the Foundation for themselves, for their spouse, registered partner or another life companion, foster child, or blood or relative up to the second degree;
 - c. not provide unjustified benefits to third parties at the expense of the Foundation;
 - d. not use any business opportunities for the Foundation, for their own benefit or of that for their spouse, registered partner or any other life companion, foster child, or blood or relative up to the second degree.
- 10.2. A conflict of interest may exist when the Foundation intends to enter into a transaction with a legal entity or an organization:
 - a. in which a member of the SC holds a direct or indirect material financial interest; or
 - b. of which a director or supervisory director has a family law relationship with a SC member.
- 10.3. A member of the SC shall immediately report a potentially conflicting interest to the Chairperson of the SC and shall provide all relevant information thereto. If the Chairperson of the SC has a potential conflict of interest, he /she shall immediately report this to the Vice Chairperson and the chairperson of the Management Board.
- 10.4. It is up to the Chairperson of the SC, or the Vice Chairperson where it concerns the Chairperson of the SC, to determine whether or not there exists a conflict of interest. The relevant SC member does not take part in these deliberations on this assessment.
- 10.5. A member of the SC does not participate in the discussion and decision-making on a subject or transaction in which the member of the SC has a conflicting interest.

Article 11: Confidentiality.

Each member of the SC is obliged to observe the necessary discretion and, where confidential information is concerned, confidentiality with regard to all information and documentation obtained in the context of his/her membership of the SC and former members of the SC will not bring confidential information outside the SC or the Supervisory- / Management Board or the GSSB nor make it public to the public or otherwise make it available to third parties, unless the Foundation has made this information public, or it has been established that this information is already known to the public.

Article 12: Amendment and abolishment of the Bylaws for the SC.

- 12.1. The SC may make proposals to the Management Board and to the Supervisory Board for the revision of these Bylaws.
- 12.2. The Management Board is empowered, after approval in writing from the Supervisory Board, to amend or abolish these Bylaws. A decision for this purpose must be passed by an absolute majority at a meeting of the Management Board at which all Management Board members are present or represented.
- 12.3 A resolution of the Supervisory Board to approve of amendment or abolishment of these Bylaws, both in a formal meeting and in writing shall be passed by an absolute majority, by all Supervisory Board members in office.