

**SUSTAINABILITY COMMITTEE REGULATIONS**  
THE VALUE OF SECURITY

SUSTAINABILITY COMMITTEE | JANUARY 2018

**INGENIUM**



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## 1. MISSION

The mission of the Sustainability Committee is to promote the integration of sustainability principles in the company's management process, aligning INCM with best practice in this field.

## 2. COMPOSITION

2.1. The Sustainability Committee is composed of permanent members, one of which is a member of the Board of Directors, who chairs, and the other is the Committee Coordinator, responsible for executive coordination.

2.2. The permanent members of the Sustainability Committee are appointed by the Board of Directors and the choice regarding its composition must take into consideration:

- a) The representation of the interests and expectations of the most relevant stakeholders for INCM, including clients, partners, suppliers and employees;
- b) The entrusted responsibilities in the cultural, public service and citizenship areas;
- c) The concern with the improvement of the company's environmental performance;
- d) The entrusted responsibilities in planning, management control and reporting of the company's performance.

2.3. The Heads of the Organic Units and of the other existing Committees are potential members of the Sustainability Committee, who shall be convened when they have responsibilities and competence to decide on the topic on the agenda, to be defined by the Chairman and the Coordinator of the Sustainability Committee.

2.4. The Committee may also invite other internal or external participants to participate in meetings, who have relevant information, collaborate on work underway or whose issues on the agenda are relevant to their area of activity.

2.5. This structure, with permanent and potential members, aims to enhance the effectiveness of its work, in view of the scope and objective of each meeting.

### 3. DUTIES

3.1. The Committee is responsible for:

- a) Proposing to the Board of Directors the general objectives for the company within the scope of sustainability to be integrated in the strategic plan, complementing the economic perspective with the environmental and energy, and social and cultural dimensions;
- b) Analysing the performance of the company in matters relating to sustainability, namely concerning the objectives defined in the company plan and making, where justified, recommendations in that regard to the Board of Directors and/or the different departments;
- c) Collaborating in the preparation of the company's Sustainability Report (to be included in the annual Management Report of INCM), complying with the legal obligations of disclosure of non-financial information relative to the social, environmental and corporate governance areas, as well as complying with, when applicable, globally accepted standards that include company performance and can be used as an instrument of communication;
- d) Collaborating on raising of INCM employees' awareness of the importance of sustainability, with a view to their commitment and involvement;
- e) Collaborating on the process of relationship-building and communication with the stakeholders.

3.2. The Chairman of the Committee is responsible for:

- a) Conveying the objectives and guidelines relative to Sustainability originating from the shareholder and/or Board of Directors;
- b) Providing guidelines for the functioning of the Committee;
- c) Reporting to the Board of Directors on the work undertaken and the warnings made by the Committee;
- d) Submitting matters for assessment and approval by the Board of Directors.

3.3. The Coordinator of the Committee is responsible for:

- a) Convening the meetings of the Committee and preparing its agenda;
- b) Ensuring the preparation of the minutes of the meetings of the Committee and the maintenance of its archive;
- c) Ensuring the definition of action plans arising from the Committee meetings and guaranteeing their subsequent monitoring and follow-up;
- d) Ensuring the connection with other Committees, namely with the Risk Committee and with the Ethics Committee, to agree on joint actions identified as necessary;
- e) Supervising the execution of the programmes and projects within the scope of sustainability upon decision of the Committee.

#### **4. FUNCTIONING OF THE COMMITTEE**

4.1. The Committee meets periodically, at least once every six months, upon convocation. In the absence of the Chairman or if the latter is prevented from attending, the Coordinator of the Committee shall act as chairman.

4.2. Extraordinary meetings may be scheduled, when justified, namely for the implementation of specific initiatives or to respond to situations that require urgent handling.

4.3. The Committee may convene a meeting at the request of any permanent member of the Committee, which shall be analysed by the Coordinator of the Committee in articulation with the Chairman of the Committee.

4.4. Call to meetings shall be made to each member of the Committee at least 5 days prior to the meeting, with indication of the date, time, location and its agenda, with the exception of any matter that requires urgent assessment.

4.5. Minutes are kept of all the meetings, with all the members present and absent being registered. The minutes shall be sent to the members of the Committee for analysis and comments, and must be approved and signed before the next meeting.

## **5. AMENDMENTS TO THE REGULATION**

5.1. Amendments to the regulation can be carried out by initiative of the Board of Directors, of the Chairman or of the Coordinator of the Committee, as well as on a proposal from any permanent member of the Committee.

5.2. Amendment proposals shall be submitted for approval to the Committee and subject to subsequent approval by the Board of Directors.

## **6. APPROVAL OF THE REGULATION**

This regulation was approved by the Sustainability Committee on 7 December 2017 and subsequently approved by the Board of Directors on 21 December 2017, taking effect as of that date.





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