

Bylaws Due Process Oversight Committee

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 GRI management board ('**Management Board**'), on 20 March 2025, and have been approved by the GRI supervisory board ('**Supervisory Board**'), on 20 March 2025.
- 1.3 These Bylaws provide further arrangements for the Due Process Oversight Committee ('**DPOC**') 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 regulations of the Foundation shall have the same meaning when used in these Regulations, unless defined otherwise herein.

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

- 2.1 The primary responsibility of the DPOC is ensuring that the standard-setting activities of the GRI Global Sustainability Standards Board ('**GSSB**') are conducted in accordance with its due process as defined in the Due Process Protocol, to increase public and stakeholder confidence that the standards are developed in the public interest. The authoritative pronouncements of the GSSB that are subject to the jurisdiction of the DPOC include GRI Standards and related Interpretations as outlined in the Due Process Protocol.
- 2.2 The issuance by the GSSB of a GRI Standard and related Interpretations, as defined in the Due Process Protocol, requires DPOC approval that due process has been followed in their development. The application of due process by the GSSB will help to ensure that public interest is embedded in the development of the GRI Standards.
- 2.3 DPOC approval of a GRI Standard or Interpretations means that the DPOC has concluded that for the GRI Standard or Interpretations under review, due process has been followed in the GRI Standards development.
- 2.4 The DPOC shall expedite the issuance of urgent interpretations and guidance when requested by the GSSB due to certain implications that may arise if the text of a GRI Standard is not changed promptly.
- 2.5 The DPOC shall neither undertake nor consider a technical assessment of proposed GRI Standards and Interpretations while forming its opinion on the application of due process by the GSSB. In forming an opinion, the DPOC will primarily rely on direct observation of the GSSB meetings by one DPOC member on a rotational basis (attending the public GSSB streamed meeting as an observer or by reviewing the public recording) to assess the public interest responsiveness of deliberations. The DPOC will also take into account the reports from the Chair of the GSSB, Chief of Standards, and any other governance body that communicates with the DPOC in accordance with the Due Process Protocol.
- 2.6 The DPOC shall perform an annual review of, and publish on the GRI website, an annual report on its activities, and the overall adherence of the GSSB to the application of due process in the public interest in the development of GRI Standards and related Interpretations.

- 2.7 The DPOC shall develop and publish a process by which it will receive and evaluate grievances concerning the application of the Due Process Protocol in the development of Standards.
- 2.8 The DPOC shall conduct a yearly self-evaluation to evaluate the effectiveness of its oversight activities and provide the results to the Supervisory Board.

Article 3: Composition, expertise and independence of the DPOC.

- 3.1 The DPOC shall consist of five (5) members, appointed by the Supervisory Board and shall reflect GRI's multistakeholder nature with an interest in and knowledge of international issues related to sustainability reporting, including a sound understanding of standard-setting processes, and a willingness to serve the public interest in an independent and unbiased manner.
- 3.2 Members of the DPOC shall be appointed for a term of three years, and shall be eligible for reappointment for a further term of three years.

Article 4: (Re)Appointment, term of office, suspension, dismissal and resignation.

The members of the DPOC are (re)appointed, suspended and/or dismissed or resign in the manner provided for in the AoA.

Article 5: Chairperson and Vice Chairperson of the DPOC.

- 5.1 The Supervisory Board appoints a chairperson ('**Chairperson**') and vice chairperson ('**Vice Chairperson**') from among the DPOC members. The appointment of the Chairperson and Vice Chairperson shall be for a three-year term (renewable once for a further term of three years).
- 5.2 The Chairperson sets the agenda for the DPOC meeting (members may suggest agenda items), leads the meetings of the DPOC, ensures orderly and efficient conduct at DPOC meetings, and supervises the proper functioning of the DPOC. The Chairperson is the main point of contact for the Supervisory Board, the Management Board, the GSSB, and Stakeholder Council.
- 5.3 In the absence of the Chairperson at a meeting, the Vice Chairperson leads the meeting.

Article 6: The Secretary of the Foundation.

The DPOC 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: Compensation.

GRI will reimburse DPOC members for travel and reasonable expenses incurred on DPOC business.

Article 8: Meetings of the DPOC

- 8.1 The DPOC will meet at least three (3) times a year, or more often as required in order to support the activities of the GSSB. The meetings take place in English by telephone, videoconferencing or in-person.
- 8.2 Meetings will be convened by the Chairperson. As far as practicable, the announcement and the agenda of topics to be discussed will be provided to the members of the DPOC seven (7) days before the start of the meeting. The date and time of DPOC meetings will be determined and scheduled by the Secretary and the Chairperson of the DPOC.

Article 9: Decisions of the DPOC (quorum, votes, topics under discussion).

- 9.1. The DPOC may only take valid decisions in meetings if the majority of its members are present or represented. Decisions may be voted on in meetings and through a documented electronic process as long as the requirements set out in the Due Process Protocol are met.
- 9.2. The Secretary will keep minutes of what was discussed in the meeting. The minutes shall be confirmed at the next DPOC meeting. All the minutes of the meetings of the DPOC and also all resolutions In Writing either in-or outside a meeting shall be included in a register of minutes. Non-confidential meeting minutes may be publicly available on the GRI website.

Article 10: Conflict of interest.

- 10.1 Members of the DPOC 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 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 a transaction with a legal entity or an organization:
 - a. in which a member of the DPOC holds a direct or indirect material financial interest; or
 - b. of which a director or supervisory director has a family law relationship with a DPOC member.
- 10.3 A member of the DPOC shall immediately report a potentially conflicting interest to the Chairperson of the DPOC and shall provide all relevant information thereto. If the Chairperson of the DPOC has a potential conflict of interest, he /she shall immediately report this to the Vice- Chair and the chairperson of the Management Board.
- 10.4 It is up to the Chairperson of the DPOC, or the Vice-Chairperson where it concerns the Chairperson of the DPOC, to determine whether or not there exists a conflict of interest. The relevant DPOC members do not take part in these deliberations on this assessment.
- 10.5 A member of the DPOC does not participate in the discussion and decision-making on a subject in which the member of the DPOC has a conflicting interest.

Article 11: Confidentiality.

Each DPOC member handles all information and materials obtained during his or her tenure with the necessary discretion and confidentiality.

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

- 12.1 The DPOC may make proposals to the Management Board and to the Supervisory Board for the revision of these bylaws as well as the Due Process Protocol, which also outlines the definition of public interest.

- 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 of the votes cast 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 or in writing, shall be passed by an absolute majority, by all Supervisory Board members in office.