

## GROUP TERMS OF REFERENCE

### Background

The Retailers' Palm Oil Group (RPOG) is a pre-competitive group of retail companies with the common aim of promoting the adoption of sustainable palm oil. The group's members trade globally, although there is a predominance of companies with head offices based in Europe.

RPOG members are independently facilitated and advised by a sustainable supply chain and ESG consultancy, ETANTE Ltd, who also represent their interests on the Board of Governors of the Roundtable on Sustainable Palm Oil (RSPO) certification body. These terms of reference govern the operation of the RPOG group.

### Our aims & objectives

Our principal aim is to drive the production and uptake of sustainable palm oil through pre-competitive engagement. Members' suppliers use palm oil and its derivatives in both food and non-food products and they are committed to sourcing sustainable palm oil in private brand products. RPOG members recognise the RSPO as the key certification scheme for sustainable palm oil and its derivatives.

### Our key aims

1. Provide a pre-competitive space to support members to drive uptake of sustainable palm oil and derivatives through knowledge sharing and resolution of common issues
2. Contribute to the success of the RSPO's Theory of Change – as shown below:



3. Identify key barriers to 100% physically certified sustainable palm oil and derivatives and develop annual working plans to help move past these barriers
4. Ensure RPOG members' requirements are reflected in RSPO production and supply chain standards and guidelines to help them be as effective as possible
5. Accelerate market transition towards sustainable palm oil and derivatives.

### Our ways of working

1. Engage with the RSPO and other relevant standards and initiatives
2. Work with stakeholders to deliver, and find solutions to achieving, our key aims
3. Share insights on technical and market developments on sustainable palm oil.

### Compliance with competition law

All members share a commitment to ensure the activities of the RPOG are conducted in full accordance with competition law. To achieve this end, all RPOG members agree they shall not engage in any activity or conduct which could constitute a breach of competition law.

Members agree they will not discuss, communicate or exchange commercially sensitive information, including information relating to prices, marketing or advertising strategy, costs and revenues, profit margins, and trading terms and conditions with third parties, including purchasing strategy, terms of supply, trade programmes, or distribution strategy.

Whilst the primary objective of the RPOG is collaboration to drive the sustainable production of palm oil, all sourcing and commercial decisions are made individually by members.

#### Accordingly, each member shall not:

- Discuss (formally or informally) or exchange information relating to:
  - Commercial terms of contracts with suppliers or other third parties
  - Future costs or pricing trends, in relation to palm oil or derivatives
  - Constraints on capacity in relation to palm oil, specifically the impact this could have on palm oil pricing (even at a general level) and
  - Any action it is thinking of taking in relation to requiring its suppliers not to use a particular supplier.

#### Accordingly, each member shall:

- Only share sensitive information to the independent facilitator who will maintain confidentiality of members' data and will share information in aggregated format
- Acknowledge the competition law statement at the start of each meeting
- Be responsible for their own compliance with competition law.

### Participants & responsibilities

Both members and the facilitator agree on key responsibilities.

#### Members:

- Must be members of the RSPO and comply with RSPO's Code of Conduct
- Pay annual membership cost to fund professional fees and expenses of the facilitator to carry out agreed RPOG duties
- Ensure their rep has professional responsibility and authority from their company to consider pertinent issues and to contribute to furthering the aims of the group
- Following a request from the facilitator for information or approval of position by a stated time, an absence of a response from a member after a reasonable timeframe will be taken as tacit agreement with the group's common position
- If members are unable to agree a common position, this will be formally noted and circulated and will lead the facilitator to abstain from voting (or raising a sustained objection) on any external decision relating to this issue. It will then fall to each individual member company to make individual submissions on relevant decisions
- Expected to actively contribute to the RPOG objectives and priorities
- Expected to attend members' deep dive meetings and ad hoc calls as required

- Will alert the facilitator of any media, government or stakeholder interest received relevant to the group's activity
- Support the position that the RPOG should generally seek to be representative of all retailers with interests in sustainable palm oil

#### Facilitator:

- Key role is to facilitate the RPOG through delivery of these terms of reference and to represent RPOG members on RSPO Board of Governors
- Responsible for developing annual strategic priorities and to lead quarterly reviews
- Provided by members with the necessary autonomy to take decisions on behalf of RPOG members consistent with previous discussions
- Will fairly and impartially represent the views of RPOG members and will keep abreast of latest market developments and communicate these to members
- Will declare and discuss any potential conflicts of interest that occur
- Will actively promote the position of the group with interested parties and will alert members to any media interest about sustainable palm oil
- Will provide a point of contact for third party organisations on relevant issues. The nature of the response to any such contact will be dictated by material developed by the group. Wherever possible, enquiries will be directed to the appropriate member(s)
- Will always treat commercially sensitive information with confidentiality

#### Confidentiality

All members treat internal information as confidential and use it only to achieve the group's aims. This Information will only be used by a member to achieve the group's aims.

Confidentiality is subject to compliance with competition law, but this duty shall not prevent a member from sharing confidential data with another company with which it is in a relevant contractual relationship, nor shall prevent any member from disclosing confidential information when under a legal duty to do so. Member information will be treated as confidential and will only be disclosed to the RPOG facilitator and the respective member, with prior approval from the respective member(s).

#### Membership

Currently, members include Ahold Delhaize, ALDI SOUTH, ASDA, Coles, Coop CH, Coop UK, John Lewis Partnership, LIDL GB, Marks & Spencer, Migros, Sainsbury's, Tesco and Walgreens Boots Alliance.

#### Contact & further information

Please contact the facilitator at [Julian.Walker-Palin@ETANTE.co.uk](mailto:Julian.Walker-Palin@ETANTE.co.uk).

*Last updated: 2025*