



# Spire Board of Directors Succession Planning and Diversity Policy

<b>Policy applicability</b>	Spire Inc. Board of Directors
<b>Document owner</b>	Spire Inc. Board Chair
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## 1. Policy statement

- 1.1. In the interest of board continuity, the Spire Board of Directors has established this policy to prepare for vacancies on the Board, whether they are planned or unplanned. Through this policy and related procedures, the Board will ensure that future directors will be qualified, capable and a good fit with the mission of Spire; will understand and commit to its vision, values, goals and objectives; and will use that knowledge and framework in their oversight responsibilities.
- 1.2. The Board acknowledges the importance of diversity in its broadest sense in the boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, background (including nationality), personality type, cognitive and personal strengths and other personal attributes, as well as diversity of gender, social and ethnic backgrounds.

## 2. Composition of the Board

- 2.1. The Board annually will evaluate its balance and composition to ensure that both it and its committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In doing so, the Board will consider diversity, including diversity of age, gender, social and ethnic backgrounds, cognitive and personal strengths, amongst other relevant factors.
- 2.2. The Board will review and confirm that plans are in place for orderly succession for appointments to the Board so as to maintain such balance and to ensure progressive refreshing of the Board.

## 3. Appointments to the Board

- 3.1. All appointments to the Board will be made based on merit while considering suitability for the role, Board balance and composition, mix of skills, background and experience (including consideration of diversity). Other relevant matters will also be considered, such as independence and the ability to fulfill required time commitments in the case of nonemployee directors.

- 3.2. The Board will consider suitably qualified candidates for nonemployee director roles from as wide a pool as appropriate, including candidates with little or no previous listed-company board experience but whose skills and experience will add value to the Board.
- 3.3. The Board will instruct executive search consultants engaged in any selection process for nonemployee directors to review candidates from a variety of backgrounds and perspectives. Consultants will be expected to produce a diverse list of candidates who meet the essential criteria for the role.

#### 4. Disclosure

- 4.1. The Board will ensure that there is appropriate and meaningful disclosure in the Company's proxy statement, corporate social responsibility report and other public disclosures as deemed appropriate of:
  - 4.1.1. this policy;
  - 4.1.2. the composition and structure of the Board;
  - 4.1.3. the outcome of Board evaluation and any material actions arising therefrom; and
  - 4.1.4. the Board appointment process.

#### 5. Key accountabilities

- 5.1. **Board Directors:** The Board will have primary responsibility for implementing the board succession planning policy and any related procedures.
  - 5.1.1. The Board will annually review this policy and its effectiveness.