



# Strategy Committee Charter

As amended effective April 29, 2021

## Purpose

The primary purpose of the Strategy Committee is to oversee the development and execution of Spire's long-term strategy; to review the Company's investment strategies, capital structure and financial needs, including leverage, liquidity, and funding sources and related matters in the context of the corporate strategy; to assist the Company's Board of Directors in fulfilling its oversight responsibilities by assessing the effectiveness of, and advising the Board on, the Company's environmental and safety and reliability programs and initiatives; and to take such action and to make such recommendations to the Board as it deems advisable.

## Membership

The Committee shall consist of three or more directors, the majority of whom shall not be current or retired Company executives. Committee members shall be appointed by the Board and may be removed by the Board. The actual number of members shall be determined from time to time by the board. Unless the Board approves a chair, the members of the Committee shall designate a chair by majority vote of its members.

## Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- Overseeing the development and execution of the Company's long-term strategy.
- Reviewing the Company's financial policies, strategies and capital structure and make such reports and recommendations to the Board with respect thereto as it deems advisable.
- Acting on behalf of the Company and in accordance with a resolution of the Board, approving the issuance or guarantee by the Company of securities or any financing, including:
  - Approving any and all terms and conditions of such securities and, if issued by another entity in accordance with a Board resolution, extension of the guarantee of the Company thereto, the offering of either or both of the foregoing, and any agreements or documents pertaining thereto.
  - Taking other actions and doing such other things as may be necessary or appropriate in connection with the issuance and/or guarantee by the Company of the securities.
- Reviewing, making recommendations and monitoring the Company's long-term financial forecasts, based upon the Company's strategic plan.
  - Reviewing and making recommendations to the Board relative to binding bids or investments in accordance with the Company's Board Approvals and Delegation Policy.

- Reviewing management’s assessment of the Company’s capital structure, including its debt capacity and liquidity, and related strategies.
- Reviewing proposals from management on strategic issues or trends at the Company and in the industry in the context of significant investments or acquisitions by the Company and reviewing the variables that can significantly impact financial performance, the probability of occurrence and strategies in place to mitigate potential impacts.
- Overseeing the Company’s strategy, plan and efforts to be carbon neutral by midcentury, as well as other related environmental initiatives, and progress toward established targets in these areas.
- Overseeing the results of the Company’s safety and reliability initiatives.
- Receiving periodic updates regarding the development and implementation of a supplier diversity program.
- Take such other actions and do such other things as may be referred to it from time to time by the Board.
- Reporting to the Board after each of the Committee’s meetings.

## Meetings

The Committee shall meet at least once a year or more frequently as needed to address specific advice, guidance or review on matters brought to it by executive leadership. A majority of the members shall constitute a quorum and a majority of the members present shall decide any question brought before the Committee. The Committee shall have authority to delegate a portion of its authority to such subcommittees as the Committee deems necessary.

## Consultants

The Committee shall have the authority with the approval of the Board, at Company expense, to retain and terminate consultants of its selection to advise it, including the authority to approve the firm’s fees and other retention terms.