

**GOVERNANCE RULES OF CARBON
STANDARDS INTERNATIONAL AG
(CSI)**



Table of content

GOVERNANCE RULES OF CARBON STANDARDS INTERNATIONAL AG (CSI)	3
Preamble	3
1. Carbon Standards International's Commitment to Effective Governance	3
2. Governance Bodies of CSI are:	3
3. Board of Directors (BoD)	3
3.1 Composition and Tasks	4
3.2 Organisation	4
3.3 Finances	4
3.4 Human Resources	4
3.5 Publish annual report	4
3.6 Authorisation to sign	5
3.7 Special tasks and competences	5
4. Organisation of CSI	5
4.1 Transfer of the management	5
4.2 Managing Director (CEO)	5
4.3 Chief Operating Officer (COO)	5
4.4 Management Board (MB)	5
5. Impartiality Committee (UPA)	6
5.1 Constitution	6
5.2 Composition	6
6. Scientific Committee - Scientific Lead	6
7. Expert Groups	7
7.1 Tasks	7
8. Stakeholders	7
8.1 The following matters require public stakeholder consultation:	7
8.2 Solicitation	7
9. Public Documentation for Transparency and Accounting	8
10. Compliance with international endorsement schemes	8

Governance Rules of Carbon Standards International AG (CSI)

Preamble

Effective governance is a foundational principle that ensures the integrity and credibility of the carbon-crediting program of Carbon Standards International (CSI).

1. Carbon Standards International's Commitment to Effective Governance

In alignment with best practices and international expectations, CSI upholds transparent decision-making, inclusive stakeholder participation, and continuous improvement through the public availability of relevant documentation and information. As part of a well-established corporate group (EASY-CERT group) and the robust regulatory framework of our Swiss headquarters, we recognize the importance of effective governance rules. Based on Art. 15 para. 2 of the Articles of Association, these Governance Rules govern the organisation and management of CARBON STANDARDS International AG (CSI). They define the processes, the basic tasks and competences of the management bodies and other bodies of CSI.

2. Governance Bodies of CSI are:

- The Board of Directors (BoD)
- The Managing Director (CEO)
- The Chief Operating Officer (COO)
- The Management Board (MB)

The organisation chart is part of the QM documentation of CSI and shows the governance structure.

The team is visible on the website: [Carbon Standards | Team](#)

3. Board of Directors (BoD)

The Board of Directors adopts the governance rules and strategic direction of the company. It is the ultimate direction of CSI and the supervision of the management.

The Board of Directors brings their deep and broad experience across a range of different sectors to provide financial oversight and strategic governance to support our vision.

3.1 Composition and Tasks

The President is the Head of the Board of Directors. The names of the Board of Directors are on the website: [Carbon Standards | Team](#), see Board of Directors

To ensure independence, the following criteria are taken into account in the composition of the BoD:

- Prevent individual interests from dominating
- Ensure that no conflict of interests occurs
- Ensure representation of interested parties.

The BoD should at least represent the following sectors:

- Science (Carbon and or Climate Mitigation)
- Finances
- Quality Management
- EASY-CERT group Representative

3.2 Organisation

In organising the operational processes, the BoD pays particular attention to the proper separation of business procedures, and conflicts of interest that may arise. It shall organise appropriate controlling.

3.3 Finances

The BoD oversees the organisation of the accounting system, financial control and financial planning. It approves the annual budget and the annual financial statements.

3.4 Human Resources

The BoD shall make the following personnel decisions:

- Election and dismissal of the CEO and COO
- Confirmation of the heads of division and members of the Management Board
- Confirmation of the Quality Manager.

The BoD determines the remuneration of the employees in a salary regulation. It regulates the occupational pension scheme and insurance.

3.5 Publish annual report

The BoD approves the annual report prior to publication, see annual reports at [Carbon Standards | Company](#)

3.6 Authorisation to sign

The BoD regulates the power of signing. The members of the Board of Directors, the CEO and the COO are authorised to sign. Changes must be entered in the commercial register without delay.

3.7 Special tasks and competences

It guarantees and reviews the independence and impartiality of the company annually. The composition of the Board of Directors ensures its impartiality and effectiveness. Resolutions and decisions of the Board of Directors are documented in writing.

4. Organisation of CSI

4.1 Transfer of the management

The BoD delegates the management and the representation of CSI to the CEO, the COO and the Management Board (MB). In principle, all business that is not expressly reserved for the Board of Directors by law, the Articles of Association or the Organisational Regulations is the responsibility of the CEO, COO or the Management Board. They shall make arrangements for mutual deputisation.

Carbon Standards | Team

CSI is divided into business divisions. The Organization chart shows the organisation in detail.

4.2 Managing Director (CEO)

The CEO is the head of the management board and leads and coordinates the activities of the business units. The CEO delegates responsibility for the operational business to the COO.

The Quality Manager, the Marketing Manager, the COO and the Scientific Committee of CSI report directly to the CEO.

4.3 Chief Operating Officer (COO)

The management of the day-to-day business is the responsibility of the COO. The COO is responsible for efficient and effective processes and services within the operational business. The COO is also responsible for the recruitment of personnel and for adherence to the budget and other management tasks appointed by the CEO.

4.4 Management Board (MB)

The members of the management board are responsible in particular for defining the strategic pathway, in addition to the BoD, the work processes and for drawing up and editing the QM manual and the organizational regulations. Decisions on further development of standards, methods and IT applications and their revision are taken in the

Business Development Department, if appropriate in consultation with the Management Board and the BoD.

5. Impartiality Committee (UPA)

The Committee for ensuring the impartiality of CSI is installed in EASY-CERT group AG and is responsible to ensure the impartiality. The names are mentioned here: Carbon Standards | Company, see Committee on Impartiality

5.1 Constitution

The Board of Directors of EASY-CERT group AG decides on the admission of the members of the Committee. The Committee consists of a minimum of three people. In addition, CSI has the opportunity to propose representatives to the Board of Directors.

5.2 Composition

It has to be ensured that the following criteria are taken into account in the composition of the UPA:

- Preventing individual interests from prevailing
- Ensure a balanced representation of significantly interested parties, so that no individual interests predominate.

6. Scientific Committee - Scientific Lead

CSI works in close, continuous collaboration with Ithaka Institute, leading scientific institutions and research bodies. Scientists from the Ithaka Institute are building the Scientific Committee. The Head of the Institute has the Scientific Lead. They are in constant communication with the Technical Committee of CSI, the Business Development Department and the Standard Alignment Manager.

The Ithaka Institute is an international scientific institution for carbon strategies. It is a non-profit research foundation headquartered in Switzerland.

Ithaka established the European Biochar Certificate. Together with CSI the Ithaka Institute developed the first C-sink standards (methodologies), including those for biochar, enhanced weathering, trees, and construction materials.

Over the past decade, Ithaka has become a leading developer in atmospheric carbon cycling, nano-carbon materials, and climate mitigation strategies. The Institute is known for its expertise in the production, post-production treatment, and application of biochar.

This ensures that the activities and methodologies are consistently aligned with the latest research findings, globally accepted frameworks, and scientifically validated approaches. This active integration of academic expertise enables CSI to respond flexibly and knowledge-based to new developments and strengthens the societal and regulatory acceptance of our standards.

Ithaka Institute is in charge of technical matters, while decisions regarding the administration of standards are made by the Management Board. The responsible persons for the administration of the different standards and for the registry are mentioned in the organizational chart.

7. Expert Groups

In addition to the Scientific Lead and Committee, Expert Groups are appointed to bring additional expertise into the CSI business to be able to meet the requirements of the evolving Carbon Dioxide Removal (CDR) market at all times.

Expert groups are affiliated with CSI and are remunerated by CSI.

7.1 Tasks

- The groups meets on a regular basis as needed
- Assesses and advises on proposed comments and change request, further developments or new methods and standards in the specific area

8. Stakeholders

To promote inclusivity and transparency, CSI has established clear processes for stakeholder engagement at both local and global levels. All relevant stakeholders, including partners, clients, certification/validation/verification holders, and regulatory authorities. The development of existing or new standards and methods relies on worldwide public stakeholder consultations to ensure transparency and feasibility for implementation.

A stakeholder can be an individual or group that has an interest in any part of CSI. Comments from interested stakeholders allows CSI to improve their standards/methodologies and take decisions based on evidence, experience including regional and local experience most affected by the rules.

8.1 The following matters require public stakeholder consultation:

- New standards/ methodologies
- Revisions and updates of standard
- Public consultation of the Project Design Document (PDD)
- Regional adaptations of existing standards
- Scope expansion

8.2 Solicitation

It is the responsibility of CSI to identify the relevant stakeholders for a specific topic and proactively informs them about new developments or revisions of existing standards by a newsletter and call on the website. A public consultation will be open for comment for a minimum of 30 days. Consultation processes will be managed through an appropriate CSI online tool, accessible for anybody.

9. Public Documentation for Transparency and Accounting

CSI also ensures that all key program documents — such as standards, methodologies, procedures, tools, supporting materials, and project documentation — are publicly accessible at the website, except where confidentiality is warranted by data protection or privacy laws.

We also maintain

- Independent and accessible grievance mechanisms to address concerns in a timely and fair manner, see [Carbon Standards | Documents](#)
- Enforced effective anti-money laundering (AML) procedures and compliance mechanisms, see [Carbon Standards | Documents](#)
- Established and implemented robust corporate social and environmental responsibility policies, [Carbon Standards | Documents](#)
- Regular publication of annual reports detailing our operations and performance: [Carbon Standards | Company](#), see annual reports
- Risk management and Contingency Plan for Program Dissolution, see [Risk management and Plan for Program dissolution](#) (internal document)

10. Compliance with international endorsement schemes

CSI fully complies with the governance requirements set out under [the International Carbon Reduction and Offset Alliance \(ICROA\)](#) and goes beyond them by maintaining a transparent and robust corporate governance framework. This includes clear reporting and disclosure practices, comprehensive risk management policies.

Our aim is to build our structure and processes in accordance with the Integrity Council for the Voluntary Carbon Market (ICVCM) Core Carbon Principles (CCP), hence, CSI ensures long-term organizational resilience through strong governance systems. These systems provide a framework of checks and balances that guide our governing body and staff in making accountable, ethical decisions.

Enter into force

These Governance Rules shall enter into force as of October 1st, 2025.