

Charter

1. Composition and Chair

- (a) The Committee will consist of at least:
 - (i) three non-executive Directors and the Managing Director;
 - (ii) one member who is also a member of the Audit and Risk Committee; and
 - (iii) one member who is also a member of the People, Remuneration and Culture Committee.
- (b) The Board will make all appointments and replacements of the Chair and other members of the Committee.
- (c) If the Committee Chair or appointed delegate is absent from a Committee meeting, a Chair for the meeting will be appointed by the Committee members in attendance.
- (d) The Company Secretary or nominee will act as Secretary to the Committee.

2. Duties and Authority

- (a) The Committee's duties comprise the governance and review of the Company's sustainability-related activities in the areas of Safety and Security, Environment and Nature, Climate, Community including Indigenous, Cultural Heritage, Human Rights and Land Access (**Sustainability Remit**). These duties include the following in respect of the Sustainability Remit:
 - (i) periodically reviewing the scope of the Sustainability Remit and the appropriateness of the Company's policies and practices relating to evolving regulations, business circumstances and stakeholder expectations that impact the Company's exposure to, and management of, material sustainability issues;
 - (ii) monitoring the effectiveness of the Company's Management System to achieve the requirements of the applicable Company policies and all applicable legislation;
 - (iii) monitoring and reviewing performance and material risks and opportunities which are relevant to the Company at every meeting;
 - (iv) reviewing major initiatives, developments and long term strategies;
 - (v) receiving and considering reports on all major changes to the Company's responsibilities;
 - (vi) receiving and considering reports on any significant incident;
 - (vii) monitoring and reviewing the Company's annual public or statutory reporting;
 - (viii) monitoring plans and targets set by the Board and reviewing the Company's progress in achieving those plans and targets;
 - (ix) monitoring, benchmarking (where appropriate) and reviewing the appropriateness and progress of implementation of the Company's governance, policies and compliance arrangements; and
 - (x) reporting and making recommendations to the Board on any and all such matters to which the Board has referred the Committee.
- (b) The Committee is to operate within the above framework, but Committee members may raise any other matters considered relevant.
- (c) The Committee is to maintain an appropriate level of knowledge of relevant material research, developments, emerging risks and applicable legislation in respect of the Sustainability Remit.

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- (d) The Committee is a committee of the Board and has no authority independent of the functions delegated to it and is to report its findings and recommendations directly to the Board. The functions of the Committee do not relieve the Board from any of its responsibilities.

There will be no delegation of executive power to the Committee.3. General

- (a) The Committee will meet four times each year and as otherwise determined by the Chair of the Committee.
- (b) Meetings of the Committee will be convened and conducted on the same principles as those that apply to the Board pursuant to the Constitution, except as otherwise provided in this Charter.
- (c) A quorum for a Committee meeting is a majority of its members.
- (d) The Committee Chair and the Company's Executive responsible for the matters within the Sustainability Remit will set the agenda and business of the Committee and together ensure that the Committee discharges the duties and responsibilities set out in this Charter.
- (e) The Committee Chair will provide an update on Committee matters at the next scheduled meeting of the Board. The Committee will refer to the Board and any other Committee of the Board any matters that have come to the attention of the Committee that are relevant for the Board or the relevant Committee. The Committee is responsible for satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Committee.
- (f) The Committee has the authority to appoint duly qualified independent experts to provide it with advice and/or audit and review the effectiveness of the Company's Management System with respect any item within the Sustainability Remit
- (g) Minutes of Meetings of the Committee will be distributed at the next meeting of the Committee and made available to all Board members.
- (h) The Committee will review its performance and this Charter annually and report to the Board.

STATUS: APPROVED

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