

## SUSTAINABILITY COMMITTEE CHARTER

### 1. Role

The role of the Committee is primarily to advise and support the Board of Directors in overseeing sustainability management, performance, assurance and reporting.

In discharging its responsibilities under this Charter the Committee will have regard to:

- Health; including occupational health and hygiene, mental health and well-being
- Safety; including operational and maintenance safety, process safety, tailings and water storage safety, security, emergency management,
- Environment; including biodiversity, water stewardship, waste management, natural environment and land management, air emissions, flora and fauna, rehabilitation and legacy management
- Community; including indigenous and traditional owner relationships, community relationships and development, social performance and cultural heritage,
- Business ethics; including modern slavery, human rights, responsible supply chain and customers
- Climate change; including carbon footprint and emissions reduction, climate related risk and opportunity management, and performance against targets and objectives.
- De Grey's Sustainability Policy, performance, reporting and disclosures with regard to material sustainability issues
- De Grey's systems for compliance with respect to applicable legislation, regulation and legal obligations, and adherence to any voluntary sustainability frameworks or standards

### 2. Composition

The Committee will consist of:

- At least three members.
- Only non-executive Directors.
- A majority of independent non-executive Directors, with the Committee Chair assessed as Independent.

The Committee members are appointed by the Board, with due consideration of the necessary skills, qualifications or experience relevant to sustainability frameworks and management systems.

### **3. Composition**

#### **3.1 General Responsibilities**

The Committee will use all reasonable endeavours to understand the Company's business and operations and the appropriateness of measures and processes used to manage operating risks and material sustainability issues. The Committee will ensure appropriate management practices and assurance methodologies are adopted to inform the Board of the adequacies and effectiveness of the specific requirements outlined in this Charter. This will include, but not be limited to, ensuring appropriate escalation of material risks is occurring for authorisation.

In making recommendations to the Board, the Committee does not of itself have the power or authority of the Board in dealing with the matters on which it advises, except where otherwise delegated by the Board.

#### **3.2 Sustainability management**

The Committee will:

- review and monitor the adequacy and effectiveness of management systems and frameworks designed to address material sustainability matters;
- review and monitor the risk management processes and standards to ensure that all material sustainability-related risks are identified, and that appropriate risk mitigation, controls and assurance processes are in place and effective;
- ensure escalation of sustainability-related risks as appropriate to their materiality;
- advise the Audit and Risk Committee on material sustainability-related risks identified and managed in adherence with the Company's risk management framework, and on outcomes of the evaluation of those risks

#### **3.3 Sustainability performance**

The Committee will;

- (a) monitor and review performance of the Company, having regard to impacts from its sustainability actions, decisions and performance with regard to employees, contractors, communities, the environment, indigenous cultures, third parties and the Company's reputation.
- (b) The Committee will review and endorse to the Board, the Company's sustainability framework and external public targets and KPI's

- (c) The Committee will through its review of reports provided by management and external audit regarding sustainability-related matters, shall;
- Recommend to the Remuneration Committee and the Audit and Risk Committee, appropriate sustainability related KPI's and targets for the Company and Executive's annual scorecards
  - Assess and determine the outcomes of the Company's performance against sustainability metrics and KPI's with respect to Company and Executive's scorecards and refer that assessment to the Remuneration Committee.

### **3.4 Sustainability reporting**

Where the Company prepares external reports in accordance with the International Council of Mining and Metals (ICMM) Mining Principles, Task Force on Climate-related Financial Disclosures ("TCFD"), Global Reporting Standards ("GRI") or other relevant frameworks the committee will;

- Review reports and recommend to the Board for approval;
- Make recommendations on amendments or actions that should be considered by the Board with respect to these reports, and;
- The Committee will review and approve material changes or additions to any public positions taken by the Company on sustainability-related matters.

### **3.5 Legal and Regulatory Compliance**

The committee will:

- review and monitor the Company's policies, procedures and systems for detecting, reporting and preventing breaches of conduct, whistle-blowing, data breaches and bribery and corruption policies; and
- in conjunction with the Board and Audit and Risk Committee, use all reasonable endeavours to monitor the Company's compliance with:
  - all relevant statutory and regulatory obligations; and
  - all environmental licenses and permits.

## **4. Meetings**

- The Committee will meet at least three times in each financial year.
- Meetings are called by the Secretary as directed by the Board or at the request of the Committee Chair.

- Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- A quorum shall consist of two members of the committee. In the absence of the Committee Chair or their nominees, the members shall elect one of their members as Chair of that meeting.
- A standing invitation extends to all Directors to attend Committee meetings as observers.
- An invitation will, from time to time, be made to selected Executive management and Technical personnel to attend committee meetings or part thereof to provide required reports and presentations to the committee.
- Decisions will be based on a majority of votes with the Committee Chair having a casting vote.
- The Committee Chair, through the Secretary, will prepare a report of the actions of the committee to be included in the Committee minutes.

## **5. Secretary**

The Company Secretary or their nominee shall;

- be the Secretary of the Committee and shall attend meetings of the committee as required.
- be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and once approved to the other members of the Board.
- shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

## **6. Reliance on information and professional or expert advice**

The committee is entitled to rely on information and professional or expert advice, to the extent permitted by law, given or prepared by:

- an employee of the company group whom the committee believes on reasonable grounds to be reliable and considered a competent person in relation to the matters concerned;
- a professional independent adviser or expert in relation to matters that the committee believes on reasonable grounds to be within the person's professional or expert competence; and/or
- any other officer of the Group in relation to matters within the Director's or officer's authority.

## 7. Reporting

The Committee Chair shall report the findings and recommendations of the Committee to the Board after each committee meeting. The minutes of all committee meetings shall be circulated to members of the Board.

All recommendations of the Committee are to be referred to the Board for approval.

The Committee is to review all major health, safety, environment, community, business ethics and/or climate change issues as notified or otherwise advised by Executive Management and report on its findings and recommendations, as applicable back to the Board in accordance with standard reporting protocol of the Committee.

## 8. Review of Charter

The Board will conduct an annual review of the Committee membership to ensure it has carried out its functions in an effective manner and make updates to this Charter as required or as a result of new laws or regulations.

Policy Ref.	Policy Name	Version	Author	Approving Authority	Approved Date
05	Sustainability Committee Charter	1	Company Secretary	Board of Directors	12 Jan 2024