

The Sustainability Committee (**Committee**) is a committee of the Board of OZ Minerals Limited (**OZ Minerals** or the **Company**<sup>1</sup>). This Charter sets out the responsibilities delegated by the Board to the Committee and the Committee's purpose, authority, responsibilities, composition and operation.

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## 1. Purpose and role

- 1.1. As a Committee of the Board we are led by the Company's purpose of *going beyond what's possible to make lives better*.
- 1.2. The Committee's role is to assist the Board in the effective discharge of its responsibilities as they relate to sustainability primarily in the areas of **safety, occupational health and well-being, environment and community**, including climate change, human rights and cultural heritage. OZ Minerals views sustainability through the lens of creating value for its five key stakeholders: employees, community, shareholders, government and suppliers. Specifically these responsibilities include but are not limited to the following areas as they relate to sustainability:
  - (a) performance against its sustainability strategy and key sustainability metrics;
  - (b) overseeing the process for monitoring compliance with OZ Minerals' Global Process Standards and Performance Standards in relation to sustainability matters (**Relevant Standards**);
  - (c) relevant statutory requirements and litigation;
  - (d) risk management systems and performance; and
  - (e) public reporting and disclosure processes.
- 1.3. The Committee is established in accordance with the Company's Constitution.

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## 2. Authority

- 2.1. The Committee is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities.
- 2.2. The Committee has authority from the Board to review and investigate any matter within the scope of this Charter and to make recommendations to the Board in relation to the outcomes of its investigations in line with the Relevant Standards. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.
- 2.3. The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

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<sup>1</sup> In this Charter a reference to OZ Minerals or the Company includes OZ Minerals' subsidiaries, as the context requires.

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### 3. Composition

- 3.1. The Committee shall consist of at least three members, a majority of whom must be independent Non-Executive Directors, and one of whom is also a member of the audit committee.
- 3.2. The Chairman of the Committee shall be an independent Non-Executive Director.
- 3.3. The Company Secretary shall be the Secretary of the Committee.
- 3.4. A Committee member may withdraw from membership by written notification to the Chairman of the Board.

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### 4. Responsibilities

In addition to any other matters that may be delegated to the Committee by the Board, the Committee has the following responsibilities:

#### 4.1. Strategy and Governance

- (a) Annually review the effectiveness of all OZ Minerals strategies, policies and standards as they relate to sustainability matters to ensure that they are current and fit for purpose.
- (b) Review and report to the Board on external material industry trends, threats and incidents which have significant implications for OZ Minerals.

#### 4.2. Compliance (Standards, Risk, Incidents and External Reporting)

- (a) Monitor OZ Minerals' sustainability performance against key sustainability metrics and overseeing the process of monitoring OZ Minerals' compliance with the Relevant Standards.
- (b) Satisfy itself that the management of OZ Minerals' material sustainability risks is adequate and make recommendations to the Board on enhancements to the sustainability risk management strategy or systems as appropriate.
- (c) Review reports of serious incidents, identify trends in serious incidents and report material matters to the Board.
- (d) Overseeing material risks insofar as they relate to sustainability matters and reporting to the Board.
- (e) Review OZ Minerals' disclosure of material sustainability risks.
- (f) Review and recommend to the Board to approve the OZ Minerals' Annual Sustainability Report.
- (g) Review and recommend to the Board to approve the OZ Minerals' Modern Slavery Statement.
- (h) Review selected investigations of material incidents to ensure the requirements for internal notification, investigation and reporting of these incidents have been met.
- (i) Review trends in leading indicators across OZ Minerals.

#### 4.3. Legislation, Regulations and Litigation

- (a) Monitor changes and developments in relevant sovereign jurisdictions, legislation and regulations, and any litigation activities which may affect the OZ Minerals Group's compliance with relevant legislation within the Company's remit and/or the Relevant Standards or its operations.
- (b) Monitor Speak Up reports insofar as they relate to sustainability matters and refer any material Speak Up reports to the Board as required.

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### 5. Meetings

- 5.1. The Committee shall meet as frequently as required but not less than three times a year.
- 5.2. The Chairman will call a meeting of the Committee if so requested by any Committee member, the Managing Director & Chief Executive Officer or the Company Secretary.
- 5.3. At least three days' notice of each meeting confirming date, time, venue and agenda (including any supporting papers) shall be forwarded to each member of the Committee.
- 5.4. The quorum necessary for a meeting of the Committee will be two Non-Executive Directors. Each member of the Committee will have one vote and questions will be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Committee will have a second or casting vote, provided more than two of the members present are entitled to vote.
- 5.5. Members of the Board may attend meetings of the Committee and the Managing Director & Chief Executive Officer and relevant Executives, are expected to attend meetings ex officio. The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.
- 5.6. The Company Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.
- 5.7. The Committee will develop an annual program to meet its responsibilities.

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### 6. Reporting

- 6.1. The Chairman, or his or her nominee, will report to the Board after each meeting of the Committee and copies of the minutes of each Committee meeting will be provided to members of the Board by the Company Secretary.
- 6.2. The Committee will consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

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### 7. Access

- 7.1. The Committee is granted unrestricted access to employees and records that it considers relevant to its responsibilities. The Committee has rights of access to Management and to auditors (external and internal) without Management present, and rights to seek explanations and additional information from both Management and auditors.

7.2. The Committee or any individual member of the Committee, with the approval of the Chairman, is entitled to obtain advice from external parties, including independent advisors, consultants or specialists, as appropriate at the Company's expense.

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**8. Assessment**

8.1. The Chairman of the Committee shall report to the Board on the Committee's performance on an annual basis. The performance of the Committee will be measured against this Charter and other relevant criteria as approved by the Board.

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**9. Review**

9.1. The Sustainability Committee Charter will be reviewed annually and revised as required. Any changes to the Charter will require approval of the Board.

9.2. The Board will review the effectiveness of the Charter as appropriate.

Date approved	18 February 2022
Contact	Company Secretary

