



▲ ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE (ESG)
COMMITTEE
CHARTER

Board Approved 26 July 2022



▲ ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE CHARTER

1. PURPOSE

The purpose of the Environmental, Social and Governance Committee (ESG Committee) is to assist the Board in fulfilling its oversight responsibilities with regard to ESG matters, such as environmental, health and safety, corporate social responsibility, climate change impacts, energy and natural resources conservation, sustainability, corporate governance, reputation, diversity, equity and inclusion, community issues, human rights and other environmental, social or governance (ESG) issues that are relevant and material to the Company, including its compliance with related laws, regulations and policies.

The ESG Committee will provide guidance to the Board on the aforementioned matters and perform an oversight role in shaping the Company's ESG strategy.

2. COMPOSITION

The Committee must consist of at least three directors. Committee members will be appointed and may be removed by the Board.

Unless a Chair is designated by the Board, the ESG Committee may designate a Chair by majority vote of the full ESG Committee membership.

Non committee members, including members of management, may attend all or part of a meeting of the ESG Committee at the invitation of the ESG Committee chair.

The Company Secretary, or his or her delegate, must attend all ESG Committee meetings.

3. MEETINGS, PROCEDURES AND AUTHORITY

3.1 Authority

The ESG Committee acts primarily as an advisory body to the Board, except where certain powers and authority are expressly delegated by the Board.

3.2 Meeting Procedures

Meetings of the ESG Committee will be convened and conducted on the same principles as those that apply to the Board except as otherwise provided in this Charter.

The ESG Committee will meet as frequently as it deems necessary. However, it is intended that the ESG Committee will normally meet not fewer than four times each calendar year.

3.3 Quorum

The quorum is at least two members.

Independent advice

The ESG Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the duties of the ESG Committee, as the ESG Committee may reasonably require, provided that any such expenditure is approved by the Board.

4. DUTIES AND RESPONSIBILITIES

The ESG Committee's key responsibilities and functions are to:

- develop and recommend to the Board the Company's overall ESG strategy, initiatives and policies;
- review and discuss reports from management regarding the Company's progress toward its key ESG objectives; and
- oversee the management and implementation of the Company's ESG strategy, initiatives and policies.

4.1 Environment and sustainability

- a) Review, discuss and oversee the Company's policies, practices and performance designed to ensure environmental sustainability and the minimisation of the Company's impact on the environment with respect to ESG matters.
- b) Review and monitor the operational, regulatory, and reputational risks and impacts of ESG on the Company and provide insight and guidance with respect to the Company's management of such risks and impacts.
- c) Collecting examples of how environment and sustainability related risks and opportunities could materially impact potential or actual operations of the Company and continuing to grow the Company's organisational knowledge of environmental and sustainability issues.

4.2 Community and social responsibility

- a) Review the effectiveness of the Company's policies and initiatives on community engagement, ethical business practices and social responsibility.
- b) Monitor the Company's community activities and giving programmes to ensure they are directed to benefit the Company's customers and clients and the communities in which the Company operates.

4.3 Stakeholder engagement and reporting

- a) Provide input and guidance with respect to communications with employees, investors, and other stakeholders, as appropriate, regarding the Company's position on or approach to ESG matters.
- b) Considering proposals from management and making recommendations to the Board on major initiatives related to the Company's corporate responsibility and sustainability policies, principles and practices to meet changing investor expectations.

- c) Approve specific external stakeholder communications about the Company's corporate responsibility in the form of the Sustainability Report included in the Annual Report and other important matters.
- d) Supervising the development, implementation and reporting of the Company's sustainability strategy by management and monitoring performance indicators.
- e) Monitoring how effectively the views of the Company's key investor groups on social, environmental, and sustainability issues are considered through management engagement.
- f) Advise the Board on investor proposals and other significant investor concerns relating to ESG matters.
- g) Report to the Board current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same.

5. REPORTS TO THE BOARD OF DIRECTORS

The ESG Committee Chair will provide an update to the Board on any material matters arising out of the ESG Committee meetings. A copy of the minutes of each ESG Committee meeting will be provided to the Board. The Board may request information or further reports from the ESG Committee.

6. COMMITTEE SELF-EVALUATION

The ESG Committee must at least annually perform an evaluation of the performance of the ESG Committee. The performance evaluation will have regard to the objectives of the Charter and the extent to which the ESG Committee has met its responsibilities under the Charter. The ESG Committee will report the results of the performance evaluation to the Board.

7. REVIEW OF THIS CHARTER

The ESG Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

This Charter shall not be amended except upon approval of the Board.

8. MINUTES AND RECORDS

The Company Secretary (or their delegate) will keep minute books to record the proceedings and resolutions of the ESG Committee meetings. Minutes of meetings of the Committee will be distributed to members for confirmation and comments as soon as practicable after each meeting.

9. DELEGATION OF DUTIES

In fulfilling its responsibilities, the ESG Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the ESG Committee as permitted by applicable law and ASX Listing Rules.

Adopted effective as of 26 July 2022

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NAT-PS-CG-024	26/07/2022	4 of 4	VERSION 1.0