



SUSTAINABILITY COMMITTEE CHARTER

DATE: 20 JUNE 2025



DATE	NAME	CHANGE	REVISION
19/06/2025	Rebecca Gordon	Annual Review	
16/09/2024	Rebeca Gordon	Updated for clarity and consistency	
12/08/2022	Joanne McDonald	Minor edits	
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1. PURPOSE

The Board of Directors (the **Board**) of IGO Limited (**IGO** or the **Company**) has resolved to establish a Sustainability Committee of the Board (the **Committee**) to assist the Board in overseeing, monitoring, reviewing and reporting to the Board with respect to the Company's practices and governance in the following areas:

- Safety, Health and Wellbeing
- Environmental Management (including waste, tailings, rehabilitation and non-GHG emissions)
- Climate Change and decarbonisation
- Human Rights and Modern Slavery
- Heritage
- Nature (including biodiversity and water)
- Community Engagement; and
- Corporate Giving.

2. AUTHORITY

Within the scope of its responsibilities, the Committee is generally authorised to:

- consult with and seek any information from any Director or employee of IGO or any external party
- obtain (at IGO's expense) professional advice and education from external consultants or specialists as it considers necessary to assist the Committee in meeting its responsibilities; and
- require the attendance of any IGO employee at Committee meetings.

3. MEMBERSHIP

Committee members are appointed by the Board for a term considered appropriate by the Board. The Board may appoint additional directors to the Committee and may remove or replace members of the Committee by ordinary resolution. The Committee should be of sufficient size and independence, and its members should together have the necessary technical expertise and sufficient understanding of the industry in which IGO operates to discharge its mandate effectively.

The Committee must contain:

- only non-executive directors
- a majority of independent directors; and
- at least three members of the Board.

Members of the Committee may withdraw from the Committee by notifying the Board in writing.

The Chair of the Committee (**Committee Chair**) must be an independent non-executive Director and should preferably not be the Chair of the Board. The Committee Chair will be appointed for non-consecutive terms of three years. If the Committee Chair is unable to attend



a Committee meeting, the Committee members present at that meeting must appoint a Committee member to chair the meeting.

Other Directors who are not Committee members may attend meetings of the Committee should they wish and are entitled to receive all Committee papers.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as set out in this section. The Board may from time-to-time delegate other responsibilities and functions to the Committee.

The key responsibilities of the Committee are:

4.1 Sustainability Reporting

- Setting of Sustainability-related targets, commitments and key positions
- Setting performance metrics to evaluate performance;
- Providing oversight of IGO's response to mandatory and voluntary sustainability disclosure
- Monitoring and reporting to the Board on Sustainability-related matters including incidents, investigations, and reporting; and
- Reviewing and providing feedback to management on, and recommending to the Board the approval of, the Company's sustainability reporting.

4.2 Safety, Health and Wellbeing

- Providing oversight of IGO's Safety, Health and Wellbeing strategies and systems
- Monitoring the implementation and compliance of these systems and processes
- Ensuring compliance to regulatory and other requirements
- Identifying and monitoring material Safety, Health and Wellbeing risks
- Providing oversight of psychosocial risks related to the workplace and/or work activities that may cause psychological harm to a worker; and
- Analysing trends of recorded occupational health illnesses and injuries.

4.3 Environmental Management

- Providing oversight of IGO's Environmental Management strategies and systems
- Monitoring the implementation and compliance of these systems and processes
- Ensuring compliance to regulatory and other requirements; and
- Identifying and monitoring material Environment-related risks.

4.4 Climate Change and Decarbonisation

- Providing oversight of IGO's Climate Change strategies and systems
- Monitoring the implementation and compliance of these systems and processes

- Ensuring compliance to regulatory and other requirements
- Identifying and monitoring material Climate-related risks and opportunities
- Providing oversight of IGO's decarbonisation strategy and climate transition plan (including performance against climate-related targets and goals and progress on the management of climate-related risks and opportunities)
- Setting and monitoring emissions and other climate-related targets and metrics and performance indicators; and
- Providing oversight of climate change and greenhouse gas emissions related disclosures.

4.5 Human Rights and Modern Slavery

- Providing oversight of IGO's Human Rights and Modern Slavery strategies and systems
- Monitoring the implementation and compliance of these systems and processes
- Ensuring compliance to regulatory and other requirements; and
- Identifying and monitoring material Human Rights and Modern Slavery-related risks.

4.6 Heritage

- Providing oversight of IGO's Heritage strategies and systems
- Monitoring the implementation and compliance of these systems and processes
- Ensuring compliance to regulatory and other requirements; and
- Identifying and monitoring material Heritage-related risks.

4.7 Nature

- Providing oversight of IGO's Nature strategies and systems, including those associated with water, biodiversity and promoting circularity
- Monitoring the implementation and compliance of these systems and processes
- Ensuring compliance to regulatory and other requirements; and
- Identifying and monitoring material Nature-related risks.

4.8 Community Engagement

Oversight of IGO's community engagement, including with Aboriginal and Torres Strait Islander communities, including:

- Providing oversight of IGO's Community Engagement strategies and systems
- Monitoring the implementation and compliance of these systems and processes
- Ensuring compliance with native title agreements, regulatory and other requirements; and



- Identifying and monitoring material risks pertaining to Community Engagement.

4.9 Corporate Giving

Oversight of IGO's Corporate Giving to ensure that it:

- aligns with IGO's vision and values; and
- remains strategic, relevant and delivers maximum value for stakeholders and shareholders.

5. MEETINGS

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet at least four times each year. A notice of meeting, agenda and relevant supporting documents must be provided at least seven days before each meeting.

A quorum consists of the lesser of two members or a majority of members of the Committee.

The Company Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

The Committee Chair may invite any person(s) to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation will be issued to all other Directors.

The minutes of a Committee meeting will be prepared for the approval by the Committee and will be circulated to all Directors in the papers for the next full Board meeting after each Committee meeting.

6. ADMINISTRATIVE MATTERS

The Company will disclose this Charter on its website and will disclose the following in its Annual Corporate Governance Statement:

- committee membership
- the number of times the Committee has met during the financial year; and
- the individual attendances of members at Committee meetings.

7. REPORTING

The Committee shall report to the Audit and Risk Committee matters of significance relating to the Committee's responsibilities for overseeing Sustainability risk management and compliance.

The Committee will report to the Board on all matters relevant to the Committee's roles and responsibilities. The report will include details of meeting agendas, papers and minutes of the Committee.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.



8. REVIEW

The Board will, at least once in each year, review the membership, performance and Charter of the Committee to ensure it remains consistent with the Board's objectives and responsibilities.

9. CONTACT DETAILS

If you are in any doubt regarding this Charter, you should contact the Company Secretary at:

IGO Limited, PO Box 496, South Perth, WA 6151

Phone: 08 9238 8300

Email: contact@igo.com.au, Attention: the Company Secretary