



SUSTAINABILITY COMMITTEE CHARTER

DATE: 21 JUNE 2023



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1. INTRODUCTION

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**).

2. PURPOSE

The Board has approved this Charter, which prescribes the roles and responsibilities, composition, structure and membership requirements for the Committee.

3. ROLE

The primary role of the Committee is to assist the Board in fulfilling its responsibilities by overseeing, monitoring, reviewing and reporting to the Board with respect to the Company's practices and governance in the following areas (**Sustainability Areas**):

- Safety and Wellbeing
- Environment
- Our Response to Climate Change and Decarbonisation
- Human Rights
- Traditional Owners
- Heritage and Land Access
- Physical Security at Operations
- Community

4. 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 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.

5. 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 can be appointed for consecutive three-year terms to be reviewed at the end of the first term.

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. Selected members of management may attend meetings of the Committee by invitation.

6. 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 following form part of the Committee's responsibilities:

- review and make recommendations to the Board in relation to significant public statements regarding the Sustainability Areas, and the Company's Annual Sustainability Report
- oversee the appropriateness of the Company's risk framework and management systems in relation to the Sustainability Areas
- oversee identification, management and mitigation of risks relating to the Sustainability Areas
- review the effectiveness of the system for ensuring compliance with all applicable laws, regulations, industry codes, company policies and material licences, permits and agreements as they relate to the Sustainability Areas, including:
 - identification of obligations and commitments
 - compliance monitoring
 - responses to issues of non-compliance; and
 - resources assigned to achieved compliance.
- oversee the Company's performance in relation to the Sustainability Areas
- review and make recommendations to the Board in relation to significant public statements regarding the Company's response to climate change
- review of performance against plan associated with climate change commitments and decarbonisations goals.

7. 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 Committee meeting.

8. 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.

9. REPORTING

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

10. 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.

11. 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