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## KENMARE RESOURCES PLC

### SUSTAINABILITY COMMITTEE TERMS OF REFERENCE

Reference within this document to the “Committee” shall mean the Sustainability Committee of Kenmare Resources plc (“Kenmare” or the “Company”).

#### 1. PURPOSE

The role of the Committee is to review and assure, on behalf of the Board, that the Company has appropriate and effective strategies, policies and operational controls in place to:

- manage health, safety, security, social and environmental risks, and facilitate progressive employment practices on our operating sites;
- facilitate fair land access, compensation, and timely rehabilitation arrangements in our mining areas;
- advocate for and promote community development, particularly economic, healthcare and education in our host communities
- incorporate management of climate change and other sustainability factors into Company plans, with external reporting where appropriate to recognised international norms;
- monitor socio-political developments within the region and the country as a whole.

The Committee is also responsible for overseeing the implementation of Kenmare’s sustainability-focused corporate policies.

The Committee recognises that Kenmare must be a good environmental steward and deliver economic growth in the communities and country in which the Company operates, creating shared prosperity.

#### 2. DUTIES

The Committee will meet with management at least twice a year, and conduct a site visit at least once a year. It will report its findings to the Board at least twice a year.

Specific tasks will include:

1. monitoring management’s assessment of the health, safety, security, environmental and social impacts from the Company’s operations on its stakeholders, in particular its employees, local suppliers and host communities;
2. reviewing the adequacy of Company policies to mitigate such impacts, and the commitment and behaviour of management to translate such policies into concrete plans and actions;
3. confirming Company compliance with and reporting of relevant health, safety and environmental legislation and standards, responsibilities and commitments;
4. reviewing management reaction to any significant safety, environmental and security incidents, considering the root causes thereof, and the actions taken to prevent similar incidents occurring in the future, and ensuring appropriate reporting of such incidents, whether involving Kenmare’s employees, contractors or host communities;

5. assessing progress with land access and rehabilitation, and community reactions thereto;
6. monitoring the Company's investment in community initiatives, which have the purpose of improving the quality of life of host communities through supporting education, healthcare and sustainable livelihood development;
7. recommending appropriate health, safety, environmental and sustainability performance objectives for executive directors and certain senior managers, including in regard to remuneration matters, and providing its assessment as to performance against such objectives.

### **3. THE COMMITTEE**

#### **3.1 Membership**

- a) Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee and shall be made up of at least three members.
- b) Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods.
- c) The Board shall appoint the Committee Chairman who shall be a director of the Company. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number present to chair the meeting.
- d) Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as other directors or members of the management team or site leadership team, may be invited to attend all or part of any meeting as and when appropriate. Kenmare's Environmental Management System lead is the Chief Operating Officer. The Chief Operating Officer reports directly to the Chief Executive Officer and may also be asked to report to the Committee.
- e) The Committee may engage specialists with appropriate expertise to attend meetings of the Committee when appropriate.
- f) The secretary to the Sustainability Committee shall be the secretary to the Board.
- g) Only members of the Committee are entitled to vote at meetings of the Committee.
- h) Members' and other participants' attendance through telephone or video-link is permissible.

#### **3.2 Quorum**

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **4. MEETINGS**

### **4.1 Frequency of Meetings**

The Committee shall meet not less than twice a year and at such other times as the Chairman of the Committee shall require.

### **4.2 Notice of Meetings**

Meetings of the Committee shall be scheduled at the start of the year, at the same time as other meetings of the Board. Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no fewer than one month prior to the date of the meeting. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

Emergency meetings can be summoned by the secretary of the Committee at the request of any of its members.

### **4.3 Minutes of Meetings**

- a) The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- b) Minutes of Committee meetings shall be circulated to the Chairman of the Committee in the first instance, then to all members of the Committee and once agreed, to all members of the Board on request.

### **4.4 Annual General Meeting**

The Chairman of the Committee shall attend the Annual General Meeting and shall be prepared to respond to any shareholder questions on the Committee's activities.

## **5. REPORTING RESPONSIBILITIES**

**5.1** The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

**5.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

**5.3** The Committee shall make a statement in the annual report about its activities.

## **6. OTHER**

**6.1** The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit, as necessary.

**6.2** The Committee should consider such other matters as the Board may from time to time refer to it.

**6.3** At every level of the organisation, line managers are responsible for health, safety, social and environmental matters. Ultimate responsibility for health, safety, social and environmental matters will remain with the Board.

**6.4** The Committee shall review its own performance, constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **7. AUTHORITY**

**7.1** The Committee is authorised to:

- a) seek any information it requires from any employee of the Company in order to perform its duties and all employees shall be directed to cooperate with any request made by the Committee;
- b) call any employee to be questioned at a meeting of the Committee as and when required;
- c) obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall have full authority to commission, at the Company's expense, any reports or surveys which it deems necessary to help fulfil its obligations.

Adopted at the Board meeting of the Company on 2 October 2019.