

## ROLE AND RESPONSIBILITIES OF THE CHAIR OF THE BOARD OF DIRECTORS

The Chair has the same general legal responsibilities to Kenmare Resources plc (“the Company”) as any other director but, as part of his/her role, has additional duties and responsibilities as described below.

The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. The Chair should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the Chair facilitates constructive Board relations and the effective contribution of all directors, and ensures that Directors receive accurate, timely and clear information.

The Chair is required to:

- Chair the Board and general meetings of the Company;
- Manage the business of the Board through setting its agenda and taking full account of the issues and the concerns of Board members;
- Ensure that the Board meets with sufficient frequency and manage the Board to ensure that adequate time is available for discussion of all agenda items;
- Work to ensure that the Board determines the nature and extent of the significant risks that the Company is willing to embrace in implementing its strategy and that there are no impediments to the Board’s effective oversight of risk;
- Work to ensure that the Board has effective decision-making processes and applies sufficient challenge to major proposals;
- Work to ensure that Board committees are properly structured with appropriate terms of reference;
- Ensure that there is sufficient time at Board meetings for discussion of audit, risk, remuneration and sustainability issues considered by Board Committees;
- Encourage all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence and foster constructive relations between executive and non-executive Directors;
- Consult the Senior Independent Director on Board matters in accordance with the UK Corporate Governance Code;
- Demonstrate ethical Board leadership and promote the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level, seeking compliance with the provisions of the UK Corporate Governance Code (the “UK Code”) wherever possible;
- Seek regular engagement with major shareholders in order to understand their views on governance and performance against the strategy and ensure that the board as a whole has a clear understanding of these views;
- Regularly review and agree with each Director their training and development needs;

- Ensure that the performance of the Board, its committees and individual Directors is evaluated at least once a year and act on the results of such evaluations;
- Ensure that the Board is able to discharge its duties and comply with the requirements of statutory/regulatory bodies that affect the functioning and responsibilities of the Board;  
and
- Hold meetings with the non-executive directors without the executive Directors present.

Approved by the Board of Directors

23 March 2021