

**ACG Metals Limited (the "Company")**

**Company Number 2067083**

**Terms of Reference – Technical and Sustainability Committee**

Adopted on 7 April 2026

**1. Membership**

- 1.1 The committee shall comprise at least three members, the majority of whom shall be independent non-executive directors. The chair of the board may also serve on the committee as an additional member.
- 1.2 Appointments to the committee are made by the board and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the chair of the board, if they are a member of the committee) continue to qualify for membership under these terms of reference.
- 1.3 Members should have the appropriate knowledge, skills and expertise to understand technical and ESG-related issues, and shall undertake appropriate development of their skills and knowledge as necessary.
- 1.4 Only members of the committee have the right to attend committee meetings. However, other individuals including senior operating officers, operations and project management, technical specialists, other senior managers, employees, contractors, external advisers and other stakeholders may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.5 The board shall appoint the committee chair who shall be an independent non-executive director. The chair of the board shall not be chair of the committee. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board.

**2. Secretary**

- 2.1 The Secretary of the Company shall be the Secretary of the Committee.
- 2.2 In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the Secretary.
- 2.3 The Secretary of the Committee shall assist the Committee Chair to determine the agenda for meetings, maintenance of minutes, and provision of any necessary practical support, to ensure that the Committee can effectively discharge its responsibilities.

**3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two, present in person or by electronic communication.

#### **4. Frequency of meetings**

4.1 The committee shall meet at least four times a year at appropriate intervals and otherwise as required.

#### **5. Notice of meetings**

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.

5.2 Unless otherwise agreed, 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 later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

5.3 Should any member of the Committee wish to attend a meeting by telephone or through other means of electronic communication, prior arrangements shall be made with the Secretary of the Committee.

#### **6. Proceedings of Meetings**

6.1 Each member of the Committee shall have one vote. In the event of an equality of votes, the Committee Chair shall have a second or casting vote. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.

#### **7. Minutes of meetings**

7.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

7.2 Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, the minutes should be circulated to all members of the Board by the secretary unless, exceptionally, it would be inappropriate to do so.

#### **8. Engagement with shareholders and stakeholders**

8.1 The committee chair shall attend the annual general meeting to answer any shareholder questions on the committee's activities and responsibilities. In addition, the committee chair should seek engagement with shareholders, and other stakeholders where relevant, on significant matters related to the committee's areas of responsibility.

#### **9. Duties**

##### *Role*

9.1 The committee shall:

9.2 Exercise oversight on issues of a technical nature which affect the company's ability to achieve its strategic and operational goals and meet applicable standards.

9.3 Oversee the development and execution of an ESG strategy and ensure both are aligned with the company's business plan, values and objectives.

### *Metrics*

- 9.4 Review and recommend to the board metrics appropriate to measure technical, operational and ESG related performance in the context of the company's business plan and ESG strategy.

### *Reporting*

- 9.5 Review reporting on technical, operational and ESG related issues, comment to and advise the Board regarding content and suitability for external disclosure. Request changes as required to ensure external reporting meets all applicable standards.
- 9.6 Specifically, review annual reporting of, included but not limited to, Reserves and Resources and Sustainability.
- 9.7 Assure that parties engaged to validate external reporting are knowledgeable and qualified.
- 9.8 Report to the Board on its activities after each committee meeting.

### *Horizon scanning*

- 9.9 Remain aware of changes in industry technology, compliance and practice of a technical or ESG related nature which may affect the company and warrant review or consideration.

### *Policies and Guidelines*

- 9.10 Ensure that appropriate policies are in place to govern the conduct of the company's operational and commercial activities.
- 9.11 Ensure that appropriate, recognised guidelines and industry standards are adopted to manage technical and ESG related issues which present heightened risk to the company.
- 9.12 Ensure that policies and guidelines remain relevant and appropriate in the changing context of the industry, the business and the company's activities.

### *Social issues*

- 9.13 Oversee the company's relationships with stakeholders, specifically employees, customers, suppliers, and host communities.

### *Risk*

- 9.14 Identify technical and ESG related risks for the company. Review and advise on appropriate mitigation measures and advise the Board accordingly. the company's appetite and tolerance with respect to environmental and social risk. Identify
- 9.15 Ensure technical and ESG related risks are captured in a risk register which is regularly reviewed and updated.

### *Collaboration with other committees*

- 9.16 Collaborate with other committees to ensure that technical and ESG related issues which cross areas of responsibility are properly addressed at the Board level.

### *Project resourcing*

9.17 Recommend to the Board the provision of resources to execute technical and ESG related projects necessary to execute the company's business strategy.

10. **Other matters**

The committee shall:

10.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretary for advice and assistance as required.

10.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

10.3 Give due consideration to all relevant laws and regulations, the provisions of the QCA Code<sup>1</sup> and published guidelines or recommendations as appropriate.

10.4 Ensure that a periodic evaluation of the committee's own performance is carried out.

10.5 Review its terms of reference annually to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11. **Authority**

The committee is authorised by the board to

11.1 Seek any information, including reports, that it requires from any employee of the company in order to perform its duties.

11.2 Obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

11.3 Establish and oversee any sub-committees or working groups which may be relevant to support the committee's work.

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<sup>1</sup> <https://www.theqca.com/qca-corporate-governance-code-public/>