



## PALADIN ENERGY LTD

ACN 061 681 098

# SUSTAINABILITY COMMITTEE CHARTER

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### 1. APPLICABILITY

This Charter applies to all members of Paladin Energy Ltd's (Paladin) Sustainability Committee.

### 2. ROLE

The role of the Sustainability Committee is to provide the Board with an overview of Paladin's performance in the areas of health, safety, environment, social responsibility and sustainability and to provide the Board with advice and recommendations where relevant significant incidents occur.

### 3. RESPONSIBILITIES

Responsibilities of the Committee will be to:

- (a) periodically review Paladin's policies and guidelines in the area of radiation, health, safety, environment, social responsibility and sustainability to ensure they continue to reflect the latest international standards;
- (b) monitor Paladin's performance and the effectiveness of the implementation of the relevant guidelines and policies;
- (c) receive and consider reports on significant accidents, environmental incidents, community concerns and breaches of policy or system failure;
- (d) receive and consider any major relevant internal or consultant reports;
- (e) receive and consider relevant internal audit reports;
- (f) review relevant external audit reports and consider their independence and effectiveness;
- (g) obtain assurances that Paladin's operations are in compliance with all relevant legislation;

- (h) refer matters of concern to the Board as appropriate; and
- (i) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities of the Committee pursuant to this Charter and as may be delegated by the Board to the Committee from time to time.

#### **4. COMPOSITION**

The Committee will be appointed by the Board and shall be composed of at least three members, the majority of whom shall be independent non-executive directors. The Managing Director/Chief Executive Officer must be a member of the Committee.

At least one member is to have relevant experience.

#### **5. MEETINGS**

The Committee will meet at least twice a year, with further meetings as required.

Meetings of the Committee may be held telephonically.

Minutes of all meetings of the Committee are to be kept and a report of actions taken to be given at each subsequent meeting of the full Board.

Committee meetings will be governed by the same rules, as set out in Paladin's Constitution, as they apply to meetings of the Board.

At the discretion of the Chairperson, having regard to the nature of the agenda, relevant members of management and external consultants may be invited to attend meetings.

#### **6. AUTHORITY**

The Committee is authorised:

- (a) to seek any information it requires in order to perform its duties, from any employee of Paladin; and
- (b) to obtain, at Paladin's expense, external legal or other professional advice on any matter within its Charter.

The Committee will have the power to conduct or authorise investigations into any matters within its scope of responsibilities.

#### **7. REVIEW**

The Charter will be reviewed regularly to ensure it meets best practice standards, complies with all governance principles of those stock exchanges on which it is listed and meets the requirements of Paladin and the Board. In addition, the Committee will undertake an annual performance evaluation that reviews the performance of the Committee against this Charter.

Date adopted:	25 May 2011
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