



PALADIN

Clean energy. Clear future.

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Sustainability & Governance Committee Charter

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1 ROLE

1.1 The Role of the Committee

The Sustainability & Governance Committee (**Committee**) will:

- (a) assist the Board to meet its oversight responsibilities in relation to the governance and sustainability policies and practices of Paladin Energy Ltd (**Paladin**);
- (b) provide the Board with advice and recommendations in relation to appropriate ethical standards, corporate governance and an operations governance framework that are integrated into overall business performance;
- (c) monitor and keep the Board informed regarding environmental, social and governance (ESG) performance, developments, trends and perspectives;
- (d) provide the Board with advice and recommendations as appropriate to support compliance and continuous improvement or following review of relevant significant incidents requiring corrective action; and
- (e) receive and review reports from the Chief Executive Officer, Chief Operating Officer, GM Namibia, and/or other senior executives of Paladin (**Management**) relating to their relevant areas and make comments/recommendations to the Board as considered appropriate.

2 DUTIES

2.1 General Duties

The Committee will:

- (a) review and recommend to the Board the adoption of appropriate policies and procedures prepared by Management relating to:
 - (i) health, safety, environment, radiation, community relations, social responsibility, and sustainability (**Sustainability Matters**); and
 - (ii) appropriate ethical standards and corporate governance (**Governance Matters**);
- (b) recommend to the Board such updates or amendments as suggested by Management are required from time to time so that Paladin's policies and procedures relating to Sustainability Matters and Governance Matters reflect latest international standards;
- (c) monitor Paladin's performance and the effectiveness of the implementation of the relevant policies and procedures relating to Sustainability Matters and Governance Matters (including performance against relevant targets);
- (d) monitor Paladin's compliance with legislative and administrative requirements relating to the Sustainability Matters and Governance Matters within its responsibilities and act as the interface between the Board and Management in this regard;
- (e) monitor emerging developments regarding Sustainability Matters and Governance Matters, and make recommendations to the Board in respect of their impact or potential impact on the future operations and significant projects of Paladin;
- (f) receive and consider reports on significant accidents, environmental incidents, community concerns and breaches of policy or system failure and make recommendations to the Board in respect of such matters;



- (g) receive and consider any relevant internal or consultant reports in respect to Sustainability Matters and/or Governance Matters;
- (h) review Management initiatives including continuous improvement programs, together with the identification and management of risks relating to Sustainability or Governance Matters, including emerging risks that have the potential to have a material impact on Paladin;
- (i) review reports and statements from Management in relation to the adequacy, integrity and effectiveness of the risk management systems, internal controls, processes, procedures and resources used to manage risks relating to any Sustainability Matters or Governance Matters including the identification, assessment, elimination, avoidance and control of these risks;
- (j) review investigations into any significant Sustainability Matters or Governance Matters, which have the potential to have a material impact on Paladin, including the timeliness of the response to the incident, remediation, and the status of actions to prevent recurrence;
- (k) review programs and processes for internal and external communication of Paladin's approach to managing risk relating to Sustainability Matters and Governance Matters;
- (l) where applicable or required, seek and obtain assurances from Management that Paladin's operations are in compliance with all relevant legislation relating to Sustainability Matters and Governance Matters and investigate any areas of material non-compliance;
- (m) review quarterly and special reports prepared by Management regarding Sustainability Matters and/or Governance Matters and advise the Board regarding any required action;
- (n) in respect to Sustainability Matters:
 - (i) review and report to the Board on reports from Management regarding the sufficiency of financial, technical and human resources to satisfy Paladin's obligations regarding Sustainability Matters;
 - (ii) oversee annual sustainability reporting, including reviewing and recommending to the Board for approval Paladin's sustainability report (including any public targets to be incorporated into Paladin's sustainability report); and
- (o) in respect to Governance Matters, the Committee will:
 - (i) review and recommend to the Board for approval Paladin's governance policies;
 - (ii) monitor and advise the Board of significant developments in applicable governance laws, regulations and practices;
 - (iii) review and recommend to the Board for approval Paladin's annual Corporate Governance Statement and other governance disclosures;
 - (iv) develop, review and monitor Governance key performance indicators; and
 - (v) any other duties or responsibilities delegated to the Committee by the Board from time to time.

3 REPORTING

3.1 Reporting responsibilities

The Chairperson of the Committee will:

- (a) report (verbally or in writing as considered appropriate) to the Board, at the following Board meeting, on:



- (i) the proceedings of each meeting of the Committee, bringing forward all recommendations of the Committee which require Board endorsement, approval or recommendations; and
 - (ii) any other relevant matters deemed by the Chairperson to be of sufficient importance to warrant consideration by the Board; and
- (b) ensure that the minutes of meetings of the Committee are provided to the Board.

4 COMPOSITION

4.1 Composition of the Committee

- (a) The Committee will be appointed by the Board and shall be composed of at least three members the majority of which, where practicable, will be independent non-executive Directors.
- (b) The Board will strive to ensure that the Committee has an appropriate diversity of membership with the relevant expertise in technical, health, safety, environment, social responsibility and sustainability matters.

5 ATTENDANCE

5.1 Attendance

- (a) Members of the Committee, and any other Directors wishing to attend, are entitled to be present at Committee meetings (except in circumstances where there is a conflict of interest).
- (b) At the discretion of the Chairperson of the Committee, the Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular, the Committee may meet with external advisers, any executive or other employee, any other non-executive Director, and may do so with or without management present.

6 MEETINGS

6.1 Frequency

The Committee will meet at least three times a year, with further meetings as required or deemed appropriate by the Board. The Committee's meetings will be regulated in accordance with any applicable provisions of Paladin's Constitution.

6.2 Agenda

The Company Secretary (or nominee as secretary to the Committee) will:

- (a) in conjunction with the Chairperson of the Committee and the CEO, settle agendas for and arrange meetings of the Committee so as to ensure timely coverage of all the Committee's business and specifically the business covered by the current meeting planner;
- (b) distribute agendas and supporting papers to members of the Committee in advance of the relevant meeting; and
- (c) keep and distribute minutes of each meeting.

6.3 Quorum

A quorum shall be any two members or greater number as determined by the Board.



6.4 Meetings by Instantaneous Communication Device

Meetings of the Committee may be held by any instantaneous communication device through which all persons participating in the meeting can hear each other.

7 AUTHORITY

7.1 Authority of the Committee

- (a) The Committee is a sub-committee of the Board and shall have no authority independent of functions delegated to it by the Board.
- (b) The Committee is authorised to:
 - (i) seek any information it requires in order to perform its duties, including to question any Director or employee of Paladin, subject to all applicable laws; and
 - (ii) obtain, at Paladin's expense, external legal or other professional advice on any matter within its Charter or the Committee's duties and responsibilities under this Charter.
- (c) The Committee will have the power to conduct or authorise investigations into any matters within its scope of responsibilities subject to all applicable laws.
- (d) The findings of the Committee shall not relieve the Board of any of its responsibilities.

8 REVIEW

8.1 Review of this Charter

The Committee's Charter will be reviewed regularly and updated as required or as deemed appropriate by the Board.

Date adopted:	15 July 2022
Last amendment:	29 November 2024
Last review:	29 November 2024
