

The board of directors of Imdex Limited (Company or Imdex) has approved the following terms of reference for the Sustainability Committee (the Committee). This Committee has the authority to review, on behalf of the board of directors (Board), matters arising in relation to the environmental, social and governance aspects of the Company.

1. OBJECTIVES

The objectives of the Committee will be to assist the Board in:

- (a) Fulfilling its responsibilities across environmental management, social performance, community engagement and ethical business practices;
- (b) Monitoring climate related risks and opportunities;
- (c) Overseeing progress towards sustainability commitments;
- (d) Determining the ESG related objectives for the Company to be measured against; and
- (e) having reference to the “Diversity Policy”.

2. COMPOSITION

- 2.1 Committee members will be appointed by the Board and will consist of at least three members, all of whom are non-executive, and a majority whom are independent directors
- 2.2 The Chairperson of the Committee shall be an independent Non-Executive Director.
- 2.3 The Committee will draw on expertise from Company representatives within the following areas of responsibilities:
 - (a) Human Resources;
 - (b) Investor Relations;
 - (c) Finance;
 - (d) Legal;
 - (e) Operations;
 - (f) QHSE;
 - (g) Supply Chain;
 - (h) Product Management; and
 - (i) Marketing & Communications

3. MEETINGS

- 3.1 The Committee shall meet as frequently as required but not less than three times a year. The Secretary will be required to give reasonable notice of a meeting. Other officers of the Group or external persons may be invited to attend Committee meetings.
- 3.2 The Chairperson will call a meeting of the Committee if so requested by any Committee member, any Director or the Auditors. The Chairperson of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.
- 3.3 The quorum for a meeting is two members.
- 3.4 The Company Secretary, in conjunction with the Chairperson of the Committee, is responsible for preparation of the agenda for each meeting and must circulate the agenda and Committee papers to all members and attendees prior to each meeting.
- 3.5 The Company Secretary is to attend all Committee meetings and is responsible for ensuring that proper minutes are taken. The minutes will be included in the papers for the next Board meeting following the Committee meeting.

4. FUNCTIONS AND RESPONSIBILITY

The Committee shall exercise its functions by:

- 4.1 Overseeing and recommending policies in relation to:
 - (a) Environment;
 - (b) Community;
 - (c) Diversity;
 - (d) Indigenous Engagement;
 - (e) Human Rights;
 - (f) Modern Slavery;
 - (g) Ethical Business Practices; and
 - (h) Waste Management.
- 4.2 Reviewing and recommending to the Board:
 - (a) Sustainability Report or sustainability portion of the Annual Report;
 - (b) Regulatory reports associated with ESG responsibilities, including but not limited to Modern Slavery (Australia/UK); Transparency Act (Norway); WGEA (Australia)
 - (c) Any publicly reported ESG related objectives/goals which Company may be measured against by external parties, such as TCFD framework.
- 4.3 Review and approve the following that have been prepared by Company management:
 - (a) Emissions reporting and reduction strategies;
 - (b) Environmental emission targets (CO2 or any other applicable); and

- (c) Any engagement with third party ESG reporting (for example but not limited to Sustainalytics, GRI, MSCI etc)
- 4.4 Review, advise and approve frameworks for the following Company activities:
- (a) Environment (including recycling and waste management);
 - (b) Diversity and Inclusion;
 - (c) Indigenous Engagement;
 - (d) Human Rights;
 - (e) Ethical Business Practices;
 - (f) Local/Regional procurement and sourcing; and
 - (g) Research partnerships
- 4.5 Review the Company's Health and Safety strategy and any associated framework, noting this remains a primary responsibility for the Board.
- 4.6 Review and approve the Company's community engagement, social investment and partnership strategies

5. LEGAL AND REGULATORY COMPLIANCE

- 5.1 The Committee will, in conjunction with the Board and Imdex management, monitor Imdex's compliance with applicable regulatory obligations for ESG related activities.
- 5.2 The Committee will consider the effects on Imdex of any new or proposed climate or ESG related risks and opportunities which may arise through practices, principles, or developments, as well as changes in disclosure requirements and legislative or regulatory pronouncements.
- 5.3 The Committee will be aware and consider best practices arising from regulatory or legislative requirements and seek to apply fit for purpose outcomes within Imdex.

6. OTHER MATTERS

The Committee shall:

- (a) examine any other matters referred to it by the Board; and
- (b) act honestly and exercise the degree of care and diligence expected of a reasonable person.

7. RIGHTS IN OBTAINING INFORMATION FROM MANAGEMENT

The Committee has the authority to seek any information it requires from any officer or employee of the Imdex Group and such officers or employees shall be instructed by the Board to respond to such enquiries. The Committee is authorised to take such independent professional advice as it considers necessary.

8. DECISION MAKING

The Committee may undertake any special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

9. REVIEW OF CHARTER

Once a year, the Committee shall:

- (a) review this Charter; and
- (b) perform an evaluation of its performance.

10. RELATED DOCUMENTS:

- Diversity Policy
- Health, Safety, Environment policies
- ABC policy
- Global Code of Conduct
- Sustainability Policy
- Supplier Code of Conduct
- Speak Up Policy

11. APPENDIX 1 – CHARTER HISTORY

Date	Amendment
June 2023	Establishment of stand-alone Board charter after transition from ARCC Sub-Committee.
September 2023	Charter endorsed by Board.