



Terms of Reference for the Sustainability Committee

ATALAYA MINING PLC

Atalaya Mining plc (the “Company”)

Adopted at a meeting of the Board held on 15 November 2023.

Terms of reference for the Sustainability Committee

1. Constitution

The committee has been established by resolution of the board of directors of the Company (the "**Board**") and is to be known as the Sustainability Committee (the "**Committee**").

2. Membership

- 2.1 The members of the Committee shall be appointed by the Board from amongst the directors of the Company, on the recommendation of the Committee Chair and shall comprise at least three members, at least two of whom shall be non-executive directors.
- 2.2 The Committee Chair shall be a non-executive director who shall be appointed by the Board and shall not be the Chair of the Board.
- 2.3 In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.4 Any member of the Committee can be removed at any time from that role by resolution of the Board.
- 2.5 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 further periods of up to three years provided the director still meets the criteria for membership of the Committee.

3. Committee Chair

- 3.1 The Committee Chair is responsible for the operation and effectiveness of the Committee.
- 3.2 The Committee Chair shall ensure that all relevant information and opinions are brought to the attention of the Committee members, so that they can formulate an accurate assessment of the matters under consideration, and so that appropriate items may be placed on to the agenda of the Board.
- 3.3 The Committee Chair shall have considered, in advance of each Committee meeting, the different possible outcomes of the matters that will be under discussion and the possible further action that may be required.

4. Attendance at Meetings

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the head of human resources, any other member of the Board and external advisers may be invited to attend for all or part of any meeting, as and when appropriate but such persons shall have no right of attendance.

5. Secretary of the Committee

5.1 The Secretary of the Company, or their nominee, shall be the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

5.2 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.

5.3 The Secretary of the Committee shall assist the Committee Chair to determine the agenda for meetings to ensure that the Committee can effectively discharge its responsibilities.

6. Proceedings at Meetings

6.1 The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee.

6.2 Members of the Committee may attend meetings of the Committee either in person, by telephone, or through other means of electronic communication, provided all participating Committee members can hear each other.

6.3 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.

6.4 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. Frequency of Meetings

Meetings shall be held at least three times a year and otherwise as required.

8. Notice of Meetings

8.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

8.2 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 by the Secretary of the Committee to each member of the Committee, any other person required to attend and all other non-executive directors, no later than three working days (which notice may be waived by any director) before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

9. Minutes of Meetings

9.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

9.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee, and, once agreed, to all members of the Board, unless, exceptionally, it would be inappropriate to do so.

10. Annual General Meeting

The Chair of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

11. Authority

11.1 The Committee is authorised by the Board to investigate and undertake any activity within its terms of reference, and to seek any information it requires from any employee, director or professional adviser of the Group in order to perform its duties.

11.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. The cost of obtaining such advice or services shall be within such limits as may be authorised by the Board from time to time.

12. Purpose

12.1 The Committee was constituted by the Board to:

- (a) review, monitor and assist the Board in defining the Group's strategy relating to Environmental, Sustainability and Social matters and in setting relevant KPIs;
- (b) develop and review regularly the policies, programmes, practices, targets and initiatives of the Group relating to Sustainability matters ensuring they remain effective and up to date and consistent with Good International Industry Practice ("GIIP");
- (c) provide oversight of the Group's management of Sustainability matters and compliance with relevant current and forthcoming legal and regulatory requirements, legislation and policies as they relate to Environmental, Sustainability and Social, including, but not limited to applicable rules and principles of corporate governance relate to Environmental, Sustainability and Social, questions regarding climate changes, tailings management, water management, human rights and applicable industry standards related to Environmental, Sustainability and Social affairs;
- (d) Responsible for oversight of sustainability risks of the Company;
- (e) report on these matters to the Board and, where appropriate, make recommendations to the Board;
- (f) to review public reporting to stakeholders relating to the Company's sustainability performance, and activities and remit of the committee included in the Company's annual Sustainability Report;

12.2 References in these terms of reference to **Sustainability matters** and **Sustainability** shall include, but not be limited to, the following:

- (a) **Environmental:** the Group's impact on sustainability, the natural environment and its adaptation to climate change including greenhouse gas emissions, energy consumption, generation and use of renewable energy, biodiversity and habitat, impact on water resources and the status of water bodies, pollution, resources efficiency, the reduction and management of waste, and the environmental impact of the Group's supply chain; and
- (b) **Social:** the Group's interactions with employees, customers, suppliers, other stakeholders and the communities in which it operates and the role of the Group in society, workplace policies, ethical procurement, any social or community projects undertaken by the Group and social aspects of the supply chain, community and stakeholder engagement or partnerships. This includes, where relevant, relationships with communities, community development, human

rights, resettlement and economic displacement and livelihood restoration;

12.3 The Committee should carry out the duties for the Company, major subsidiary undertakings and the Group as a whole, as appropriate. The Committee shall:

- (a) formulate the Group's policies, programmes, practices and systems for identifying, avoiding, managing and mitigating or eliminating Sustainability risks in connection with the Group's operations and corporate activity and publish them on the Company's website;
- (b) assess the effectiveness of the Group's policies, programmes, practices and systems for:
 - (i) identifying, avoiding, managing and mitigating or eliminating Sustainability risks in connection with the Group's operations and corporate activity; and
 - (ii) ensuring compliance with relevant legal and regulatory requirements and industry standards and guidelines applicable to Sustainability matters;
- (c) monitor the Company and the Group's performance in relation to Sustainability matters against previously set KPIs;
- (d) assess the performance of the Group with regard to the impact of decisions relating to Sustainability matters, including any social or community projects undertaken by the Group, and any related actions upon employees, communities and other third parties, or any other stakeholders, and further assess the impact of such decisions and actions on the reputation of the Group;
- (e) from time to time, review the relevant reporting framework and work with Management to select the most appropriate for the business; review the quality and integrity of internal and external reporting of Sustainability matters and performance;
- (f) review the results of any reviews or independent audits of the Group's performance in regard to Sustainability matters, review any strategies and action plans developed by management in response to issues raised; and make recommendations to the Board on any of the matters listed above that the Committee considers appropriate;
- (g) review significant sustainability incidents, the actions taken by C-Suite as a result of such incidents and ensure appropriate management response;
- (h) make recommendations to relevant Board committees in relation to any appropriate sustainability and Sustainability-related performance objectives for executive directors and senior management, and,

where relevant, provide an assessment of the outcomes of the Sustainability-related performance objectives at the end of the reporting period.

- 12.4 Although the Committee can seek the advice and assistance of the senior executive team on matters falling within its duties and responsibilities, it must ensure that any such advice and assistance is clearly separated from the role that the relevant member(s) of the senior executive team performs within the business.

13. Other

- 13.1 The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- (b) 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;
- (c) give due consideration to applicable laws and regulations, the provisions of the applicable listing rules, the UK Market Abuse Regulations, the relevant corporate governance codes and the Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- (d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

14. The Committee

- 14.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 14.2 The Committee shall make available its terms of reference for inspection at the registered office of the Company and on the Company's website.

15. Reporting Responsibilities

- 15.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities including the content of its discussion, recommendations and actions to be taken.
- 15.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 15.3 The Committee shall produce a report to shareholders on its activities to be included in the Company's Annual Report.

16. General

- 16.1 The recommendations of the Committee must be approved by the Board before they can be implemented.
- 16.2 Any of the terms set out in this document may be varied by a majority resolution of the Board.