



ATALAYA
MINING

SCHEDULE OF MATTERS RESERVED TO THE BOARD

ATALAYA MINING PLC

Atalaya Mining plc (the "Company")

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

Schedule of matters reserved to the Board

The following matters are reserved to the board of Atalaya Mining plc for its collective decision:

1. Strategic Issues

- (a) To set the Company's and its subsidiaries (the "**Group**") long term objectives, purpose, strategy and risk appetite and to monitor its performance and delivery.
- (b) To approve the Group's annual budget.
- (c) To ensure that views of shareholders and other key stakeholders are considered when making decisions, in order to promote the long-term sustainable success of the group and its contribution to wider society.

2. Share Capital

- (a) To allot, grant options over, offer or otherwise deal with or dispose of shares in the capital of the Company or rights to subscribe for or convert any security into shares in the capital of the Company (except under employee share plans, if it is governed by the Remuneration Committee).
- (b) To fix any special rights or restrictions attaching to shares.
- (c) To recommend to shareholders any proposed employees' share scheme or other long-term incentive scheme or any alteration to an existing scheme and in connection with any such scheme to authorise the issue of invitations for participation, to grant options and to approve other related matters; and
- (d) Determining changes in the capital structure and share buybacks.

3. Financial Items

- (a) To approve the Company's annual accounts and reports to be made to shareholders.
- (b) To approve quarterly and half-year financial statements of the Company.
- (c) To fix the amount of a dividend to be recommended to shareholders and to declare and make arrangements for the payment of interim dividends.
- (d) To approve transfers to reserves by the Company.
- (e) To authorise charitable contributions, other than contributions made through Fundación Atalaya, by a Group Company.
- (f) To consider proposals for the Group's short-term and long-term financing plans at least annually.
- (g) To approve in principle the allotment by the Company of any debt securities, delegating authority, as the board considers appropriate, to decide matters of detail.
- (h) To approve in principle the entering into by the Company of loan facilities, debt factoring, sale and leaseback arrangements, delegating authority, as the *board considers appropriate, to decide matters of detail.*
- (i) To receive proposals in respect of the management of the Group's balance sheet foreign exchange exposure at least once each year
- (j) To approve the Delegation of Authority paper.

Risk and board responsibilities

- (k) To review the effectiveness of the Group's system of internal control at least once a year. The review should cover all controls, including financial, operational and compliance controls and risk management.

4. Remuneration

- (a) Unless the Articles of Association provide otherwise, to determine the remuneration of the non-executive directors (including members of the remuneration committee), within the limits set in the Articles. The Remuneration Committee, in consultation with a third-party remuneration advisor, will make recommendation for full board approval. Where permitted by the Articles, the board may delegate this responsibility to a small sub-committee.
- (b) To report each year to shareholders on the Company's policy on remuneration, specifying the information required by the applicable corporate governance code and other relevant reporting standards.

5. Agreements

- (a) To approve the acquisition by the Company of an asset, including shares or any other interest in the capital of a body corporate, but excluding land: (a) where the consideration to be paid for the asset exceeds €5,000,000, or (b) where the consideration to be paid for the asset does not exceed €2,500,000 but the transaction pursuant to which the asset is acquired involves the acquisition of more than one asset and the total consideration to be paid for all the assets exceeds €5,000,000.
- (b) To approve the disposal by the Company in Cyprus, UK, Spain or overseas of an asset, including shares or any other interest in the capital of a body corporate, but excluding land: (a) where the consideration to be received for the asset exceeds €5,000,000, or (b) where the book value of the asset exceeds €2,500,000.
- (c) To approve (a) and (b) above for Joint Ventures with the Company.
- (d) To approve any agreement relating to the sale, purchase or lease of land.
- (e) To approve any new agreement to be entered into by a Group Company (ie. Not a recurrent operational agreement), other than an agreement falling within paragraph 3(j) – (l) or 4(a) – (c), where the total expenditure by the Group is likely to exceed €5,000,000.

6. Administration

- (a) To authorise the affixing of the common seal of the Company to any document (other than share certificates and certificates issued in respect of debentures), and to decide who will sign any document to which the seal is affixed either generally or in relation to a particular instrument or type of instrument.
- (b) To grant a power of attorney.
- (c) To recommend to shareholders the alteration of the memorandum or articles of association of the Company.
- (d) To alter the accounting reference date or registered office of the Company.
- (e) To recommend to shareholders the alteration of the name of the Company.

7. Communications with Shareholders

- (a) To authorise the convening of and to approve the notice of, and any proxy form relating to, any general meeting of the Company.
- (b) To approve the issue of any circular to shareholders of the Company or of any other company.
- (c) To review announcements made by the Company out the ordinary course of business.

8. Board Appointments and Arrangements

- (a) To approve the appointment or removal of directors, the C-suite, or the company secretary and arrangements in connection with those appointments and removals.
- (b) To approve the appointment of directors to specified offices, including the appointment of senior independent director, deputy chair, where applicable, chief executive and managing director, C-suite and other senior management.
- (c) To approve the terms of any authorisations given to directors or C-suite..
- (d) To approve arrangements relating to the resignation of directors, C-suite and other senior management if appropriate.
- (e) To approve applications by executive directors for permission to accept outside appointments.
- (f) To establish committees of the board, appoint members and chairs and set terms of reference.