

Atalaya Mining Copper, S.A. (the “Company”)

Terms of Reference for the Nomination and Governance Committee

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

1. Constitution

The committee has been established by a resolution of the board of directors of the Company (the “**Board**”) and is to be known as the Nomination and Governance 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 in consultation with the Committee and shall consist of not less than three members. The members of the Committee shall consist of independent non-executive directors of the Company.

2.2 The Chair of the Committee shall be appointed by the Board and should be either the Chair of the Board or an independent non-executive director. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

2.3 The Chair of the Board should not chair the committee when it is dealing with the appointment of their successor.

2.4 Each member of the Committee shall disclose to the Committee:

- (a) any personal, financial or other interest in any matter to be decided or discussed by the Committee; and/or
- (b) any potential conflict of interest arising from a cross-directorship or otherwise; and

any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee or absent him/herself from all or part of the meeting of the Committee in question.

2.5 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.

2.6 Membership of the Committee shall be noted in the annual directors’ report of the Company.

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.

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 Chair of the Committee to determine the agenda for meetings to ensure that the Committee can effectively discharge its responsibilities.

5.4 The Secretary of the Committee should not be a member of the Committee.

6. Proceedings at Meetings

6.1 The quorum for a meeting of the Committee shall be two members of the Committee, both of whom must be independent non-executive directors. 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 discretions 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 Subject as provided in paragraph 2.4 above, each member of the Committee shall have one vote. In the event of an equality of votes, the Chair of the Committee shall have a second or casting vote (again subject as provided in paragraph 2.4 above). In the

absence of the Chair or any appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

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 called by the Secretary of the Committee at the request of the Chair of the Committee or 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 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 to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, exceptionally, it would be inappropriate to do so.

9.3 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interests and minute them accordingly.

10. Annual General Meeting

The Chair of the Committee shall attend the annual general meeting of the Company and be available to respond to any shareholder questions on the Committee's activities. In addition, the Chair of the Committee 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. It is authorised to seek any information it properly requires from any director, employee or professional adviser and all directors, employees and professional advisers are directed to co-operate with any request made by the Committee.

11.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The cost of obtaining such advice or services shall be borne by the Company within such limits as may be authorised by the Board from time to time.

12. Duties

12.1 The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

12.2 The duties of the Committee are as follows:

- (a) to be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies, C-suite and senior management as and when they arise save that the appointments as Chair of the Board or Chief Executive Officer should be matters for the whole Board;
- (b) before any appointment is made by the Board, evaluate the balance of skills, knowledge, diversity and experience on the Board, C-suite and senior management and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected;
- (c) prior to the appointment of a candidate, other significant time commitments should be disclosed, and any additional future commitments should not be undertaken without prior approval of the Board. The proposed candidate should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board;
- (d) review annually the time required from a non-executive director, C-suite and senior management. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil their duties;
- (e) use open advertising and/or the services of external advisers to facilitate the search for suitable candidates for the Chair of the Board and non-executive directors (and others when the Committee considers this necessary);
- (f) consider candidates from a wide range of backgrounds, bearing in mind industry good practice in terms of equality, gender and ethnic diversity and inclusion;
- (g) consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board, C-suite and senior management and taking care that appointees have enough time available to devote to the position;
- (h) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (i) ensure plans are in place for orderly succession to board, C-suite and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
- (j) regularly review the structure, size and composition (including skills, knowledge, diversity and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- (k) ensure that the review of the structure, size and composition of the Board is conducted by a suitable external party at least once every three years;

- (l) keep under review the leadership needs of the organisation, both executive and non-executive, C-suite and senior management, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (m) review the results of the Board performance evaluation process that relate to the composition of the board and succession planning;
- (n) produce a report to be included in the Company's annual report and accounts about its activities including:
 - (i) the process used for appointments, its approach to succession planning and how both support the development of a diverse pipeline;
 - (ii) how the board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;
 - (iii) the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives;
 - (iv) the gender balance of those in the senior management team and their direct reports; and
 - (v) identification of any external search consultancy that has been engaged and a statement about any other connection it has with the Company or individual directors;
- (o) ensure that on appointment to the Board, non-executive directors, receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- (p) Committee have responsibility for governance matters, monitoring of compliance with Governance Code followed and ensuring best practice;
- (q) collaborate with the relevant committees of the Board to review, identify and report arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the proportionate and independent investigation of such matters with appropriate follow-up action;
- (r) collaborate with the relevant committees of the Board to review, identify and report the Company's procedures for detecting fraud;
- (s) collaborate with the relevant committees of the Board to review, identify and report the Company's systems and controls for the prevention of bribery and receive reports on non compliance;
- (t) work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly;
- (u) consider such other matters as may be requested by the Board; and
- (v) the Committee shall make recommendations to the Board:

- (i) as regards plans for succession for both executive and non-executive directors and any changes needed to the succession planning process if the periodic assessment indicates the desired outcomes have not been achieved;
- (ii) as regards the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (iii) membership of the Board Committees, in consultation with the chairs of those committees;
- (iv) concerning the re-election by shareholders of any director under the annual re-election provisions of the Governance Code or the 'retirement by rotation' provisions in the Company's articles of association having given due regard to their performance and ability, and why their contribution is important to the Company's long term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair of the Board and the Board as a whole;
- (v) concerning suitable candidates for new directors and succession for existing directors and the role of senior independent director (if applicable);
- (vi) the appointment of any director to executive or other office;
- (vii) concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
- (viii) concerning the terms and conditions on which authorisation of any conflicts of interest should be given by the Board upon appointment of any director.

13. Reporting Procedures

- 13.1 The Chair of the Committee 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.
- 13.2 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.

14. The Committee

- 14.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 14.2 The Committee shall 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.

- 14.3 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.
- 14.4 The Committee shall, at least once a year, review the Board's 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. Such a review should be conducted by an external party at least once every three years.
- 14.5 The Committee shall give due consideration to all relevant laws and regulations, the provisions of the Governance Code and published guidance, the requirements of the FCA's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and any other applicable rules, as appropriate.
- 14.6 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. General**
 - 15.1 The recommendations of the Committee minutes must be approved by the Board before they can be implemented.
 - 15.2 Any of the terms set out in this document may be varied by a majority resolution of the Board.