

**SUSTAINABILITY COMMITTEE  
CHARTER  
2020**

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## **SUSTAINABILITY COMMITTEE CHARTER**

### **1. PURPOSE OF THE CHARTER**

- 1.1 The Sustainability Committee (the Committee) is a committee of the Centamin plc (the Company) Board (the Board) and operates within the governance structure of the Company and its subsidiaries (the Group). The Committee's primary functions as set out in this Charter (the Charter) are to make recommendations to the Board on:
- (a) matters in connection with issues relating to the environment, workplace health and safety, workforce engagement and the development of sustainable business and industrial activities with communities and wider stakeholders.
  - (b) develop and recommend to the Board of Directors the Company's approach to environmental, social and corporate governance ("ESG") issues,
  - (c) the formulation or re-formulation of, and implementation, maintenance and monitoring of the Group's Corporate Compliance Program and Code of Conduct as may be modified, supplemented or replaced from time to time, designed to ensure compliance with Corporate policies and legal rules and regulations; and
  - (d) the Group's activities in corporate compliance that may impact the Group's business operations or public image, in light of applicable government and industry standards, legal and business trends and public policy issues.
  - (e) undertakings or such other initiatives that may be necessary and desirable to enable the Board of Directors to provide effective corporate governance and oversight of environmental and social issues, and
  - (f) providing oversight and assistance to the Technical Committee with respect to wider Stakeholder considerations and any related health, safety, environmental matters in connection with any exploration, development, permitting, construction, operation, decommissioning and rehabilitation of Centamin's mining activities and operations.
- 1.2 The Charter has been updated to take account of the UK Corporate Governance Code (the Code) published in July 2018 and best practice guidance issued by the Financial Reporting Council.

### **2. MEMBERSHIP, TERM AND VOTING**

- 2.1 The members of the Committee shall be appointed by the Board from amongst the Non- Executive Directors of the Company and shall consist of not fewer than three members, a majority of whom must be independent Directors as per the definition of independence contained within the Company's Directors' Test of Independence Policy. A quorum shall be two members.
- 2.2 Where possible, the Chair of the Committee shall be an Independent Non-Executive Director appointed by the Board.

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- 2.3 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Committee.
  - 2.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.
  - 2.5 The term of each member will coincide with the member's term as Director.
  - 2.6 Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting, and any such decision shall for all purposes be deemed a decision of the Committee.
  - 2.7 In the case of equality votes, the Chair of the Meeting, in addition to his deliberative vote, has a casting vote.

### **3. SECRETARY AND MINUTES**

- 3.1 The Company Secretary shall be the Secretary of the Committee and the minutes of meetings of the Committee shall be made available to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so. The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 3.2 For the avoidance of doubt, the Company Secretary shall not be entitled to vote or be counted in the quorum in respect of any resolution of the Committee.

### **4. ATTENDANCE AND FREQUENCY OF MEETINGS**

- 4.1 Meetings of the Committee shall be called by the Company Secretary, at the request of the Committee Chair. The Secretary shall prepare an agenda for each meeting, to be agreed by the Chair of the Committee and ensure the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 4.2 Unless otherwise agreed, notice of the meeting will be sent to all members of the Committee no later than five working days before the date of the meeting
- 4.3 Meetings shall be held when required, but in any event shall be held not less than twice per calendar year. The Chair of the Company may request a meeting if he/she reasonably considers that one is necessary.
- 4.4 The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.
- 4.5 The Chair of the Committee shall report to the Board following meetings of the Committee, and as otherwise requested by the Chair of the Board.

### **5. AUTHORITY AND RESOURCES**

- 5.1 The Committee is authorised by the Board to investigate any matter within its terms of reference and to make recommendations to the Board on any such matter. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any reasonable requests made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain, at the Company's expense, outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Committee will act in conjunction with the Chair and/or CEO of the Company.
- 5.3 The Committee shall have access to sufficient resources in order to carry out its duties, including legal or other professional advice on any matters within its terms of reference, including the assistance of the Company Secretary to fulfil its duties.
- 5.4 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

## **6. DUTIES**

- 6.1 The duties of the Committee include:
  - a) reviewing and monitoring the ESG and health policies, systems and activities of the Company in order to ensure compliance with applicable health, safety, and environment and community legal and regulatory requirements;
  - b) reviewing monthly and/or quarterly sustainability, environmental, health and safety reports;
  - c) reviewing annual reports by management on sustainable development, environmental, safety and health issues;
  - d) regularly reviewing community, environmental, health and safety response compliance issues and incidents to determine on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
  - e) encouraging, assisting, supporting and counseling management in developing short- and long-term policies and standards to ensure that the principles set out in the ESG and health and safety policies are being adhered to and achieved;
  - f) ensuring that principal areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
  - g) ensuring that the Company monitors trends and reviews current and emerging issues in the field of ESG, health and safety and evaluates their impact on the Company to include workforce statistics and leading indicators;
  - h) ensuring that the Company's directors are kept advised of their duties and responsibilities related to the scope of this Committee;

- i) making periodic visits, as individual members or as the Committee as a whole to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability, environment, health and safety;
  - j) investigating, or causing to be investigated, any extraordinary negative sustainability, environment, health and safety performance where appropriate;
  - k) reviewing and making recommendations to the Board with respect to environmental aspects of acquisitions and dispositions with material environmental implications
  - l) providing oversight and guidance with respect to managing relationships with local governments and community relations;
  - m) promoting and acting as the Group's workforce engagement conduit in compliance with the Code;
  - n) exercising such other powers and performing such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified in this Charter and as may from time to time be delegated to the Committee by the Board; and
  - o) engage with shareholders and other stakeholders of the Company in respect of ESG issues.
- 6.2 The Committee shall oversee the Company's activities in the area of corporate compliance that may impact the Company's business operations or public image, in light of applicable government and industry standards, as well as legal and business trends and public policy issues.
- 6.3 The Committee shall support the Audit and Risk Committee regarding the Company's activities to ensure the Company is compliant with the corporate governance guidelines in respect to the Company's listing on the London Stock Exchange and Toronto Stock Exchange;
- 6.4 The Committee shall support the Audit and Risk Committee regarding the Company's activities to ensure that the Company is compliant with the Listing, Prospectus, Disclosure and Transparency Rules set out by the Financial Conduct Authority in respect to the Company's listing on the London Stock Exchange and the listing requirements of the Toronto Stock Exchange.
- 6.5 The Committee shall assess:
- a) The Company's Human Rights and Employee related policies including:
    - (i) Code of Conduct
    - (ii) Anti corruption and Bribery Policy
    - (iii) Environment Policy
    - (iv) Health and Safety Policy
    - (v) Human Rights Policy
    - (vi) Supplier Code of Conduct
    - (vii) Corporate and Social Responsibility Policy
    - (viii) Continuous Disclosure Policy
    - (ix) Modern Slavery Act and related public statement

- (x) Whistleblowers Policy
  - (xi) Written compliance policies and procedures that guide the Company and the conduct of its staff in day-to-day operations
  - (xii) Relevant education and training for the Board and all affected staff
- b) the grievance mechanism for staff to seek guidance and report concerns;
  - c) the Company's systems and processes in relation to ESG which are designed to:
    - (i) periodically assess the Company's compliance obligations and associated risks;
    - (ii) monitor and audit the Company's systems, processes and transactions;
    - (iii) investigate alleged misconduct; and
    - (iv) promote and enforce standards through incentive and disciplinary actions.
  - d) necessary modifications to the Corporate Governance program; and
  - e) the Board led culture, values and ethics and assess the efforts in promotion of these fundamental principles.
- 6.6 The Committee shall oversee the Company's activities that may impact on the Company's business operations or public image, in light of political and social trends or public policy issues.
- 6.7 The Committee shall perform such other functions and have such other powers as may be necessary or convenient for efficient discharge of its duties.
- 6.8 In addition to the foregoing the Committee shall have such other powers, duties and responsibilities as may be conferred on it from time to time by the Board.

## **7. REPORTING**

- 7.1 The Committee Chair shall report to the Board on its proceedings following each meeting, making whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 7.2 The Committee will review and recommend to the Board the approval of the annual Sustainability Report and make recommendations on specific actions or decisions the Board should consider in order maintaining the integrity of the annual Sustainability Report. The Committee will prepare and adopt an annual report on its activities for incorporation in the Company's annual report to shareholders.
- 7.3 The Committee will review the performance of the Company each year having regard to:
- a) the ESG, health and safety consequences of decisions and actions, including the impacts on employees and third parties and on the reputation of the Company; and

- b) the impacts of decisions and actions on communities and on the reputation of the Company.

**8. EVALUATION**

- 8.1 The Committee will 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.

**9. PUBLICATION OF CHARTER**

- 9.1 A copy of this Charter shall be made available on the Company's website [www.centamin.com](http://www.centamin.com) in the Corporate Governance section.

