

**TECHNICAL COMMITTEE CHARTER  
2020**

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## TECHNICAL COMMITTEE CHARTER

### 1. PURPOSE OF THE CHARTER

- 1.1 The Technical Committee (the Committee) is a committee of the Board of Directors (“the Board”) of Centamin plc (“the Company”) 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) technical matters relating to exploration, development, permitting, construction, operation, decommissioning and rehabilitation of Centamin’s mining activities and operations;
  - (b) understanding and assessing the resources and reserves on Centamin’s mineral resource properties and the annual process of reviewing the Reserve & Resource Statement;
  - (c) understanding the potential of the assets within Centamin’s portfolio; reviewing plans to improve efficiencies; and monitoring and making recommendations as to Centamin’s asset development and exploration practices;
  - (d) planning, preparation and review of technical reports and related disclosures; and
  - (e) giving due consideration to wider stakeholders including any technical issues relating to health, safety or environmental matters in consultation with the Sustainability Committee, the Board or the CEO.
- 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 Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.
- 2.3 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman 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 Chairman 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 Chairman 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 Chairman. The Secretary shall prepare an agenda for each meeting, to be agreed by the Chairman 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 Chairman of the Company may request a meeting if he 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 Chairman of the Committee shall report to the Board following meetings of the Committee, and as otherwise requested by the Chairman 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 Chairman 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) review the technical aspects of Centamin's exploration, development, permitting, construction and mining programmes and any closure plan and, in the Committee's discretion, make recommendations to the Board for consideration;
- (b) receive regular updates from management on key technical and operational issues and initiatives, including significant exploration and development projects and proposed authorizations for expenditure for matters having a significant technical component;
- (c) assess the Company's systems and processes for reviewing technical risks and technical controls in place at the Company's operations, including quality assurance/quality control measures, estimation of mineral resources and mineral reserves and similar matters, receive and review relevant internal and external reports prepared for management on technical matters, as deemed necessary by the Technical Committee, and review management's procedures for the disclosure of resource and reserve information and the compliance of such disclosure with regulatory and listing requirements;
- (d) review major commercial arrangements for activities planned for the development of mineral resource properties and, in the Committee's discretion, make recommendations to the Board for consideration;
- (e) review annual plans and proposed budgets, together with exploration results, for all proposed and existing properties and, in the Committee's discretion, make recommendations to the Board for consideration;
- (f) review material assumptions, planning and [elaboration? [content?]] of technical reports including the content of any related technical disclosure;
- (g) consider the capability of the Company, either through management, other Company personnel, or contractors, to oversee and address technical matters arising in the Company's operations;
- (h) monitor the critical risks assigned to the Technical Committee by the Board or the Audit Committee as part of the Corporation's enterprise risk management program, periodically review with management how each of those risks are being managed and communicate its findings with the Board.

- (i) ensuring that the Company's directors are kept advised of their duties and responsibilities related to the scope of this Committee;
- (j) 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 technical objectives, procedures and performance;
- (k) 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.

6.2 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 Chairman 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.

## **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.