

# **Environmental, Social and Governance (ESG) Committee Charter**

Pantoro Limited  
ACN 003 207 467  
(Company)

## Table of contents

<b>1</b>	<b>Purpose and authority</b> .....	<b>1</b>
1.1	Introduction.....	1
1.2	Purpose.....	1
1.3	Authority.....	1
1.4	ASX Corporate Governance Principles.....	1
<b>2</b>	<b>Definitions</b> .....	<b>2</b>
<b>3</b>	<b>Role of the Committee</b> .....	<b>2</b>
<b>4</b>	<b>Accountability of the Board</b> .....	<b>2</b>
<b>5</b>	<b>Responsibilities of the Committee</b> .....	<b>3</b>
<b>6</b>	<b>Membership</b> .....	<b>3</b>
6.1	Composition and size.....	3
6.2	Chair.....	3
6.3	Technical expertise.....	4
6.4	Skills development.....	4
6.5	Commitment of Committee members.....	4
6.6	Secretary.....	4
<b>7</b>	<b>Committee meetings and processes</b> .....	<b>4</b>
7.1	Meetings.....	4
7.2	Frequency and calling of meetings.....	4
7.3	Quorum.....	4
7.4	Attendance by management and advisors.....	4
7.5	Agenda and documents.....	4
7.6	Access to information and advisors.....	4
7.7	Minutes.....	5
7.8	Annual report.....	5
<b>8</b>	<b>Economic, environmental and social sustainability risks</b> .....	<b>5</b>
<b>9</b>	<b>Committee’s performance evaluation</b> .....	<b>5</b>
<b>10</b>	<b>Review and publication of Charter</b> .....	<b>5</b>

## **1 Purpose and authority**

---

### **1.1 Introduction**

The Board of Directors (the **Board**) of Pantoro Limited (the **Company**) has resolved to establish an environmental, Social and Governance (ESG) Committee (the **Committee**).

### **1.2 Purpose**

The purpose of this Charter is to specify the authority delegated to the Committee by the Board and to set out the role, responsibilities, membership and operation of the Committee.

The primary purpose is to support the Company in fulfilling its responsibilities in respect of ESG and sustainability matters. The Company recognises that the long-term success and viability of its business requires responsible stewardship of its environmental impact, a strong social license to operate and ethical business practices. The Company's focus on ESG matters is intended to benefit its shareholders, host communities, employees, suppliers and customers. This promotes stakeholder confidence in dealing with or investing in the Company.

The Board:

- (a) recognises that effective management of ESG is an integral part of good management and vital to the continued growth and success of the Company;
- (b) recognises that the Company should implement formal and rigorous processes to independently verify and safeguard the integrity of its ESG reporting;
- (c) is responsible for the oversight of the risk management and control framework of the Company, including ESG risks; and
- (d) has implemented a policy framework to ensure that the risks of the Company and its related bodies corporate are identified, analysed, evaluated, monitored and communicated within the organisation on an on-going basis, and that adequate controls are in place and functioning effectively.

### **1.3 Authority**

The Committee is a committee of the Board established in accordance with the Company's constitution and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the responsibilities set out in this Charter and under any separate resolutions of the Board granted to it from time to time.

The Committee is generally authorised to:

- a) Consult with and seek information from any Director or employee of the Company;
- b) Obtain (at the Company's expense) professional advice from external consultants or specialists as it considers necessary to assist the Committee in meeting its responsibilities; and
- c) Require the attendance of any Company employee at Committee meetings.

### **1.4 ASX Corporate Governance Principles**

The Company has adopted the recommendations provided in the ASX Corporate Governance Principles and, in particular, the recommendations regarding ESG committees.

## 2 Definitions

---

General terms and abbreviations used in this Charter have the meanings set out below:

**ASX** means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited, as the case may be.

**ASX Corporate Governance Principles** means *Corporate Governance Principles and Recommendations (4th Edition, 2019)* as amended from time to time.

**ASX Listing Rules** means the listing rules of the ASX, as amended from time to time.

**Board** means the board of Directors of the Company.

**CEO** means the chief executive officer of the Company.

**CFO** means the chief financial officer of the Company.

**Chair** means the chair of the Committee.

**Charter** means this "Environmental, Social and Governance Committee Charter".

**Committee** means the " Environmental, Social and Governance Committee".

**Company** means Pantoro Limited ABN 30 003 207 467.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Secretary** means the company secretary of the Company.

## 3 Role of the Committee

---

The overriding objective of the Committee is to provide an independent and objective review of ESG and other sustainability information prepared by the Company, in particular information that is to be provided to members and/or filed with regulators.

The committee shall oversee and advise the Board and the Company's management team in relation to the development and implementation of the Company's ESG initiatives, including policies, compliance systems, targets, and monitoring processes, to ensure that the Company is performing and reporting in a manner consistent with best practice.

The Committee will assist the Board in fulfilling its responsibilities with respect to the Company's practices and governance in the following areas:

- Biodiversity and environmental management.
- Climate change, energy consumption and greenhouse gas emissions.
- Human rights, equal opportunities and indigenous rights.

## 4 Accountability of the Board

---

The Board has ultimate responsibility for overseeing the performance of the Company, including monitoring of its internal ESG control systems and performance.

## 5 Responsibilities of the Committee

---

The Committee is responsible for:

- a) Giving consideration to and bringing to the attention of the Company, as appropriate, current and emerging ESG matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders;
- b) Review and make recommendations to the Board in relation to significant public statements regarding ESG, and the Company's annual sustainability report;
- c) Oversee the appropriateness of the Company's risk framework and management systems in relation to ESG;
- d) Oversee identification, management and mitigation of risks relating to ESG;
- e) Review the effectiveness of the management system for ensuring compliance with all applicable laws, regulations, industry codes, company policies and material licenses, permits and agreements as they relate to ESG, including:
  - i. Identification of obligations and commitments;
  - ii. Compliance monitoring;
  - iii. Responses to issues of non-compliance; and
  - iv. Resources assigned to achieved compliance.
- f) Oversee the Company's performance in relation to ESG;
- g) Review and make recommendations to the Board in relation to significant public statements regarding the Company's response to ESG matters, including a response to climate change
- h) Review of Company's performance against its ESG strategy and ESG targets, including plans associated with climate change commitments and decarbonising goals.

## 6 Membership

---

### 6.1 Composition and size

The Committee will consist of:

- (a) at least three members;
- (b) at least one non-executive Director; and
- (c) a majority of members independent from the Board.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

### 6.2 Chair

The Chair may be an independent non-executive Director, including the Chair of the Board.

The Chair must have leadership experience and a strong finance, accounting or business background.

The Chair is appointed by the Board. If, for a particular Committee meeting, the Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chair for the meeting.

### 6.3 **Technical expertise**

The Committee must be structured so that, between them, the members of the Committee should have the ESG expertise and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's duties effectively.

### 6.4 **Skills development**

If the Chair approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

### 6.5 **Commitment of Committee members**

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

At the first Committee meeting after their appointment and when the Board reviews Committee membership, each Committee member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

### 6.6 **Secretary**

The Secretary is the secretary of the Committee.

## 7 **Committee meetings and processes**

---

### 7.1 **Meetings**

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

### 7.2 **Frequency and calling of meetings**

It is intended that the Committee will meet at least four times each year or as frequently as required to undertake its role effectively. The Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor or the chair of the Board.

### 7.3 **Quorum**

A majority of members must be present to constitute a quorum for meetings of the Committee.

### 7.4 **Attendance by management and advisors**

The Chair may also invite Directors who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

### 7.5 **Agenda and documents**

The Chair determines the meeting agenda after appropriate consultation.

The Secretary distributes the agenda and any related documents to all Committee members and other attendees before each proposed meeting.

### 7.6 **Access to information and advisors**

The Chair receives all reports between the external auditor and management.

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Committee requires;

- (b) access the Company's documents and records;
- (c) obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management (where the Committee considers that necessary or appropriate); and
- (d) access and interview management and external auditors (with or without management present).

#### 7.7 **Minutes**

The Secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chair, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

#### 7.8 **Annual report**

The Company will disclose in its annual corporate governance statement or its annual report the frequency of the Committee meetings, the names, relevant qualifications and experience of members of the Committee and their attendance at meetings of the Committee.

### **8 Economic, environmental and social sustainability risks**

---

The Company will disclose whether it has any material exposure to economic, environmental and social sustainability risks, including climate change.

To the extent the Company is exposed to such risks, it must also disclose how it manages or intends to manage those risks.

The Committee shall report to the Audit and Risk Committee any matters of significance relating to the Committee's responsibilities for overseeing ESG areas of risk management and compliance.

### **9 Committee's performance evaluation**

---

The Committee will review its performance annually and whenever there are major changes to the management structure of the Company.

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this Charter.

### **10 Review and publication of Charter**

---

The Board will review this Charter annually to check that it is operating effectively and whether any changes are required to this Charter. The Charter may be amended by resolution of the Board.

The Charter is available on the Company's website. Key features are published in the annual report or on the Company's website.

If you are in any doubt regarding this Charter, you should contact the Company Secretary at:

Address: Level 2, 46 Ventnor Ave, West Perth WA 6005

Phone: +61 8 6263 1110

Email: [david.okeby@pantoro.com.au](mailto:david.okeby@pantoro.com.au)

**Approved by the Board on 17 May 2022**