
Board Charter

Minemet Recycling Group Limited
ACN 629 010 484

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1. Objectives

- 1.1 The board of directors (**Board**) of Minemet Recycling Group Limited (**Minemet** or the **Company**) has adopted this Board Charter (**Charter**) to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws.
- 1.2 The Board is committed to, and expects the highest standards of, behaviour and accountability from all Directors, Senior Executives, and employees of the company. This Charter sets out the functions and responsibilities of the Board of the Company.
- 1.3 The Board is responsible for:
 - (a) setting the goals and objectives of Minemet and its related bodies corporate (**Group**);
 - (b) monitoring and providing effective oversight of the management of the Group;
 - (c) reviewing and monitoring the principal risks of the Group and its system of internal compliance and controls;
 - (d) setting an appropriate corporate governance and compliance framework for the Group;
 - (e) determining broad policies for the Group as it develops its goals of delivering value to shareholders; and
 - (f) acting as an effective interface with the Company's shareholders.
- 1.4 The Board's role and purpose must be considered in light of:
 - (a) the obligations and duties of directors and officers under the *Corporations Act 2001* (Cth) (**Act**) and other relevant legislation;
 - (b) the ASX Listing Rules;
 - (c) ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Governance Principles**); and
 - (d) the Company's constitution (**Constitution**),
as applicable from time to time.

2. Board structure

- 2.1 The composition, structure and proceedings of the Board are governed by the Constitution, the Act and the ASX Listing Rules. Subject to the provisions of the Constitution, the Board, together with the Nomination and Remuneration Committee, will be responsible for:
 - (a) determining the size and composition of the Board;
 - (b) determining the appropriate competencies of Board members;
 - (c) reviewing membership of the Board annually;
 - (d) ensuring the Board has the appropriate mix of skills, expertise and experience necessary to fulfil its function effectively; and
 - (e) appointing the chair of the Board (**Chair**).
- 2.2 Directors are appointed by the Board and elected or re-elected by the shareholders. Non-Executive Directors are engaged through a letter of appointment.

- 2.3 Whilst shareholders ultimately appoint Directors, the Board shall select and recommend candidates to shareholders, with the benefit of recommendations made by the Nomination and Remuneration Committee. Appropriate background checks will be undertaken before the person's appointment as a director.
- 2.4 The Board should comprise of Directors with a broad range of skills, expertise, and experience, as determined by an agreed Board skills matrix, from a diverse range of backgrounds.
- 2.5 The Board, together with the Nomination and Remuneration Committee, will review the skills, experience, expertise, and diversity represented by the Directors on the Board and determine whether the composition and mix remain appropriate, having regard to the Company's strategy and subject to the requirements of the Constitution.

3. Non-Executive directors

- 3.1 The Board will aim to have a majority of independent non-executive directors.
- 3.2 While the Company will aim to have a majority of independent non-executive Directors, this may not always be practicable given the size of the Board and the Company's circumstances. Accordingly, the Directors have absolute discretion to determine the appropriate composition of the Board from time to time, subject to the Constitution, the Act and the ASX Listing Rules.
- 3.3 To the extent that the Board does not achieve this structure from time to time, the Board should establish a process to achieve this structure and measure itself against that process annually.
- 3.4 The Board will consider and decide on the independence of its Non-Executive Directors each year. The Board has adopted a definition of independence based on that set out in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (4th edition) when considering the independent status of a Non-Executive Director.
- 3.5 If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence or the director's perceived independence, the director must immediately disclose all relevant details in writing to the Company Secretary and the Chair of the Board (**Board Chair**).
- 3.6 The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations. Accordingly, tenure is just one of the many factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.
- 3.7 All directors (except the Managing Director) are required to submit themselves for re-election in accordance with the terms of the Constitution and the ASX Listing Rules.

3.8 Non-Executive Directors are expected to devote the necessary time to discharge their duties. It is Board policy that prior to their appointment, Non-Executive Directors must provide the Board Chair with details of other commitments and an indication of time involved and to acknowledge that they will have adequate time to meet what is expected of them. Further, they should consult with the Board Chair, or the Board, and inform the Nomination and Remuneration Committee before accepting any other non-executive director appointment.

4. Responsibilities of the Board

4.1 The Board acts in the best interests of the Company as a whole and is accountable to shareholders for the overall strategic direction, financial management and corporate governance of the Group.

4.2 Matters specifically reserved to the Board or its Committees include:

- (a) approving the Company's statement of values and defining the Company's purpose;
- (b) adopting an annual budget (including capital expenditure, acquisitions, divestments and other material transactions in excess of authority levels delegated to management) for the financial performance of the Company and monitoring performance against it;
- (c) approving the Company's Corporate Governance Statement and financial reports upon recommendations from the Audit and Risk Committee, and in accordance with the Corporations Act, ASX Listing Rules and any other applicable regulations;
- (d) appointment of the Board Chair;
- (e) appointment of the deputy Chair and/or the 'senior independent director (if applicable);
- (f) approving the appointment, remuneration and incentive framework for Senior Executives and overseeing the remuneration framework for the Company;
- (g) appointment and removal of the Managing Director/ CEO, including approving terms of engagement and where required, termination benefits;
- (h) appointment and removal of the Chief Financial Officer;
- (i) appointment and removal of the Company Secretary;
- (j) appointment of Directors to fill a vacancy or as an additional Director;
- (k) establishment of Board committees, their membership and their delegated authorities;
- (l) approving capital management matters, including the Company's dividend policy and authorising payment of dividends;
- (m) recommendations of dividends to shareholders and approval of final dividends;
- (n) approving the Company's Remuneration Report for publication in the annual financial report upon recommendation from the Nomination and Remuneration Committee, and in accordance with the Corporations Act and any other applicable regulations;
- (o) ensuring proper and timely disclosure and reporting to shareholders and other stakeholders;
- (p) monitoring and overseeing the management of shareholder and stakeholder relations;
- (q) reviewing, at least annually, diversity and inclusion policy, diversity targets, initiatives and progress towards their achievement; and
- (r) approval of formal delegations of authority and amendments to existing delegations of authority; and
- (s) approval of significant changes to the organisational structure;
- (t) commence material litigation
- (u) determining the form and operation of employee performance and incentive plans;
- (v) calling meetings of shareholders;

- (w) disclosure (continuous and periodic) obligations under the ASX Listing Rules and Act; and
- (x) any other specific matters nominated by the Board from time to time.

5. The Chair

- 5.1 The Board will appoint one of its members to be the Board Chair.
- 5.2 It is intended that the Board Chair should be an independent, Non-Executive Director.
- 5.3 The position of Board Chair shall not be exercised by the CEO or a former CEO unless there has been at least 3 years since finishing that position and becoming Board Chair.
- 5.4 The Board Chair represents the Board to the shareholders and communicates the Board's position.
- 5.5 The Board Chair will:
 - (a) chair meetings of the Board and of shareholders, including the Annual General Meetings;
 - (b) ensure the Board's decisions are implemented;
 - (c) ensure that the Board fulfils its obligations under this Charter and as required under the relevant legislation;
 - (d) provide effective leadership to the Board and the Company;
 - (e) lead the Board to ensure it operates efficiently and effectively as a group; and
 - (f) promote constructive and respectful relations between the Board and management.
- 5.6 Should the Board Chair be absent from a meeting, members of the Board present shall appoint a Chairperson for that particular meeting.

6. The Company Secretary

- 6.1 The Board will appoint at least one Company Secretary who is accountable to the Board on all matters to do with the proper functioning of the Board.
- 6.2 The Company Secretary is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.
- 6.3 All Directors will have direct access to the Company Secretary.

7. Delegation to Management

- 7.1 Although the Board retains ultimate responsibility for the strategy and performance of the Company, the Board may delegate certain powers to the Managing Director/CEO, Board Committees and other persons. The Board always retains ultimate authority over management of the Company and its controlled entities.
- 7.2 The day-to-day operation of the Company is conducted by, or under the supervision of the Managing Director/CEO as directed by the Board.

- 7.3 The Board approves corporate objectives for the Managing Director/CEO to work towards and, jointly with the Managing Director/CEO, develops the duties and responsibilities of the Managing Director/CEO.
- 7.4 The management team (being the Managing Director/CEO and other officers to whom the management function is properly delegated by the Managing Director/CEO :
- (a) is responsible for implementing the strategic objectives, plans and budgets approved by the Board;
 - (a) is accountable to the Board for matters within its delegated authority.
- 7.5 Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.
- 7.6 Directors are entitled to request additional information at any time when they consider it appropriate.

8. Delegation to committees

- 8.1 The Board may, from time to time, establish committees to streamline the discharge of its responsibilities.
- 8.2 The Board will adopt a formal charter for each standing committee setting out the matters relevant to the composition, responsibilities, and administration of the committee.
- 8.3 As at the date of this charter, the Board has established the:
- (a) Audit and Risk Committee; and
 - (b) Nomination and Remuneration Committee.
- (together, **Committees**)
- 8.4 The Board may also delegate specific functions to ad hoc committees on an “as needs” basis.
- 8.5 Each of the above Committees shall:
- (a) be comprised of a majority of Non-Executive Directors; and
 - (b) be chaired by a Non-Executive Director.
- 8.6 The Board shall review the effectiveness of each of the above Committees against their respective charters, on an annual basis, in conjunction with the Chairperson of the relevant Committee.
- 8.7 The Board will deal with matters referred to it by any Board Committee.
- 8.8 All Non-Executive Directors shall be entitled to attend meetings of Board Committees where there is no conflict of interest.

9. Board Meetings

- 9.1 The Board will schedule formal board meetings at least 10 times annually (subject to section 9.2 of this Board Charter, no meetings shall be held in the month following the end of financial reporting period to allow for audits to be completed), and Directors will use all reasonable endeavours to attend those meetings.
- 9.2 The Board may at any time convene an unscheduled meeting of the Board to consider urgent or other matters.
- 9.3 Periodically, Non-executive Directors may meet without the Managing Director/CEO or management present, to review the performance of management generally and discuss corporate governance issues.
- 9.4 Senior Executives will be invited to attend meetings as required. Other executives, external auditors, internal auditors, and advisers, as the Board Chair sees fit, may be invited to attend meetings.
- 9.5 No executive Director shall be present at a Board meeting during deliberations concerning their position.
- 9.6 Board papers shall be provided to Directors sufficiently far in advance of scheduled meetings to permit adequate preparation.
- 9.7 Any action permitted to be taken at any meeting of the Board may be taken without a meeting, if a written consent thereto is signed by all Directors entitled to vote on the resolution, provided that such written consent shall be filed with the minutes of the proceedings of the Board.
- 9.8 Minutes of meetings must be approved at the next Board meeting.
- 9.9 The Company's Constitution governs the regulation of Board meetings and proceedings.

10. Confidentiality

- 10.1 In order to enable full and frank discussions, all discussions at meetings of the Board are to be considered confidential and are not to be disclosed outside of the meeting except to the extent:
- (a) required by the Act, the ASX Listing Rules, the Constitution; or
 - (b) approved by the Board.

11. Access to information and independent advice by directors

- 11.1 All Directors have unrestricted access to company records and information except where the Board determines that such access would be averse to the Company's interest.
- 11.2 All Directors may consult management and employees as required to enable them to discharge their duties as Directors.

- 11.3 Directors have the right to seek independent professional advice in the furtherance of their duties as Directors at the Company's expense. The Board Chair's prior approval or Board resolution of such expense is required, and all Directors must be advised of the outcome.
- 11.4 Directors are expected to keep up to date with issues and developments that are relevant to them in fulfilling their duties and responsibilities and are encouraged to access and undertake appropriate education and professional development activities. Training and education programs that are approved by the Board Chair will be provided at the Company's expense.

12. Charter Review

- 12.1 This Charter cannot be amended without approval from the Company's Board. This Charter will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of the Company.
- 12.2 To the extent that there is any inconsistency between this Charter and the Constitution, the Constitution will prevail.

13. Approved and Adopted

- 13.1 This Charter was approved by the Board on 3 October 2022 and adopted on the date the Company will be listed on the Australian Securities Exchange.