

## METLEN ENERGY & METALS PLC (the "**Company**")

### SUSTAINABILITY COMMITTEE TERMS OF REFERENCE

The Company is the ultimate holding company of the Metlen group. Its main operating subsidiary is Metlen Energy & Metals S.A. ("**Metlen S.A.**"). These terms of reference apply across the Company, Metlen S.A. and each of their respective direct and indirect subsidiaries (together, the "**Group**").

#### 1. **PURPOSE**

The board of directors of the Company (the "**Board**") has established a Sustainability Committee to review and assure that the Company has appropriate and effective strategies, policies and operational controls to conduct their business in a responsible manner (including performance against the Group's sustainability strategy and in relation to environmental and social matters).

#### 2. **COMPOSITION AND MEETINGS OF THE SUSTAINABILITY COMMITTEE**

- 2.1 The Sustainability Committee comprises at least three members, the majority of whom shall be independent non-executive directors, and one of whom where possible will also be a member of the Audit and Risk Committee of the Board. Members of the Sustainability Committee should be appointed by the Board, on the recommendation of the Nomination Committee. Appointments shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members continue to be independent and meet the membership criteria of the committee.
- 2.2 All members of the Sustainability Committee shall have the skills and experience appropriate for membership. The Sustainability Committee as a whole shall have competence relevant to the sector in which the Company operates.
- 2.3 The chair of the Sustainability Committee (the "**Committee Chair**") shall be appointed by the Board and shall be a non-executive director. In the absence of the Committee Chair and/or appointed deputy at a meeting of the Sustainability Committee, the remaining members shall elect one of themselves to chair the meeting.
- 2.4 The Sustainability Committee shall appoint a committee secretary (the "**Committee Secretary**") to support its operations. In case no Committee Secretary is appointed, the Company Secretary (or his or her nominee) shall carry out the duties of the Committee Secretary. The Sustainability Committee shall have access to the services of the Company Secretariat on all Sustainability Committee matters including assisting the Committee Chair in planning the Sustainability Committee's work, compiling meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.
- 2.5 The quorum for meetings of the Sustainability Committee is any two of its members.
- 2.6 Only members of the Sustainability Committee and those entitled to attend as an observer have the right to attend meetings of the Sustainability Committee. External

advisers may be invited to attend for one or part of any meetings as and when appropriate and necessary.

- 2.7 Meetings of the Sustainability Committee are to be held not less than three times a year and at such other times as the Committee Chair shall require. Any of the Sustainability Committee members may request a meeting of the Sustainability Committee if they consider it necessary, to be arranged by the Committee Secretary.
- 2.8 There should be sufficient interval between meetings of the Sustainability Committee and meetings of the Board to allow the Sustainability Committee to carry out its work and report on it to the Board. The meetings should also be scheduled in this manner to allow maximum attendance by Sustainability Committee members.
- 2.9 Unless otherwise agreed by the Sustainability Committee, notice of each meeting, confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Sustainability Committee and any other person required to attend, no later than three working days before the date of the meeting. Supporting papers shall be sent to the members of the Sustainability Committee and to other attendees, as appropriate, at the same time. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

### 3. **DUTIES OF THE SUSTAINABILITY COMMITTEE**

The duties of the Sustainability Committee are:

- 3.1 to monitor management's assessment of the health, safety, security, environmental and social impacts resulting from the Company's operations, in particular the impact on its employees, suppliers, contractors and host communities;
- 3.2 to ensure that climate-related matters are duly considered in:
  - (a) the review and approval of the Company's annual budgets;
  - (b) the formulation and evaluation of the Company's business plans and strategies;
  - (c) the setting of the Group's organisational performance targets; and
  - (d) the oversight of the Group's material capital investments, acquisitions and divestments.
- 3.3 to confirm the Company's compliance with and reporting of relevant health, safety and environmental legislation and standards, responsibilities and commitments, including but not limited to environmental, and social disclosures, targets, key performance indicators and future plans;
- 3.4 to oversee the Company's approach to public reporting in relation to ESG matters, (including disclosures regarding the recommendations of the Task Force on Climate-Related Financial Disclosures ("TCFD")).
- 3.5 to review and monitor systems, strategies, policies and targets in relation to emissions to air, water and land, energy management, climate change and carbon management,

waste, recycling and resource productivity and biodiversity, and compliance with environmental laws or regulations, in addition to any other subject matter deemed material to the Group over time;

- 3.6 to assess the Company's performance in implementing sustainability strategy and policy, by receiving and considering updates from the Company's businesses and experts;
- 3.7 to review and recommend changes as appropriate to the Company's sustainability strategy and policy and to ensure that the Company's standards of business behaviour are up to date and reflect best business practices;
- 3.8 to review the content, integrity and completeness of statements and reports to be published by the Company and, to the extent applicable or required, by any of its material subsidiaries established and operating within the European Union, on sustainability, including policy statements on environmental and social matters;
- 3.9 to bring best practice thinking and ongoing awareness of global developments in sustainability
- 3.10 to report to the Audit and Risk Committee on material sustainability risks identified and managed through the system of risk management, and the outcome of the evaluation of those risks;
- 3.11 to assess the policies and systems within the Company for ensuring compliance with environmental regulatory requirements;
- 3.12 to evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning environmental issues;
- 3.13 to review the results of independent audits of the Company's performance with regard to environmental matters, review any strategies and action plans developed by management in response to issues raised and, where appropriate, make recommendations to the Board concerning the same;
- 3.14 review the results of independent audits of the Company's performance
- 3.15 to review or make recommendations to the Remuneration Committee in relation to metrics for sustainability components for the short and long term-based incentives.
- 3.16 to review and monitor the systems for compliance with applicable sustainability-related legal and regulatory requirements and monitor the performance of the Company in regard to those requirements; and
- 3.17 to review and endorse to the Audit and Risk Committee the Sustainability section of the Company's internal audit plan.

#### **4. COMMITTEE CHAIR**

The Committee Chair shall:

- 4.1 report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;

- 4.2 attend the Company's annual general meeting prepared to answer any shareholders' questions; and
- 4.3 seek engagement with the Company's shareholders on significant matters related to the Sustainability Committee.

## **5. COMMITTEE SECRETARY**

The Committee Secretary shall:

- 5.1 minute the proceedings and resolutions of all meetings of the Sustainability Committee, including recording the names of those present and in attendance;
- 5.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and
- 5.3 promptly circulate minutes of Sustainability Committee meetings to all members of the Sustainability Committee and, once agreed, to all members of the Board, unless in the opinion of the Committee Chair, a conflict of interest exists.

## **6. AUTHORISATIONS**

The Sustainability Committee is authorised by the Board:

- 6.1 to obtain, at the Company's expense, such independent, legal, accounting or other professional advice on any matter it deems necessary;
- 6.2 to secure the attendance of other persons at its meetings if it considers this necessary; and
- 6.3 to delegate any matter or matters to another committee or person(s) as it deems appropriate.

## **7. OTHER MATTERS**

The Sustainability Committee shall:

- 7.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 7.2 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;
- 7.3 give due consideration to any applicable laws and regulations, as appropriate; and
- 7.4 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.

Approved by the Board on 4 August 2025.