

SUSTAINABILITY COMMITTEE CHARTER

AS AT MAY 2024

1 ROLE OF THE COMMITTEE

- 1.1 The role of the Sustainability Committee (Committee) is to assist the Board of Directors (Board) in the effective discharge of its responsibilities in relation to Sustainability matters arising out of the activities and operations of Bannerman Energy Ltd (“Bannerman” or “the Company”) and its subsidiaries.
- 1.2 The Committee has authority from the Board to review and investigate any matter within the scope of its charter and make recommendations to the Board in relation to the outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.
- 1.3 The Committee has unrestricted access to employees and records and is authorised to take advice from external parties as appropriate at the Company’s expense.

2 DUTIES

- 2.1 In meeting its purpose set out in paragraph 1.1 of this charter, the Committee has the following duties:
 - 2.1.1 Promoting throughout the Company a strong culture which values Sustainability;
 - 2.1.2 Recommending to the Board a Sustainability Policy, clearly setting out the commitments of the Company to manage Sustainability related matters effectively;
 - 2.1.3 Reviewing and recommending targets for Sustainability performance and assessing progress by the Company towards those targets;
 - 2.1.4 Reviewing audits and reports in relation to Sustainability systems, processes, and resourcing throughout the Company;
 - 2.1.5 Reviewing investigations of major Sustainability incidents within the Company;
 - 2.1.6 Reviewing Sustainability compliance, including compliance standards, and providing appropriate recommendations for change to the Board;
 - 2.1.7 Considering developments in relevant Sustainability legislation and regulations and providing appropriate recommendations for change to the Board;
 - 2.1.8 Investigating and reporting on specific Sustainability matters as and when requested by the Board; and
 - 2.1.9 Reviewing the Company’s Health and Safety, Environmental, and Social policies.

3 MEMBERSHIP

- 3.1 The Committee shall consist of at least two directors.
- 3.2 The Company Secretary or their nominee will act as the secretary to the Committee.

4 COMMITTEE AGENDA AND PAPERS

- 4.1 An agenda will be prepared for each meeting and distributed in advance of the meeting. Minutes of each meeting will be prepared and will be circulated to all Directors after the meeting.

5 MEETINGS

- 5.1 The Committee must meet as often as required and at least twice each year.
- 5.2 Meetings will be called by the Company Secretary at the direction of the Board or at the request of the Committee Chairman.
- 5.3 Members of the Board may attend meetings of the Committee. The Chief Executive Officer is required to attend all Committee meetings.
- 5.4 The Company Secretary will keep minutes of proceedings and resolutions of the Committee together with copies of supporting papers. These records will be available to any Board member upon request.
- 5.5 A quorum will comprise two members of the Committee. In the absence of the Committee Chairman, Committee members will elect a Committee member to act as Chairman for that meeting.
- 5.6 Each member of the Committee will have one vote and matters will be decided by a majority of votes. In the case of an equality of votes, the Chairman of the Committee will have a casting vote, provided more than two of the members present are entitled to vote.

6 PROFESSIONAL ADVICE

- 6.1 The Committee may have access where necessary to professional advice from external advisers and may meet with external advisers without management being present.

7 REPORTING

- 7.1 The Committee Chairman will:
- (a) Report to the Board on the proceedings of each Committee meeting (at the next Board meeting); and
 - (b) Attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

8 ASSESSMENT

- 8.1 The Committee and the Board will review the performance of the Committee as required.
- 8.2 The Committee will review this Charter on a periodical basis, to ensure its relevance.