

## **DENISON GAS LIMITED**

### **ESG COMMITTEE CHARTER**

This Charter sets out the authority, responsibilities, membership and operation of the Environment, Social and Governance (ESG) Committee established by the board of directors (**Board**) of Denison Gas Limited (**Company**<sup>1</sup>).

#### **1 AUTHORITY**

The ESG Committee (**Committee**) has the authority delegated to it by the Board in matters of risk and sustainability as set out in this Charter.

#### **2 PURPOSE**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities in relation to environmental, social and governance policies and practices and the Company's processes for monitoring compliance with laws, regulations and sustainability standards. The Committee, in carrying out its duties, must take into consideration applicable laws, regulations, listing rules (if listed) and corporate governance rules.

#### **3 DUTIES AND RESPONSIBILITIES**

The Committee's key responsibilities and functions are to assist the Board, make recommendations, and where authority is delegated by the Board, approve relevant matters relating to sustainability in particular:

##### **3.1 Sustainability**

- (a) Developing an enterprise sustainability (ESG) framework, including applicable standards, materiality levels, factors, targets and metrics for monitoring and reporting;
- (b) Preparing and reviewing the Company's environmental and sustainability policies and procedures;
- (c) Making recommendations on specific actions and decisions the Board should consider in relation to ESG matters;
- (d) Establishing measurable objectives and targets against the Company's sustainability strategy (including by associating ESG performance, business strategy and financial and operational performance);
- (e) Overseeing the processes for the collection and reporting of reliable, comparable and clear ESG data;
- (f) Reviewing the adequacy of the Company's programs and initiatives in managing sustainability risks (including climate-related risks) to prepare for systemic risks and open up new opportunities for growth;
- (g) Reviewing the format and the contents of the annual sustainability report so that it provides an accurate and balanced view of the Company's performance and if required, commissioning and reviewing independent external assurance on the sustainability report; and
- (h) Benchmarking the Company's ESG performance against relevant legal and regulatory requirements as well as industry and corporate best practice.

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<sup>1</sup> For the purpose of this Charter, where relevant, 'Company' includes all existing subsidiaries of Denison Gas Limited

### 3.2 *Compliance with corporate governance principles*

- (a) Developing a corporate governance framework based on the relevant principles of corporate governance as applicable to the Company as predicated by applicable laws, regulations and listing rules;
- (b) Making recommendations to the Board regarding the compliance with the corporate governance framework and any developments pertaining to corporate governance;
- (c) Establishing guidelines on what is a reasonable and maximum number of listed company board representation and other principal external commitments for each Director;
- (d) Reviewing periodically the Constitution and the Board's and Board committees' charters to maintain compliance with relevant laws, regulations and applicable standards;
- (e) Ensuring that the Board is well-informed on governance best practices;
- (f) Reporting on corporate governance practices annually to the shareholders;
- (g) Taking into consideration all factors as may be specified in applicable laws, regulations, listing rules (if listed) and corporate governance rules in carrying out all its duties; and
- (h) Reviewing the procedures and policies put in place to ensure compliance with various laws and regulations at least annually, to ensure that such procedures and policies are commensurate with the Company's operations and expansion plans from time to time.

The ultimate responsibility for, and power to make, decisions remains with the full Board.

## 4 **COMPOSITION**

Denison uses its best endeavours to comply with relevant corporate governance principles, including the ASX Corporate Governance Council Principles and Recommendations 4th ed or later editions, regarding the composition of the Board. Denison recognises however that strict compliance may not always be practical or practicable, and it may be necessary to depart from those principles from time to time dependent on the composition of the Board available at that time.

- (a) The members of the Committee are appointed by the Board and, where practical and practicable, comprise at least three (3) Directors including one (1) independent non-executive director.
- (b) All members must have or acquire relevant sustainability experience and an understanding of the key risk issues facing the Company, so that the Committee may discharge its mandate effectively.
- (c) A member who wishes to retire or resign from the Committee must notify the Board in writing, giving not less than two (2) months' notice.
- (d) The Board may add to or replace committee members.
- (e) Other Company personnel and external advisers may attend meetings of the Committee at the invitation of the Committee Chair on an as needs basis.

## 5 **MEETINGS AND ACCESS**

- (a) The Committee should meet as often as required but not less than twice a year.

- (b) Additional meetings of the Committee may be called, as determined by the Committee Chair who must take into account any request from the Board, any Committee member, the Managing Director/Chief Executive Officer, the Chief Financial Officer or the Chief Operations Officer.
- (c) Meetings:
  - (i) may be held in person, using virtual meeting technology or a mix of both, provided that all persons participating in the meeting can participate and hear each other;
  - (ii) may be convened by any Committee member regarding the Committee's duties;
  - (iii) are convened by notice of meeting, confirming the venue, electronic facilities, date and time and enclosing an agenda of items to be discussed, to be, other than under exceptional circumstances, forwarded to each member of the Committee at least three (3) working days prior to the date of the meeting; Committee members may however consent to shorter notice by unanimous vote;
  - (iv) are subject to a quorum of at least two (2) Committee members, present physically or by virtual meeting technology; and
  - (v) are presided by the Committee Chair. If at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of the other independent members to be the Chair of the meeting.
- (d) The Committee may invite any Executive Director, executive, other staff member or external advisers to attend all or part of a committee meeting. Directors who are not a member of the Committee have a standing invitation to attend Committee meetings.
- (e) The Committee has a right to access management and to seek additional information and explanations where it considers it appropriate, and access to internal and external audit without management present, subject to agreement with the Audit Committee.
- (f) The Committee has access to the General Counsel and the Company Secretary for advice and may seek independent advice from external advisers to enable it to properly carry out its functions and meet its objectives.
- (g) The proceedings of all Committee meetings are minuted by the Company Secretary or nominee. The minutes are confirmed and signed by the Chair of the meeting within one (1) month and circulated to all members of the Committee. All minutes are available for inspection by any Director. A written resolution signed or approved by a majority of the members of the Committee is as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents each signed by one or more members. The expressions "in writing" and signed include approvals by any electronic communication.
- (h) Any member is required to abstain from voting, approving or making a recommendation on any resolutions of the Committee in which such member has a conflict of interest in the subject matter under consideration.
- (i) Matters will generally be decided by consensus or, if consensus cannot be reached, by a majority of votes from the members present. Where votes are equal, the Committee Chair has a casting vote.

- (j) The Committee has the right to obtain information, interview management or carry out any task that may be necessary to enable it to properly to carry out its role and meet its objectives.

## 6 REPORTING

- (a) The Committee Chair will report to the Board following each meeting of the Committee regarding any significant matters relevant to its role and responsibilities under this Charter, Committee advice and recommendations identifying any action needed and/to be undertaken.
- (b) Minutes of meetings will be included in the papers for the next full Committee meeting and will be provided to the Board at the next Board meeting, for the information of the Board.

## 7 REMUNERATION

Having regard to the functions performed by members of the Committee in addition to their functions as Directors and pursuant to the specific power conferred upon the Board by the Constitution of the Company, members of the Committee may be paid such special remuneration in respect of their appointment as determined by the Board.

## 8 REVIEW

- (a) The Committee will, at least once a year, review this charter of the Committee to review its purpose and responsibilities and assess its adequacy and effectiveness.
- (b) This Charter is authorised by the Board and may only be amended with its approval.
- (c) This Charter is available on the Company's website.

## 9 DOCUMENT HISTORY

Approval Date	19 June 2024
Approved by	The Board
Version Number	3