
People and Performance Committee Charter

Sandfire Resources Limited (ACN 105 154 185)

Last updated: 22 June 2023

This Charter has been approved by the Board of Sandfire Resources Ltd.

Sandfire Resources Limited - People and Performance Committee Charter

The Board of Directors (**Board**) of Sandfire Resources Limited (**Sandfire** or the **Company**) is committed to fostering a culture of compliance, ethical behaviour and good corporate governance.

The People and Performance Committee is devoted to ensuring all outcomes and decisions align with the Sandfire's vision, mission and values.

1 Role of the People and Performance Committee and authority

- (a) The People and Performance Committee (**Committee**) assists the Board of Sandfire in fulfilling its responsibilities for:
 - (i) oversight and governance of Sandfire's People and Performance policies and practices which enable it to attract and retain senior management of Sandfire (comprising the Managing Director and Chief Executive Officer (**CEO**) and such other individuals as the Committee determines from time to time (**Senior Management**)) and appropriately align their interests with those of key stakeholders; and
 - (ii) oversight of Sandfire's organisational development and ensuring the culture of the Company is aligned with its strategies and values.
- (b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Sandfire and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.
- (c) The Committee is a committee of the Board established in accordance with Sandfire's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board and/or nature and scope of the operations of the Company from time to time, comprise of:
 - (i) at least three members;
 - (ii) non-executive directors; and
 - (iii) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).
- (b) All Committee members should have a reasonable understanding of:
 - (i) Sandfire's business and the industry in which it participates; and
 - (ii) remuneration practices.

- (c) The Chair of the Committee (**Committee Chair**) will be appointed by the Board. The Committee Chair will be an independent non-executive director who does not chair the Board (and must satisfy this description if required by statute or regulation).
 - (d) Committee members will be appointed by the Board.
 - (e) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership.
 - (f) The appointment and removal of Committee members is the responsibility of the Board.
 - (g) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
 - (h) If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
 - (i) The Company Secretary of Sandfire or their designate is secretary to the Committee (**Committee Secretary**).
 - (j) Sandfire's Executive People & Performance will be the primary contact between the Committee and Sandfire's operations and business.
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3 Meetings

- (a) The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.
- (b) Sandfire's Executive People & Performance (or his or her alternate) shall be present for each Committee meeting (unless notified by the Committee Chair that attendance is not required).
- (c) Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.
- (d) The Committee Chair may invite any director, manager, other staff member, external auditor or external advisor to attend all or part of a meeting of the Committee.
- (e) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives. Should Sandfire wish to engage a remuneration consultant, the Committee will ensure any such engagement complies with Part 2D.8 of the Corporations Act 2001 (Cth).
- (f) The proceedings of all meetings will be minuted by the Committee Secretary. All minutes of the Committee are available for inspection by any director of the Board.
- (g) A quorum for any meeting will be at least two Committee members.
- (h) The Committee may request Senior Management or the Head of People and Culture to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.
- (i) The Committee will develop an Annual Program to meet its responsibilities.

4 Duties and Responsibilities

- (a) The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to:
 - (i) remuneration policies, including:
 - (A) evaluating and approving the remuneration packages (including fixed remuneration, short term and long-term incentives and any other benefits or arrangements) of the CEO, executive directors and other members of Senior Management;
 - (B) ensure the incentives for the CEO, executive directors and other members of Senior Management encourages them to pursue growth and success without rewarding conduct contrary to Sandfire's statement of values or risk appetite;
 - (C) evaluating and approving the remuneration arrangements for non-executive directors;
 - (D) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool;
 - (E) engagement of external remuneration consultants;
 - (F) evaluating and approving applicable termination payments for the CEO, executive directors and other members of Senior Management (subject to shareholder approval, if required); and
 - (G) reviewing remuneration by gender and approving strategies or changes to address any pay bias;
 - (ii) short and long-term incentive plans, including:
 - (A) plan terms and conditions;
 - (B) performance hurdles;
 - (C) invitations to participation in offers and the terms of participation;
 - (D) achievement of performance criteria and the final level of any payments, grants or allocations; and
 - (E) the ability to claw back performance-based remuneration from executive directors and Senior Management where appropriate;
 - (iii) equity plans, including:
 - (A) amendments to the terms of existing plans within the parameters of those plans;
 - (B) administration and operation of plans, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans; and

- (C) the ability to claw back performance-based remuneration from executive directors and Senior Management where appropriate.
 - (iv) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;
 - (v) reviewing the time non-executive directors are expected to devote to Sandfire's affairs and whether directors are meeting that requirement;
 - (vi) appointment and reviewing the performance of Senior Management, including:
 - (A) the selection and appointment of Senior Management;
 - (B) reviewing the performance of Senior Management against guidelines approved by the Board; and
 - (C) review of development and succession plans for Senior Management;
 - (vii) reviewing the performance of the CEO against guidelines approved by the Board; and
 - (viii) diversity and inclusion, including:
 - (A) reviewing the Company's Diversity and Inclusion Policy, which enable it to attract and retain appropriately qualified personnel; and
 - (B) setting the measurable objectives for achieving gender diversity in the composition of the Board, Senior Management and workforce generally;
 - (ix) people and culture, including:
 - (A) reviewing Sandfire's people and performance strategies, policies and procedures, which enable it to achieve the Company's strategy and desired culture;
 - (B) reviewing the results of employee engagement and culture surveys and monitor the progress of any management actions undertaken in response to those surveys; and
 - (C) reviewing learning and development strategies, frameworks and programs which support employee development and deliver improved personal and organisational performance; and
 - (x) working with the Nominations Committee as required with respect to the above duties, and providing reasonable assistance to the Nominations Committee as required for that committee to fulfil its duties.
- (b) The Committee will oversee remuneration related disclosures required in annual statutory reporting and provide advice to the Board on approval of those disclosures. Such disclosure may include Sandfire's policies and practices regarding the remuneration of executive directors and Senior Management.
- (c) The Committee shall perform other duties and activities that it or the Board considers appropriate in the context of this Charter.

5 Reporting

- (a) The Committee will:
 - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
 - (iii) as and when appropriate, seek direction and guidance from the Board on remuneration and human resource risk management and compliance matters.

6 Not used

7 Committee Performance

- (a) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

8 Claw back policy

If Sandfire becomes aware of a material misstatement in its financial statements for any of its immediately preceding three financial years or some other event has occurred which, as a result, an executive director or Senior Manager should not have received some or all its performance-based remuneration (**the Overpayment**) at that time, the Board may claw back that Overpayment in accordance with the terms of the applicable incentive or equity plan. Such claw back may involve:

- (i) requiring the executive director or Senior Manager to pay back the Overpayment; or
- (ii) adjusting the current year incentives or fixed remuneration of that executive director or Senior Manager to take account of the Overpayment.

The Committee will review this claw back policy at least annually and make recommendations to the Board as to any changes it considers should be made.

9 Review

- (a) The Committee will review this Charter annually or as often as it considers necessary.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.
- (c) The Company Secretary (and, so long as there are two, either one of them) is authorised to make administrative and non-material amendments to this policy provided

that any such amendments are notified to the Board or its delegated committee at or before its next meeting.