

Risk and Sustainability Committee Charter



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Purpose and Scope

Use this document to define the role, structure and responsibilities of the **Risk and Sustainability Committee** of the **Board of Directors** of Cooper Energy Limited (**Cooper Energy**).

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1. Overview

The role of the **Risk and Sustainability Committee** is to assist the **Board** to fulfil its oversight responsibilities in relation to:

- Risk management
- The Company's sustainability policies and practices
- Insurance
- Internal audit of non-financial matters.

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

Cooper Energy will provide the Committee with resources and information, including access to management, to enable the Committee to undertake its duties. The Committee is authorised to, on approval from the Chairman of the Board, obtain independent advice and institute investigations, at Cooper Energy's cost, as it considers necessary or appropriate to fulfil its duties.

1.1. Roles and Responsibilities

Roles	Accountability
General Counsel & Company Secretary	Document Owner – accountable for defining the requirements of the business process described by this Charter, ensuring appropriate performance metrics are defined and reviewed, tracking lessons learned, and driving continuous improvement. Responsible for: <ul style="list-style-type: none">• Arranging all Board and Committee meetings• Taking and keeping minutes of those meetings• Circulating minutes to all Board members.
Board Members	Accountable for ensuring this Charter is implemented.

1.2. Related Content

- **Audit Committee Charter (CMS-GV-CHT-0001)**
- **Board Charter (CMS-GV-CHT-0002)**
- **Nomination Committee Charter (CMS-GV-CHT-0003)**
- **People and Remuneration Committee Charter (CMS-HR-CHT-0001)**

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2. Terms of Reference

2.1. Membership and Meetings

- The Committee will comprise at least 3 non-executive directors appointed by the Board, the majority of whom will be independent directors.
- The Board will appoint the Chairman of the Committee. The Chairman of the Committee must not be the Chairman of the Board. The Board notes the ASX Corporate Governance Council's Corporate Governance Recommendation that the Chairman be independent.
- The Committee may form sub-committees to be responsible for and make recommendations to the Committee or to the Board.
- The Committee will meet at least four times a year. Additional meetings may be held as the Committee or its Chairman determines. Any Committee member may call a meeting of the Committee.
- The Committee may invite any director, general manager, or other staff member, to attend all or a part of a meeting of the Committee.
- A quorum for a meeting of the Committee will be a majority of members of the Committee. All matters will be decided by a majority of votes of members present.
- The Company Secretary will include meeting minutes in the papers for the next meeting of the Board following the Committee meeting.
- The Committee will report to the Board on all actions and recommendations of the Committee and such other matters as the Committee considers necessary or appropriate and as required by the ASX Corporate Governance Principles and Recommendations (from time to time).

2.2. Responsibilities

The Committee is responsible for providing advice and making recommendations to the Board on the following matters as outlined below.

2.2.1. Risk Management

- Oversee, review, and make recommendations to the Board regarding the Company's risk management framework and the adequacy and effectiveness of the risk management framework, including ensuring that the risk management framework deals with contemporary and emerging risks relevant to the Company.
- Profile the risks of the Company including by analysing the Company's business units and the various categories of risks faced by the Company (including any concentrations of risks and interrelationships between risks) and oversee management's recommended action plans for managing risk.
- Review and make recommendations to the Board on the Company's overall current and future risk appetite having regard to the Company's size, scale, complexity, scope of operations and capabilities.
- Monitor management's performance against the risk management framework, including whether the Company is operating with due regard to and within the risk appetite set by the Board and, if there have been operations outside the risk appetite set by the Board, bring that matter to the attention of the Board.
- Annually review the Company's risk management policies.
- Assist the Board to review the adequacy and effectiveness of, and monitor compliance with, the Company's risk management policies and instances of non-compliance.
- Assess whether the Company's risk management policies are communicated effectively to ensure they are embedded as part of the Company's corporate culture.
- Monitor and make recommendations regarding management's effectiveness in managing key risks and internal controls, including procedures for periodic and critical reporting of risks to the Board and the Committee.
- Review the quality, type and presentation of risk-related material provided to the Board.

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- Receive and review material risk-related reports and assessments from management, external auditors, internal auditors, legal counsel, regulators, and consultants relating to material projects and new or emerging sources of risk for the Company, and risk controls and mitigation measures in place to deal with those risks, including risks associated with acquisitions and divestments of those projects, and report to the Board any significant matters arising from the reports or assessments.
- Monitor compliance, including systems for monitoring and managing compliance, with laws, regulations, and other key obligations.
- Assess the structure and adequacy of the Company's Business Continuity Plans and Disaster Recovery Plans.
- Review the register of material business risks (including any material deficiency in risk controls) and advise the Board of 'learnings'.

2.2.2. Sustainability Policies and Practices

- Oversee, review, and make recommendations to the Board regarding the Company's sustainability policies and performance relating to safety, health, process safety, the environment, community relations, land access and emergency management, including:
 - Annually review the Company's sustainability policies
 - Assess whether the Company's sustainability policies are communicated effectively to ensure they are embedded as part of the Company's corporate culture
- Review and make recommendations to the Board regarding the Company's annual reserve statements.

2.2.3. Insurance

Review the adequacy of insurance coverage to meet the business' needs.

2.2.4. Internal Audit for Non-Financial Matters

- Assess alignment of the Company's internal audit function with risks identified and report on these matters to the Audit Committee and/or the Board.
- Monitor and review the effectiveness and objectivity of the internal audit function and report on these matters to the Audit Committee and/or the Board.
- Receive reports from the Company's internal audit function on the adequacy of Company processes for identifying and managing risk, review any internal audit plans, strategies, reports, and outcomes directed to it and monitor internal audit performance and results.
- Review management's response to reviews and recommendations arising from the internal audit function.
- Assess periodically the adequacy of resources and governance arrangements in respect of the internal audit function.

2.3. Review

The Board will annually review the Committee's role and responsibilities and evaluate the effectiveness of the Committee's performance. Any recommendations arising from a review will be put to the Board for consideration.

The Board will review this Charter annually to ensure it is consistent with the Committee's authority, role, and responsibilities. Any proposed amendments to this Charter arising from a review will be put to the Board for consideration.

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Appendices

Appendix 1 – Revision History

Revision	Date	Revision Summary
0	15-Feb-2021	Issued for Use