



RISK AND SUSTAINABILITY COMMITTEE CHARTER

DEFINITIONS

TERM/ ACRONYM	DEFINITION
AASB	Australian Accounting Standards Board
AICD	Australian Institute of Company Directors
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691)
ASX Listing Rules or Listing Rule	Official Listing Rules of the ASX as amended or replaced from time to time
AUASB	Australian Auditing and Assurance Standards Board
Board	Board of Directors, Emperor Energy Limited
Chair	The Chair of the Board of Emperor Energy Limited
Chief Executive Officer (CEO)	The person appointed by the Board as Chief Executive Officer of the Company
Chief Financial Officer (CFO)	The senior executive responsible for financial strategy, reporting and compliance.
Committee Chair	The Director appointed by the Board to chair the Committee
Committee(s)	Sub-Committee(s) approved by the Board
Company	Emperor Energy Limited (ACN 006 024 764)
Company Secretary	The person appointed as Company Secretary of the Company
Constitution	Constitution of Emperor Energy Limited
Corporate Governance Principles and Recommendations	Corporate Governance Principles and Recommendations 4th Edition, issued by the ASX Corporate Governance Council in 2019
Corporations Act	Corporations Act 2001 (Commonwealth), as amended or replaced from time to time
Director	A duly appointed member of the Board.
External Auditor	The independent external auditor
Internal Auditor	The person or firm engaged by the Company to conduct internal audit functions, if applicable.
Management	The CEO, CFO and other senior executives of the Company as designated by the Board.
Shareholder	Means shareholder of the Emperor Energy Limited

1. Introduction

- 1.1. This Charter sets out the role, responsibilities and structure of the Risk and Sustainability Committee, including relationships with the Board and any supporting processes and procedures
- 1.2. This Charter should be read in conjunction with the Board Charter and the Delegation of Authority Policy.

2. Role and purpose

- 2.1. The purpose of the Committee is to assist the Board to meet its specific governance duties with respect to risk and sustainability aspects of the operations of the Company, by providing specific oversight of these matters, having regard to the law and industry best practice.
- 2.2. The Committee shall also consider health, safety, environment and security, risks posed to the Company during the conduct of its operations.

3. Relationship with the Board

- 3.1. The Committee is part of the Board, exercises its authority and is accountable to the Board for its performance
- 3.2. The Board is ultimately responsible for the Risk and Sustainability outcomes of the Group's operational activities and maintains discretion to accept or disregard recommendations made by the Committee.
- 3.3. Committee minutes will be provided to the Company's Board for noting.
- 3.4. The Committee will ensure that the Company's Board is provided with sufficient information to ensure informed decision making.

4. Responsibilities

- 4.1. The specific responsibilities of the Committee are described in detail in Schedule 1.
- 4.2. The Committee is not responsible for managing financial risk or other risks addressed by the Audit Committee, or for addressing human resources issues that would be considered by the Remuneration and Nominations Committee. A list of the policies and frameworks to which the Committee provides oversight is included in Schedule 2.
- 4.3. The Committee shall have unrestricted access to all Company information, including documents and personnel, and to the Company's external auditors or accountants.

5. Committee Composition

- 5.1. The Committee shall comprise at least two non-executive directors of the Board. Where the Committee comprises more than two members, a majority shall be independent directors, as defined by the ASX Corporate Governance Principles and Recommendations. Where only two members are appointed, at least one shall be independent.
- 5.2. The Chair of the Committee shall be either an independent or non-executive Director, or an appointed advisor and must not be the Chair of the Board. The Chair shall be appointed by the Board.
- 5.3. A quorum for Committee meetings shall be two members.

- 5.4. Committee membership may be reviewed and adjusted from time to time to support director development, ensure appropriate expertise, and respond to the evolving needs of the Committee and the Company.
- 5.5. The Company Secretary shall be Secretary of the Committee.

6. Introduction and continuous development

- 6.1. All Committee members shall receive an induction by the company, outlining the key policies, procedures and work programmes relevant to Risk and Sustainability issues affecting the Company.
- 6.2. All members of the Committee shall demonstrate an understanding of Risk and Sustainability principles and concepts and the Company's implementation of these through relevant policies, systems and risk management and seek to inform themselves if they do not have this understanding.

7. Meetings and Reporting

- 7.1. The Committee will meet as required but no less than twice a year.
- 7.2. The Secretary will call a meeting of the Committee, as per the Board calendar or if so requested by any Committee member, or the auditors.
- 7.3. The Secretary will prepare agendas for each meeting of the Committee in consultation with the Committee Chair and will record the proceedings of the Committee in minutes to be approved by the Committee.
- 7.4. The Committee Chair will report to the Board after each Committee meeting, including any recommendations on actions or decisions required by the Board.
- 7.5. The Chair of the Board, Directors, the Chief Executive Officer and other employees may be invited (at the request of the Committee) to attend meetings of the Committee. Non-Committee members may only attend Committee meetings on such invitation.
- 7.6. The approved minutes of meetings are to be included in the papers for the next full Board meeting after each Committee meeting.

8. Review of Charter

- 8.1. The Board and Committee shall review this Charter annually to ensure its relevance and the effectiveness of the Committee. Any changes to this Charter will require approval of the Board.

Approved by the Board of Directors of Emperor Energy Limited

Date of Approval: 30 November 2025

Signed:



Company Secretary

Schedule 1: Committee Responsibilities

ITEM	RESPONSIBILITIES	TIMING
1	Risk Management Framework Monitor the performance and effectiveness of, and compliance with, the Company's Risk Management Framework and review the adequacy of risk controls.	Ongoing
2	Approve policy and monitor progress Set, review and agree policies, practices, frameworks and targets, including performance against these, as recommended by management, including but not limited to: <ul style="list-style-type: none"> • Sustainability performance framework, targets and reporting; • Community and Industry engagement; • Environmental policies and programmes including Climate Change responses 	Ongoing and specific policy review as required by that policy
3	Seek assurance of the Company's compliance with all Risk and Sustainability legislative requirements, licence conditions and stakeholder commitments.	Ongoing
4	Support the Board and management in defining the Company's Risk and Sustainability objectives, considering legal obligations and industry best practice.	Ongoing, as required
5	Work with management to agree how Risk and Sustainability objectives will be achieved, monitored and reviewed.	Ongoing, as required
6	Support continuous improvement Support a culture of continuous improvement by reviewing significant incidents and system failures and monitoring actions and measures to minimise recurrence.	Ongoing
7	Ensure the necessary skills are obtained and maintained within the Group to achieve Risk and Sustainability objectives.	Ongoing
8	Provide leadership to the Board and support the Company in aspiring to proactively manage Risk and Sustainability issues.	Ongoing
9	Ensure that significant issues are brought to the attention of the full Board.	Ongoing, as required