Technical and Sustainability Committee Charter

AEMS | Company Secretariat | Other

Purpose and Scope

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

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1.0 Objective

The **Technical and Sustainability Committee** (**Committee**) has been established by the **Board** to assist in fulfilling its corporate governance and oversight responsibilities in relation to:

- The Company's health, safety, environment and sustainability policies and practices including climate change;
- Operational performance;
- Regulatory compliance and stakeholder engagement;
- Project execution; and
- Reserves and resources

The Committee identifies risks within its areas of responsibility and oversight and advises the Audit and Risk Committee for integration into the enterprise risk framework. The ultimate responsibility for, and power to make company decisions, remains with the full Board.

Amplitude 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, on approval from the Chairman of the Board, to obtain independent advice and institute investigations as it considers necessary or appropriate to fulfil its duties.

1.1 Related Content

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

2.0 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 and include one member who is also a member of the Audit and Risk Committee.
- Between its members, the Committee will have sufficient expertise and understanding of the oil & gas industry, to be able to discharge the Committee's responsibilities.
- The Board will appoint an independent non-executive Director as Chair of the Committee, who must not be the Chair of the Board.
- The Committee may form sub-committees to make recommendations to the Committee.
- 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.
- Meetings of the Committee will be convened and conducted on the same principles as those that apply to the Board pursuant to the Constitution, except as otherwise provided in this Charter.
- The Committee may invite any director, executive, other staff member or external advisers, 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 or nominee will act as Secretary to the Committee and define the requirements of the business process described by this Charter.
- Minutes of Meetings of the Committee will be distributed at the next meeting of the Committee and made available to all Board members.
- The Committee will report to the Board on all actions and recommendations of the Committee and other such other matters as the Committee considers necessary or appropriate at the next Board meeting.

2.2 Responsibilities and Authority

The Committee is responsible for matters referred to it by the Board and exercises judgement in prioritising and addressing its responsibilities. The Committee's principal ongoing responsibilities are outlined below.

2.2.1 Health, Safety, Environment and Sustainability Policies and Practices

- Oversee, review, and make recommendations to the Board regarding the Company's policies and performance relating to safety, health, process safety, the environment, sustainability (including climate change), and emergency management. Oversee the Company's performance and risks associated with health, safety, environment and sustainability and report on these matters to the Board.
- Review yearly Climate Statement content with management and recommend to the Board whether the statements are appropriately accurate and should be approved based on the Committee's assessment of them.

2.2.2 Operational Performance

- Oversee, review, and make recommendations to the Board regarding the Company's policies, risks and performance relating to operational performance.

2.2.3 Regulatory Compliance and Stakeholder Engagement

- Oversee, review, and make recommendations to the Board regarding the Company's policies, risks and performance relating to regulatory compliance and stakeholder engagement. For the avoidance of doubt, this does not include financial reporting and audit obligations, nor remuneration and people reporting and compliance.
- Coordinate with the Audit and Risk Committee where regulatory or stakeholder matters overlap.

2.2.4 Project Execution

- Oversee, review, and make recommendations to the Board regarding the Company's policies and performance relating to project execution, including contractor management and capital allocation decisions.
- Regularly review the Company's proposed and ongoing work programs, including major projects, to ensure alignment with strategic and corporate goals.
- Ensure that the Company has an effective project management framework in place to deliver safe, timely and cost-effective projects, and appropriate technical reviews and 'lookbacks' are undertaken in relation to significant projects and transactions.
- Receive, review and recommend to the Board the outcomes, actions and learnings from technical reviews and 'lookbacks' on significant projects.

2.2.5 Reserves and Resources

- Review yearly Reserves and Resources statements and external audit process with management, assess compliance with legal requirements for Reserves and Resources statements and recommend to the Board whether the statements are appropriately accurate and should be approved based on the Committee's assessment of them.

2.3 Review

The Chair of the Board will annually review this Charter, this Committee's role and responsibilities and evaluate the Committee's performance, making recommendations to the Board as appropriate.