

## Orocobre Limited Related Party Committee Charter

### Introduction

This Charter defines the purpose, authority and responsibility of the Orocobre Limited (Orocobre) Related Party Committee (Committee).

### Purpose

The Committee is responsible for reviewing transactions between Orocobre, its Related Parties and any shareholder having a Substantial Shareholding (Substantial Shareholder), except for transactions which arise in the context of remuneration arrangements for Directors or other Key Management Personnel of Orocobre (which will be considered by the Remuneration Committee).

Having regard to the current activities and shareholding of Orocobre, it is expected that the majority of transactions to come before the Committee will involve Toyota Tsusho Corporation (TTC). However, the Committee will consider all material related party transactions and review disclosure of related party transactions in the annual report.

### Definitions

For the purposes of this Charter, Key Management Personnel, Related Party and Related Party Transaction have the meanings given under the Accounting Standard AASB 124 issued by the Australian Accounting Standards Board. Substantial Holding has the meaning given under the *Corporations Act 2001*.

### Responsibilities

The Committee reviews proposed transactions between Orocobre, Related Parties and Substantial Shareholders to:

- (a) assess whether the transactions are in the best interests of Orocobre and its shareholders as a whole;
- (b) evaluate whether the transactions fall within the ambit of a normal business relationship;

- (c) confirm whether the terms of such transactions are no more favourable than would reasonably be expected of transactions negotiated on an arm's length basis; and
- (d) form a view as to whether shareholder approval of the transaction is necessary or appropriate.

Based on its review, the Committee will recommend to the Board entry into the agreement or transaction as appropriate.

### **Membership**

The Committee must consist of only independent Non-executive Directors who have not been associated with a Related Party or Substantial Shareholder, and in particular, are not associated with TTC and are not executives of the TTC.

The Chairman and the members of the Committee will be appointed by the Board. A member may withdraw from membership by written notification to the Chairman of the Board.

If a Related Party Transaction arises which involves directly or indirectly one of the members of this Committee, the conflicted Director must inform the Committee immediately and exclude themselves from discussion on the transaction at the request of the Chairman.

### **Meetings**

The Committee will meet at least 3 times per annum. The Committee can also meet on such other occasions as deemed necessary by the Chairman. The quorum for meetings will be two members. If a quorum is not present the meeting is adjourned to such place and time as the Chairman decides.

The Secretary of the Board (or his or her nominee) will be Secretary of the Committee. The Secretary, in conjunction with the Chairman of the Committee and other members of management (as appropriate), will prepare an agenda which will be circulated to the members prior to each meeting.

Non-Committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chairman. Appropriate periods of time are set aside if required for only Committee members to be in attendance.

#### **Authority**

The Committee will make recommendations to the Board for its consideration and approval.

#### **External advice**

The Committee has access to internal and external resources, and may seek the advice of Orocobre auditors, lawyers or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or responsibilities of the Committee, where the Committee considers such advice necessary or appropriate.

#### **Review**

The Committee Charter will be reviewed annually by the Committee. Any proposed changes are recommended to the Board for consideration and approval.

The Committee will ensure this Charter is publicly available via the Orocobre website in accordance with ASX Corporate Governance Council recommendations.

#### **Self-Assessment**

The Committee will carry out a self-assessment and review of the Committee at least every two years.