

SUSTAINABILITY COMMITTEE CHARTER

GENERAL

- (a) The Sustainability Committee is a committee of the Orocobre Board.
- (b) The Sustainability Committee Charter (in this Section, the **Charter**) sets out the purpose, composition, authority and responsibilities of the Sustainability Committee.
- (c) Key features of the Charter will be outlined in the Corporate Governance Statement, Annual Report or on the Company's website. The Charter is available to shareholders of the Company on the Company's website.
- (d) This Charter is the inaugural charter of the Sustainability Committee.

PURPOSE

- (a) The Committee's primary function is to assist the Board in its oversight of the Company's:

Sustainability Strategy

- (1) promoting Board-level awareness and consideration of the organisation's sustainability vision, objectives and strategy;
- (2) maintaining a longer-term outlook and evaluation of social and environmental risks and opportunities and their impact on business strategy;

Sustainability Performance

- (3) reviewing and making recommendations to the Board regarding the adequacy of the Company's sustainability management framework and decision-making;
- (4) collaborating in the monitoring of corporate conduct, business ethics and compliance;
- (5) reviewing significant social and environmental matters that could affect the performance of the Company;
- (6) providing suggestions and recommendations to the Board regarding internal and external audit and assurance of sustainability performance;

Sustainability Risks

- (7) reviewing and making recommendations to the Board in relation to the adequacy of processes for managing environmental, social and safety risks within the Orocobre Risk Management Framework;
- (8) providing recommendations to the Board to support the integration of current and emerging social and environmental risks into the established risk management framework;

Sustainability Disclosures

- (9) reviewing the sustainability report and other material sustainability disclosures and providing recommendations to the Board with regards to approval of these disclosures;
- (10) reviewing the integrity of the sustainability reporting process, both internal and external;
- (11) following completion of the report, reviewing with management any significant difficulties encountered during the process, including any restrictions on the scope of work or access to required information.

COMPOSITION

- (a) The Sustainability Committee (in this Section, the **Committee**) will ideally consist of:
 - (1) a minimum of three members;
 - (2) only non-executive Directors (if the Company has three or more non-executive Directors, otherwise the Board may appoint executive Directors to the Committee);
 - (3) a majority of Independent Directors; and
 - (4) an Independent Director as the chairperson who is not the Chairperson of the Board.
- (b) Each member of the Sustainability Committee is to have prior knowledge and experience in social and environmental matters and an understanding of associated risks.
- (c) The Managing Director, senior sustainability executive, subject matter experts and non-financial audit representatives may be invited to form part of the Committee or to attend meetings of the Committee from time to time.
- (d) Membership of the Committee will be disclosed in the Corporate Governance Statement, the Annual Report or the Company's website, together with details of the relevant experience and qualifications of members of the Committee.

DELEGATION OF AUTHORITY

- (a) It is the responsibility of the CEO, and/or those nominated by the CEO, to:
 - (1) Effectively implement the sustainability management system;
 - (2) Regularly evaluate the sustainability management system;
 - (3) Adhere to best practice sustainability reporting standards and practices;
 - (4) Verify and assure sustainability data, where required, and disclosures to safeguard the integrity of Company reporting.

REPORTING

- (a) Proceedings of all meetings are minuted and signed by the chairperson of the Committee (in this Section, the **Committee Chairperson**).
- (b) The Committee, through the Committee Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting regarding the determinations and conclusions of the Committee at its meetings. Minutes of all Committee meetings (and any circular resolutions of the Committee) are to be circulated to the Board.

MEETING ATTENDANCE

- (a) Other Directors (executive and non-executive) have a right of attendance at meetings.

REVIEWS

- (a) The Committee's performance will be reviewed and reported to the Board by the Committee Chairman on an annual basis.
- (b) The Charter will be reviewed annually and revised as required.
- (c) Any changes to the Charter will require approval of the Board.

ACCESS

- (a) The Committee will have access to internal and external audit and assurance providers, and to senior management of the Company and any group member.
- (b) The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties.

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