

**Charter of the Nominating Committee  
of  
Metals Acquisition Limited**

approved by the Board of Directors on **[insert date]**

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**1. Purpose**

The purpose of this charter (the **Charter**) is to stipulate the mission, composition and duties of the nominating and corporate governance committee (the **Committee**) of Metals Acquisition Limited (the **Company**) in accordance with the Company's articles of association (the **Articles**).

The chairperson of the Committee (the **Committee Chair**) is responsible for:

- (a) implementing this Charter; and
- (b) proposing any changes of this Charter to the directors of the Company (the **Board of Directors**).

**2. Membership**

Members of the Committee shall be appointed by the Board of Directors. The Board may remove members of the Committee from such Committee with or without cause.

The Committee shall consist of at least three Members. Each Member of the Committee shall be non-executive and independent directors.

The Committee Chair must be independent. The Committee Chair may appoint a secretary of the Committee (the **Committee Secretary**), who doesn't need to be a Member.

**3. Organization | Meetings**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, the Articles of Association and the applicable laws and regulations. The Committee Chair, in consultation with the other Members, shall determine the frequency and length of the meetings and shall set meeting agendas consistent with this Charter.

The Committee may invite any executive director, executive or other staff member to attend all or part of the meeting of the Committee. The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.

The Committee Secretary shall keep minutes of its meetings and report the same to the Board of Directors when required and shall observe such procedures as are prescribed by the Board of Directors.

Except as provided in the Articles and this Charter, the Committee shall determine its own rules of procedure.

**4. Responsibilities**

The Committee shall have the following responsibilities:

*Nominations and Succession Planning*

- (a) determine selection criteria for the succession of the Board of Directors and the board committees (the **Board Committees**), the chief executive officer (the **Chief Executive Officer**), the chief financial officer and of the Company and such other individuals as the Committee determines from time to time (together, the **Senior Management**), and establish succession plans (including for the event of the incapacitation, retirement or removal of such individuals) by making recommendations to the Board of Directors;

- (b) oversee background searches, identify qualified individuals and recommend individuals for membership on the Board of Directors or a Board Committee and for Senior Management positions. In doing so, the Committee shall:
  - (i) review candidates' qualifications for membership on the Board of Directors or a Board Committee (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board of Directors;
  - (ii) develop a board skills matrix to identify any 'gaps' in the skills of directors on the Board of Directors, and if thought appropriate, implement such matrix and disclose it in the Company's annual report;
  - (iii) review candidates' background, experience, professional skills, among others for appointment to Senior Management positions;
  - (iv) in evaluating current directors for re-nomination or re-appointment to the Board of Directors or any Board Committee, assess the performance of such directors; and
  - (v) consider any other factors as the Committee or the Board of Directors deems appropriate, including, taking into consideration the Company's Diversity Policy;
- (c) recommended individuals for appointment to the Audit and Risk Committee annually and as vacancies or newly created positions occur;

*Performance Evaluation*

- (d) at least annually, prepare an assessment to the Board of Directors of the performance of:
  - (i) the Board of Directors;
  - (ii) the Directors;
  - (iii) the Board Committees (including the Committee) and their members; and
  - (iv) the Chief Executive Officer;
- (e) review the recommendations of the other Board Committees based on their evaluation of their own performance and discuss its own evaluation with the Board of Directors;

*Corporate Governance and Other Matters*

- (f) monitor and assess developments and trends in corporate governance to the extent that these do not have an impact on the activities and tasks of the Audit and Risk Committee or of the Compensation Committee;
- (g) regularly assess whether the Board of Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
- (h) review proposals to be made to the Board of Directors for the amendment of the Articles, the Organizational Regulations, and any other, charter, rules or regulations; and
- (i) periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval;
- (j) if the Committee deems it necessary, develop and recommend to the Board of Directors Corporate Governance Guidelines for the Company;
- (k) ensuring that the continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;

- (l) review and reassess periodically the adequacy of the Code of Business Conduct and Ethics and of the Corporate Governance Guidelines (if any) and recommend any proposed changes to the Board of Directors;
- (m) oversee compliance with the Code of Business Conduct and Ethics and the Corporate Governance Guidelines (if any) and report on such compliance to the Board;
- (n) review and consider any requests for waivers of the Corporate Governance Guidelines (if any) for the Directors, Senior Management and other senior financial officers, and shall make a recommendation to the Board of Directors with respect to such request for a waiver; and
- (o) any other tasks allocated to it by the Board of Directors.

## **5. Authority**

The Committee is authorized by the Board of Directors to:

- (a) collect any information and assistance from within the Company that is needed to perform its functions;
- (b) retain and terminate any advisers, including search firms to identify director candidates and legal counsel, at the Company's costs. The Committee has sole authority to approve all such advisers' fees and other retention terms;
- (c) delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, subject to ensuring adequate reporting by the subcommittee to the Committee or the Committee Chair; and
- (d) make recommendations to the Board of Directors with respect to matters relating to nominations, succession planning, performance evaluation and corporate governance matters.

## **6. Reporting and Evaluation**

The Committee Chair shall report and update the Board of Directors at the next board meeting on the Committee's activities, decisions taken and considerations which led to such decisions. Important findings arising from the Committee's activities, which are urgent and should be known by the chairman of the Board of Directors, must be reported immediately by the Committee Chair to the chairman of the Board of Directors. Upon request of the chairman of the Board of Directors, the Committee Chair shall report on any other issue.

Minutes of Committee meetings will be included in the papers for the next board meeting.

The Board of Directors will at least once annually, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board of Directors in relation to the Committee's membership, responsibilities, functions or otherwise.

At least annually, the Committee shall evaluate its own performance to determine whether it is functioning effectively by reference to current best practice and report to the Board of Directors on such evaluation.

## **7. Amendments**

The Committee will review this Charter annually or as often as it considers necessary.

This Charter may be amended at any time by resolution of the Board of Directors.

## **8. Effectiveness**

This Charter was adopted by resolution of the Board of Directors of **[insert date]**.