



2022 Corporate Governance Statement

Corporate Governance Statement

Good governance **fosters effective and responsible decision making**; essential to creating value for OZ Minerals' stakeholders and ensuring an ethical and sustainable company



Overview

OZ Minerals' governance framework supported by a healthy corporate culture, helps the Company to deliver its strategy and enable effective management of risks and assure compliance with legal and regulatory requirements. OZ Minerals is committed to doing business in accordance with high standards of corporate governance and creating and delivering value across the Company's six stakeholder groups – shareholders, governments, communities, workforce, suppliers and customers.

The Board has adopted a system of internal controls, a risk management framework and corporate governance policies, standards and practices, which are designed to support and promote the responsible management and conduct of OZ Minerals. Strong ethical, environmental and social performance helps the Company comply with regulations and meet or exceed stakeholder expectations.

This Corporate Governance Statement describes OZ Minerals' key corporate governance policies and practices during the 2022 reporting period through to the date of this report.

OZ Minerals' governance practices are aligned with the recommendations of the ASX Corporate Governance Council's Principles and Recommendations (4th edition) (**ASX Principles and Recommendations**) throughout the reporting period.

Further information about OZ Minerals' key governance practices and governance materials including its charters, policies and standards are available on the Corporate Governance section of the Company website www.ozminerals.com under the tab Who We Are/ Corporate Governance.

This Corporate Governance Statement is current as at 22 February 2023 and has been approved by the Board.

1. In this Corporate Governance Statement a reference to OZ Minerals or the Company means OZ Minerals Limited ACN 005 482 824 and its subsidiaries, as the context requires.

The Board of Directors

The OZ Minerals Board for the reporting period was as follows.

Table 1 – Details of Directors

Director	Term in office	Qualifications	Independence Status
Rebecca McGrath (Chairman)	Director since 9 November 2010 Chairman since 24 May 2017	BTP (Hons), MA (App. Sci), FAICD	Independent
Andrew Cole (Managing Director & CEO)	Director since 3 December 2014	BAppSc (Hons) in Geophysics, FAusIMM, MAICD	Not independent
Tonianne Dwyer	Director since 22 March 2017	BJuris (Hons), LLB (Hons), GAICD	Independent
Peter Wasow	Director since 1 November 2017	B. Comm, GradDip (Management), Fellow (CPA Australia)	Independent
Charles Sartain	Director since 1 August 2018	BEng (Mining)(Hons), Hon. DEngin Qld, FAusIMM, FTSE	Independent
Richard Seville	Director since 1 November 2019	BSc (Hons) Mining Geology, MEngSc Rock Engineering, MAusIMM, ARSM	Independent
Sarah Ryan	Director since 17 May 2021	BSc (Geology), BSc (Hons I) (Geophysics), PhD (Petroleum Geology and Geophysics), FTSE	Independent

The experience of the Directors is included in their biographies in the Governance section of the 2022 OZ Minerals Annual Report & Sustainability Review (pages 16 – 18) as well as on the Board and Management Team page on the Company website.

Details of Board and Committee meetings held in 2022 and the attendances of Directors at those meetings is set out in the Governance section of the 2022 OZ Minerals Annual Report & Sustainability Review (page 15)



Board's role and responsibilities

The Board's role and responsibilities are set out in the Board Charter and include the following.

Table 2 – Board's role and responsibilities

Purpose and culture	Defining and approving the Company's Purpose, How We Work Together Principles, Stakeholder Value Creation Policies, Code of Conduct and monitoring its culture.
Strategy	Approving the Company's strategic direction, including setting strategic objectives and approving the business plans and operating budgets. Ensuring the overall Company strategy is aimed at delivering value for its stakeholders.
Performance	Protecting and optimising Company performance and building sustainable value for all stakeholders. Directing, monitoring and assessing the Company's performance against strategic and business plans.
Overseeing management	Monitoring the performance of, and providing feedback to and challenging, the Managing Director & CEO and Executive Leadership Team.
Risk	Setting the Company's risk appetite, overseeing the Company's risk management framework and monitoring material risks and the effectiveness of the systems of internal control and risk management.
Financial oversight	Approving and monitoring capital management, major capital expenditure and project development, acquisitions and divestments and any dividend payments.
Financial and other reporting	Approving financial reports and other reports required to be adopted by the Board in accordance with legal requirements. Monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting. Monitoring and reviewing the reporting controls and mechanisms that are in place to ensure that adequate, accurate and timely information is being provided by the Company to its shareholders, the ASX and other stakeholders, as appropriate.
Leadership	Establishing and observing high ethical standards and demonstrating leadership. Appointing the Managing Director & CEO and ratifying the appointment and termination of Executive Leadership Team members, evaluating their performance and overseeing their development through a structured leadership development framework.
Board composition and performance	Approving the Board skills matrix, and addressing all matters relating to Board nomination, including reviewing the skills, experience, expertise and diversity represented by Directors on the Board. Undertaking an annual performance evaluation of the Board, its Committees, and individual Directors.
Succession and remuneration	Succession planning for the Board, the Managing Director & CEO and Executive Leadership Team. Approving the overall remuneration framework for the Company, including the remuneration of Non-executive Directors, the Managing Director & CEO and members of the Executive Leadership Team.
Corporate governance and compliance	Setting an appropriate corporate governance framework and overseeing the process for monitoring compliance. Encouraging ethical behaviour and evaluating compliance with the Company's Stakeholder Value Creation Policies, Global Performance Standards, Global Process Standards, and its Speak Up, Securities Trading, Continuous Disclosure and Anti-bribery and Corruption materials. Approving the Company's Corporate Governance and Modern Slavery Statements.
Sustainability	Considering the sustainability performance of the Company's activities and operations primarily in the areas of safety, occupational health and well-being, environment and social performance, including climate change factors, human rights issues and cultural heritage; and monitoring compliance with the Company's sustainability goals and standards.
Diversity	Approving the Company's Inclusion and Diversity Statement. Reviewing the Company's measurable objectives in achieving diversity (including gender diversity) and progress in achieving its measurable objectives in the composition of the Board, Executive Leadership Team and workforce generally.

In addition to attending regular Board and Committee meetings, the Directors allocate time for strategy, project update and risk review sessions and for inspecting the site operations of the Company.

Chairman

The Chairman assists the Board to effectively discharge its duties and encourages a culture of trust and respect to allow for open and constructive challenge, which fosters a high performing and collegiate team.

The role of the Chairman is set out in the Board Charter and includes:

- › responsibility for leadership of the Board, including taking all reasonable steps to ensure that the Board functions effectively and for communicating the views of the Board to the public
- › guiding Board meetings to facilitate open and constructive discussions, and to encourage Director contributions to Board deliberations and promoting respectful and constructive communication between Directors and between the Board and management
- › managing the conduct at, frequency and length of, Board meetings to provide the Board with an opportunity to have a detailed understanding of the issues affecting the Company's operations, current financial position and performance and any opportunities or challenges facing the Company
- › working closely with the Managing Director & CEO and Company Secretaries in setting the agenda for Board meetings.

Managing Director & CEO

The Managing Director & CEO is accountable to the Board for the authority that is delegated by the Board to the Managing Director & CEO and the Executive Leadership Team.

This delegation of authority is set out in the Board Charter and includes responsibility for the following.

Table 3 – Managing Director & CEO responsibilities

Values	Promoting the Company's values, strategic aspirations and culture across the Company.
Strategy	Developing and implementing the business plans, budgets and strategies which have been approved by the Board.
Performance and operations	Operating the Company's businesses and operations within the parameters set by the Board and keeping the Board informed of all material developments relating to the businesses and operations. Ensuring the Board is provided with accurate and sufficient information regarding the Company's operations on a timely basis and reporting on all relevant matters relating to the Company's performance (including future performance), financial condition, operating results and prospects, and potential material risks.
Risk	Identifying and managing operational and other risks and, where those risks could have a material impact on the Company's businesses and operations, formulating strategies for managing these risks for consideration by the Board.
Controls	Implementing the Company's internal controls, establishing procedures for monitoring these controls and ensuring that these controls and procedures are appropriate and effective.
Financial and other reporting	Managing the Company's current financial and other reporting mechanisms to ensure that these mechanisms are functioning effectively to capture all relevant material information on a timely basis.
Board approvals	Seeking Board approval for proposed transactions, commitments or arrangements which exceed the parameters set by the Board.
Corporate governance compliance	Implementing all policies, standards, frameworks and codes approved by the Board.

Executive Leadership Team

The Executive Leadership Team consults with, and obtains guidance from, the Board and the Board's Committees.

The experience of the Executive Leadership Team is included in their biographies in the Governance section of the 2022 OZ Minerals Annual Report & Sustainability Review (pages 19 – 20) as well as on the Board and Management Team page on the Company website.

Board skills and composition

APPROACH TO BOARD COMPOSITION

In considering the composition of the Board, the Board ensures that it is comprised of a diverse selection of strongly performing individuals of utmost integrity whose complementary skills, experience, qualifications, and personal attributes are suited to the Company's culture and needs.

The Board Charter requires the Board to have a majority of independent Non-executive Directors.

OZ Minerals' target is for at least 40 percent of Non-executive Directors to be female.

The Company's Constitution provides for a minimum of three and maximum of 15 Directors.

CURRENT BOARD COMPOSITION

In 2022 the Company was comprised of, and continues to be comprised of, seven Directors, a majority of whom are independent Non-executive Directors. The Company's Directors collectively have a combination of the skills and experience in the competencies set out in the Board skills matrix in Table 4 below.

The Board uses this skills matrix to assess the skills and experience of each Director and combined capabilities of the Board. The Directors complete a self-assessment questionnaire annually. The level of skill and competency is disclosed as "Highly Skilled", "Skilled" and "Knowledgeable". The skills matrix is reviewed annually and updated regularly to ensure it remains appropriate for OZ Minerals' strategy, operations, risk profile and other emerging issues.

Figure 1 – Gender diversity

In 2022, the composition of Non-Executive Directors was 50% of each gender and female participation on the Board as a whole was approximately 43 percent.

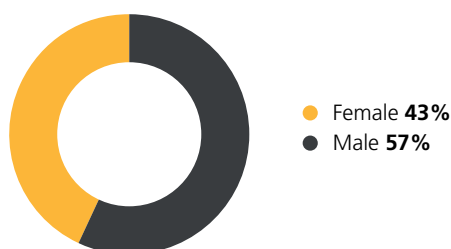


Figure 2 – Board Tenure

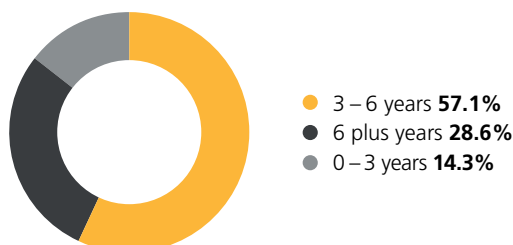


Figure 3 – Global business experience

All Directors have deep global business experience.



Table 4 – Areas of competence and skills of the Board

Skill / competency	Explanation	
Leadership and governance		
Leadership	Held a senior executive role in a large and complex organisation.	7
Governance, legal and regulatory	Experience in the governance of a large and complex organisation, legal and regulatory compliance, and stakeholder engagement.	7
Industry		
Mining and resources	Experience in managing exploration, development and operations in the mining and resources industry or professional qualifications in geology, mining and/or engineering.	4 3
Capital projects	Experience in delivering large-scale, long-cycle capital projects.	2 5
Technology, digital and innovation	Experience in using technology as a value enabler and implementing business transforming technology and innovation.	2 2 3
Commodity chain expertise	End-to-end commodity chain experience – understanding consumers and marketing demand drivers.	3 3 1
Commercial Capability		
Strategy	Experience in executing strategic business objectives.	7
Corporate development	Experience in business development, investment decisions and corporate transactions.	4 3
Global business experience	Experience working in multiple geographies, exposed to a range of political, cultural, regulatory and business environments, and understanding global markets, and the macro-political and economic environment.	7
Risk management	Experience in identifying, assessing and managing systemic, existing and emerging financial and non-financial risks, and understanding, implementing and overseeing risk management frameworks and controls.	5 2
Finance		
Financial acumen	Proficiency in financial accounting and reporting, corporate finance, internal controls, treasury and associated risk management and understanding the key financial drivers of the business.	2 4 1
Accounting and audit	Professional qualification in accounting and finance disciplines or experience in overseeing a corporate finance function.	1 2 4
People and culture		
People and remuneration	Experience in overseeing people management, workplace culture and remuneration frameworks.	5 2
Health and safety	Experience with complex workplace health and safety risks and management.	5 1 1
Sustainability		
Social responsibility	Experience in managing the social impact of the business on communities, including local communities, Traditional Owners and pastoralists.	4 2 1
Environment and climate change	Experience in managing the environmental impact of the business, and climate change threats and opportunities, including low-carbon transition.	4 2 2

- **Highly Skilled:** A Director has deep expertise and knowledge in the area and has a track record of successfully delivering objectives in the area as part of their current or past Executive roles with full responsibility and oversight.
- **Skilled:** A Director has expertise and knowledge in the area with some level of responsibility and oversight in the area as part of their current or past Executive roles.
- **Knowledgeable:** A Director has knowledge and an understanding of the area, and as part of their Non-Executive and/or current or past Executive roles has experience delivering objectives.

Independence and conflicts of interest

The Board Charter states that the Board will have a majority of independent Non-executive Directors. For the reporting period, the Board has adopted and applied the independence guidelines provided in Box 2.3 of the 4th edition of the ASX Principles and Recommendations. The Board considers that an independent Director is free of any interest, position or relationship that might influence, or be perceived to influence, the exercise of their independent judgment and ability to act in the best interests of the Company and its stakeholders as a whole rather than the interests of an individual securityholder or other party.

The Board considers the materiality of a Director's interests on a case-by-case basis.

Each of the Directors other than the Managing Director & CEO is considered by the Board to be independent. As part of its independence assessment, the Board considered the length of service of each Non-executive Director and determined that no Director had been a Director of the Company for such a period that their independence may have been compromised.

In addition to the annual assessment of each Director's independence, at the beginning of each Board meeting, Directors must disclose any conflicts of interest. The Board is also guided by OZ Minerals' Conflict of Interest Process Standard, which provides a framework for managing and disclosing any conflicts of interest.

Board renewal and appointment process

The Board regularly reviews its membership to ensure it has the appropriate mix of diversity, skills and experience required to meet the needs of the Company. When a Board position becomes vacant or additional Directors are required, external professional advisers are engaged to assist with identifying potential candidates so a diverse range of candidates are considered.

In accordance with the ASX Listing Rules and the Company's Constitution, no Director may hold office without re-election beyond the third Annual General Meeting (**AGM**) since they were last elected or re-elected. Retiring Directors may offer themselves for re-election, however the Board will review and assess the performance of a retiring Director before giving a recommendation on whether a retiring Director should be re-elected.

The Constitution also requires that Board appointed Directors, excluding the Managing Director & CEO, must retire and stand for election at the next AGM following their appointment.

Thorough background checks are conducted before appointing Directors or senior executives or putting a Director candidate forward to shareholders. Director candidates also meet with the Chairman and Directors. When Director candidates are recommended to shareholders for election or re-election, all material information relevant to a Director's election or re-election is provided to shareholders in the Notice of Meeting.

Prior to being appointed, each Non-executive Director is provided with an appointment letter setting out the terms of their appointment, key responsibilities and expectations.

Director induction and continuing education

To gain an in-depth understanding of the Company, new Directors participate in a thorough induction program, coordinated by the Company Secretary. The program includes briefings from the Executive Leadership Team and key members of management regarding the Company's strategy, governance framework, culture, financial, operational and risk management matters and macro environment. Directors also visit the Company's operations to get a deep insight into the communities we operate in, operational risks and workforce culture, health and safety matters.

Directors are expected to remain abreast of significant issues facing the Company, the industry, and changes to the regulatory and macro environment. Professional development opportunities are offered to Directors to maintain the skills and knowledge needed to perform their role as Directors effectively, such as internal and external briefings, training, courses and attendance at conferences. The Board also periodically reviews whether there is a need for Directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.

Access to information and independent advice

Directors have a right of access to all relevant Company information and to management and, subject to prior consultation with the Chairman, may seek independent advice from qualified advisers at the Company's expense.

Performance evaluation

EVALUATING BOARD AND COMMITTEE PERFORMANCE

Throughout the year, the Board monitors its performance and the performance of the Directors and Committees. A comprehensive externally facilitated Board review is conducted every two years, with a light touch internal review in the intervening year. Review processes are led by the Chairman and may be performed with the assistance of external advisers.

In 2022, the Board carried out a light touch internal review that involved a benchmarked assessment of the overall effectiveness of the Board as a whole and individual Director effectiveness using online confidential surveys provided by insync.

The Board was provided a Board effectiveness report and each Director was provided with an individual effectiveness report and debriefing sessions were conducted by the Chairman with the Board and individual Directors. This light touch review followed a more comprehensive externally facilitated benchmarked Board review undertaken by insync in 2021.

ASSESSING EXECUTIVE LEADERSHIP TEAM PERFORMANCE

In accordance with its Charter, the Board develops and implements the criteria for assessing the performance of the Managing Director & CEO and Executive Leadership Team each year. The performance evaluation process is conducted having regard to the expectations and responsibilities associated with each Executive's role and other contractual provisions set out in their executive services contracts with each Executive.

The performance of the Managing Director & CEO and Executive Leadership Team members was reviewed and evaluated in 2022. During the year, the Board established key performance indicators for the Managing Director & CEO which reflected the challenges of the organisation. The Board reviewed the Managing Director & CEO's performance against these performance criteria. The Managing Director & CEO conducted performance reviews of Executive Leadership Team members regularly during the year, with a formal process conducted quarterly.

Further details of how the Company assesses the performance of the Managing Director & CEO and Executive Leadership Team members along with the goals for 2022 that applied to the Key Management Personnel are set out in the Remuneration Overview and Report (2022 OZ Minerals Annual Report & Sustainability Review (pages 36 – 54)).

Remuneration

REMUNERATION OF NON-EXECUTIVE DIRECTORS

The total annual remuneration paid to Non-executive Directors may not exceed the limit set by the shareholders at an AGM (currently \$2.7 million). The remuneration of the Non-executive Directors is fixed rather than variable.

In October 2022, after undertaking an independent review of the roles and responsibilities of the Board and benchmarking its Committees and their respective fees with equivalent organisations, the Board resolved to increase the base Board fees paid to Non-executive Directors with effect from 1 January 2023 by 7% overall. In 2022, there was no change to fees for the Chairman of the Board or Non executive Directors, however fees were increased for the Chairs of the People and Remuneration Committee and Sustainability Committee and the member fees for these two Committees. In addition, a fee was introduced for Non-executive Directors appointed to the newly constituted Nomination Committee (other than the Chairman).

Further details in relation to Director Remuneration are set out in the Remuneration and Overview Report (2022 OZ Minerals Annual Report & Sustainability Review (pages 37 and 55)).

REMUNERATION OF EXECUTIVE LEADERSHIP TEAM

The People and Remuneration Committee provides the Board with recommendations and direction for the Company's remuneration practices. The Committee ensures that a significant proportion of each member of Executive Leadership Team's remuneration is linked to their performance and the Company's performance. Market reviews are conducted regularly to determine the proportion of remuneration that will be 'at risk' within the framework.

The Executive Leadership Team participate in:

- › a short term incentive plan with outcomes determined based on the achievement of company and individual goals
- › a long-term incentive plan that is linked to the Company's performance against the Company's peers in the resources industry.

Further details in relation to Executive Key Management Personnel Remuneration are set out in the Remuneration and Overview Report (2022 OZ Minerals Annual Report & Sustainability Review (Pages 36 – 57)).

Company Secretaries

The Company Secretaries provide advice and support to the Board and are responsible for all matters to do with the proper functioning of the Board. Further information on the Company Secretaries is set out in the 2022 OZ Minerals Annual Report & Sustainability Review (page 21).

Board Committees

During the reporting period there were four Board Committees which assisted the Board with effectively discharging its responsibilities and provided the Board with recommendations and advice:

- › Audit Committee
- › People and Remuneration Committee
- › Sustainability Committee
- › Nomination Committee

The Board may also establish ad-hoc special purpose Committees from time to time with terms of reference approved by the Board.

Each Committee has a Charter which sets out its roles and responsibilities. Board Committees report and make recommendations to the Board. The Chairman of each Committee reports its deliberations to the next Board meeting and to any other Committee as required.

The Composition, roles and responsibilities of the Committees during the reporting period are set out below.

Table 5 – Composition, roles and responsibilities of the Committees

Composition requirements and membership at 31 December 2022	Role and responsibilities
Audit Committee	
Requirements <ul style="list-style-type: none"> › The Chairman must be an independent Director, who is not the Chairman of the Board. › At least three members. › Only Non-executive Directors, majority of whom are independent. › Members must between them have the necessary accounting and financial expertise and a sufficient understanding of the mining industry. Membership <ul style="list-style-type: none"> › Peter Wasow (Chairman) › Tonianne Dwyer › Charles Sartain › Sarah Ryan <p>The work of the Committee is supported by the Managing Director & CEO and Chief Financial Officer.</p> <p>The engagement or audit partner of the Company's external auditor, KPMG attend all meetings. The Company's assurance function lead may also attend meetings.</p>	<p>The Audit Committee assists the Board in relation to its responsibilities relating to financial, reporting and audit risks, including overseeing and/or monitoring:</p> <ul style="list-style-type: none"> › financial reporting and disclosure processes › internal financial controls › financial and cyber and digital risk management › assurance and external audit functions › systems to ensure compliance with laws, regulations and accounting standards that may impact the Company's financial statements › gearing levels, interest cover and compliance with banking covenants › the Company's funding strategies › relevant Speak Up reports



Table 5 – Composition, roles and responsibilities of the Committees *continued*

Composition requirements and membership at 31 December 2022	Role and responsibilities
People and Remuneration Committee	
<p>Requirements</p> <ul style="list-style-type: none"> › The Chairman must be an independent Director, who is not the Chairman of the Board. › At least three members. › Majority of independent Non-executive Directors. <p>Membership</p> <ul style="list-style-type: none"> › Tonianne Dwyer (Chairman) › Rebecca McGrath › Peter Wasow › Richard Seville <p>The work of the Committee is supported by the Managing Director & CEO and People Executive.</p>	<p>The People and Remuneration Committee assists the Board in relation to its responsibilities relating to people and remuneration, including:</p> <ul style="list-style-type: none"> › the remuneration of the Managing Director & CEO and Executive Leadership Team and Non-executive Directors, and remuneration framework for all employees › succession planning and development for the Executive Leadership Team and Asset Leads › inclusion and diversity and other matters that are part of the Company's Workforce Value Creation Policy (including zero tolerance to all forms of harassment, bullying or discrimination) › the culture of the Company and its alignment to strategy › material risks relating to people and remuneration matters › relevant Speak Up reports
Sustainability Committee	
<p>Requirements</p> <ul style="list-style-type: none"> › The Chairman must be an independent Non-executive Director, who is not the Chairman of the Board. › At least three members. › Only Non-executive Directors, majority of whom are independent. <p>Membership</p> <ul style="list-style-type: none"> › Charles Sartain (Chairman) › Richard Seville › Sarah Ryan <p>The work of the Committee is supported by the Managing Director & CEO and Corporate Affairs Executive.</p>	<p>The Sustainability Committee assists the Board in relation to its responsibilities relating to sustainability, primarily in the areas of:</p> <ul style="list-style-type: none"> › safety › health and well-being › environment including climate change › social performance including cultural heritage, community relations, human rights and modern slavery <p>The Sustainability Committee assists the Board in relation to its oversight of:</p> <ul style="list-style-type: none"> › implementation of sustainability strategies › reports and investigations of serious safety, environmental or community incidents and identifying trends in serious incidents › selected detailed investigations of material incidents › changes and developments in relevant sovereign jurisdictions, relevant laws and litigation activities › the Company's Modern Slavery Statement › material risks, risk management systems and performance relating to sustainability matters › relevant Speak Up reports › relevant public reporting and disclosure processes
Nomination Committee	
<p>Requirements</p> <ul style="list-style-type: none"> › The Chairman must be an independent Non-Executive Director, the Chairman of the Board, unless the Board determines otherwise. › At least three members. › Only Non-executive Directors, majority of whom are independent Directors. <p>Membership</p> <ul style="list-style-type: none"> › Rebecca McGrath (Chairman) › Charles Sartain › Sarah Ryan <p>The work of the Committee is supported by the Company Secretary.</p>	<p>The Nomination Committee assists the Board in relation to:</p> <ul style="list-style-type: none"> › the size and composition of the Board › Board renewal, selection and appointment › Managing Director & CEO succession planning selection process › Board performance and evaluation process.

The Board must ensure each Committee has the resources and information it requires to carry out its roles effectively and deal with any issues referred to it by the Board, including direct access to advisers and employees. Committee papers and minutes of meetings are circulated to all Directors, who are invited to attend all meetings. The Committee may invite other individuals to attend meetings of the Committee as required.

Risk Management and Assurance

Risk management

The Board recognises that timely identification and management of opportunities and threats are fundamental to sound management and superior outcomes for the Company's stakeholders. The Company does not have a separate Risk Committee. It is a key responsibility of the Board to oversee the Company's risk management framework and effectiveness of the systems of internal control and risk management, and to review and monitor the material risks of the Company and the Company's system of internal compliance and controls.

The Board utilises its Committees to assist it with the oversight of risks insofar as they relate to matters within their remit.

The Audit Committee assists the Board with oversight of the risks relating to financial, reporting and audit matters, including monitoring whether Management is communicating the importance of internal control and management of risk throughout the organisation and therefore establishing an appropriate 'control culture'.

The Sustainability Committee assists the Board in the effective discharge of its responsibilities as they relate to sustainability primarily in the areas of safety, health, environment and social performance and oversight of the risks relating to those issues. This includes threats and opportunities associated with climate change, cultural heritage, community relations, human rights including modern slavery, sovereign jurisdictions, compliance with legislation, regulation, and any litigation activities.

The People and Remuneration Committee assists the Board in the effective discharge of its responsibilities as they relate to people and remuneration including oversight of risk related to people performance management, company culture, succession planning, capacity and capability, and diversity and inclusion.

Risk is evaluated having regard to the Company's six stakeholder groups – shareholders, governments, communities, workforce, suppliers and customers – as reflected in the Company's Stakeholder Value Creation Policies.

Management is responsible for the design and implementation of risk management and internal control systems for material and non-material risks. Management ensures that processes exist to identify, monitor, and review opportunities and threats.



The Company's risk management framework, including its risk management Process Standard and Specification, is used to identify, assess, evaluate, manage, monitor, report and communicate risks using a common methodology. The process is aligned with ISO Standard 31000. Risks are initially assessed to determine their Highest Credible Impact (**HCI**) without mitigating critical controls for threats and with optimising critical controls for opportunities, through the lens of value creation for OZ Minerals' stakeholders. The effectiveness of current critical controls – to prevent threats, enable opportunities – are assessed to determine the current and target Residual Risk Rating.

The Company is exposed to numerous risks which create both threats and/or opportunities across the business, most of which are common within the mining industry. See the 2022 OZ Minerals Annual Report & Sustainability Review (pages 30 – 35) which identifies the risk areas that may affect the Company's future operating and financial performance, including the Company's exposure to environmental and social risks, and the Company's approach to managing them as at the date of publication. Also refer to the Sustainability Review (2022 OZ Minerals Annual Report & Sustainability Review (Pages 58 - 66)).

At least annually, the Board reviews the Company's risk management framework, including its Risk Management Process Standard and Specification and the effectiveness of the systems of internal control and risk management. On a quarterly basis, the Board reviews and monitors the material risks of the Company and the Company's system of internal compliance and controls, including Management's actions in addressing critical control deficiencies. A review of the risk management framework took place during 2022.

Internal control framework

The key controls that the Company has in place to ensure that risks are managed effectively to protect the Company's interests and ensure the integrity of financial reporting include the following:

- › robust planning and budgeting processes and systems for delivering its strategy and annual budgets with at least monthly reporting against performance targets
- › process Standards which specify organisation authority levels, financial approval limits and escalation requirements
- › capital approval process that controls the authorisation of capital expenditure and investments
- › appropriate due diligence procedures for acquisitions and divestments
- › regular and timely reporting on safety incidents and actions to improve safety performance
- › bi-annual management attestations on the effectiveness of key governance systems and controls by senior management in respect of their areas of accountability.

Assurance

The Company has an Assurance function, which assures that the Company's internal control processes are complied with and that its governance controls are adequate and operating as designed through the application of the four lines of defence assurance model. The Assurance function's capacity to conduct Assurance reviews is supplemented by independent internal experts and/or external subject matter experts.

The Assurance function and the Audit Committee have direct access to each other and have the necessary access to management and the right to seek information and explanations. During the year, assurance reviews led by the Head of Assurance (**Line 3 Assurance**) were conducted in accordance with a Line 3 Assurance Plan approved by the Audit Committee. The Line 3 Assurance Plan is formulated following identification of key risks in the Company's operations, finance and information technology controls, compliance with applicable laws, regulations and policies, fraud prevention and detection as well as planned assurance activities led by OZ Minerals management and specific services as directed by the Company to ensure an effective control environment (**Line 2 Assurance**). Key learnings and actions from Line 3 Assurance reviews and/or internal management reviews are reported to the Audit Committee.

Managing Director & CEO and CFO declaration

Prior to the Board approving the Company's financial statements for a financial period, certifications from the Managing Director & CEO and the Chief Financial Officer are provided in relation to the Company's system of risk oversight and management and compliance with internal controls in relation to financial reporting risks.

The Managing Director & CEO and Chief Financial Officer certifications include declarations in accordance with section 295A of the Corporations Act 2001 (Cth) and recommendation 4.2 of the ASX Principles and Recommendations that, in their opinion, the financial records have been properly maintained and that the financial statements and notes comply with the appropriate accounting standards and that they give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Managing Director & CEO and Chief Financial Officer declarations and assurances were supported by management certifications, which included management certifications and governance assurance statements provided by Asset and Corporate Function leads responsible for the operations and corporate functions.

OZ Minerals' Commitment Act Ethically, Responsibly and Lawfully

OZWay Governance Framework

The OZWay governance framework was developed during 2021 as a one-stop composition of information on 'the OZWay'. The OZWay governance framework is reviewed and updated annually and incorporates the governance documents set out below.

Stakeholder Value Creation Policies

Value creation is at the centre of the Company's strategy. This means creating value for all stakeholders – shareholders, governments, communities, workforce, suppliers and customers.

OZ Minerals' Stakeholder Value Creation Policies outline the Company's commitments for each of its stakeholder groups.

How We Work Together

OZ Minerals' How We Work Together principles (HWWT Principles) and supporting behaviours underpin the Company's unique culture and enables the Company to deliver high performance and achieve its strategic aspirations. OZ Minerals is a company that actively values and encourages diversity of thinking so that everyone can fully contribute and go beyond what's possible as a modern mining company, empowering people to do the best work of their lives.

The HWWT Principles encourage:

- › thinking and acting differently
- › building a culture of respect that enables our people to succeed
- › focusing on partnerships and collaboration, not hierarchy
- › delivering superior results through effective planning and agile deployment
- › doing what we say we will do and taking action
- › acting with integrity and engaging with our stakeholders.

The HWWT Principles guide OZ Minerals' workforce in creating opportunities to achieve great things together; building a safe, sustainable and successful business. The HWWT Principles enable the Company to deliver its strategy by driving inclusion and diversity resulting in superior performance; working safely, unlocking innovation, embracing change and constantly delivering and having the Company's workforce as its ambassadors.

The HWWT Principles are embedded into the Company's core systems and processes including how the Company recruits and manages development.

Code of Conduct

OZ Minerals' Code of Conduct outlines what is expected of everyone who works for or on behalf of OZ Minerals including Directors, officers, employees, contingent team members, contracting partners and suppliers.

It is designed to ensure that everything the Company does creates value for its stakeholders and the Company's business is conducted with honesty and integrity so the Company can achieve its purpose of 'going beyond what's possible to make lives better'. The Code of Conduct addresses issues such as conflicts of interest; gifts, entertainment and hospitality; professional behaviour and fair dealing; safety, health and wellbeing performance; and social and environmental performance. The Code of Conduct is available to all members of the Company's workforce, who are made aware of the Code of Conduct initially during induction and then through regular refresher training.

The Code of Conduct is reviewed annually, with changes recommended to the Board for approval. Breaches of the Code of Conduct are taken seriously and may be reported using the Company's Speak Up program. Material breaches of the Code of Conduct are reported to the Board.

In 2022, the Code of Conduct was reviewed and amended to reflect the strengthening of the Company's zero tolerance approach in relation to inappropriate workplace behaviour, including all forms of harassment, bullying and discrimination.

Global Performance Standards

The Company's Global Performance Standards are an integral enabler of the OZWay governance framework.

The Global Performance Standards are grouped into four categories – safety, environment, health and wellbeing, and social performance.

The purpose of the Global Performance Standards is to:

- › set minimum performance expectations in the planning and management of sustainability related threats
- › comply with statutory obligations
- › enable Corporate Functions and Assets to design their operating systems with devolved accountability
- › provide criteria for measuring performance.



Global Process Standards

The Company's Global Process Standards set out the accountabilities and delegation of authorities of the Board, Managing Director & CEO, Executive Leadership Team, Asset and Corporate Function Leads for key business processes and management activities. The Process Standards are an important enabler of the Company's culture by integrating the HWWT Principles and Stakeholder Value Creation into everyday work activities and processes.

The Process Standards describe, in a simple way, processes or activities that need to be performed occur across the business in a standardised manner. They define the key process steps, parameters for exercising judgement, escalations, approval and reporting requirements, which reflect the requirements of the Company's risk appetite and approved delegations of authority.

Speak Up

OZ Minerals is committed to conducting business honestly, with integrity, and in accordance with the HWWT Principles and standards of expected behaviour.

The Company's Speak Up materials and Process Standard encourages people to speak up if they become aware of potential misconduct, without being subject to victimisation, harassment or discriminatory treatment and to have such concerns properly investigated and treated confidentially.

They provide a mechanism for anyone to report information about potential misconduct. The Board receives a summary report on matters raised under the Speak Up materials on a quarterly basis. In addition, the Audit, Sustainability and People and Remuneration Committees receive reports on any Speak Up reports which are within their oversight. Speak Up reports resulting in investigation are monitored by the Board and material incidents reviewed by the Committees are referred to the Board as appropriate.

The Company's Speak Up materials and Process Standard are reviewed regularly.

In 2022, the Speak Up material was reviewed and amended to reflect the strengthening of the Company's zero tolerance approach in relation to inappropriate workplace behaviour, including all forms of harassment, bullying and discrimination.

Anti-Bribery and Corruption

OZ Minerals has zero tolerance for bribery or corruption in connection with its operations and activities, and is committed to conducting its business fairly, honestly and transparently. Controls responsive to bribery and corruption risks have been adopted by the Company.

The Company's Anti-Bribery and Corruption material and Process Standard aim to ensure that the Company's Directors, officers, employees and contractors and agents understand, observe and comply with anti-bribery and anti-corruption laws and regulations. These materials outline conduct that is prohibited including in relation to bribery, facilitation payments, secret commissions, money laundering, gifts, entertainment and hospitality and political donations, together with the process for engaging third parties and dealing with these matters. Material breaches of the Anti-Bribery and Corruption material are reported to the Board.

Securities Trading

OZ Minerals' Securities Trading material and Process Standard prohibit Directors, employees, contractors and consultants (Personnel) from trading in the Company's securities if they are aware of any information that is not generally available to the market and, if it were, a reasonable person would expect it to have a material effect on the price or value of Company securities.

The Securities Trading material includes the Company's process for dealing with trading in OZ Minerals' securities and establishes 'black out periods' during which Personnel and their related parties must not trade in OZ Minerals' securities. It also prevents Directors, executives and employees who participate in an equity incentive plan from entering into any hedging arrangements over unvested securities issued pursuant to the plan or while the securities are subject to a holding lock or other trading restriction. In addition, the Securities Trading material prevents participants in the Company's Long Term Incentive Plan, including the Executive Leadership Team and their related parties from entering into financial arrangements such as margin loans, stock lending or any other arrangements involving OZ Minerals' securities where a lender (or other third party) is granted a right to sell (or compel the sale of) all or part of an employee's OZ Minerals' securities.

Modern Slavery

OZ Minerals is committed to managing modern slavery risks across its Australian and international assets and the communities touched by its operations.

OZ Minerals' Modern Slavery Statement outlines the Company's actions to assess modern slavery risks in the Company's operations and supply chain and to implement practical mitigation strategies. It builds upon the modern slavery program previously reported and commits the Company to a process of continuous improvement.

OZ Minerals will, together with its supply chain partners, government and community stakeholders, strive to act ethically and in accordance with laws and conventions around the world that strive to protect and respect human rights.

Website disclosure

The Stakeholder Value Creation Policies, Code of Conduct, Global Performance Standards, and Speak Up, Anti-Bribery and Corruption, Securities Trading and Continuous Disclosure materials, and the latest Modern Slavery Statement are available in the Corporate Governance section of the Company's website.

Inclusion and Diversity at OZ Minerals

OZ Minerals is committed to developing an inclusive culture that embraces both demographic diversity and diversity of thought. The Company believes that an inclusive and diverse workplace creates value for all stakeholders by reflecting the diverse communities we live in, driving greater engagement, collaboration, innovation, and better business outcomes.

Inclusion at OZ Minerals means all people feel they are treated fairly, respectfully, and have a sense of value and belonging. This includes creating a psychologically safe work environment, that empowers each person to contribute and express their ideas.

The Company's approach to achieving diversity objectives is outlined in the Inclusion and Diversity Statement available on the Company's website. This approach is grounded in driving long-term, sustainable change by embedding the principles of inclusion and diversity into company systems, symbols and behaviours. OZ Minerals has several key strategies in place to increase the level of inclusion, demographic diversity, and diversity of thought within the Company, these include:

- › Embedding company-wide values (outlined in the HWWT Principles) into everything we do. The HWWT Principles have a strong focus on building an inclusive culture and embracing people with different backgrounds and perspectives.
- › Developing inclusive leaders at all levels of the business through structured leadership programs focused on increasing awareness and understanding of underrepresented groups, building capability to lead diverse teams, and demonstrating inclusive behaviours.
- › Encouraging flexible work practices to support our people's professional and personal circumstances.
- › Ensuring recruitment, development, reward, and promotion processes are inclusive and fair (including regularly reviewing the Company's recruitment and talent processes to identify and counteract risk of unconscious bias in talent decisions, ensuring equal pay for equal work, and encouraging participation and improving access for underrepresented groups).
- › Regularly reviewing the Company's Policies and Process Standards to ensure they reflect the Company's commitment to diversity and inclusion.
- › Using data to inform, measure, and track the Company's progress.
- › Partnering with external companies who can support us to address systemic issues of underrepresentation.
- › Zero tolerance for inappropriate workplace behaviour, including all forms of harassment, bullying and discrimination.

OZ Minerals' Inclusion and Diversity Statement is complemented by its Workforce Value Creation Policy. The objective of this policy is to drive a focus on value creation for the Company's employees and broader workforce and ensure the Company provides a safe, respectful and inclusive work environment that empowers people to make a positive impact, grow and do the best work of their lives. This policy outlines OZ Minerals' commitments with respect to developing, promoting and embracing a diverse and inclusive culture. This policy also outlines the Company's commitment to providing a physically and psychologically safe work environment that is free of any sort of harassment including sexual harassment and that prioritises the health and safety of all people who conduct work for on behalf of the Company.

As per the ASX Principles and Recommendations, the section below outlines OZ Minerals' commitment to supporting gender diversity. OZ Minerals believes diversity goes beyond gender and is focused on building diverse teams.

Gender Diversity at OZ Minerals

In an industry with historically low numbers of women, OZ Minerals is committed to improving gender balance and have implemented several strategies to increase the representation of women at every level within the Company and remove structural barriers to participation in the workforce.

In 2022 a key focus area has been to review the Company's People Process Standards (for example, relating to recruitment) to ensure the Company counteracts the risk of unconscious bias in talent decisions, actively promotes and supports flexible working arrangements through work life plans and ensures talent and succession planning practices identify and nurture a diverse talent pipeline.

OZ Minerals' offers equal remuneration for all employees, that is reflective of the type of job and contribution, regardless of gender. The Company annually reviews the remuneration of employees by gender and job band to provide assurance that employees' remuneration remains equitable and in line with market trends and practice

These actions are aligned to OZ Minerals' broader commitment to continue to embed inclusion into culture through the HWWT Principles and build mindsets and behaviours that actively seek and value difference as a strength so that that we can go beyond what's possible as a modern mining company.



OZ Minerals gender workplace profile

In line with the ASX Principles and Recommendations, the table below sets out OZ Minerals' measurable objectives for 2022 and provides details on the Company's progress as at 31 December 2022.

Table 6 – OZ Minerals' 2022 measurable objectives for achieving gender diversity

Measurable Objective	Results
OZ Minerals' objective for 2022 was to have a target of 40:40:20 in relation to its Non-Executive Directors and its Executive Leadership Team (ie at least 40% of each gender and 20% flexible).	Objective achieved. In 2022, the composition of Non-Executive Directors was 50% of each gender, and the composition of the Executive Leadership Team was at least approximately 43% of each gender at all times throughout the year.
Increase female representation in all bands that do not currently have a representation of at least 22%.	Objective achieved. OZ Minerals increased its total number of female employees from last year, achieving an overall 23.7% female participation as at the end of December 2022, and representation of females at leadership levels has increased to 22.1% overall. The Board, Senior Executive, Superintendents and Supervisor and Individual Contributor job levels have greater than 20% female representation. One of the Company's key priorities is to further accelerate workforce diversity and inclusion.

Table 7 – Gender representation as at 31 December 2022 (values are in percentage)¹

Job Band	Female	Male	Female	Male	Rationale
Non-executive Directors	3	3	50.0%	50.0%	Non-executive Directors
Managing Director & CEO and other Senior Executives ²	11	14	44.0%	56.0%	Bands E and F
Whole Organisation	327	1,054	23.7%	76.3%	All OZ Minerals permanent and fixed term employees (Full and Part Time)
Business and Functional Leadership	13	57	18.6%	81.4%	Band D
Departmental Managers	15	68	18.1%	81.9%	Band C – 12
Superintendents / Senior Specialists	29	58	33.3%	66.7%	Band C – 11
Supervisor	61	221	21.6%	78.4%	Band B
Individual Contributors	198	636	23.7%	76.3%	Band A

1. This table includes permanent and fixed-term full and part time employees only (ie excluding contractors) in Australia and Brazil.

2. 'Senior Executives' comprise the Executive Leadership Team (including the Managing Director & CEO), Heads and General Managers who are responsible for setting strategic direction for projects and functions and participate in the Company's Long Term Incentive Plan.

Employment of First Nations people

As part of OZ Minerals' commitment to value creation for all stakeholders, the Company has a continuing focus on providing employment opportunities for First Nations people. OZ Minerals has several strategies in place to increase representation of these groups, including partnering with companies owned by Traditional Owners and working with our Traditional Owner groups to provide appropriate employment pathways. The Company's workforce includes approximately 190 First Nations employees and contractors at Prominent Hill, Carrapateena and West Musgrave.

At Prominent Hill, the Company runs a two-day cross-cultural awareness program for all workforce members which is mandatory for anyone engaging with Traditional Owners as part of their role and is encouraged for the whole workforce. The program is run by Traditional Owners of the land and water on which Prominent Hill operates, the Antakarinja Matu-Yankunytjatjara people. It focuses on educating people about Aboriginal history and culture, particularly Antakarinja Matu-Yankunytjatjara culture, including their connection to the land and water and how to respect areas of cultural significance. The training also provides insight into the ongoing challenges for Aboriginal people in the workplace and society as a whole.

At Carrapateena, together with the Kokatha Aboriginal Corporation, the Company has developed a cultural respect program for employees and contractors based at Carrapateena. This program focuses on the cultural beliefs and traditions of the Kokatha People.

As part of the advancement of the West Musgrave Project, a cultural awareness induction online module has been developed which is mandatory for all staff and visitors to the site. In addition to this Cultural Awareness Bush Trips have commenced which provides rich knowledge of the lore and custom of Ngaanyatjarra Traditional Owners using on-country teachings.

In Brazil, OZ Minerals is developing programs to recognise Traditional Owners as a key component of its community engagement strategies and to better address the cultural needs of the Indigenous groups in the region. In 2022 an awareness program commenced which was aimed at increasing the understanding of the OZ Minerals workforce about the culture, history and background of Indigenous Peoples in Brazil. The program took place over four sessions and included presentations from two Brazilian Indigenous individuals which covered culture, habits and myths associated with Indigenous groups of the region, highlighting the Xikrin Peoples, an important stakeholder at the Pantera Project.

These programs have been important in creating an inclusive culture at OZ Minerals.

Shareholder and Investor Communications

Continuous disclosure

OZ Minerals is committed to providing relevant up-to-date information to its shareholders and the broader investment community in a timely manner in accordance with its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth).

The Company's Continuous Disclosure material and Process Standards aim to ensure that all investors have equal and timely access to information, consistent with the Company's continuous disclosure obligations and outline the processes for identifying information for disclosure.

A Disclosure Committee is responsible for ensuring there is an adequate system in place for disclosure of material information to the ASX and for determining whether information is material and requires disclosure.

To ensure the Board has timely visibility of all information being disclosed to the market, all material market announcements are circulated to the Board promptly after they have been made.

When a new and substantive OZ Minerals investor or analyst presentation is given the Company ensures a copy of the presentation is released to the ASX prior to the presentation taking place and posted to the Company website.

The Company's Continuous Disclosure material is reviewed regularly by the Board and the Corporate Legal Function and is updated as appropriate. The Continuous Disclosure material is available in the Corporate Governance section of the Company website.

Integrity of Corporate Reports

OZ Minerals is committed to ensuring materially accurate, balanced and timely information is provided to investors so they can make informed investment decisions.

All periodic corporate reports released to the ASX, including Quarterly Performance Reports, are prepared and reviewed by senior managers and subject matter experts, reviewed and approved by responsible Executive Leads, and finally reviewed and authorised for release to the market by the Board or the Managing Director & CEO, pursuant to the Board's delegation of authority.

In addition, reports such as the half year and full year Financial Reports, and Remuneration Report (within the Company's Annual Report) are audited or assured by the Company's external auditors in accordance with relevant regulations and good governance.



Shareholder Communication

OZ Minerals has in place an investor relations program to facilitate communication with shareholders and ensure that shareholders are provided with all information necessary to assess the performance of the Company. Initiatives include the following:

Table 8 – Shareholder Communication

Website	<p>One of the Company's key communication tools is its website located at http://www.ozminerals.com.</p> <p>Important information about OZ Minerals can be found under the section marked 'Who We Are' on the Company website, including information about the Board and Executive Leadership Team, the Company's purpose, strategy, and corporate governance.</p> <p>The Investing in Us and News sections of the website include information on the Company's share price, financial reports, dividend information and copies of presentations and speeches.</p> <p>There are also details on how to directly contact the Company or its share registry, Link Market Services, by phone or email, and to elect to receive communications from us electronically.</p>
Annual Reporting	<p>OZ Minerals' Annual & Sustainability Reports are available on the Company website and contain important information about company activities and results for previous financial years. Shareholders can elect to receive the Annual Report as an electronic copy or in hard copy through the mail.</p> <p>In past years, the Sustainability Report has been combined with the Annual Report. KPMG undertakes limited assurance over selected elements of the Sustainability Report. The information subject to assurance is prepared in accordance with the Global Reporting Initiative (GRI) Standards and the Task Force on Climate related Financial Disclosures (TCFD). For 2022, a Sustainability Review has been provided with the Annual Report, in place of a Sustainability Report, with KPMG undertaking limited assurance over select data disclosed in the Sustainability Review and on the OZ Minerals website.</p> <p>Copies of the Company's quarterly and half yearly reports are provided to the ASX and placed on the Company website. Copies of these reports are sent to any shareholder or interested party requesting a copy.</p>
Company Announcements	<p>All ASX announcements, including annual and half year financial results, are posted on the Company website as soon as they have been released by the ASX.</p>
Annual General Meeting (AGM)	<p>The AGM is an important occasion to update shareholders on the Company's performance and offers an opportunity for two-way communication between the Company and its shareholders, who are able to ask questions of, and hear from, the Board. All Directors and Executive Leadership Team members attend the AGM.</p> <p>OZ Minerals encourages its shareholders to fully participate and attend its AGMs – in person or via an online platform provided by the Company's share registry.</p> <p>The AGM is also recorded and a copy of this is uploaded to the Company website after the meeting, to allow those shareholders who are unable to attend the meeting to view the proceedings.</p> <p>Shareholders who are not able to attend the meeting, in person or online, also have an opportunity to provide questions or comments ahead of the meeting.</p> <p>Copies of the Chairman's and Managing Director & CEO speeches/presentations are lodged with the ASX immediately prior to any shareholder meeting and placed on the Company website.</p> <p>The Company's external auditor attends the AGM and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.</p> <p>All resolutions at the AGM are decided by a poll.</p> <p>OZ Minerals has applied to the Australian Securities & Investments Commission for relief to hold its AGM for the financial year ended 31 December 2022 on a date not later than 31 July 2023. This follows entry into a Scheme Implementation Deed (SID) between OZ Minerals and BHP Lonsdale Investments Pty Ltd (BHP), a wholly owned subsidiary of BHP Group Limited, under which it is proposed that BHP will acquire 100% of the shares in OZ Minerals by way of a scheme of arrangement (Scheme). In the event the Scheme is implemented, OZ Minerals will become a wholly owned subsidiary of BHP and an AGM for the financial year ended 31 December 2022 will not be required under section 250N(4) of the Corporations Act 2001 (Cth).</p>
Investor Relations	<p>OZ Minerals actively engages with shareholders and the wider investment community. The Company's investor relations program is aimed at allowing investors and other financial market participants to gain a greater understanding of OZ Minerals' business, governance, performance, and prospects and express their views on matters or concern or interest to them.</p> <p>Feedback from the Company's shareholders and other financial market participants is evaluated and provided to our Board to help Directors understand different perspectives and respond where appropriate.</p> <p>Investor engagement during the year included activities such as:</p> <ul style="list-style-type: none"> › briefings to analysts and institutional investors › results presentations and media releases with the quarterly activities reports and half and full year financial results which are released to the ASX and can be found on the Company website › as part of the Company's efforts to ensure that it communicates effectively with shareholders and the investment community, analyst briefings and presentations for each Quarterly Report are webcast live on the Company website and all shareholders are able to log in to the webcast. Log in details to the webcasts are released to the ASX to allow shareholders to either listen live or on demand › presentations at investment conferences › engagement with proxy advisers › engagement with the Australian Shareholders Association. <p>The Company's investor relations program also runs in parallel with a wider stakeholder engagement program involving interactions with key stakeholder groups.</p> <p>OZ Minerals provides a telephone helpline facility and an online email inquiry service to assist shareholders with any queries. Information is also communicated to shareholders via periodic mail outs, or by email to shareholders who have provided their email address.</p>



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Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

OZ MINERALS LIMITED

ABN/ARBN

40 005 482 824

Financial year ended:

31 DECEMBER 2022

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.ozminerals.com/en/who-we-are/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 22 February 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 22 February 2023

Name of authorised officer authorising lodgement: Julie Athanasoff, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> Our board charter is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> Refer to page 6 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>Our inclusion and diversity statement is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>For further information in relation to this recommendation refer to pages 14 – 15 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/></p> <p>For information in relation to this recommendation refer to page 7 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>For information in relation to this recommendation refer to page 7 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> Our nomination committee charter is disclosed at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>For further information in relation to this recommendation refer to page 9 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and page 15 of our 2022 Annual Report & Sustainability Review at: https://www.ozminerals.com/en/investing-in-us/reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> Our board skills matrix is disclosed at page 5 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> For information in relation to this recommendation refer to page 2 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> For information in relation to this recommendation refer to page 12 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> Our code of conduct is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> Our Speak Up material is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> Our anti-bribery and corruption material is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>Our audit committee charter is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>For further information in relation to this recommendation refer to pages 2 and 8 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and page 15 of our 2022 Annual Report & Sustainability Review at: https://www.ozminerals.com/en/investing-in-us/reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p> <p>For information in relation to this recommendation refer to page 16 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> Our continuous disclosure material is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> Information about OZ Minerals and its governance is disclosed on our website at: https://www.ozminerals.com/en/who-we-are and https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> For information in relation to this recommendation refer to page 17 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>Our committee charters are disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>For further information in relation to this recommendation refer to pages 8 - 10 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and page 15 of our 2022 Annual Report & Sustainability Review at: https://www.ozminerals.com/en/investing-in-us/reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>For information in relation to this recommendation refer to pages 10 and 11 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p>For information in relation to this recommendation refer to page 11 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>For information in relation to this recommendation refer to page 11 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and pages 30 – 35 and 58 - 66 of our 2022 Annual Report & Sustainability Review at: https://www.ozminerals.com/en/investing-in-us/reports</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> Our remuneration committee charter is disclosed on our website at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>For further information in relation to this recommendation refer to pages 2 and 8 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and page 15 of our 2022 Annual Report & Sustainability Review at: https://www.ozminerals.com/en/investing-in-us/reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> For information in relation to this recommendation refer to page 7 of our 2022 Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance, and pages 36 - 57 of our 2022 Annual Report & Sustainability Review at: https://www.ozminerals.com/en/investing-in-us/reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> Our policy on this issue or a summary of it is disclosed in our Securities Trading material at: https://www.ozminerals.com/en/who-we-are/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>