

A modern mining company



21 February 2022

The Manager, Companies
Australian Securities Exchange
Companies Announcement Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam,

OZ Minerals' Appendix 4G and 2021 Corporate Governance Statement

Please find attached the OZ Minerals Appendix 4G and 2021 Corporate Governance Statement in accordance with Listing Rules 4.7.3, 4.7.4 and 4.10.3.

Julie Athanasoff

Group Manager Legal and Company Secretary

This announcement is authorised for market release by OZ Minerals' Managing Director and CEO, Andrew Cole.



2021 Corporate Governance Statement

Good governance fosters effective and responsible decision making; essential to creating value for our stakeholders and ensuring an ethical and sustainable company.



Corporate Governance Statement

OZ Minerals' governance framework, supported by a healthy corporate culture, helps us to deliver our strategy and enable us to effectively manage risks and assure compliance. We are committed to doing business in accordance with high standards of corporate governance and creating and delivering value across our five stakeholder groups – employees, communities, shareholders, governments and suppliers.

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 us comply with regulations, and meet or exceed stakeholder expectations.

This Corporate Governance Statement describes OZ Minerals' key corporate governance policies and practices during the 2021 reporting period through to the date of this report.

Our 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 our charters, policies and standards are available on the Corporate Governance section of our website [ozminerals.com](https://www.ozminerals.com) under the tab Who We Are/ Corporate Governance.

This Corporate Governance Statement is current as at 21 February 2022 and has been approved by the Board.

The Board of Directors

Our Board, Committees and membership, following the appointment of Sarah Ryan to the Board as an additional Non-executive Director and subsequent Committee restructure, for the reporting period with effect from 17 May 2021 is as follows.

Table 1 – Board, Committees and membership

Director	Board	Audit Committee	People and Remuneration Committee	Sustainability Committee
Rebecca McGrath (Chair)	○		●	
Andrew Cole (Managing Director & CEO) ^(a)	●			
Tonianne Dwyer	●	●	○	
Peter Wasow	●	○	●	
Charles Sartain	●	●		○
Richard Seville ^(b)	●		●	●
Sarah Ryan ^(c)	●	●		●

○ Chair of Board / Committee ● Member of Board / Committee

^(a) Andrew Cole was a member of the Sustainability Committee until 17 May 2021.

^(b) Richard Seville was a member of the Audit Committee until 17 May 2021 and became a member of the People and Remuneration Committee on 17 May 2021.

^(c) Sarah Ryan became a Non-executive Director and member of the Audit Committee and Sustainability Committee on 17 May 2021.

The Board established a Nomination Committee effective 1 January 2022, comprising Rebecca McGrath (Chairman), Charles Sartain and Sarah Ryan.

Each Director is an independent Non-executive Director except for the Managing Director & CEO. Further details of the Directors, including their biographies, including qualifications, experience, date of appointment and independent status are set out in the Governance section of our 2021 Annual & Sustainability Report (page 22 to 24) as well as on the [Board of Directors](#) page on our website. Details of Director attendance at Board and Committee meetings held during the reporting period are provided in Table 6 on page 12 of this Corporate Governance Statement.

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 plan 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 at law. 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.
Leadership	Establishing and observing high ethical standards and demonstrating leadership. Appointing the Managing Director & CEO and ratifying the appointment and termination or removal of Executive Leadership Team members, evaluating their performance and overseeing their development.
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 Directors, 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 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 policies. Approving the Company's corporate governance and modern slavery statements.
Sustainability	Considering the sustainability impact of the Company's activities and operations primarily in the areas of safety, occupational health and well-being, environment and community, including climate change, human rights and cultural heritage; set standards; and monitoring compliance with the Company's sustainability goals and practices.
Diversity	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 and risk review sessions and for inspecting the 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; and
- ✓ 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 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, procedures 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. Further information on our Executive Leadership Team is set out in the Governance Section of the 2021 Annual & Sustainability Report (page 25 to 26).

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 for 2021 was for at least 30 per cent of the Board to be women.

OZ Minerals' target for 2022 is for at least 40 per cent of Non-executive Directors to be women.

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

Current Board Composition

The Board is comprised of seven Directors, a majority of whom are independent Non-executive Directors. The Directors on the Board collectively have a combination of the skills and experience in the competencies set out in the Board skills matrix in Table 4 on the following page.

The Board uses this skills matrix to assess the skills and experience of each Director and combined capabilities of the Board. Annually the Directors complete a self-assessment questionnaire and the level of each skill and competency is disclosed as 'Highly Skilled', 'Skilled' and 'Awareness'. 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.

In May 2021, Sarah Ryan was appointed as an additional Non-executive Director to the Board. Dr Ryan is an experienced international and domestic non-executive director, with significant expertise in the industrial sector, innovation and transformation.

Figure 1 – Gender diversity

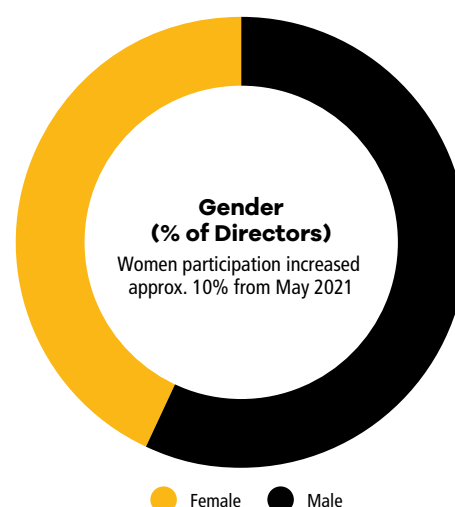


Figure 2 – Board Tenure

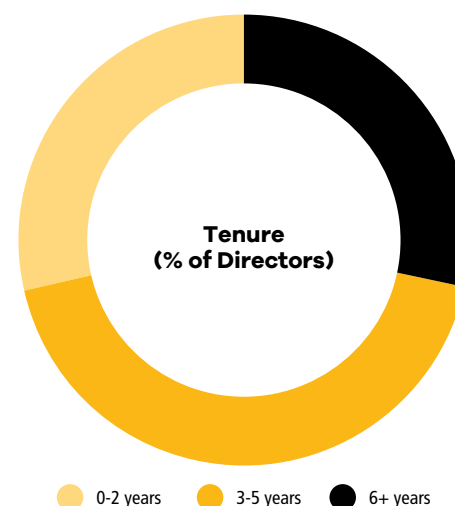


Table 4 – Areas of competence and skills of the Board

Highly Skilled Directors
 Skilled Directors
 Directors with awareness

Leadership and governance		
Executive leadership	Demonstrated executive leadership in a public listed company or equivalent large and complex organisation.	<div style="background-color: black; width: 100%; text-align: center; color: white;">7</div>
Governance, legal and regulatory	Broad governance experience as a director or senior executive or equivalent of a public listed company or large and complex organisation, professional qualification in law or experience in corporate legal matters and regulatory compliance.	<div style="display: flex; justify-content: space-between; width: 100%;"> 4 3 </div>
Industry		
Mining, resources, and capital intensive industries	Experience as a director or senior executive of a medium to large mining or resources company, operating in the exploration, development and operational phases of projects or professional qualifications in geology, mining and/or engineering.	<div style="display: flex; justify-content: space-between; width: 100%;"> 5 1 1 </div>
Technology / Digital Innovation / Industry Transformation	Experience with industries undergoing transformation or digital disruption, and the use of technology to support value creation.	<div style="display: flex; justify-content: space-between; width: 100%;"> 1 3 3 </div>
Commodity chain expertise	End-to-end commodity chain experience – understanding of customers, consumers, marketing demand drivers (including specific geographic markets) and other aspects of commodity chain development.	<div style="display: flex; justify-content: space-between; width: 100%;"> 3 3 1 </div>
Commercial Capability		
Strategy and Business Growth	Experience in developing and delivering successful strategies and meaningful business growth outcomes.	<div style="background-color: black; width: 100%; text-align: center; color: white;">7</div>
Operations/asset management	Successful track record of having led or overseen the management of complex operating assets which require leadership of a large, skilled workforce.	<div style="display: flex; justify-content: space-between; width: 100%;"> 5 1 1 </div>
Capital projects	Senior executive or equivalent experience or background in capital intensive and long-term projects or investments.	<div style="display: flex; justify-content: space-between; width: 100%;"> 5 2 </div>
Corporate development	Experience in business development, capital markets, making investment decisions in capital intensive businesses and other complex corporate transactions including mergers, acquisitions and divestments.	<div style="display: flex; justify-content: space-between; width: 100%;"> 4 3 </div>
Risk management (strategic, market and operational)	Executive experience in the management of risks that have the potential to materially impact the achievement of business objectives in a public listed company or large and complex organisation.	<div style="background-color: black; width: 100%; text-align: center; color: white;">7</div>
Finance		
Accounting and audit	Professional qualification in accounting and finance disciplines or experience in overseeing a corporate finance function of a listed entity or equivalent large business.	<div style="display: flex; justify-content: space-between; width: 100%;"> 1 2 4 </div>
Financial acumen	Proficiency in financial accounting and reporting, and the capability to evaluate financial statements, understanding key financial drivers of the business and evaluate the adequacy of financial risk and controls.	<div style="display: flex; justify-content: space-between; width: 100%;"> 3 4 </div>
People and culture		
People and remuneration	Board or senior executive or equivalent experience in building workforce capability, people management, setting a remuneration framework that attracts and retains a high calibre of executives, and promotes diversity and inclusion.	<div style="display: flex; justify-content: space-between; width: 100%;"> 4 3 </div>
Organisational Culture	Board or senior executive or equivalent experience in developing and sustaining the right corporate culture; protecting and enhancing the company's reputation; building trust and confidence in an organisation; promotion of 'tone from the top'.	<div style="background-color: black; width: 100%; text-align: center; color: white;">7</div>

		Highly Skilled Directors	Skilled Directors	Directors with awareness
Global expertise				
International experience	Experience in a range of geographic, political, cultural, regulatory and business environments, including a strong understanding of global markets, and the macro-political and economic environment.	6	1	
Sustainability				
Health and safety	Experience in oversight and/or management of complex workplace health and safety matters. Demonstrable understanding of health and safety management, performance and governance.	6	1	
Social responsibility	Experience in monitoring and managing the social impacts of business operations and activities on communities, community engagement, investment measurement and related governance. Demonstrable understanding of issues related to human rights in respect of a global mining or resources company.	4	1	2
Environment and climate change	Experience in oversight and/or management of environmental performance, policy, governance and risks. Experience in risk management, change management and adaption in relation to climate change and climate related business impacts. Demonstrable understanding of key environmental impacts for a global mining or resources company, including fluency in how climate change risks and opportunities affect the business and experience in management performance and governance of these impacts.	3	3	1
<p>■ A Director can demonstrate deep expertise and knowledge in the area and has a track record of successfully delivering objectives as part of their Executive role with full responsibility and oversight.</p> <p>■ A Director can demonstrate expertise and knowledge in the area with some level of responsibility and oversight.</p> <p>■ A Director can demonstrate knowledge and awareness in the area, and as part of their Non-executive and/or Executive roles has experience delivering objectives.</p>				

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.

Details of the independent status of the Directors during the reporting period, as determined by the Board, is set out in the Governance section of our 2021 Annual & Sustainability Report (page 22 to 24) as well as on the Board of Directors page on our website. 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, experience, expertise and independence 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 our 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 our business, 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 our strategy, governance framework, culture, financial, operational and risk management matters and our 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 and formally reviews their performance on an annual basis. Review processes are led by the Chairman and may be performed with the assistance of external advisers.

In 2021, a Board evaluation was undertaken by an external adviser, insync. The evaluation assessed the overall effectiveness of the Board as a whole, including the main strengths of the Board, areas for improvements and recommendations, together with the effectiveness of individual Directors as perceived by other Directors and themselves.

The review of the Board, Committees and Directors included confidential surveys, self-assessment and peer-assessment questionnaires; executive feedback; written reports and debrief sessions.

The Board was presented with a final Board effectiveness report and each Director was presented with an individual effectiveness report in December 2021.

The Board has taken steps to action key recommendations from the evaluation and external development opportunities are available to individual Directors on a voluntary basis.

Assessing Executive Leadership Team performance

In accordance with its Charter, each year the Board develops and implements the criteria for assessing the performance of the Managing Director & CEO and Executive Leadership Team. 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 was reviewed and evaluated in 2021. 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 regularly during the year, with a formal process conducted twice a year.

Further details of how the Company assesses the performance of the Managing Director & CEO and Executive Leadership Team are set out in the Remuneration Report (2021 Annual & Sustainability Report (page 65 to 66)).

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.

Following the increase in fees payable to Non-executive Directors in 2021, the Board did not increase fees paid to Non-executive Directors in 2022, other than an increase in fees payable to the Chairmen and members of the People and Remuneration Committee and the Sustainability Committee, to \$40,000 and \$20,000 respectively with effect from 1 January 2022 to reflect the increase in their workload and importance of these other Committees.

Further details in relation to Non-executive Director fees are set out in the Remuneration Report (2021 Annual & Sustainability Report (page 65 to 66)).

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 and selected personnel participate in a long-term incentive program that is linked to the Company's performance against the Company's peers in the resources industry. For further details on this refer to the Remuneration Report (2021 Annual & Sustainability Report (page 53 to 63)).

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 our Company Secretaries is set out in the 2021 Annual & Sustainability Report (page 29).



Board Committees

During the reporting period there were three 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**

The Board established a Nomination Committee with effect from 1 January 2022. The Board, with assistance of the People & Remuneration Committee to the extent required, carried out the responsibilities customarily undertaken by a Nomination Committee during the reporting period.

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 to 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 adjacent.

Table 5 – Composition, roles and responsibilities of the Committees

Composition requirements and membership at 31 December 2021	Role and responsibilities	
Audit Committee		
Requirements / 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. / Members must between them have the necessary accounting and financial expertise and a sufficient understanding of the mining industry.	The Audit Committee assists the Board in relation to its responsibilities relating to financial, reporting and audit risks, including overseeing: / financial reporting and disclosure processes / internal financial controls / financial risk management, including hedging / internal 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 / the process for monitoring compliance with relevant Global Process Standards and Performance Standards / relevant Speak Up reports	
Membership Peter Wasow (Chairman) Tonianne Dwyer Charlie Sartain Sarah Ryan ^(a) <i>The work of the Committee is supported by the Managing Director & CEO and Chief Financial Officer.</i> <i>The engagement or audit partner of our external auditor, KPMG attend all meetings. Our assurance function lead may also attend meetings.</i>		
People and Remuneration Committee		
Requirements / The Chairman must be an independent Non-executive Director, who is not the Chairman of the Board. / At least three members. / Majority of independent Non-executive Directors.		The People and Remuneration Committee assists the Board in relation to its responsibilities relating to people and remuneration, including overseeing: / the remuneration and performance evaluation of the Managing Director & CEO and Executive Leadership Team, Non-executive Directors, Executive Leadership Teams and remuneration framework for all employees / succession planning and development for the Managing Director & CEO and Executive Leadership Team / inclusion and diversity and other matters the subject of the Company's Employee Value Creation Policy (including sexual harassment) / the culture of the Company and its alignment to strategy / material risks relating to people and remuneration matters / the process for monitoring compliance with relevant Global Process Standards and Performance Standards / relevant Speak Up reports
Membership Tonianne Dwyer (Chairman) Rebecca McGrath Peter Wasow Richard Seville ^(b) <i>The work of the Committee is supported by our Managing Director & CEO and People Executive (or equivalent).</i>		
Sustainability Committee		
Requirements / 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.	The Sustainability Committee assists the Board in relation to its responsibilities relating to sustainability, primarily in the areas of: / safety / health and well-being / environment including climate change / community including cultural heritage, human rights and modern slavery The Sustainability Committee assists the Board in relation to its oversight of: / reports of serious incidents and identifying trends in serious incidents / selected investigations of material incidents / changes and developments in relevant sovereign jurisdictions, relevant laws and litigation activities / the OZ Minerals Company's Modern Slavery Statement / material risks, risk management systems and performance relating to sustainability matters / the process for monitoring compliance with relevant Global Process Standards and Performance Standards / relevant Speak Up reports / relevant public reporting and disclosure processes	
Membership Charlie Sartain (Chairman) Richard Seville Sarah Ryan ^(c) <i>The work of the Committee is supported by our Managing Director & CEO and Corporate Affairs Executive (or equivalent).</i>		

(a) Appointed as a Non-executive Director and member of the Audit Committee on 17 May 2021, prior to which time Mr Seville was a member of the Audit Committee.

(b) Appointed as member of the People & Remuneration Committee on 17 May 2021.

(c) Appointed as Non-executive Director and member of the Audit Committee on 17 May 2021, prior to which time Mr Cole was a member of the Sustainability Committee.

The Board established a Nomination Committee with effect from 1 January 2022, comprising Rebecca McGrath (Chairman), Charles Sartain and Sarah Ryan. The Nomination Committee will be responsible for the size and composition of the Board, Board renewal, selection and appointment, Board and Managing Director & CEO succession planning and oversight of the Board 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.

During the reporting period, everyone at OZ Minerals had to adapt to the constantly changing travel, lockdown and safe distancing restrictions due to COVID-19. The Board adapted to these restrictions by holding Board and Committee meetings virtually when required. The Board also used a hybrid approach (ie physical and virtual format) to bring some Directors together for meetings in different locations where it was possible to do so. The Board was also able to attend two site visits in 2021 – one in person and one by a virtual format - to the Carrapateena and Prominent Hill operations. The Board's usual Brazil site visit was restricted to a video format tour in 2021.

Table 6 – Attendance at Board and Committee Meetings (1 January 2021 to 31 December 2021)

	Board meetings		Board committee meetings					
			Audit		People and Remuneration		Sustainability	
Director	A	B	A	B	A	B	A	B
Rebecca McGrath	16	16	–	–	6	6	–	–
Andrew Cole ^(a)	15	16	–	–	–	–	1	1
Tonianne Dwyer	16	16	6	6	6	6	–	–
Sarah Ryan ^(b)	9	9	4	4	–	–	2	2
Charles Sartain	16	16	6	6	–	–	3	3
Richard Seville ^(c)	16	16	2	2	4	4	3	3
Peter Wasow	16	16	6	6	6	6	–	–

Note: The Managing Director and CEO and Non-executive Directors who were not Board Committee members also participated in scheduled Board Committee meetings throughout the year.

A The number of meetings attended during the time the director held office.

B The number of meetings held during the time the director held office.

^(a) Member of the Sustainability Committee until 17 May 2021.

^(b) Appointed as Non-executive Director on 17 May 2021.

^(c) Member of the Audit Committee until 17 May 2021. Member of the People and Remuneration Committee from 17 May 2021.

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 as 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 oversight.

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 community and oversight of the risks relating to those issues. This includes threats and opportunities associated with climate change, cultural heritage, 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 our five stakeholder groups - employees, communities, shareholders, governments and suppliers - 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 in relation to material risks. Management ensures that procedures exist to identify, monitor, and review opportunities and threats. Through observation and audit, the Board gains assurance that effective actions are being implemented to maximise the benefits from opportunities and minimise the impacts of 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 critical controls for threats and with 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 and respond to HCIs – are assessed to determine the 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 Operating and Financial Review in the 2021 Directors' Report (page 36 to 46) which identifies the risk areas that may affect the Company's future operating and financial performance and the Company's approach to managing them as at the date of publication.

The Company's exposure to material risks, including environmental and social risks, and how the Company manages those risks, are also disclosed in the Operating and Financial Review (see material business risks page 39 to 46) in the 2021 Directors' Report and discussed in the Sustainability section within the 2021 Annual & Sustainability Report (from page 69).

At least annually, the Board reviews the Company's risk appetite and 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 material risks. A review of the risk management framework took place during 2021. Risks are analysed and reported using an enterprise-wide digital risk management information system which is common to all areas of the business and are centrally consolidated.

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; and
- ✓ regular and timely reporting on safety incidents and actions to improve safety performance.

ASSURANCE

The Company has an Assurance function, which assures that the Company's internal control processes are complied with, preventative and mitigating controls are adequate and that they are operating as designed through the application of our 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, Line 3 Assurance reviews 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 Line 2 assurance activities and specific services as directed by the Company to ensure an effective control environment. 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 (or a Committee comprising the Chairman and Managing Director & CEO with delegated authority from 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) that, in their opinion, the financial records have been properly maintained and that the financial statements 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.

Our Commitment to Act Ethically, Responsibly and Lawfully

OZWAY GOVERNANCE FRAMEWORK

Our OZWay governance framework was developed during 2021 as a one-stop resource for information on the OZWay. It explains how we work, why we do the things we do and our governance accountabilities. The OZWay governance framework incorporates the governance documents set out below.

STAKEHOLDER VALUE CREATION POLICIES

Creating value is at the centre of our strategy. This means creating value for all our stakeholders – employees, communities, shareholders, governments and suppliers. We believe that only when we are creating value for our stakeholders will we have a sustainable and successful company.

Our Stakeholder Value Creation Policies are aligned to our stakeholder groups and provide a clear representation of our intent as set out below and enable us to be held to account by our stakeholders.

Employee Value Creation Policy

To provide a safe work environment that empowers people to have a positive impact and allows them to grow and prosper and do the best work of their lives. Our focus is on ensuring our people enjoy coming to work, are engaged, valued and inspired to grow and contribute to OZ Minerals and greater society through exceptional leadership.

Community Value Creation Policy

To align with Land Connected and Indigenous peoples and host communities in a transparent way that builds trust-based, collaborative and sustainable partnerships focused on the betterment of OZ Minerals, our host communities, the regional communities in which our sites are located, the industry and society generally.

Shareholder Value Creation Policy

To meet or exceed shareholder expectations while being recognised as an ethical, well-governed and socially responsible company.

Government Value Creation Policy

To build trust with government through sustainable and ethical behaviour, social responsibility, and proactive and considered contribution to policy development and opportunities aligned with our portfolio.

Supplier Value Creation Policy

To align with suppliers in a way that builds trust-based, collaborative and sustainable relationships and partnering focused on the betterment of both organisations, the industry and the broader community.

VALUES – HOW WE WORK TOGETHER

Our How We Work Together principles and supporting behaviours underpin the unique culture that we enjoy today and into the future. Our culture enables us to deliver high performance and achieve our strategic aspirations. We want to be a company where different ways of thinking are celebrated, we are free to be ourselves and empowered to do the best work of our lives.

We work together by:

- ✓ 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

Our principles guide our workforce in creating opportunities to achieve great things together; building a safe, sustainable and successful business. Our principles enable us to deliver our strategy by driving inclusion and diversity resulting in superior performance; working safely, unlocking innovation, embracing change and constantly delivering; and having our workforce as our ambassadors.

Our principles are embedded into our core systems and processes including how we recruit and manage performance.

CODE OF CONDUCT

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

It is designed to ensure that everything we do creates value for our stakeholders and business is conducted with honesty and integrity so we can achieve our purpose of 'going beyond

what's possible to make lives better'. Our 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. Our Code of Conduct is available to all members of our workforce, who are made aware of the Code of Conduct through regular training.

Our Code of Conduct is reviewed annually by the Corporate Legal Function with changes recommended to the Board for approval. Breaches of the Code of Conduct are taken seriously and may be reported using our Speak Up program. Material breaches of the Code of Conduct are reported to the Board.

GLOBAL PERFORMANCE STANDARDS

Underpinning our Stakeholder Value Creation Policies are our Global Performance Standards. The Global Performance Standards are grouped into four categories - safety, environment, health and wellbeing, and social performance. They are an integral enabler of our global governance model and set out our minimum mandatory control requirements and accountabilities to:

- ✓ Manage threats and impacts associated with specific activities or tasks
- ✓ Identify opportunities that have the potential to drive value for OZ Minerals and our stakeholders
- ✓ Comply with legislative obligations
- ✓ Design operating and training systems, and risk-based self-assurance programs, with devolved accountability

GLOBAL PROCESS STANDARDS

Our Global Process Standards set out the accountabilities and authorities of the Board, Managing Director & CEO, Executives and leads of our corporate functions and assets for key business processes and management activities. Our Process Standards are an important driver of our culture by integrating our How We Work Together principles and Stakeholder Value Creation into our everyday activities and processes.

Our Process Standards describe, in a simple way, processes or activities that occur across the business repetitively. They define the processes people must follow and the delegations that they can work within, which reflect the requirements of our risk appetite and approved delegations of authority.

SPEAK UP

We are committed to conducting business honestly, with integrity and in accordance with our How We Work Together principles and standards of expected behaviour. It is important that our people can raise concerns regarding potential misconduct, being any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Company, or an employee or officer of the Company (Potential Misconduct), without being subject to victimisation, harassment or discriminatory treatment and to have such concerns properly investigated and treated confidentially.

Our Speak Up material and Speak Up Process Standard, are reviewed regularly. They provide a mechanism for anyone to report information about potential misconduct. Where a Speak Up report relates to a member of our Executive Leadership Team, reports may be made to the Chairman of the Board. 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.

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.

Our Anti-Bribery and Corruption material and Anti-Bribery and Corruption Process Standard aim to ensure that our 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 our process for dealing with these matters. Material breaches of the Anti-Bribery and Corruption material are reported to the Board.

SECURITIES TRADING

Our 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.

Our Securities Trading material includes our process for dealing with trading in our securities and establishes 'black out periods' during which Personnel and their related parties must not trade in the Company's 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, our 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 the Company's 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 Company securities.

MODERN SLAVERY

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

Our Modern Slavery Statement for 2021 outlines our actions in 2021 to assess modern slavery risks in our operations and supply chain and to implement practical mitigation strategies. It builds upon the modern slavery program reported in our 2020 Statement and commits our organisation to a process of continuous improvement.

We will, together with our 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

Our [Stakeholder Value Creation Policies](#), [Code of Conduct](#), [Global Performance Standards](#), together with our [Speak Up](#), [Anti-Bribery and Corruption](#), [Securities Trading](#) and [Continuous Disclosure materials](#), and [2021 Modern Slavery Statement](#) are available in the [Corporate Governance](#) section of our website.

Inclusion and Diversity at OZ Minerals

We are committed to developing an inclusive culture that embraces both demographic diversity and diversity of thought. We believe that an inclusive and diverse workplace creates value for all of our 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 our website. Our approach is grounded in driving long-term, sustainable change by embedding the principles of inclusion and diversity into our Company systems, symbols and behaviours. We have several key strategies in place to increase the level of inclusion, demographic diversity, and diversity of thought within the Company, these include:

- ✓ Embedding our company-wide values (How We Work Together) into everything we do. The HWWT behaviours 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 our recruitment, development, reward, and promotion processes are inclusive and fair (including regularly reviewing our 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 our Policies and Process Standards to ensure they reflect our commitment to diversity and inclusion.
- ✓ Using data to inform, measure, and track our progress.
- ✓ Partnering with external companies who can support us to address systemic issues of underrepresentation.
- ✓ Zero tolerance for discrimination, harassment (including sexual harassment), vilification and victimisation.

Our Inclusion and Diversity Statement is complemented by our Employee Value Creation Policy. The objective of this policy is to drive a focus on value creation for our employees and broader workforce and ensure we provide a safe work environment that empowers people to make a positive impact, allowing an environment that allows them to grow, prosper and do the best work of their lives. This policy outlines our commitments with respect to developing, promoting and embracing a diverse and inclusive culture. This policy also outlines our 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.

The Company is committed to continuing to provide employment opportunities to underrepresented groups. Details on progress, in addition to detailed workforce statistics, can be found in the Company's 2021 Annual & Sustainability Report (page 77 to 83).

As per the ASX Principles and Recommendations, the section below outlines our commitment to supporting gender diversity at OZ Minerals. We believe diversity goes beyond gender and are focused on building diverse teams at OZ Minerals.

GENDER DIVERSITY AT OZ MINERALS

In an industry with historically low numbers of women, we are committed to improving gender diversity and have several strategies to increase the representation of women at every level within the Company and remove any structural barriers to participation in our workforce.

In 2021 a key focus area has been reviewing our People Process Standards (for example, relating to recruitment) to ensure we counteract the risk of unconscious bias in talent decisions, actively promoting and supporting flexible working arrangements through work life plans and ensuring our talent and succession planning practices identify and nurture a diverse talent pipeline.

We offer equal remuneration for all our employees, reflective of the type of job and contribution. We annually review the earnings

of our employees by gender and job band to provide assurance that our employees' remuneration remains equitable and in line with market trends.

These actions are aligned to our broader commitment to continue to embed inclusion into culture through How We Work Together 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 achieving gender diversity for 2021 and provides details on our progress as at 31 December 2021.

Table 6 – OZ Minerals' 2021 measurable objectives for achieving gender diversity

Measurable Objective	Results
At least 30% of Directors on the Board are women ^(a)	During the year our Non-executive Director female participation increased from 40% to 50% with effect from Sarah Ryan's appointment in May 2021.
Increase numbers of women in all bands that do not currently have a representation of at least 22%	OZ Minerals maintained its total number of female employees from last year, achieving an overall 20.7% female participation as at the end of December 2021. Job Bands C-11, E and F, and the Board have greater than 20% female representation. One of the Company's key priorities is to further accelerate workforce diversity and inclusion.

(a) OZ Minerals' objective for 2022 is 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).

Table 7 – Gender representation as at 31 December 2021 (values are in percentage)^(a)

Job Band	Female	Male	Female	Male	Rationale
Board	3	3	50%	50%	Non-executive Directors
Senior Executive ^(b)	7	9	43.8%	56.2%	Bands E and F
Whole Organisation	235	902	20.7%	79.3%	All OZ Minerals permanent and fixed term employees (Full and Part Time)
Business and Functional Leadership	9	55	14.1%	85.9%	Band D
Departmental Managers	15	54	21.7%	78.3%	Band C – 12
Superintendents / Senior Specialists	21	59	26.3%	73.8%	Band C – 11
Tertiary / Supervisor	39	198	16.5%	83.5%	Band B
Individual Contributors	144	527	21.5%	78.5%	Band A

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

(b) 'Senior Executives' includes the Executive Leadership Team (including the Managing Director and 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.

ABORIGINAL AND INDIGENOUS EMPLOYMENT

As part of our commitment to value creation for all stakeholders, we have a continuing focus on providing employment opportunities for Aboriginal and Indigenous people at our assets. We have several strategies in place to increase the representation, including partnering with companies owned by traditional owners of the land and providing employment pathways for Aboriginal and Indigenous peoples. Our workforce includes approximately 250 indigenous employees and contractors at Prominent Hill and Carrapateena.

In Brazil, we are developing programs to better address cultural indigenous beliefs and the recognition of traditional owners as a key component of our community engagement strategies.

We run a two-day cross-cultural awareness program for all Prominent Hill and Corporate workforce members. The program is run by traditional owners of the land Prominent Hill is located on, the Antakarinja Aboriginal group. It focuses on educating people about Aboriginal culture, particularly Antakarinja culture, including their beliefs, connection to the land and areas of cultural significance, as well as looking at challenges that persist for Aboriginal people in the workplace and society as a whole.

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

These programs have been important in creating an inclusive culture at our Australian assets.

Shareholder and Investor Communications

CONTINUOUS DISCLOSURE

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

Our [Continuous Disclosure](#) material and Process Standards aim to ensure that all investors have equal and timely access to information, consistent with our continuous disclosure obligations and outline the processes for identifying information for disclosure.

Our 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 we ensure a copy of the presentation is released to the ASX prior to the presentation taking place and posted to our website.

Our Continuous Disclosure material is reviewed regularly by the Board and the Corporate Legal Function and is updated as appropriate. Our Continuous Disclosure material is available in the Corporate Governance section of our website.

INTEGRITY OF CORPORATE REPORTS

We are 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 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 certain performance reports) are audited or assured by our external auditors in accordance with relevant regulations and good governance.



SHAREHOLDER COMMUNICATION

We have 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 our key communication tools is our website located at ozminerals.com. During the year we launched our new website which is more interactive, accessible and modern.</p> <p>Important information about us can be found under the section marked 'Who We Are' on our 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 us or our share registry, Link Market Services, by phone or email, and to elect to receive communications from us electronically.</p>
Annual Reporting	<p>Our Annual & Sustainability Reports are available on our website and contain important information about our activities and results for previous financial years. Shareholders can elect to receive our Annual Report as an electronic copy or in hard copy through the mail.</p> <p>Our Sustainability Report is combined with the Annual Report. KPMG undertakes limited assurance over selected elements of our 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).</p> <p>Copies of the Company's quarterly and half yearly reports are provided to the ASX and placed on our 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 our 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 our shareholders, who are able to ask questions of, and hear from, the Board. All our Directors and Executive Leadership Team members attend the AGM.</p> <p>In 2022 we will hold a hybrid AGM. We encourage full participation and attendance of shareholders at our AGM each year using electronic communication, including making notices of meetings and explanatory materials available on our website and sending email alerts via our share registry. In addition, we provide shareholders with the opportunity to participate in the AGM through an online platform provided by our share registry.</p> <p>Shareholders are encouraged to lodge proxies electronically, subject to the adoption of satisfactory authentication procedures. Shareholders participating in the AGM through our online platform will be able to view the AGM live, lodge a direct vote in real time and ask questions or make comment online.</p> <p>The AGM is also recorded and a copy of this is uploaded to our 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 our website. KPMG, our 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. KPMG also has a reasonable opportunity to answer written questions submitted by shareholders to the auditor as permitted under the Corporations Act 2001 (Cth). All resolutions at the AGM are decided by a poll.</p>
Investor Relations	<p>We actively engage with shareholders and the wider investment community. Our investor relations program is aimed at allowing investors and other financial market participants to gain a greater understanding of our business, governance, performance, and prospects and express their views on matters of concern or interest to them.</p> <p>Any feedback from our 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 our website. ✓ As part of our efforts to ensure that we communicate effectively with shareholders and the investment community, our analyst briefings and presentations for each Quarterly Report are webcast live on our 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 ✓ Sustainability The OZWay Shareholder Session involving Directors and company Executives ✓ Engagement with proxy advisers ✓ Engagement with the Australian Shareholders Association <p>Our investor relations program also runs in parallel with a wider stakeholder engagement program involving interactions with our key stakeholder groups.</p> <p>We provide 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>



OZ MINERALS LIMITED

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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 2021

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 18 February 2022 and has been approved by the board.

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

Date: 21 February 2022

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"/> and we have disclosed a copy of our board charter 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"/> and we have disclosed this at page 8 of our 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 in full for the whole 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
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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> <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"/> and we have disclosed a copy of our inclusion and diversity statement at:</p> <p>https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>and the information referred to in paragraph (c) at page 18 of our Corporate Governance Statement at:</p> <p>https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>and OZ Minerals had a measurable objective within the reporting period for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender.</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>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; 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"/> and we have disclosed the evaluation process referred to in paragraph (a) at page 9 of our Corporate Governance Statement at:</p> <p>https://www.ozminerals.com/en/who-we-are/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 9 of our Corporate Governance Statement at:</p> <p>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"/> and we have disclosed the evaluation process referred to in paragraph (a) at page 9 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 9 of our 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 <u>OR</u></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
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"/> and we have disclosed that we did not have a separate Nomination Committee in the reporting period and the processes employed by the Board for the purposes of paragraph (b) at pages 6 - 8 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and that we have disclosed that a Nomination Committee was established by the Board effective 1 January 2022.</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"/> and we have disclosed our board skills matrix at pages 7 and 8 of our 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
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (c) at pages 4 and 6 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and at pages 21 - 23 of our 2021 Annual and Sustainability Report at: https://www.ozminerals.com/en/investing-in-us/reports and, where applicable, the information referred to in paragraph (b) at page 8 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> and we have disclosed our values and How We Work Together principles at page 15 of our 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"/> and we have disclosed our code of conduct at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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
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"/> and we have disclosed our Speak Up material 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"/> and we have disclosed our anti-bribery and corruption material at: https://www.ozminerals.com/en/who-we-are/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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 in full for the whole 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 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>and we have disclosed a copy of the charter of the committee at: https://www.ozminerals.com/en/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at pages 4, 11 and 12 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and at pages 21 to 23 of our 2021 Annual and Sustainability Report 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>and we have disclosed our process at page 19 of our 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>

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 in full for the whole 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 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"/> and we have disclosed our continuous disclosure material 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"/> and we have disclosed information about us and our governance 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"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at page 20 of our 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

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 in full for the whole 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 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"/> and we have disclosed a copy of the Committee Charters at: https://www.ozminerals.com/en/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at pages 4, 11 and 12 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and at pages 21 to 23 of our 2021 Annual and Sustainability Report 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"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at page 13 of our 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 checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at page 14 of our 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>

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 in full for the whole 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
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>and we have disclosed whether we have any material exposure to environmental and social risks at page 13 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and, if we do, how we manage or intend to manage those risks at page 13 of our Corporate Governance Statement and from pages 36 – 46 and 84 – 97 of our Annual and Sustainability Report at: https://www.ozminerals.com/en/who-we-are/corporate-governance and https://www.ozminerals.com/en/investing-in-us/reports</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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
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"/> and we have disclosed a copy of the charter of the committee at: https://www.ozminerals.com/en/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at pages 4, 11 and 12 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and at pages 21 to 23 of our 2021 Annual and Sustainability Report 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"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at page 9 of our Corporate Governance Statement at: https://www.ozminerals.com/en/who-we-are/corporate-governance and at pages 48 - 67 of our 2021 Annual and Sustainability Report 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>

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
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in our Securities Trading Material 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 do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

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
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement