



DEVELOP

ADMINISTRATIVE,
GOVERNANCE AND POLICY
COMMITTEE CHARTER

1 Purpose

The Administrative, Governance and Policy Committee (**Committee**) has been established by the board of directors (**Board**) of Develop Global Limited (ABN 28 122 180 205) and its subsidiaries (**Company**) to outline the role of the Committee.

The role of the Committee is to assist the Board:

- (a) by giving consideration to and making recommendations with respect to the numerous administrative issues which are referred to the Board for its consideration and approval; and
- (b) in fulfilling its corporate governance responsibilities with respect to maintaining strong governance practices and processes by:
 - (i) reviewing the Board approved governance and administrative policies and charters at the Company level to ensure those policies remain up to date, effective and fit for purpose; and
 - (ii) overseeing processes relating to conflicts of interest and related party transactions to ensure they are appropriately assessed and appropriately managed.

2 Scope

The Committee will assist the Board by making appropriate recommendations. The Committee does not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board.

In fulfilling its purpose, the Committee will:

- (a) review the Board approved governance and administrative policies and charters at the Company level to ensure those policies remain up to date, effective and fit for purpose, within its delegated scope, as detailed in **Appendix A**;
- (b) review delegated administrative matters which are before the Board so as to ensure due consideration is given to those matters;
- (c) review and assess the Company's strategy and process for the disclosure conflicts of interest;
- (d) review and approve, or recommend approval of related party transactions; and
- (e) request information from Management necessary to perform its duties.

3 Committee Membership

3.1 Composition

The Committee will consist of members appointed by the Board. The Committee must consist of at least two Board members, a majority of whom are independent, Non-Executive Directors.

Committee members shall remain incumbent until they retire from the Committee, are removed by the Board or until they cease to be Directors of the Company.

3.2 Chair

The Board will appoint the Chair of the Committee. The Chair is responsible for ensuring the Committee fulfills its duties and responsibilities under this Charter, and for reporting to the Board on Committee activities.

4 Responsibilities

4.1 Policy Review

The Committee will:

- (a) regularly review the Board approved governance and administrative policies and charters at the Company level to ensure those policies remain up to date, effective, fit for purpose, and aligned with regulatory requirements;
- (b) develop a timeline to ensure all relevant policies as defined in this Charter are reviewed at least once every two years;
- (c) make recommendations on new policies or amendments to existing policies where required; and
- (d) consider those administrative matters which are referred to it by the Board, Chair or management.

4.2 Governance Oversight

The Committee will:

- (a) monitor governance practices to ensure the Company maintains effective administrative and governance frameworks; and
- (b) review governance processes to ensure they align with best practice and recommend improvements where necessary.

4.3 Conflicts of Interest

The Committee will:

- (a) regularly review management strategies for conflicts of interest to ensure they remain effective;
- (b) review and manage disclosures of conflicts of interest made by directors, committee members, or senior management; and
- (c) maintain a register of conflicts of interest.

4.4 Related Party Transactions

The Committee will:

- (a) review and assess proposed related party transactions;
- (b) determine whether such transactions are appropriate and in the best interests of the Company as a whole;
- (c) approve related party transactions within its delegated authority, or make recommendations to the Board for approval where required, and as detailed in **Appendix B**; and
- (d) ensure appropriate documentation and disclosure of such transactions.

4.5 Attendance

Other individuals, including members of management or external advisors, may attend meetings at the invitation of the Committee.

5 Meetings

The Committee will meet as required but no less than four times per year, and additional meetings may be convened by the Chair where necessary.

A quorum will consist of a majority of Committee members, and decisions will be made by the majority of members present.

6 Reporting

The Committee will report to the Board quarterly to provide an update on Committee activities and provide recommendations on matters requiring Board consideration, or approval.

7 Review of Charter

The Committee will review this Charter from time to time or more often as required, to ensure it remains effective and fit for purpose.

Policy Ref.	Policy Name	Version	Author	Approving Authority	Approved Date
COR-008-Po	Administrative, Governance and Policy Committee Charter	2	Company Secretary	Board of Directors	28 July 2026

Appendix A

Committee Delegated Scope of Charters and Policies

Board and Committee Charters	
1.	Board Charter
2.	Audit and Risk Committee Charter
3.	Nomination and Remuneration Charter
4.	Administrative, Governance and Policy Committee Charter
Governance and Administration Policies	
1.	Better Mining Policy
2.	Code of Conduct
3.	Diversity Policy
4.	Domestic Violence Leave Policy
5.	Environmental Policy
6.	Indigenous Peoples Policy
7.	Parental Leave Policy
8.	Policy on Continuous Disclosure
9.	Policy and Procedure for Selection and Re-Appointment of Directors
10.	Policy for Trading in Company Securities
11.	Procedure for the Selection and Appointment of External Auditor
12.	Remuneration Policy
13.	Risk Management Policy
14.	Safety & Health Policy
15.	Shareholder Communication Policy
16.	Stakeholder Relations Policy
17.	Supply Chain Code of Conduct
18.	Whistleblower Policy

Appendix B

Delegation of Authority for the Approval of Related Party Transactions

Person Requesting Approval	Authorised Approver
Chair of the Board	Committee to Recommend to Board
Non-Executive Directors	Committee to Recommend to Board
Managing Director	Committee to Recommend to Board
General Counsel and Company Secretary	Committee
Chief Executive Officer	Committee
Chief Operations Officer	Committee
Chief Financial Officer	Committee
Senior Management	Committee
Employees, contractors, consultants, advisers and auditors of the Company	Committee