

Sustainability Committee Charter

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1 ROLE

1.1 The Role of the Committee

The Sustainability Committee (Committee) will assist the Board to meet its oversight responsibilities in relation to the Company's sustainability-related policies, strategies, risk management, reporting and practices.

The Committee will also monitor the Company's compliance with relevant laws, regulations, and accounting standards in respect of the above matters.

2 DUTIES

2.1 The Duties of the Committee

The duties of the Committee include reviewing, and making recommendations to the Board on, the Company's policies, performance and reporting in relation to sustainability-related matters, including:

- (a) health and safety;
- (b) process safety;
- (c) climate change
- (d) the environment;
- (e) human rights;
- (f) Indigenous cultural heritage, historical cultural heritage, engagement and land access;
- (g) security and emergency management; and
- (h) community relations.

2.2 Sustainability governance

The Committee will:

- (a) review and monitor the adequacy and effectiveness of the Company's systems, policies, processes and plans associated with material sustainability-related matters;

- (b) oversee (in conjunction with the Audit and Risk Committee as appropriate) the administration of the processes for identifying, assessing, prioritising, monitoring and managing the Company's material sustainability-related risks and opportunities;
- (c) review and monitor compliance with applicable sustainability-related laws and regulations;
- (d) review and assess sustainability-related strategies and projects proposed by management, including consideration of the required skills and competencies and having regard to material sustainability-related risks and opportunities; and
- (e) make recommendations to the Board in relation to any material variations to the Company's sustainability policies.

2.3 Sustainability strategy, performance and reporting

The Committee will:

- (a) review and recommend to the Board for approval, material public sustainability-related targets and monitor progress against those targets;
- (b) work with the Human Resources and Compensation Committee as appropriate to incorporate appropriate sustainability-related metrics into the Company's remuneration framework;
- (c) oversee the preparation of the Company's public disclosures related to sustainability, including working with the Audit and Risk Committee on related financial disclosures as appropriate, and recommend those for approval by the Board where appropriate; and
- (d) oversee the Company's processes for maintaining sustainability records in relation to sustainability reporting.

2.4 Climate change

The Committee will:

- (a) oversee the Company's progress towards its climate-related targets, including having regard to greenhouse gas emissions performance and other key metrics;
- (b) monitor and review updates to climate science, jurisdictional responses, and key climate change developments;
- (c) review and monitor the resilience of the Company's portfolio and ability to adapt to material climate-related risks and opportunities, including oversight of scenario planning conducted by management; and
- (d) review progress against and recommend to the Board any changes to the Company's climate transition action plan.

3 COMPOSITION OF THE COMMITTEE

3.1 Composition

The Committee will be appointed by the Board and will be composed of:

- (a) only non-executive Directors;
- (b) at least three members, the majority of whom are independent;
- (c) a Chair, also appointed by the Board, who is one of those independent non-executive Directors; and
- (d) possessing between them relevant skills, experience and qualifications in sustainability-related matters.

4 MEETINGS

4.1 Committee Meetings

The Committee will meet at least four times each year, and at such additional times as the Chair of the Committee will decide in order to fulfil its duties.

4.2 Agenda

An agenda and any supporting documentation will be circulated to members of the Committee in advance of each meeting. The Chair of the Committee will report the deliberations of each meeting of the Committee to the subsequent Board meeting.

4.3 Minutes

The Company Secretary will be responsible for keeping minutes of the meetings together with copies of all materials put before the Committee. Minutes of the meetings are distributed first to the Chair of the Committee for confirmation and then to members as soon as practicable, and distributed to all Directors with their Board papers (unless circumstances otherwise require, for example where there is a conflict of interest).

4.4 Quorum

The quorum for a meeting of the Committee will be a majority of the members.

4.5 Attendance

In addition to the members of the Committee, any other Directors wishing to be present are entitled to attend Committee meetings (except in circumstances where there is a conflict of interest).

The Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular the Committee may meet with external advisers, any executive or other employee, any other non-executive Director, and may do so with or without management present.

5 AUTHORITY

5.1 Authority of the Committee

The Committee is authorised:

- (a) to seek any information it requires in order to perform its duties, from any employee of the Company; and
- (b) to obtain, at the Company's expense, external legal or other professional advice on any matter within its Charter.

6 REVIEW

6.1 Review of this Charter

The Committee's Charter will be reviewed regularly and updated as required.

Revised by the Woodside Energy Group Ltd Board in December 2025.